

WGN-TV, Chicago, IL
WGN(AM), Chicago, IL
FCC Form 314
Exhibit 16

REQUEST FOR CROSS-OWNERSHIP WAIVER

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I. INTRODUCTION AND SUMMARY

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

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

which Tribune has owned in common for more than sixty years.² Such a permanent waiver would represent simply an extension of the relief the FCC already found justified in November 2007.³ In the alternative, Reorganized WGN seeks a temporary waiver of the NBCO Rule until 18 months after pending proceedings to revise the NBCO Rule become final.

The FCC eliminated the prohibition on newspaper/broadcast cross-ownership in 2003, the United States Court of Appeals for the Third Circuit upheld the elimination of the ban in 2004, and the FCC reaffirmed its 2003 holding that the NBCO Rule in its 1975 form no longer serves the public interest in December 2007.⁴ That decision was challenged in several Courts of Appeals, and the cases were ultimately transferred to the Third Circuit.⁵ In March 2010, that

² The publisher of *Chicago Tribune* also publishes *RedEye*, a free six-day per week niche publication narrowly-targeted to young (18-34) urban commuters in the Chicago DMA. *RedEye* is available throughout the greater Chicagoland area at no charge at single copy outlet locations, such as “el” and “Metra” train stations; at “honor” boxes placed on city sidewalks; and via no-charge home delivery. The publisher prints approximately 250,000 copies of *RedEye* each week, and though it has recently begun offering stand-alone home delivery, less than 1% of its weekday distribution and all of its Saturday distribution is delivered in that manner. Because *RedEye*’s target audience is a subset of *Chicago Tribune*’s general interest audience, *RedEye* is a mix of repurposed *Chicago Tribune* content, third-party news content, and content original to *RedEye*. *RedEye*’s content is focused on entertainment, popular culture and local events, and it does not have an editorial page. Its website is operated as part of Tribune’s Chicagonow.com blog site. For these reasons, Reorganized WGN believes that *RedEye* is not a separate “newspaper” under the NBCO Rule, and no waiver should be necessary. To the extent, however, that a waiver is necessary, Reorganized WGN requests that the instant request for waiver of the NBCO Rule to permit common ownership of WGN(AM), WGN-TV, and the *Chicago Tribune* also be deemed to include common ownership of *RedEye*.

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

⁴ See *infra* Section II.A.3.

⁵ The Judicial Panel on Multidistrict Litigation consolidated the appeals originally filed in the United States Courts of Appeals for the First, Third, Sixth, Ninth, and District of Columbia Circuits and determined by random selection that the case would be heard in the Ninth Circuit. *In re: Federal Communications Commission, In the Matter of 2006 Quadrennial Regulatory Review*, RTC No. 95 (J.D.P.M.L. Mar. 11, 2008). The Ninth Circuit Court of Appeals subsequently transferred the case to the Third Circuit. *Media Alliance v. FCC*, Nos. 08-70830, *et al.* (9th Cir. Nov. 4, 2008).

court lifted a stay that it had first put in place in September 2003 and continued in its 2004 decision and a 2009 order, thus allowing revised standards for waiver of the NBCO Rule to take effect. Under these modified waiver standards, Reorganized Tribune's Chicago combination should be granted a permanent NBCO waiver under the "failed station" criterion; application of the four public interest factors set forth by the agency in the same decision further supports continued cross-ownership of WGN-TV, WGN(AM), and the *Chicago Tribune*.

Just a month before its December 2007 media ownership decision, the Commission found the permanent waiver of the NBCO Rule in Chicago appropriate based on the record facts, which have only become more compelling in the interim.⁶ Since that decision, the country has experienced a dramatic economic downturn that has been particularly severe in its impact on the newspaper and broadcast industries – already devastated by changes in the advertising market and increasing competition from Internet and other sources of news, information, and entertainment. The effects of that downturn ultimately resulted in the filing of petitions for bankruptcy by Tribune and nearly all of its subsidiaries, including the licensee of WGN(AM) and WGN-TV.⁷

Tribune has been a fixture in the Chicago community since at least 1847, when it began publishing the *Chicago Tribune* (then known as the *Chicago Daily Tribune*). Tribune established itself as a broadcasting pioneer by signing WGN(AM) on the air in 1924, and again in 1948 with its launch of WGN-TV, the call sign for each of which reflects their association

⁶ See generally *Shareholders of Tribune Co.*, 22 FCC Rcd 21,266.

⁷ See *In re Tribune Company, et al.*, Nos. 08-13141, *et al.* (KJC) (Bankr. D. Del. filed Dec. 8, 2008).

with the *Chicago Tribune*, known as the “World’s Greatest Newspaper.”⁸ In fact, WGN(AM) was serving the public interest in Chicago before the Communications Act of 1934, the FCC, or even its predecessor, the Federal Radio Commission. The Smithsonian Museum of American History has on-loan one of the microphones WGN(AM) used to provide listeners with live coverage in 1925 of the Scopes Monkey Trial. Those were the days when radio was just taking hold and television was little more than a dream. Today all of Tribune’s locally-owned and operated properties are Chicago institutions, and together provide abundant news and public service to the local community.

Although the newspaper and broadcast stations exercise independent editorial discretion, access to the combined resources of the three properties and the journalistic synergies produced by their common ownership enable each to increase the quantity and timeliness of news that it broadcasts, prints, or publishes on its websites and to deliver a superior news product to Chicago residents. WGN-TV currently airs 42 hours per week of local news, more than any other station in Chicago. Its local newscasts frequently outrank those of the Big-four network-owned stations in the market, an unusual accomplishment for a station not owned by or even affiliated with a major network. WGN(AM) broadcasts a local news/talk format, providing news updates twice every hour and extended news programming during morning and afternoon drive time. The station also broadcasts all Cubs baseball and Chicago Blackhawks hockey games, as well as Northwestern Wildcats football and men’s basketball games. WGN(AM)’s programming is entirely locally-produced and offers in-depth discussion of local news, politics, sports, and other issues.

⁸ Tribune further expanded its ability to cover the local Chicagoland community in 1993, with ChicagoLand Television (CLTV), a 24-hour regional cable news, weather, sports, and information channel. CLTV reaches over 1.5 million cable households.

The political coverage provided by each station is also greatly enhanced by Tribune's common ownership. With access to the *Chicago Tribune's* experienced political beat reporters and the journalists working at the newspaper's bureaus in the Illinois state capital and Washington, D.C., WGN-TV and WGN(AM) are able to add breadth and depth to their political stories. Shared resources allow the properties to conduct voter polling that they would be unable to do on their own. Resource sharing has also greatly improved and expanded weather coverage for Chicago residents.

Reporters for all three properties frequently collaborate on breaking news stories, ensuring that important news gets to the public as quickly as possible. In addition to working together to produce regularly scheduled newscasts and print stories, Tribune's Chicago properties often collaborate on special projects of particular importance to the local community, such as a recent joint investigative report by WGN-TV and the *Chicago Tribune* on illegal immigration at the United States-Mexico border, joint coverage by all three properties of six fatal shootings at Northern Illinois University, and a series of stories broadcast on WGN-TV and WGN(AM) and published in the *Chicago Tribune* by a WGN-TV reporter embedded with Illinois National Guard troops in Iraq. Tribune's Chicago properties are extensively involved in local community programs and events and have received numerous awards and accolades for the superior news and public service that they offer to the local community.

The Chicago Designated Market Area ("DMA") in which these properties operate is the third largest, and one of the most diverse and competitive, markets in the country. The number of sources from which the public can obtain local news and information in the DMA has multiplied exponentially since Tribune began publishing a Chicago newspaper in 1847, and has increased at an ever-accelerating rate since the Commission grandfathered Tribune's ownership

of the newspaper and broadcast properties in Chicago when it adopted the NBCO Rule in 1975. Common ownership of WGN-TV, WGN(AM), and the *Chicago Tribune* has served the public interest, and will continue to do so, without any diminution of diversity in the sources of news and information or harm to competition in the Chicago DMA. Thus, under the revised standards for waiver of the NBCO Rule now in effect or under any reasonable standard that takes into account the public interest benefits provided by the combination in question, Reorganized Tribune should be granted a permanent waiver of the NBCO Rule permitting its continued common ownership of the *Chicago Tribune*, WGN-TV, and WGN(AM) and also permitting a subsequent sale of those properties in tandem following the company's emergence from bankruptcy. Such relief is fully justified in this case given the Commission's prior findings, the exigencies of Tribune's bankruptcy status, and the need for the FCC to ensure comity with the bankruptcy process. At the very least, a temporary waiver until 18 months after the Commission completes its review of the NBCO Rule and that action becomes a final order no longer subject to judicial review is appropriate here.

II. PROCEEDINGS RELATED TO THE NBCO RULE, TRIBUNE'S CHICAGO PROPERTIES, AND THE IMPACT OF THE ECONOMIC DOWNTURN.

A. The NBCO Rule.

1. Adoption Of The NBCO Rule In 1975.

In 1975, the FCC adopted the NBCO Rule prohibiting ownership of a daily newspaper and a broadcast station serving the same community.⁹ In its decision adopting the NBCO Rule, the Commission acknowledged the potential detriments of the prohibition and the very shaky

⁹ *Multiple Ownership of Standard, FM & Television Broad. Stations*, Second Report and Order, 50 F.C.C.2d 1046 (1975) ("1975 Order"), *aff'd* *FCC v. Nat'l Citizens Comm. for Broad.*, 436 U.S. 775 (1978) ("NCCB").

factual foundation upon which it was based.¹⁰ The agency also recognized the pioneering spirit of cross-owners and the fact that broadcast stations affiliated with newspapers tended to be superior licensees, particularly in terms of locally oriented service.¹¹ Despite its recognition of the public interest benefits of cross-ownership, the agency nevertheless adopted the NBCO Rule in reliance on what the agency itself termed a “mere hoped for gain in diversity.”¹² Importantly, however, the Commission concluded that where there was at least one other broadcast station licensed to a community, cross-ownership would be grandfathered because the harm from forced divestiture outweighed any theoretical benefit of separate ownership.¹³ The FCC also contemplated processing a “number of waiver requests.”¹⁴ The Supreme Court upheld the FCC’s decision to grandfather most existing combinations and relied heavily on the availability of

¹⁰ *Id.* at 1074 (¶ 99), 1078-81 (¶¶ 108-13).

¹¹ *Id.*; *see id.* at Appendix C, 50 F.C.C.2d at 1094-98 (recognizing that co-owned stations produce greater amounts of local informational programming).

¹² *Id.* at 1078 (¶ 109).

¹³ *Id.* at 1078-86 (¶¶ 108-22).

¹⁴ *Id.* at 1085 (¶ 118). In the *1975 Order*, the Commission first explained that it would consider granting waivers in three types of situations involving financial hardship or distress: (1) an inability to sell a station; (2) a potential sale, but only at an artificially depressed price; or (3) where separate ownership and operation of the newspaper and station could not be supported in the locality. *1975 Order*, 50 F.C.C.2d at 1085 (¶ 119). The Commission also established a fourth and independent basis for waiver: if it can be shown “*for whatever reason* that the purposes of the rule would be disserved by divestiture, if the rule, in other words, would be better served by continuation of the current ownership pattern, then waiver would be warranted.” *Id.* (emphasis added and internal citation omitted). The Commission has subsequently encapsulated its waiver policy as counseling in favor of waivers “if: (1) a combination could not sell a station; (2) a combination could not sell a station except at an artificially depressed price; (3) separate ownership and operation of a newspaper and a station could not be supported in a locality; or (4) for whatever reason, the purposes of the rule would be disserved.” *Cross-Ownership of Broad. Stations and Newspapers; Newspaper/Radio Cross-Ownership Waiver Policy*, Order and Notice of Proposed Rulemaking, 16 FCC Rcd 17,283, 17,284-85 (¶ 3) (2001) (“*Newspaper/Broadcast NPRM*”). These purposes necessarily must be understood to include the promotion of localism and diversity, the key goals upon which the NBCO Rule is premised.

waivers in affirming the NBCO Rule in 1978.¹⁵ Tribune’s Chicago combination was among those grandfathered in 1975, and it has enjoyed that status for 35 years.¹⁶ As shown below, application today of the waiver standards adopted in 1975 would permit Tribune’s continued common ownership of WGN(AM), WGN-TV, and the *Chicago Tribune*.¹⁷

2. Proposed Relaxation In The 1990s.

More than a decade ago, clearly recognizing the significant changes that had occurred in the media landscape since 1975, the FCC began calling for changes to the NBCO Rule. In 1996, in explaining its grant of a temporary waiver of the NBCO Rule to Capital Cities, the Commission stated that it would “proceed expeditiously with an open proceeding to consider revising [its] newspaper broadcast cross-ownership policies.”¹⁸ Chairman Hundt separately observed that the NBCO Rule “is right now impairing the future prospects of an important . . . source of education and information: the newspaper industry” and stated that the Commission should be able to complete the rulemaking within one year – before the expiration of the waiver granted to Capital Cities.¹⁹ That same year, the agency issued a Notice of Inquiry regarding

¹⁵ See *NCCB*, 436 U.S. at 802 n.20.

¹⁶ *1975 Order*, 50 F.C.C.2d at 1080-86 & 1098 (App. D) (¶¶ 112-122) (explaining decision to grandfather all existing combinations not found to constitute “egregious” cases, listing cases found to be “egregious” in Appendix, and not including the WGN-TV/WGN(AM)/*Chicago Tribune* combination which had been in existence for nearly 30 years at the time).

¹⁷ See *infra* Section IV.

¹⁸ *Capital Cities/ABC, Inc.*, Memorandum Opinion and Order, 11 FCC Rcd 5841, 5851 (¶ 6) (1996).

¹⁹ *Id.* at 5906, 5908 (Separate Statement of Chairman Reed E. Hundt). The Commission did not complete the promised proceeding within the year, and Capital Cities was subsequently granted a temporary waiver pending the outcome of the promised rulemaking proceeding. See Letter to Joel Rosenbloom and Alan Braverman from Roy J. Stewart, Chief, Mass Media Bureau (Oct. 24, 1996) (“*Capital Cities Letter Decision*”).

potential relaxation of its policy for waiving the NBCO Rule as it applied specifically to newspaper/radio cross-ownership.²⁰

The very next year (in 1997), Tribune proposed to acquire six stations owned by Renaissance Communications Corp., including one in the Miami-Ft. Lauderdale market where Tribune already owned a newspaper. After a challenge by Tribune in the D.C. Circuit, the FCC granted Tribune a temporary waiver of the NBCO Rule in Miami pending the outcome of the Commission's anticipated review of the rule in its 1998 biennial review.²¹ Both the FCC and the Court recognized the need for modification of the NBCO Rule, but the FCC stated, and the Court agreed, that the promised rulemaking, rather than the Tribune/Renaissance transaction, was the appropriate proceeding in which to effectuate such change.²²

²⁰ *Newspaper/Radio Cross-Ownership Waiver Policy*, Notice of Inquiry, 11 FCC Rcd 13,003 (1996).

²¹ *Renaissance Commc'ns Corp.*, Order, 13 FCC Rcd 4717 (1998). The FCC initially granted Tribune a finite period to come into compliance with the NBCO Rule, but after review of the D.C. Circuit's opinion in *Tribune Co. v. FCC*, 133 F.3d 61 (D.C. Cir. 1998), extended the waiver until the completion of the anticipated rulemaking.

²² *Renaissance Commc'ns Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 11,866, 11,888 (¶ 51) (1997) ("*Renaissance*"), *aff'd sub nom. Tribune Co. v. FCC*, 133 F.3d 61 (D.C. Cir. 1998).

Also in 1997, the Newspaper Association of America (“NAA”) filed a formal Petition for Rulemaking seeking repeal or relaxation of the NBCO Rule.²³ The FCC did not act on that petition. Instead, as required under Section 202(h) of the Telecommunications Act of 1996,²⁴ the Commission in 1998 undertook its first Biennial Review of its media ownership rules, which it completed two years later in 2000 by issuing the *1998 Biennial Regulatory Review* Report.²⁵ There, the agency again concluded that the NBCO Rule needed to be modified and promised to initiate a rulemaking proceeding to amend it.²⁶ The Commission did not, however, open such a rulemaking. Instead, the agency launched its 2000 Biennial Review, releasing a report in 2001 in which it committed once more to “issue a notice of proposed rulemaking seeking comment on whether [the FCC] need[ed] to modify the daily newspaper/ broadcast cross-ownership rule in order to address contemporary market conditions.”²⁷

²³ Tribune is a member of NAA.

²⁴ See Telecommunications Act of 1996, Pub. L. No. 104-104, § 202(h); see also 47 U.S.C. § 161. Section 202(h) requires the Commission to determine whether its media ownership rules remain “necessary in the public interest as the result of competition” and to “repeal or modify any regulation it determines to be no longer in the public interest.” The reviews were first required to be conducted every two years, but in 2004 Congress amended Section 202(h) to require reviews on a quadrennial basis. Consolidated Appropriations Act, 2004, Pub. L. No. 108-199, § 629, 118 Stat. 3, 99 (2004).

²⁵ *1998 Biennial Regulatory Review*, Biennial Review Report, 15 FCC Rcd 11,058 (2000).

²⁶ *Id.* at 11,102 (¶ 83) (“[W]e believe that there may be certain circumstances in which the rule may not be necessary to achieve the rule’s public interest benefits. We, therefore, will initiate a rulemaking proceeding to consider tailoring the rule accordingly.”). As part of the biennial review, the Commission recognized its prior grant to Tribune of a temporary waiver for its Miami television station pending completion of the rulemaking that it had promised to initiate at the time the waiver was granted, and extended that waiver pending the resolution of the rulemaking promised in the 1998 Biennial Review. *Id.* at 11,109-10 (¶ 96).

²⁷ *2000 Biennial Regulatory Review*, Report, 16 FCC Rcd 1207, 1218 (¶ 32) (2001).

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

More than eight years ago, in September 2001, the Commission finally issued a Notice of Proposed Rulemaking regarding the modification or elimination of the NBCO Rule.²⁸ After receiving voluminous comments and reply comments, the FCC appeared poised to fulfill its longstanding promise to modify the NBCO Rule. Instead, in 2002 the agency consolidated the *Newspaper/Broadcast NPRM* into an omnibus multiple ownership proceeding tied to the 2002 Biennial Review and its review of two cases related to television ownership rules that had been remanded to it from the D.C. Circuit.²⁹ The FCC then re-launched the inquiry (the “Omnibus Proceeding”).³⁰ The agency took further public comment, commissioned a dozen market studies, and held numerous field hearings. Tribune not only filed comments in the Omnibus Proceeding (consistent with its participation in the earlier rulemakings), but Tribune Vice President Shaun Sheehan also appeared as a panelist at one of the unofficial field hearings in April 2003.³¹ After another year of study, the Commission in June 2003 adopted the *2003 Order* that revised many of the media ownership rules, including the NBCO Rule.³²

²⁸ *Newspaper/Broadcast NPRM*, 16 FCC Rcd at 17,283-284 (¶ 1).

²⁹ *See Sinclair Broad. Group, Inc. v. FCC*, 284 F.3d 148 (D.C. Cir. 2002); *Fox Television Stations, Inc. v. FCC*, 280 F.3d 1027, *reh’g granted*, 293 F.3d 537 (D.C. Cir. 2002).

³⁰ *2002 Biennial Regulatory Review – Review of the Comm’ns Broad. Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecomms. Act of 1996; Cross-Ownership of Broad. Stations and Newspapers; Rules and Policies Concerning Multiple Ownership of Radio Broad. Stations in Local Markets*, Notice of Proposed Rulemaking, 17 FCC Rcd 18,503 (2002).

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

³² *2002 Biennial Regulatory Review – Review of the Comm’ns Broad. Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecomms. Act of 1996; Cross-Ownership of Broad. Stations and Newspapers; Rules and Policies Concerning Multiple Ownership of*

In the *2003 Order*, the Commission found that the NBCO Rule was no longer justifiable under the standard set forth in Section 202(h).³³ The decision was based on an analysis of the three primary public interest objectives that govern the agency’s oversight of broadcast ownership: localism, viewpoint diversity, and competition.

With respect to localism, the FCC cited “overwhelming evidence that [newspaper/broadcast] combinations can promote the public interest by producing more and better overall local news coverage.”³⁴ In this vein, the agency recognized that “television stations that are co-owned with daily newspapers tend to produce more, and arguably better, local news and public affairs programming than stations that have no newspaper affiliation.”³⁵ Based on the extensive record before it, the agency determined that “the current rule is not necessary to promote our localism goal, and . . . in fact, is likely to hinder its attainment.”³⁶

With regard to viewpoint diversity, the agency found that the record did not support the conclusion that “common ownership of broadcast stations and daily newspapers in the same community poses a widespread threat to diversity of viewpoint or programming.”³⁷ To the contrary, the Commission determined that “the synergies and efficiencies that can be achieved by commonly located newspaper/broadcast combinations can and do lead to . . . diverse

Radio Broad. Stations in Local Markets, Report and Order and Notice of Proposed Rulemaking, 18 FCC Rcd 13,620, 13,747, 13,767 (¶¶ 327, 368-69) (2003) (“*2003 Order*”), *aff’d in part, remanded in part, Prometheus Radio Project v. FCC*, 373 F.3d 372 (3d Cir. 2004), *cert. denied*, 545 U.S. 1123 (2005).

³³ See *2003 Order*, 18 FCC Rcd at 13,678 (¶ 371); *supra* note 24.

³⁴ *2003 Order*, 18 FCC Rcd at 13,759 (¶ 354).

³⁵ *Id.* at 13,802 (¶ 465).

³⁶ *Id.* at 13,759-60 (¶ 354).

³⁷ *Id.* at 13,767 (¶ 368).

viewpoints.”³⁸ It also found that “relaxing the cross-ownership rule could lead to an increase in the number of newspapers in some markets and foster the development of important new sources of local news and information.”³⁹ Tribune’s grandfathered newspaper/broadcast combination in Chicago exemplifies the Commission’s findings as to localism and diversity in particular, with its superior performance in providing diverse news and local information to Chicago viewers, listeners, and readers.

As to competition, the Commission concluded that newspaper/broadcast combinations “cannot adversely affect competition in any relevant product market,” and that the NBCO Rule was thus not necessary to protect competition.⁴⁰ Accordingly, the FCC repealed the newspaper/broadcast cross-ownership ban and, based on lingering concerns regarding diversity, replaced it with a new set of cross-media limits.⁴¹ Those new limits would have permitted common ownership of WGN-TV, WGN(AM), and the *Chicago Tribune*.⁴²

³⁸ *Id.* at 13,761 (¶ 358). The FCC’s conclusions on this issue were supported by independent studies commissioned by the agency. See David Pritchard, *Viewpoint Diversity in Cross-Owned Newspaper and Television Stations: A Study of News Coverage of the 2000 Presidential Campaign* (FCC Media Ownership Working Group Report #2), September 2002; Thomas C. Spavins, et al., *The Measurement of Local Television News and Public Affairs Programs* (FCC Media Ownership Working Group Report #7), September 2002; Scott Roberts, et al., *A Comparison of Media Outlets and Owners for Ten Selected Markets (1960, 1980, 2000)* (FCC Media Ownership Working Group Report #1), September 2002.

³⁹ 2003 Order, 18 FCC Rcd at 13,760-61 (¶ 356).

⁴⁰ *Id.* at 13,753 (¶ 341); see also *id.* at 13,748-49 (¶¶ 331-32), 13,752-53 (¶¶ 339-41), 13,767 (¶¶ 368-69).

⁴¹ As pertinent here, in “markets with nine or more TV stations (‘large markets’),” the Commission “impose[d] no cross-media restrictions,” reasoning in part that, “[t]o begin with, markets of this size today tend to have robust media cultures characterized by a large number of outlets and a wide variety of owners.” 2003 Order, 18 FCC Rcd at 13,804 (¶ 473).

⁴² See *infra* at 129.

A number of parties (including Tribune) challenged the *2003 Order*, and the United States Court of Appeals for the Third Circuit affirmed the Commission’s decision to repeal the blanket ban on newspaper/broadcast cross-ownership.⁴³ As the Third Circuit stated, “[t]he Commission’s decision not to retain a ban on newspaper/broadcast cross-ownership is justified under § 202(h) and is supported by record evidence.”⁴⁴ Further, the Court concluded that “reasoned analysis supports the Commission’s determination that the blanket ban on newspaper/broadcast cross-ownership was no longer in the public interest.”⁴⁵ The Third Circuit recognized that “[n]ewspaper/broadcast combinations can promote localism” and that a wholesale prohibition actually “undermined” this important goal.⁴⁶ In addition, the Court agreed with the agency that “[a] blanket prohibition on newspaper/broadcast combinations is not necessary to protect diversity.”⁴⁷ In this regard, the Third Circuit found that “the Commission reasonably concluded that it did not have enough confidence in the proposition that commonly owned outlets have a uniform bias to warrant sustaining the cross-ownership ban.”⁴⁸ The Court thus upheld the Commission’s finding that retaining the ban was no longer in the public interest.

⁴³ *Prometheus Radio Project v. FCC*, 373 F.3d 372, 398 (3d Cir. 2004), *cert. denied*, 545 U.S. 1123 (2005).

⁴⁴ *Id.*

⁴⁵ *Id.*

⁴⁶ *Id.* at 398-99.

⁴⁷ *Id.* at 399.

⁴⁸ *Id.* at 399-400.

The Third Circuit, however, remanded the *2003 Order* to the FCC for further justification of the specific limits on cross-media ownership that had been adopted to replace the ban.⁴⁹

4. The 2006 Proceeding And Resultant Rule Change.

Approximately two years later, the Commission issued a Notice of Proposed Rulemaking in its 2006 Quadrennial Review (the “*2006 FNPRM*”).⁵⁰ That proceeding served the dual purposes of fulfilling the agency’s Section 202(h) periodic review mandate and responding to the issues raised in the Third Circuit’s remand decision. In the *2006 FNPRM*, the Commission asked, among other things, whether it should revise the 2003 cross-media limits, whether it could justify those limits based upon additional evidence or analysis, and whether continuing to restrict newspaper/broadcast cross-ownership was necessary in the public interest at all.⁵¹ The proceeding generated yet another massive record on newspaper/broadcast cross-ownership, with the Commission receiving comments and reply comments, commissioning 10 peer-reviewed studies, and conducting six official field hearings. In addition to Tribune’s submission of comments in the proceeding, Tom Langmyer, Vice President and General Manager of WGN(AM), participated as a panelist at the September 2007 public hearing in Chicago; Bob Gremillion, President, CEO, and Publisher of the *Sun Sentinel*, participated as a panelist at the

⁴⁹ While it rejected certain elements of the rationale underlying the cross-media limits, including some components of a “diversity index,” *id.* at 402-11, the Court did not question the FCC’s finding that the public interest benefits that can be realized in larger markets significantly outweigh the impact of a decrease in the count of independently owned properties or voices.

⁵⁰ *2006 Quadrennial Regulatory Review – Review of the Comm’ns Broad. Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecomms. Act of 1996; 2002 Biennial Regulatory Review – Review of the Comm’ns Broad. Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecomms. Act of 1996; Cross-Ownership of Broad. Stations and Newspapers; Rules and Policies Concerning Multiple Ownership of Radio Broad. Stations in Local Markets; Definition of Radio Markets*, Further Notice of Proposed Rulemaking, 21 FCC Rcd 8834 (2006) (“*2006 FNPRM*”).

⁵¹ *Id.* at 8848 (¶ 32).

April 2007 public hearing in Tampa; Pamela S. Pearson, Vice President/General Manager of Tribune Television Northwest, Inc., participated as a panelist at the November 2007 public hearing in Seattle; and Vincent Malcolm, then-Vice President and General Manager, KTLA(TV), participated as a panelist at the October 2006 public hearing in Los Angeles.⁵²

In an order adopted in December 2007 (and released in February 2008), the Commission made new findings and added liberalized waiver standards to the NBCO Rule. Among other things, the Commission found that “[e]vidence in the record continues to support the Commission’s earlier decision that retention of a complete ban is not necessary in the public interest as a result of competition, diversity, or localism.”⁵³ In particular, the Commission found that (1) “ample evidence in the record” indicates that “marketplace conditions have indeed changed and thus justify a recalibration,” (2) “the largest markets contain a robust number of diverse media sources,” “diversity of viewpoints would not be jeopardized by certain newspaper/broadcast combinations,” and many combinations exercise “independent editorial control,” and (3) “newspaper/broadcast combinations can create synergies that result in more news coverage for consumers,” thus enhancing localism.⁵⁴ Under the changes in the *2008 Order*, the general restriction on cross-ownership was retained, with standards for consideration

⁵² See FCC, Public Notice, *FCC Announces Agenda for Public Hearing on Media Ownership in Seattle, Washington* (rel. Nov. 8, 2007); FCC, Public Notice, *FCC Announces Agenda for Public Hearing on Media Ownership in Chicago, Illinois* (rel. Sept. 17, 2007); FCC, Public Notice, *FCC Announces Agenda for Public Hearing on Media Ownership in Tampa-St. Petersburg, Florida* (rel. Apr. 26, 2007); FCC, Public Notice, *FCC Announces Further Details for Public Hearing on Media Ownership in Los Angeles* (rel. Sept. 29, 2006).

⁵³ *2006 Quadrennial Regulatory Review – Review of the Comm’ns Broad. Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecomms. Act of 1996*, Report and Order and Order on Reconsideration, 23 FCC Rcd 2010, 2021-22 (¶ 19) (2008) (“*2008 Order*”), *appeal pending sub nom. Prometheus Radio Project v. FCC*, Nos. 08-3078, *et al.* (3d Cir. filed July 15, 2008).

⁵⁴ *Id.* at 2021-22 (¶ 19), 2038-39 (¶ 49).

of waiver requests incorporated into the rule and certain presumptions established depending on the size of the market involved and various other factors.

Specifically, under the revised waiver standards, the Commission presumes that combinations of a daily newspaper and a single broadcast station in any of the twenty largest DMAs are in the public interest as long as (1) the broadcast station is a radio station; or (2) if the broadcast station is a television station, (i) at least eight independent “major media voices” remain in the DMA, and (ii) the station is not ranked among the top four stations in the DMA.⁵⁵ Combinations also are presumed to be in the public interest if either the newspaper or broadcast station qualifies as “failed” or “failing,”⁵⁶ or if a new owner will initiate local news programming of at least seven hours per week on a broadcast station that was not offering local newscasts prior to the combined operations.⁵⁷

In other cases, combinations are presumed not to be in the public interest, but waivers are available under a four-factor test which considers: (1) whether the cross-ownership will significantly increase the amount of local news disseminated through the media properties involved; (2) whether each property will exercise its own independent news judgment; (3) the level of concentration in the DMA; and (4) the financial condition of the newspaper or broadcast property, and if the newspaper or broadcast station is in financial distress, the proposed owner’s commitment to invest significantly in newsroom operations.⁵⁸ As will be shown below, the NBCO Rule as revised in the *2008 Order*, applied in the context of the Chicago market and

⁵⁵ *Id.* at 2040 (¶ 53).

⁵⁶ *Id.* at 2047-48 (¶ 65).

⁵⁷ *Id.* at 2049 (¶ 67).

⁵⁸ *Id.* at 2049 (¶ 68).

Tribune's history of operation of broadcast and newspaper properties there, permits continued common ownership of WGN-TV, WGN(AM), and the *Chicago Tribune* by Reorganized Tribune.⁵⁹

5. Third Circuit Redux And Current Procedural Posture.

The *2008 Order* was challenged by many parties (including Tribune) in various courts of appeal. Preliminary proceedings related to venue resulted in transfer of all of the cases to the Third Circuit, after which advocacy groups Media Alliance, Prometheus Radio Project, Office of Communication of the United Church of Christ, Inc., and Free Press jointly filed a motion to hold the cases in abeyance pending Commission action on a petition for reconsideration that certain other advocacy groups had filed with the agency. The Third Circuit granted that motion in April 2009⁶⁰ and, as noted earlier, then ordered that a stay issued in connection with the Court's review of the *2003 Order* remain in effect.⁶¹ The Third Circuit subsequently requested and received filings regarding whether the cases should continue to be held in abeyance and whether the stay should be lifted.⁶² In March 2010, the Court issued an order lifting the stay of

⁵⁹ See *infra* Section IV.

⁶⁰ Order, *Prometheus Radio Project v. FCC*, No. 08-3078 (3d Cir. Apr. 14, 2009).

⁶¹ See Order, *Prometheus Radio Project v. FCC*, No. 08-3078 (3d Cir. June 12, 2009).

⁶² See Order, *Prometheus Radio Project v. FCC*, No. 08-3078 (3d Cir. Dec. 17, 2009); Order, *Prometheus Radio Project v. FCC*, No. 08-3078 (3d Cir. Nov. 4, 2009). In its response to the Third Circuit's November 4, 2009 Order, the FCC argued in favor of continued abeyance and maintenance of the stay; requested that, in the event that the Court deemed abeyance no longer to be appropriate, the cases be remanded to the agency for further proceedings; and indicated that it did not intend to address the petition for reconsideration outside of the context of the 2010 Quadrennial Review. FCC, Response to the Court's Order of November 4, 2009, *Prometheus Radio Project v. FCC*, No. 08-3078 (3d Cir. filed Nov. 25, 2009).

the *2008 Order*, including the liberalized NBCO waiver standards, and set a schedule for briefing on the merits.⁶³

In the meantime, the FCC has launched its 2010 Quadrennial Review by holding several workshops. Those workshops have addressed, among other things, the general scope and framework for the review; the Commission's diversity, localism, and competition goals; studies and data-gathering that the agency should undertake in the course of the review; financial and marketplace issues; minority media ownership; local television and radio marketplace issues; and the NBCO Rule, in particular.⁶⁴ In addition, the FCC recently launched a separate proceeding on "The Future of Media and Information Needs of Communities," which promises to address issues such as how people get news and information and financial trends affecting newspapers and broadcasters.⁶⁵

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

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

⁶³ See Order, *Prometheus Radio Project v. FCC*, No. 08-3078 (3d Cir. Mar. 23, 2010).

⁶⁴ FCC, News Release, *Media Bureau Announces Media Ownership Workshop in Tampa, Florida*, MB Docket No. 09-182 (rel. Mar. 17, 2010); FCC, News Release, *Media Bureau Announces February 23, 2010 Media Ownership Workshop in Columbia, South Carolina*, MB Docket No. 09-182 (rel. Jan. 28, 2010); FCC, News Release, *Media Bureau Announces Agenda and Panelists for Minority Media Ownership Workshop*, MB Docket No. 09-182 (rel. Jan. 22, 2010); FCC, News Release, *Media Bureau Announces Panelists and Agenda for Media Ownership Workshop on Financial and Marketplace Issues*, MB Docket No. 09-182 (rel. Jan. 5, 2010); FCC, Public Notice, *Media Bureau Announces Agenda and Participants for Initial Media Ownership Workshops and Seeks Comment on Structuring of the 2010 Media Ownership Review Proceeding*, 24 FCC Rcd 12,584 (2009) ("*2010 Quadrennial Review Public Notice*").

⁶⁵ FCC, Public Notice, *FCC Launches Examination of the Future of Media and Information Needs of Communities in a Digital Age*, GN Docket No. 10-25, DA 10-100 (rel. Jan. 21, 2010) ("*Future of Media Public Notice*").

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

In the order approving transfer of control of Tribune to the ESOP, the Commission granted Tribune a permanent waiver of the NBCO Rule for its Chicago combination – the identical combination of media properties grandfathered when the Commission adopted the NBCO Rule in 1975, and for which Tribune now seeks a waiver here.⁶⁶ In granting a permanent waiver, the Commission recognized the longstanding existence of the combination, the highly competitive nature of the Chicago market, and the benefits to the public stemming from the “uniquely long-term symbiotic relationship” between the properties at issue.⁶⁷ In particular, the agency noted that the “record confirms ‘the myriad public interest benefits that have resulted over the almost 60 years of Tribune’s common ownership of WGN-TV, WGN(AM), and the Chicago Tribune in the Chicago DMA.’”⁶⁸ The Commission concluded that “forced separation of the Tribune, WGN-TV, and WGN(AM) would diminish the strength of important sources of quality news and public affairs programming in the Chicago market[,] . . . that any detriment to diversity caused by the common ownership is negligible given the nature of the market,” and that, accordingly, “the purposes of the rule would not be served by divestiture.”⁶⁹ As described in detail below, these findings are all the more true today and warrant the grant of a permanent waiver of the NBCO Rule in the context of this transaction.

⁶⁶ See *Shareholders of Tribune Co.*, 22 FCC Rcd at 21,267 (¶ 1).

⁶⁷ *Id.* at 21,277 (¶ 34).

⁶⁸ *Id.* at 21,277-78 (¶ 34).

⁶⁹ *Id.* at 21,278 (¶ 34).

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

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

The Commission has taken these trends into account in its recent decisions affecting the industry. For example, when the FCC released its decision to add liberalized waiver standards to the NBCO Rule in early 2008, following approval of the transfer of control of Tribune to the ESOP, it recognized that newspapers were in a downward cycle and that regulatory relief therefore was particularly appropriate. As the agency concluded in its *2008 Order*, “[t]he emergence of new forms of electronic media in recent years has come at the expense of traditional media, and of newspapers in particular.”⁷⁰ The Commission observed that, although “the population of the country has increased more than 80 percent” during the past 50 years, “the number of daily newspapers being published and their readership have decreased significantly” over this same period.⁷¹

The agency further noted in 2008 that the recent, substantial drop in newspaper circulation had produced “a cascade of negative impacts on the media industry.”⁷² Among these

⁷⁰ *2008 Order*, 23 FCC Rcd at 2023 (¶ 21).

⁷¹ *Id.* at 2026 (¶ 27).

⁷² *Id.* (¶ 28).

was a “sharp reduction in the number of professional journalists employed in the newspaper industry,” a trend that had “particular import for the public interest.”⁷³ The FCC further observed that newspaper publishers had experienced a “flatten[ing]”⁷⁴ of the advertising revenues that “keep [them] alive” and that “stock prices for many of the major newspaper companies ha[d] fallen.”⁷⁵

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

⁷³ *Id.*

⁷⁴ *Id.* at 2029 (¶ 32).

⁷⁵ *Id.* at 2028 (¶ 30), 2029 (¶ 33).

⁷⁶ After posting repeated losses and failing in its efforts to find a suitable buyer, E.W. Scripps in February 2009 shut down the *Rocky Mountain News*, which had been in existence since 1859, leaving *The Denver Post* as the city’s sole major daily. Howard Kurtz, *Final Edition: Rocky Mountain News to Shut Down Today*, WASH. POST, Feb. 27, 2009, at D03, available at <http://www.washingtonpost.com/wp-dyn/content/story/2009/02/27/ST2009022701217.html> (last visited Feb. 9, 2010). Less than one year later, the holding company of MediaNews Group, publisher of *The Denver Post* and 53 other daily newspapers, filed for Chapter 11 bankruptcy protection. Emily Chasan, *MediaNews Owner Files Prepackaged Bankruptcy*, REUTERS, Jan. 22, 2010, available at <http://www.reuters.com/article/idUSTRE60M01920100123> (last visited Feb. 9, 2010); Mike Spector & Shira Ovide, *MediaNews Bankruptcy Filing to Come as Soon as This Week*, WALL ST. J., Jan. 18, 2010, available at <http://online.wsj.com/article/SB10001424052748704541004575011630438688308.html> (last visited Feb. 9, 2010).

⁷⁷ Facing steep operating losses, the New York Times Company threatened to close *The Boston Globe* last year unless labor unions agreed to concessions on wages and benefits. Howard Kurtz, *N.Y. Times to File Notice It Will Close Boston Globe*, WASH. POST, May 4, 2009, available at <http://www.washingtonpost.com/wp-dyn/content/article/2009/05/03/AR2009050300269.html> (last visited Feb. 9, 2010); Richard Pérez-Peña, *Times Co. Said to Consider Closing Boston Globe*, N.Y. TIMES, Apr. 4, 2009, available at http://www.nytimes.com/2009/04/04/business/media/04globe.html?_r=1 (last visited Feb. 9, 2010). The shutdown of the paper was avoided when *Globe* employees accepted a package of pay and benefits cuts in July 2009. See Richard Pérez-Peña, *Boston Globe Workers Agree to Cuts*, N.Y. TIMES, July 21, 2009, available at <http://www.nytimes.com/2009/07/21/business/media/21globe.html> (last visited Feb. 9, 2010).

down online services.⁷⁸ In 2008-2009, many newspapers in medium and smaller markets, such as Albuquerque and Tucson, shut down publication entirely or substantially downsized their operations.⁷⁹ In addition, nine major newspaper publishers, including Tribune, have declared

The New York Times Company had intended to sell *The Boston Globe*, but after searching for a buyer for months, in October 2009 the company announced that it had decided not to sell the paper. It had been reported that bids for the paper and another in nearby Worcester, MA were about \$35 million, compared to the \$1.1 billion the company had paid for *The Boston Globe* in 1993. See Richard Pérez-Peña, *Times Co. Will Hold On to Boston Globe*, N.Y. TIMES, Oct. 15, 2009, available at www.nytimes.com/2009/10/15/business/media/15globe.html?_r=1&pagewanted=print (last visited Feb. 9, 2010). Hearst Corporation similarly considered selling or shutting down *The San Francisco Chronicle*, that city's major daily and the nation's 12th largest, if it could not substantially cut costs through newsroom layoffs. Shira Ovide & Russell Adams, *Hearst Plans to Slash, Sell or Shut Paper in Bay Area*, WALL ST. J., Feb. 25, 2009, available at <http://online.wsj.com/article/SB123551803197064061.html> (last visited Feb. 9, 2010).

⁷⁸ Hearst Corporation abandoned the print edition of the *Seattle Post-Intelligencer* in March 2009, replacing it with a much less extensive online-only operation. As a result of this major overhaul, the publisher retained just 20 of its 150-plus journalists, leaving nearly 90% of its former newsroom employees without jobs. Phillip Meyer, *Let's Not Stop the Presses*, USA TODAY, Apr. 29, 2009, at 9A, available at <http://blogs.usatoday.com/oped/2009/04/lets-not-stop-the-presses.html> (last visited Feb. 9, 2010). Similarly, Detroit daily newspapers *The Detroit Free Press* and *The Detroit News* developed a strategy to end home print delivery four days of the week, making home deliveries on only the most lucrative days – Thursdays, Fridays and Sundays – that account for more than 80 percent of advertising revenue, and directing readers to their websites for online “e-editions” on Mondays, Tuesdays, Wednesdays and Saturdays. Richard Pérez-Peña, *Detroit's Daily Papers Are Now Not So Daily*, N.Y. TIMES, Mar. 31, 2009, available at <http://www.nytimes.com/2009/03/31/business/media/31paper.html> (last visited Feb. 9, 2010).

⁷⁹ In February 2008, the *Albuquerque Tribune* published its final edition following unsuccessful efforts by its owner, E.W. Scripps Co., to find a buyer for the newspaper. See “86” for *Albuquerque Tribune – To Close on Saturday*, EDITOR & PUBLISHER (Associated Press), Feb. 20, 2008, available at http://www.editorandpublisher.com/eandp/news/article_display.jsp?vnu_content_id=1003712778 (last visited Apr. 14, 2010). Gannett Co., Inc. announced last May that it had decided to cease print publication of the *Tucson Citizen*, but that it would continue to operate its website, citing “[d]ramatic changes in our industry combined with the difficult economy.” Press Release, Gannett Co., Inc., *Gannett to Cease Print Publication of the Tucson Citizen* (May 15, 2009), available at <http://gannett.com/news/pressrelease/2009/pr051509.htm> (last visited Feb. 9, 2010); see also Yinka Adegoke, *Gannett Shuttters Tucson Citizen's Print Edition*, REUTERS, May 15, 2009, available at <http://www.reuters.com/article/idUSN1535783620090515> (last visited Feb. 9, 2010). The *Ann Arbor News* and the *Coral Gables Gazette* also have transitioned to online-only operations. Katherine Yung, *Ann Arbor News Folds; Web Transition Begins*, DETROIT FREE PRESS, July 24, 2009, available at <http://m.freep.com/BETTER/news.jsp?key=496022> (last visited Feb. 9, 2010); Elaine De Vallé, *Coral Gables Gazette Converts to Online Only*, THE MIAMI HERALD, Aug. 12, 2009, available at <http://www.miamiherald.com/news/southflorida/story/1181894.html> (last visited Feb. 9, 2010).

bankruptcy since December 2008.⁸⁰ These newspaper publishers, several of which remain in bankruptcy as of the date of this filing, collectively own more than 130 daily and more than 280 weekly publications.⁸¹ A growing number of publishers have been forced to close domestic and

⁸⁰ In addition to Tribune, these publishers include (1) Sun-Times Media Inc.; (2) Star Tribune Company; (3) the Journal Register Company; (4) Philadelphia Newspapers, LLC; (5) Freedom Communications, Inc.; (6) Heartland Publications, LLC; (7) Morris Publishing Group; and (8) Affiliated Media Inc., holding company of MediaNews Group. Richard Pérez-Peña, *Sun-Times Files for Bankruptcy*, N.Y. TIMES, Mar. 31, 2009, available at <http://www.nytimes.com/2009/04/01/business/media/01paper.html> (last visited Feb. 9, 2010); David B. Wilkerson, *Minneapolis Star Tribune Files for Bankruptcy*, MARKETWATCH (online), Jan. 16, 2009, available at <http://www.marketwatch.com/story/minneapolis-star-tribune-files-for-chapter-11-bankruptcy> (last visited Feb. 9, 2010); Robert MacMillan, *Chicago Sun-Times Parent Files for Bankruptcy*, REUTERS, Mar. 31, 2009, available at <http://www.reuters.com/article/topNews/idUSTRE52U3OZ20090331?feedType=RSS&feedName=topNews> (last visited Feb. 9, 2010); *Journal Register Seeks Bankruptcy Protection*, N.Y. TIMES (Associated Press), Feb. 22, 2009, available at <http://www.nytimes.com/2009/02/22/business/media/22journal.html> (last visited Feb. 9, 2010); Robert MacMillan, *Philadelphia Papers Owner Files for Bankruptcy Protection*, REUTERS, Feb. 23, 2009, available at <http://www.reuters.com/article/idUSTRE51M1M720090223> (last visited Feb. 9, 2010); Michael J. de las Merced, *Freedom Communications Files for Bankruptcy*, N.Y. TIMES, Sept. 1, 2009, available at <http://www.nytimes.com/2009/09/02/business/media/02freedom.html> (last visited Feb. 9, 2010); Jacqueline Palank, *Heartland Publications Files for Chapter 11 Bankruptcy*, WALL ST. J., Dec. 21, 2009, available at <http://online.wsj.com/article/SB10001424052748703344704574610261552846586.html> (last visited Feb. 10, 2010); *Newspaper Publisher Morris Seeks Ch. 11 Protection*, ABC News (Associated Press), Jan. 19, 2010, available at <http://abcnews.go.com/Business/wireStory?id=9599225> (last visited Feb. 9, 2010); *MediaNews Group Makes It Official: Files 'Prepackaged' Bankruptcy*, EDITOR & PUBLISHER (Associated Press), Jan. 26, 2010, available at http://www.editorandpublisher.com/eandp/news/article_display.jsp?vnu_content_id=1004061331 (last visited Feb. 9, 2010).

⁸¹ See Tribune, Tribune Company Business Units and Websites, <http://www.tribune.com/about/webguide/index.html> (last visited Feb. 9, 2010) (listing Tribune's publications); Press Release, Sun-Times Media Group, Inc., Sun-Times Media Group Reports Circulation Performance (Oct. 26, 2009), available at <http://ir.thesuntimesgroup.com/releasedetail.cfm?releaseid=417963> (last visited Feb. 9, 2010) (noting Sun-Times Media's publication of the *Chicago Sun-Times*, seven other daily newspapers, and 51 weekly newspapers); The Star Tribune Company, Our Company, <http://www.startribunecompany.com/100> (last visited Feb. 9, 2010) (noting publication of *Minneapolis Star-Tribune*); Journal Register Company, Our Publications, <http://www.journalregister.com/publications.html> (last visited Feb. 9, 2010) (listing publication of 19 daily newspapers and 30 weekly newspapers); Philadelphia Newspapers, Philadelphia Newspapers Reorganization Information, <http://www.philly.com/philly/about/pnl/> (last visited Feb. 9, 2010) (noting Philadelphia Newspaper LLC's publication of *Philadelphia Inquirer* and *Philadelphia Daily News*); Freedom Communications, Inc., Company Information,

foreign news bureaus⁸² and/or to trim the scope of their news coverage.⁸³ Virtually all publishers – in both large and small markets across the country – have laid off valued newsroom employees

<http://www.freedom.com/company/> (last visited Feb. 9, 2010) (noting publication of 33 daily newspapers, including the *Orange County Register*, and 77 weekly newspapers); Morris Communications Company, LLC, Morris Publishing Group Daily Newspapers and Nondaily Newspapers, http://morriscomm.com/divisions/morris_publishing_group/index.shtml#show_map (last visited Feb. 9, 2010) (listing publication of 13 daily newspapers and 28 weekly newspapers); Press Release, Affiliated Media, Inc., Affiliated Media, Inc. Files Prepackaged Plan of Reorganization (Jan. 22, 2010), *available at* <http://www.medianewsgroup.com/Press/Releases/2010/Press%20Release%20-%20AMI%20Files%20Prepackaged%20Plan%20for%20Reorganization.doc> (last visited Feb. 9, 2010) (listing publication of 54 daily newspapers and more than 100 weekly newspapers).

⁸² Pew Project for Excellence in Journalism, *The State of the News Media* (2010) (“*PEJ 2010 State of the News Media Report*”), Newspapers, News Investment at 29, http://www.stateofthemedial.org/2010/printable_newspaper_chapter.htm (last visited Apr. 17, 2010) (noting that the recession and “accelerating ad losses” forced “[s]tatehouse and Washington bureaus” to be “gutted or closed” at many newspapers in 2009 and early 2010). For example, Cox Newspapers shut down its Washington, D.C. news bureau (which was founded in 1974) along with five international bureaus in April 2009. *Cox Newspapers to Close Washington Bureau*, THE HUFFINGTON POST, Dec. 2, 2008, *available at* <http://www.huffingtonpost.com/huff-wires/20081202/cox-newspapers/> (last visited Feb. 9, 2010). In March 2009, Media General similarly closed the doors of its Washington, D.C. News Service Bureau, which for 30 years had provided news and feature stories to all of Media General’s newspapers, television stations, and websites. John Reid Blackwell, *Media General Closing Washington News Bureau*, RICHMOND TIMES-DISPATCH, Mar. 14, 2009, *available at* http://www2.timesdispatch.com/rtd/business/local/article/B-MEDI14_20090313-211607/231243/ (last visited Feb. 9, 2010); *Media General’s Washington News Bureau To Close March 27*, Media General News Release, Mar. 13, 2009, *available at* http://www.mediageneral.com/press/2009/mar13_09_WashingtonBureau.html (last visited Feb. 9, 2010). In October 2009, *The Wall Street Journal* revealed plans to close its Boston bureau, explaining in a memo to journalists affected by the closure that “[w]e remain in the midst of a profound downturn in advertising revenue and thus must think the unthinkable.” Shira Ovide, *Wall Street Journal Closes Boston Bureau*, WALL ST. J., Oct. 29, 2009, *available at* <http://online.wsj.com/article/SB10001424052748704317704574503480514474764.html> (last visited Feb. 2, 2010); Erik Sass, *Been Town: ‘WSJ’ Closes Boston Bureau*, MEDIA DAILY NEWS (MediaPost), Oct. 29, 2009, *available at* http://www.mediapost.com/publications/index.cfm?fa=Articles.showArticle&art_aid=116378 (last visited Feb. 9, 2010). And, under pressure to cut costs, *The Washington Post* likewise announced in November 2009 that it would close its three remaining domestic bureaus in New York, Los Angeles, and Chicago. Howard Kurtz, *Washington Post Shuttters Last U.S. Bureaus*, WASH. POST, Nov. 24, 2009, *available at* <http://www.washingtonpost.com/wp-dyn/content/article/2009/11/24/AR2009112403014.html> (last visited Feb. 9, 2010); Bill Carter, *Washington Post to Shut U.S. Bureaus*, N.Y. TIMES, Nov. 25, 2009, *available at* <http://www.nytimes.com/2009/11/25/business/media/25post.html> (last visited Feb. 9, 2010).

⁸³ Even the nation’s largest and most respected dailies have been forced to recognize these harsh realities. *The Washington Post* eliminated its stand-alone Business Section, folding business news stories into the paper’s main section on all but one day of the week, and did away with the

and/or imposed pay reductions in order to stem severe losses.⁸⁴ According to one recent estimate, roughly 15,000 full-time reporting and editing jobs have disappeared during the past

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

In addition, in December 2009, the *Washington Times* announced that it would be implementing a new strategy to focus more narrowly on core coverage areas while slashing its coverage of local news, sports and features “to keep pace with the dynamically changing economics of the news business.” Jennifer Harper, *TWT Announces New Structure, Layoffs*, WASH. TIMES, Dec. 3, 2009, available at <http://www.washingtontimes.com/news/2009/dec/03/twt-announces-new-structure-layoffs/> (last visited Feb. 10, 2010); Howard Kurtz, *Washington Times Cuts in Staff, Coverage Cue New Era*, WASH. POST, Dec. 3, 2009, available at <http://www.washingtonpost.com/wp-dyn/content/article/2009/12/02/AR2009120203295.html> (last visited Feb. 10, 2010). The paper also announced a new circulation model, moving from subscription-based to a “controlled circulation model” with newspapers distributed free of charge in key Washington locations targeting audiences in the federal government and other institutions and with subscription home delivery offered at a premium price. See *id.*

⁸⁴ During one week alone in March 2009, *The New York Times*, *The Boston Globe*, the *Boston Herald*, the *Houston Chronicle*, the *Atlanta-Journal Constitution*, the *Milwaukee Journal Sentinel*, and *The Buffalo News* all announced substantial layoffs and pay cuts. Jennifer Harper, *Newspapers Seek Way Out of Hole*, WASH. TIMES, Mar. 29, 2009, at A03, available at <http://www.washingtontimes.com/news/2009/mar/29/newspapers-on-defense-nationwide/> (last visited Feb. 9, 2010). In October 2009, The New York Times Company announced further layoffs, stating that it would be eliminating 100 newsroom jobs by the end of the year; the following month, it revealed plans to lay off at least 25 editorial employees in February and May 2010. See Richard Pérez-Peña, *New York Times Moves to Trim 100 in Newsroom*, N.Y. TIMES, Oct. 20, 2009, available at http://www.nytimes.com/2009/10/20/business/media/20times.html?_r=1&pagewanted=print (last visited Feb. 9, 2010); Richard Pérez-Peña, *New York Times News Service to Cut Jobs and Relocate*, N.Y. TIMES, Nov. 13, 2009, available at <http://www.nytimes.com/2009/11/13/business/media/13times.html> (last visited Feb. 9, 2010). In December 2009, the *Washington Times* decided to cut approximately 40 percent of its total newsroom staff – about 65 of 170 positions. Erik Sass, *Washington Times’ Cuts Staff 40%*, MEDIA DAILY NEWS (MediaPost), Dec. 31, 2009, available at

three years, falling from 55,000 to roughly 40,000 – a 27% decrease.⁸⁵

A precipitous drop in advertising revenues, which traditionally have accounted for approximately 80% of newspaper revenues, has been a key impetus for these cutbacks. In 2009, newspapers saw their advertising revenues tumble roughly 26%, bringing the total loss over the last three years to 43%.⁸⁶ The rate of decline was more than 50% steeper than in 2008, when the

http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=119930 (last visited Feb. 9, 2010). Gannett likewise announced in December 2009 that it would be cutting 26 newsroom positions at *USA Today* and that it would be requiring employees of its community publishing division to take a second unpaid furlough in the first quarter of 2010. Ken Sweet, *Gannett Institutes More Furloughs, Layoffs at USA Today*, FOX BUSINESS, Dec. 1, 2009, available at <http://www.foxbusiness.com/story/markets/industries/media/gannett-institutes-week-furloughs/> (last visited Feb. 9, 2010).

⁸⁵ *PEJ 2010 State of the News Media Report*, Newspapers, Summary Essay at 1, http://www.stateofthedia.org/2010/printable_newspaper_chapter.htm (last visited Mar. 18, 2010). All told, 16,000 total newspaper employees lost their jobs in 2008, nearly 14,800 were laid off in 2009, and nearly 1,800 have been laid off in 2010 as of mid-April. See Paper Cuts, <http://papercuts.graphicdesignr.net/> (last visited Apr. 17, 2010) (reporting 1,792 newspaper layoffs as of April 17, 2010); Paper Cuts, *2009 Newspaper Layoffs and Buyouts*, <http://newspaperlayoffs.com/maps/2009-layoffs/> (last visited Apr. 17, 2010) (reporting 14,783 newspaper layoffs in 2009); Paper Cuts, *2008 Newspaper Layoffs and Buyouts*, <http://newspaperlayoffs.com/maps/2008-layoffs/> (last visited Apr. 17, 2010) (reporting 15,992 newspaper layoffs in 2008).

⁸⁶ *PEJ 2010 State of the News Media Report*, Executive Summary at 1, 8-9, http://www.stateofthedia.org/2010/chapter%20pdfs/2010_execsummary.pdf (last visited Mar. 18, 2010) (“Advertising losses, averaging 26% in 2009 (on the heels of a cumulative 23% loss the previous two years) left newspapers downsizing everything – the physical dimensions of the paper, the space devoted to news and, most painfully, their roster of news professionals.”); see also Nat Worden, *Ad Revenue Eludes Papers*, WALL ST. J., Nov. 4, 2009, available at <http://online.wsj.com/article/SB10001424052748703740004574513522033216210.html> (last visited Feb. 3, 2010) (“The reality is that newspapers are suffering severe declines in ad revenue this year on top of the double-digit percentage declines they suffered last year.”); Erik Sass, *No Rest for the Dreary: Newspaper Revs Fall 28%*, MEDIA DAILY NEWS (MediaPost), Nov. 19, 2009, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=117749 (last visited Feb. 9, 2010) (noting that total newspaper industry advertising revenues tumbled 28% from third quarter 2008 to third quarter 2009, and that the newspaper industry’s total print revenues experienced year-over-year declines for 14 straight quarters, while online revenues fell for 6 straight quarters).

newspaper industry's total advertising revenues declined 16.6%.⁸⁷ Even revenues from online advertising on newspaper websites – which often has been hailed as the industry's most promising future growth engine – declined by more than 10% in 2009 and accounted for just 10% of overall revenue.⁸⁸ The current economic recession has exacerbated this downward trend considerably, as advertisers have cut spending steeply in order to stem their own revenue losses. Among the most pronounced have been cutbacks in automobile advertising due to bankruptcies and financial turmoil in that industry, in real estate advertising due to the real estate bust and subprime mortgage crisis, and in retail due to decreases in consumer spending.⁸⁹ Classified

⁸⁷ *PEJ 2010 State of the News Media Report*, Executive Summary at 8, http://www.stateofthemedial.org/2010/chapter%20pdfs/2010_execsummary.pdf (last visited Mar. 18, 2010); see also *Annual Advertising Expenditures*, <http://www.naa.org/TrendsandNumbers/Advertising-Expenditures.aspx> (“*Annual Advertising Expenditures*”) (last visited Feb. 9, 2010).

⁸⁸ See *PEJ 2010 State of the News Media Report*, Newspapers, Summary Essay at 2, Economics at 20-21, http://www.stateofthemedial.org/2010/printable_newspaper_chapter.htm (last visited Mar. 18, 2010); see also *Annual Advertising Expenditures*; Erik Sass, *Newspapers' Online Strategies Failed in 2009*, MEDIA NEWS POST, Dec. 29, 2009, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=119834 (last visited Feb. 9, 2010) (observing that “[s]ome of the worst defeats for newspapers in 2009 came in online advertising,” and citing Newspaper Association of America data showing that newspapers' online revenues declined 15.5% in the first three quarters of 2009 compared to the same period in 2008); NAA, *Nielsen: Newspaper Sites Get 5.5% Rise in '09 Visitors*, MEDIA NEWS POST, Feb. 3, 2010, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=121745 (last visited Feb. 9, 2010) (noting that “[t]hrough the first three quarters of 2009, the NAA tallied total Internet revenues of about \$1.97 billion, representing just under 10% of total revenues of \$19.9 billion”).

⁸⁹ See Greg Bensinger and Bob Van Voris, *Chicago's Sun-Times Media Seeks Bankruptcy Protection (Update3)*, Bloomberg.com, Mar. 31, 2009, <http://www.bloomberg.com/apps/news?pid=20601087&sid=ajAExsdEoCRs> (last visited Feb. 9, 2010) (“Advertisers, particularly auto, retail and classified, have pulled back [in newspaper advertising] as the economy gets worse and worse.”); Richard Pérez-Peña, *Newspaper Ad Revenue Could Fall as Much as 30%*, N.Y. TIMES, Apr. 14, 2009, available at <http://www.nytimes.com/2009/04/15/business/media/15papers.html> (last visited Feb. 9, 2010) (reporting that, in 2008, “[s]ome of the biggest categories of advertising, like real estate and help wanted, all but evaporated” for newspapers); Erik Sass, *No Rest for the Dreary: Newspaper Revs Fall 28%*, MEDIA DAILY NEWS (MediaPost), Nov. 19, 2009, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=117749 (last visited Feb. 9, 2010) (noting that newspapers experienced a 43% decline in real estate and automotive

advertising revenues, in particular, have trended downward, both because of the poor economy in general and because of consumers' rapid adoption of online alternatives.⁹⁰ It is not surprising that these decreases have had a disproportionate impact on newspaper publishers, given the importance of advertising earnings to their business models.⁹¹

advertising revenues in the third quarter of 2009); Wayne Friedman, *Nielsen: U.S. Ad Spend Falls 11.5%*, MEDIA DAILY NEWS (MediaPost), Dec. 10, 2009, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=118897 (last visited Feb. 3, 2010) (reporting that overall U.S. advertising spending declined 11.5% during the first nine months of 2009, compared to the same time period a year ago, and noting that many of the same declining advertising categories, including automotive, continue to hurt media sales results).

⁹⁰ See *infra* Section III.B.2; see also *Hands Off the Journalist*, Remarks of Commissioner Meredith Attwell Baker Before The Media Institute (Jan. 21, 2010) (observing that “the success of Craigslist and eBay has significantly reduced highly profitable classified ads”); *PEJ 2010 State of the News Media Report*, Newspapers, Economics at 18, http://www.stateofthemedial.org/2010/printable_newspaper_chapter.htm (last visited Mar. 18, 2010) (“By early 2007, the industry had already lost a significant share of the once-lucrative classified advertising franchise to competitors like Monster, Craigslist and Google search. The recession then made the decade-long swoon worse, with classified falling 40% [in 2009].”); Rick Poynter, *Classified Ad Revenue Down 70% in 10 Years, With One Bright Spot*, POYNTER ONLINE – THE BIZ BLOG, Feb. 1, 2010, <http://www.poynter.org/column.asp?id=123&aid=177005> (last visited Feb. 9, 2010) (finding that the overall decline in the newspaper industry’s classified ad earnings during the past decade “was a stunning 70 percent – from \$19.6 billion in 2000 to roughly \$6 billion in 2009”).

⁹¹ TNS Media Intelligence, *TNS Media Intelligence Reports U.S. Advertising Expenditures Declined 14.7 Percent In First Nine Months of 2009*, Dec. 8, 2009, <http://www.tns-mi.com/news/2009-Ad-Spending-Q3.htm> (last visited Feb. 9, 2010) (reporting that total measured advertising expenditures in the first nine months of 2009 dropped by 14.7 percent as compared to the same period in 2008, that ad spending during the third quarter of 2009 was down 15.3 percent versus last year, and that newspapers and radio severely lagged the overall ad market during this period); see also Erik Sass, *Newspapers To Hit Bottom in 2010 . . . Maybe?*, MEDIA DAILY NEWS (MediaPost), Dec. 16, 2009, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=119282 (last visited Feb. 9, 2010) (citing a survey of newspaper publishers, who agree that advertising revenues will continue to decline in 2010 and that losses will be “spread across classifieds, national, and retail (or local) advertising – in other words, all the major newspaper advertising categories”); Joe Mandese, *Nielsen: U.S. Ad Spending Plummets \$3.8 Billion*, MEDIA DAILY NEWS (MediaPost), June 8, 2009, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=107497 (last visited Feb. 9, 2010) (reporting that ad spending in the first quarter of 2009 was down 37.7% in Sunday newspaper supplements, which “experienced the greatest erosion of any major U.S. ad medium,” with ad spending in national newspapers close behind at a 27.7% drop); Deborah Yao, *Global Ad Spend Still to Fall, Signs of Bottoming*, ABC News (Associated Press), July 6, 2009, available at <http://abcnews.go.com/print?id=8011994> (last visited Feb. 9, 2010) (reporting drop in

On top of steep losses in advertising revenue, newspaper publishers are facing unprecedented circulation declines. In October 2009, the Audit Bureau of Circulations reported that newspaper sales had plummeted 10.6% on weekdays and 7.5% on Sundays compared with a year earlier – bringing overall circulation to its lowest point in nearly 70 years.⁹² This sharp drop followed declines of 7.1% from October 2008 through March 2009 and 4.1% from April through September 2008.⁹³ Thus, while newspaper circulation has been declining for many years, the recent losses indicate an accelerating trend.⁹⁴ The twofold hit that newspaper publishers have taken as a result of the downturns in advertising and circulation revenues is further reflected in the fact that the stock of publicly traded newspaper companies plunged nearly 83% in 2008.⁹⁵

advertising spending world-wide, with “U.S. ad spending for newspapers . . . expected to fall most steeply”).

⁹² *PEJ 2010 State of the News Media Report*, Newspapers, Summary Essay at 2, Audience at 8, http://www.stateofthemedial.org/2010/printable_newspaper_chapter.htm (last visited Mar. 18, 2010) (citing data from the Audit Bureau of Circulations and noting that these numbers represent a decline in print audiences of 31.5% and 27% for daily and Sunday circulation, respectively, from peak totals in the last 25 years); Frank Ahrens, *The Accelerating Decline of Newspapers*, WASH. POST, Oct. 27, 2009, available at <http://www.washingtonpost.com/wp-dyn/content/article/2009/10/26/AR2009102603272.html> (last visited Feb. 9, 2010).

⁹³ Barbara Ortutay, *Newspaper Circulation Falling Fast*, USA TODAY, Oct. 26, 2009, available at http://www.usatoday.com/money/media/2009-10-26-newspaper-circulation_N.htm (last visited Feb. 9, 2010); Shira Ovide, *U.S. Newspaper Circulation Falls*, WALL ST. J., Oct. 27, 2009, available at <http://online.wsj.com/article/SB10001424052748703697004574497293992459948.html> (last visited Feb. 9, 2010).

⁹⁴ See Richard Pérez-Peña, *U.S. Newspaper Circulation Falls 10%*, N.Y. TIMES, Oct. 27, 2009, available at http://www.nytimes.com/2009/10/27/business/media/27audit.html?_r=1 (last visited Feb. 9, 2010) (noting that “[t]he two-decade erosion in newspaper circulation is looking more like an avalanche” and that “after years of slipping,” circulation has “accelerated sharply downward”); Frank Ahrens, *The Accelerating Decline of Newspapers*, WASH. POST, Oct. 27, 2009, available at <http://www.washingtonpost.com/wp-dyn/content/article/2009/10/26/AR2009102603272.html> (last visited Feb. 9, 2010) (noting that “[a]verage daily circulation of all U.S. newspapers has been in decline since 1987”).

⁹⁵ Pew Project for Excellence in Journalism, *The State of the News Media* (2009) (“*PEJ 2009 State of the News Media Report*”), Executive Summary at 10, <http://www.stateofthemedial.org/2009/chapter%20pdfs/COMPLETE%20EXEC%20SUMMARY%20PDF.pdf> (last visited Feb. 17, 2010).

Although the stock prices of publicly traded newspaper companies increased in 2009 over their 2008 levels, they remain drastically lower than where they stood in 2005, shedding on average nearly three-quarters of their value in the past four years.⁹⁶

This turmoil has been recognized at the highest levels of government; indeed, as discussed below, U.S. House of Representatives Speaker Nancy Pelosi sent a letter last year to Attorney General Eric Holder chronicling the dire financial state of the newspaper industry and suggesting a need to alter the traditional approach to considering transactions involving newspapers in light of the industry's troubled financial condition.⁹⁷ In launching its "Future of Media" initiative in 2010, the Commission similarly acknowledged that "[t]he layoffs of

⁹⁶ See Alan Mutter, *News-Stock Surge: Boom or Dead-Cat Bounce?*, Reflections of a Newsosaur, Jan. 4, 2010, <http://newsosaur.blogspot.com/2010/01/news-stock-surge-boom-or-dead-cat.html> (last visited Feb. 18, 2010); *PEJ 2010 State of the News Media Report*, Newspapers, Summary Essay at 2, 5, Economics at 24, http://www.stateofthedia.org/2010/printable_newspaper_chapter.htm (last visited Mar. 18, 2010) (reporting that only one newspaper company stock was trading for more than \$5 a share and several were in "penny stock territory" in March 2009 and, though stocks had ticked up by the end of the year from "the rock bottom prices of spring 2009," the valuations were still just a small fraction of what they had been in 2005 and 2006).

⁹⁷ See Letter from Nancy Pelosi, Speaker of the House, to The Honorable Eric J. Holder, Attorney General of the United States (Mar. 16, 2009). On September 24, 2009, the House Joint Economic Committee, chaired by Representative Carolyn Maloney (D-NY), held hearings on the implications of the deterioration of the newspaper industry for the broader economy and explored options for federal government involvement to help strengthen the industry. See Ann Sanner, *Newspaper Rep Urges Tax Break To Help with Losses*, ABC News (Associated Press), Sept. 24, 2009, available at <http://abcnews.go.com/Politics/wireStory?id=8667155> (last visited Feb. 9, 2009). Further, in connection with a recent 2010 Quadrennial Review workshop focusing on the current financial and economic conditions and marketplace factors affecting the media industry, lenders appearing on a panel pointed to the "perfect storm" of a down economy that hammered overleveraged broadcasters and Internet competition that continues to drain advertising dollars away from the sector, resulting in a lack of interest in lending to broadcasters. See FCC, News Release, *Media Bureau Announces Panelists and Agenda for Media Ownership Workshop on Financial and Marketplace Issues*, MB Docket No. 09-182 (rel. Jan. 5, 2010); see also John Eggerton, *Lenders Make Pitch to FCC to Loosen Media Ownership Rules*, BROAD. & CABLE, Jan. 12, 2010, available at http://www.broadcastingcable.com/article/443725-Lenders_Make_Pitch_to_FCC_to_Loosen_Media_Ownership_Rules.php (last visited Feb. 9, 2010). Speakers on a second panel about smaller broadcasters were in agreement that additional broadcast bankruptcies are likely due to the financial conditions in the industry. See Jonathan Make, *Media Deregulation Seen Helping Cash-Strapped Industry*, COMM. DAILY, Jan. 13, 2010, at 4-6.

thousands of journalists have prompted concern from a wide variety of independent analysts and groups that we may end up with fewer ‘informed communities’” and that “[t]hese trends could have dire consequences for our democracy and the health of communities, hindering citizens’ ability to hold their leaders and institutions accountable.”⁹⁸

The broadcast industry similarly is in the midst of a serious financial retrenchment. As the Project for Excellence in Journalism recently reported, earnings at local television stations were “in a free fall” in 2009; at the end of the year, “industry revenues had fallen to levels not seen since the mid-1990s.”⁹⁹ In particular, television stations’ advertising revenue is estimated to have dropped 22% in 2009, more than triple the decline of 7% in 2008.¹⁰⁰ Notably, this represents a decrease of 25% from the previous non-election year.¹⁰¹ While stations did experience growth in the advertising revenue from their websites, these earnings amounted to

⁹⁸ *Future of Media Public Notice*, *supra* note 65, at 1-2.

⁹⁹ *PEJ 2010 State of the News Media Report*, Local TV, Summary Essay at 1, Economics at 9, http://www.stateofthedia.org/2010/printable_local_tv_chapter.htm (last visited Mar. 18, 2010).

¹⁰⁰ *PEJ 2010 State of the News Media Report*, Executive Summary at 1, http://www.stateofthedia.org/2010/chapter%20pdfs/2010_execsummary.pdf (last visited Mar. 18, 2010); *PEJ 2009 State of the News Media Report*, Executive Summary at 20, <http://www.stateofthedia.org/2009/chapter%20pdfs/COMPLETE%20EXEC%20SUMMARY%20PDF.pdf> (last visited Feb. 17, 2010); *see also* Television Bureau of Advertising, *Broadcast Television Ad Revenues Were Down 22.6% in 3rd Quarter*, Dec. 18, 2009, http://www.tvb.org/rcentral/AdRevenueTrack/revenue/2009/ad_figures_1.asp (last visited Feb. 9, 2010); *PEJ 2010 State of the News Media Report*, Local TV, Economics at 10, http://www.stateofthedia.org/2010/printable_local_tv_chapter.htm (last visited Mar. 18, 2010) (reporting that, in the first nine months of 2009, automobile advertising – the most important advertising category for local television stations – was down 52%, and that revenue from 24 of the top 25 categories of local television advertisers was down sharply during this time period).

¹⁰¹ *PEJ 2010 State of the News Media Report*, Local TV, Summary Essay at 1, Economics at 9, http://www.stateofthedia.org/2010/printable_local_tv_chapter.htm (last visited Mar. 18, 2010) (“Ad revenue is always lower in a year without federal elections or the Olympics, but the drop in 2009 was especially severe even with the unexpected bounty of political spending on health care legislation. . . . The last two non-election years, by contrast, recorded much smaller declines: 5% in 2005 and 6% in 2007.”).

only 8% of their 2009 revenues.¹⁰² These results have crippled television station budgets and severely strained stations' ability to deliver local news.¹⁰³ Due to the "structural challenge" currently facing the industry, "[s]tations, after years of declines in audience, may be nearing a point where they can no longer add new newscasts or pursue new revenue opportunities. . . ."¹⁰⁴ The newsgathering operations of struggling broadcasters are "getting smaller,"¹⁰⁵ and many have

¹⁰² *Id.*, Summary Essay at 1 (noting further that there is "little prospect of [online revenues] buoying [local television stations] anytime soon"); *see also id.*, Economics at 10 (noting that on-air advertising revenues represent "\$9 out of every \$10" of TV station revenues).

¹⁰³ *See id.*, News Investment at 17 (citing the latest survey data from 2008 that shows "hefty budget reductions and deep cuts in the newsroom," and stating that news directors at local stations expected their budgets to be even smaller in 2009 than they were in 2008).

¹⁰⁴ *Id.*, Summary Essay at 1. Broadcasters' budgets, furthermore, were already strained by the mandated capital-intensive digital television conversion. As discussed below, Tribune has added to its already substantial news programming in Chicago despite the dismal economic conditions. *See infra* Section III.A.1.

¹⁰⁵ *PEJ 2010 State of the News Media Report*, Local TV, Summary Essay at 1, http://www.stateofthemediamedia.org/2010/printable_local_tv_chapter.htm (last visited Mar. 18, 2010).

been forced to lay off news staff or implement hiring freezes.¹⁰⁶ Radio stations have similarly been suffering, with 2009 revenues down 18% compared to 2008 revenues.¹⁰⁷

Like other media companies, Tribune has suffered continuing financial difficulties in recent years. Since 2007, the economic and advertising crises have been substantial, and Tribune, like many of its peers, has suffered a material decline in advertising business. In 2008, Tribune's publishing revenue decreased 12%, primarily due to an 18% decrease in advertising revenue and a 2% decrease in circulation. Tribune's broadcasting and entertainment revenue decreased 2% in 2008. At December 28, 2008, the consolidated financial statements of Tribune included approximately \$4.4 billion in total assets and approximately \$14.8 billion in total liabilities. At December 27, 2009, the consolidated financial statements of Tribune included approximately \$5.0 billion in total assets and approximately \$14.3 billion in total liabilities. In 2009, Tribune's publishing revenue decreased approximately 19%, with advertising revenue

¹⁰⁶ See *id.*, News Investment at 18-19; see also Sarah McBride, *Clear Channel's Parent Cuts 590 Jobs*, WALL ST. J., Apr. 29, 2009, available at <http://online.wsj.com/article/SB124095285316665235.html> (last visited Feb. 9, 2010) (reporting Clear Channel Communications Inc.'s decision to cut 590 jobs in its second round of mass layoffs in 2009 amid pressure from the recession and evaporating advertising budgets); Chris Ariens, *Layoffs at ABC News Radio*, TV Newser, Oct. 6, 2009, http://www.mediabistro.com/tvnewser/abc/layoffs_at_abc_news_radio_139400.asp (last visited Feb. 9, 2010) (reporting that about 20 staffers from the editorial, production, and technical staffs at ABC News Radio in New York and Washington, D.C. were let go in October 2009); Glen Dickson & Marisa Guthrie, *ABC Lays Off 31 in Broadcast Operations, Engineering*, BROAD. & CABLE, Jan. 27, 2010, available at http://www.broadcastingcable.com/article/446188-ABC_Lays_Off_31_in_Broadcast_Operations_Engineering.php (last visited Feb. 9, 2010) (reporting that ABC would be cutting 31 positions in its Broadcast Operations & Engineering group); Matea Gold, *CBS News Braces for More Layoffs Next Week*, L.A. TIMES, Jan. 31, 2010, available at <http://articles.latimes.com/2010/jan/30/business/la-fi-ct-cbs-news30-2010jan30> (last visited Feb. 9, 2010) (reporting that CBS News is preparing a significant round of layoffs expected to affect every CBS News program and as many as 100 positions, or 7% of CBS News' 1,400-person staff).

¹⁰⁷ PEJ 2010 *State of the News Media Report*, Audio, Summary Essay at 2, http://www.stateofthedia.org/2010/printable_audio_chapter.htm (last visited Mar. 18, 2010); *Second Quarter Revenues Drop 22% – But RAB Sees Bottom*, INSIDE RADIO, Aug. 24, 2009, available at <http://www.insideradio.com/article.asp?id=1468449> (last visited Feb. 18, 2010).

down 26% compared to 2008. Tribune's broadcasting and entertainment revenue decreased 19% in 2009 compared to 2008.¹⁰⁸

While Tribune's performance is comparable – and in some areas superior – to that of its peers in the newspaper and broadcasting businesses, its operations have been adversely affected by the general deterioration in the newspaper publishing and broadcasting industries and, in particular, the continuing severe decline in advertising revenues that has occurred during the current recession. On December 8, 2008, Tribune and most of its subsidiaries, including those that operate its newspapers and broadcast stations, commenced proceedings under Chapter 11 of the Bankruptcy Code.¹⁰⁹ On April 12, 2010, Tribune and its affected subsidiaries filed a Joint Plan of Reorganization (the "Plan") with the Bankruptcy Court. Under the Plan, which is subject to approval by the Bankruptcy Court, Reorganized Tribune expects to become a publicly traded company, and certain creditors of Tribune and its subsidiaries will receive common stock and/or warrants as provided for in the Plan.

Overwhelming evidence and compelling policy considerations support a permanent waiver of the NBCO Rule with regard to the Chicago combination. The Commission must evaluate the instant request for waiver of the NBCO Rule within the context of the tortured history of the NBCO Rule, the fact that the Commission has determined that an absolute ban on cross-ownership does not serve the public interest (a finding affirmed by the Third Circuit), and the prevailing economic conditions of the newspaper and broadcasting industries in general and

¹⁰⁸ These figures demonstrate that Tribune continues to face serious financial challenges. Moreover, it is significant that since December 8, 2008, when the company and its subsidiaries commenced bankruptcy proceedings, they have been free of any debt service obligations as a result of the automatic stay that applies under the bankruptcy laws, yet Tribune's financial condition has continued to deteriorate; were it not for the current lack of any obligation to service debt, its financial results would surely be far worse.

¹⁰⁹ See *In re Tribune Company, et al.*, *supra* note 7.

Tribune in particular. Specifically, the Commission must take account of (1) its 14-year-old commitment to revise the NBCO Rule; (2) the almost nine years that have elapsed since the initiation of proceedings to do so for both radio and television stations; (3) the agency's almost seven-year-old action first repealing the absolute ban and adopting a rule that would have permitted outright the continued common ownership of WGN-TV, WGN(AM), and the *Chicago Tribune*; (4) its two-year-old decision to add liberalized waiver standards to the NBCO Rule that likely would permit continued common ownership of these properties; and (5) its grant over two years ago of a permanent waiver of the NBCO Rule covering the same properties that are at issue here. It also must take into account, in these difficult financial times, the inevitable harm to the public interest that would result from breaking up a combination that has served the Chicago community for more than 60 years. Further, the Commission must recognize that permitting Tribune to emerge from bankruptcy with its assets intact is the only way to provide the company with a much-needed fresh start and to promote the agency's policy of affording comity to the bankruptcy process.

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

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

1. The Common Ownership Of WGN-TV, WGN(AM), And The Chicago Tribune Delivers Innumerable Public Interest Benefits.

Over the more than 60 years of Tribune's common ownership of WGN-TV, WGN(AM), and the *Chicago Tribune*, these properties have provided myriad public interest benefits to residents of the Chicago DMA. Joint efforts between these media properties – and Tribune's local cable news channel, CLTV – have measurably improved each one's ability to deliver in-depth coverage of news events and to contribute to the community's awareness and

understanding of important local, national, and international issues. Through their common ownership with the *Chicago Tribune*, WGN-TV, and WGN(AM) provide programming and local public interest benefits that no television station, radio station, or newspaper on its own could otherwise offer. These benefits flow directly to the public, and would have been difficult if not impossible to attain absent common ownership and Tribune's steadfast commitment to bringing news and public affairs programming benefits to the public.

Facilities, Operations, and Employees. The manner in which the facilities, operations, and employees of Tribune's Chicago properties are organized facilitates the provision of the benefits of common ownership to the public without compromising the ultimate editorial independence of each of the properties. WGN-TV, which is a CW affiliate, operates from a studio facility and offices located at 2501 West Bradley Place, approximately six and a half miles from Tribune Tower in downtown Chicago; Tribune Tower houses the *Chicago Tribune's* editorial and administrative staff and the WGN(AM) studios, as well as Tribune's corporate headquarters and other business units. Tribune's local cable news channel, CLTV, as well as the programming, promotions, and technical operations of WGN America (Tribune's national cable and satellite superstation), are also managed from WGN-TV's studios.

To enable easy information exchange among the *Chicago Tribune*, WGN-TV, WGN(AM), and CLTV, Tribune has established data links connecting their facilities, including telephone and fiber links and two-way microwave hops for transmitting both video and audio information. *Chicago Tribune*, WGN-TV, and WGN(AM) also share access to a common "tip line" that allows readers, viewers and listeners to share news leads. In a recent example, local residents flooded the "tip line" with reports of financial papers swirling in the air in a suburb northwest of Chicago. An alert newspaper photographer captured video for the Tribune

websites, and a report ran in *Chicago Tribune* the next day. Tribune also operates an internal wire service through which its properties nationwide share stories and information that they may use as they see fit.

WGN-TV and CLTV maintain a television studio in *Chicago Tribune*'s newsroom, from which they originate video reports and news interview segments featuring *Chicago Tribune* reporters. These reporters appear on a regular basis three or four times per week during WGN-TV's midday newscast. In addition, when breaking news warrants, WGN-TV news anchors interview *Chicago Tribune* reporters with experience related to the news development for use in WGN-TV's newscasts throughout the day. WGN(AM) on-air hosts similarly interview *Chicago Tribune* reporters when news breaks in their areas of expertise or when the radio station's talk show hosts are discussing topics which the newspaper has been covering. WGN(AM) recently began broadcasting from a new, state-of-the-art news studio facility adjacent to the *Chicago Tribune* newsroom. This close proximity facilitates interaction between journalists from the two news staffs, allowing *Chicago Tribune* reporters to add timeliness and depth to WGN(AM) reports. Using cell phones, "smart phones," and recording equipment, the print reporters will provide news reports and information to be used on-air on WGN(AM), supplementing the station's own reporting. With access to increased resources, WGN(AM) gains more "different looks" at different stories, offering listeners greater in-depth team coverage.

Many *Chicago Tribune* reporters and photographers carry video cameras and make their video available via a dedicated fiber connection to WGN-TV and CLTV, as well as to the websites operated by WGN-TV, WGN(AM), and CLTV. Similarly, WGN-TV's video is available for use on the separate websites of *Chicago Tribune*, WGN(AM), and CLTV, bringing that footage to as many Chicago residents as possible as quickly as possible. In the context of

breaking news stories, WGN(AM) reporters have used their cell phone cameras to capture video images that have been published to the other properties' websites. The extensive data connections among Tribune's Chicago properties allow them to readily share and utilize this content.

Bringing together the resources of its commonly owned properties in the Chicago market, Tribune has established the Chicago Breaking News Center website (www.chicagobreakingnews.com), which provides area residents with the latest breaking news updates at all times of the day and night and offers a free email alert service to registered users. WGN-TV, WGN(AM), CLTV, and *Chicago Tribune* all contribute information to the Chicago Breaking News Center, which operates from Tribune Tower. The Chicago Breaking News Center allows area residents and end users access to Tribune's combined newsgathering and reporting resources in the market. Each of Tribune's Chicago properties contributes stories, content, and links to the website. Then editors from the Chicago Breaking News Center choose which of this information to post to the site. WGN-TV and WGN(AM) also have a Twitter service that supplies links to top stories around the clock. As an increasing number of people turn to online sources for news, chicagobreakingnews.com gives access to high quality, objective news reports in a timely manner.

As of the end of the first quarter of 2010, WGN-TV has 297 full-time and part-time employees, 129 of whom work in the station's news department; WGN(AM) has 83 full-time and part time employees, seven of whom work on news; and Chicago Tribune has 1,606 full-time and part-time employees, 431 of whom work on news and editorial content. Despite the current recession's extraordinary impact on the broadcast industry, Tribune has maintained employment at WGN-TV at an essentially constant level over the last five years. Although all

three properties cooperate to provide the DMA with the best content possible, the stations and the newspaper formally share only those employees involved in reporting on the weather.

WGN-TV chief meteorologist Tom Skilling and his staff provide weather forecasts for WGN-TV, CLTV, WGN(AM), and *Chicago Tribune*.

News Coverage. WGN-TV's current local news schedule is as follows:

<i>Program</i>	<i>Time</i>	<i>Days</i>	<i>Hours/day</i>	<i>Hours/week</i>
<i>WGN Morning News</i>	5:00 am – 9:00 am	Monday – Friday	4	20
<i>WGN Midday News</i>	11:00 am – 1:00 pm	Monday – Friday	2.0	10.0
<i>WGN Evening News</i>	5:00 pm – 6:00 pm	Monday – Friday	1.0	5.0
<i>WGN News at Nine</i>	9:00 pm – 10:00 pm	Monday – Sunday	1	7
<i>TOTALS:</i>	<i>Monday - Friday</i>		8	42.0
	<i>Saturday - Sunday</i>		1	

In just the last two years, WGN-TV has increased the amount of local news it broadcasts by 10 hours per week; the station currently provides 42 hours of local weekly newscasts.¹¹⁰

Specifically, on September 15, 2008, WGN-TV launched a half-hour weekday early evening newscast, *WGN Evening News*, and added a half hour per weekday to the *WGN Midday News*.

On October 5, 2009, the station added another half-hour to the *WGN Midday News* and another half-hour to the *WGN Evening News*, bringing the total to 42 hours of local newscasts weekly, more than any other station in the market. This news programming distinguishes WGN-TV from other CW affiliates, the majority of which do not originate their own local newscasts.

¹¹⁰ See Hours and Audience Ratings of Local News – Chicago, IL DMA (Attachment 1 hereto). WGN-TV's news total is current as of April 2010.

In addition to its regularly scheduled newscasts, WGN-TV also broadcasts a half-hour public affairs program each week. This program airs Saturdays at 6:30 am and alternates between two shows: *People to People*, which provides news and commentary on issues of concern to Chicago's African-American population, and *Adelante, Chicago*, which provides news and commentary on issues of particular concern to local Hispanic residents.

Access to the combined resources of Tribune has not only helped WGN-TV increase the quantity of news it broadcasts, but has allowed the station to deliver a far superior news product than is the case for many television stations not affiliated with one of the Big-four networks. *WGN Morning News* has ranked in the top two in the market for the last two years, ahead of the local and network programming on the NBC, Fox, and CBS O&Os. *WGN Midday News* is ranked second in the market, behind only WLS-TV, the ABC O&O. Although there are only two 9:00 pm newscasts in the market, the *WGN News at Nine* is ranked ahead of the competing newscast on WFLD(TV), the Fox O&O.¹¹¹ Without the combined resources of all of Tribune's Chicago properties, it is unlikely that WGN-TV would be able to deliver a news product of such high quality and competitiveness.

WGN(AM)'s programming has similarly benefited from the station's common ownership with Tribune's other Chicago media properties. WGN(AM) operates 24 hours a day, seven days a week, in a local news/talk format. The programming is entirely locally produced and does not include any syndicated programming – a true rarity in the radio industry today. During morning drive time (5:00 am to 9:00 am), the newscasts are 5:25 minutes in length at the top of the hour (exclusive of commercials) and feature traffic, weather, and sports updates. At the bottom of the hour, the newscasts are 4:55 minutes in length (exclusive of commercials) and include traffic,

¹¹¹ *See id.*

weather, and sports updates. The rest of the day, top-of-the-hour news reports are 4:45 minutes, and bottom-of-the-hour news reports are 3:50 minutes, both exclusive of commercials. In addition to the traffic and weather reports heard during newscasts, WGN(AM) airs traffic and weather updates every 10 minutes during morning drive time and every 15 minutes during the afternoon rush hour. In morning drive, the programming is predominantly news-oriented; during afternoon drive, the station's programming includes extended news updates but is more talk-oriented than during morning drive. During the rest of the day, regular programming is preempted for breaking local, national, and international news events, as warranted. WGN(AM) competes with news radio station WBBM(AM), other news/talk stations such as WIND(AM) and WLS(AM), sports/talk stations WMVP(AM) and WSCR(AM), and noncommercial station WBEZ(FM).

During bad weather, WGN(AM) operates the Emergency Closing Center ("ECC"), a service that allows schools, businesses, and organizations to register their facilities in order to have WGN(AM) announce emergency and weather-related closings. The ECC is the only service of its kind in the Chicago area, meaning that *all* other media outlets that report school/business/organization closing information receive this information from WGN(AM)'s ECC. Listeners also can access the WGN(AM) website for a full list of closings that is updated every 15 minutes or register to receive e-mail notification when their selected facility has closed. Nearly 6,000 schools, businesses, and other facilities utilize WGN(AM)'s ECC service to publicly disseminate their respective closings.

To expand the local news coverage provided by WGN-TV, WGN(AM), CLTV, the *Chicago Tribune*, and chicagotribune.com, assignment editors and news managers of each hold two daily conference calls, one in the morning and one in the afternoon, to discuss what stories

are being covered that day. Their assignment editors also share news tips received throughout the day and, working together, ensure that breaking news stories are disseminated in the fastest way possible. These discussions allow the newspaper, the television and radio stations, CLTV, and chicagotribune.com to allocate their resources across the widest number of developments in the Chicago area and deliver the broadest possible coverage of local news. WGN(AM) producers frequently make use of *Chicago Tribune*'s extensive archives to enhance the station's coverage of local issues. WGN-TV's local reporting also benefits from access to these archives, including the newspaper's photographic archives.

In addition to this collaboration on regular newscasts and daily print coverage, WGN-TV, WGN(AM), CLTV, chicagotribune.com, and *Chicago Tribune* have worked together to produce special and recurring reports on many issues of importance to the community, including the following:

- On March 20, 2010, reporters at WGN-TV and *Chicago Tribune* worked together on an investigative report exposing the Chicago courts' practice of granting probation to drivers found guilty of driving at speeds in excess of 40 miles per hour over the speed limit rather than placing the infraction on the drivers' records. This report and ensuing publicity led to state legislation to curtail the courts' discretion in employing probation for egregious speeding offenders.
- Also, in March 2010, WGN-TV and *Chicago Tribune* reporters collaborated on a special report on the U.S. Census. The story focused on the importance of the Census to Chicago's Latino community, and WGN-TV's reporter prepared a follow-up story for Tribune's Spanish-language paper, *HOY*.
- On February 22, 2010, WGN-TV and *Chicago Tribune* staff worked together on the "Safe Passage" project, which involved reports focused on safety tips for young people living in crime-prone areas. The stories aired on WGN-TV, ran in the newspaper, and appeared online. The television station and the newspaper also worked together on a similar March 4, 2010 story.
- During the recent debate over national healthcare, *Chicago Tribune* reporter Rick Pearson frequently contributed news and commentary on the progress of the Congressional legislation to WGN-TV's newscasters.

- At the end of last year, a reporter for WGN-TV and a reporter for *Chicago Tribune* collaborated on a report showing that many Chicago area bars are defying a statewide smoking ban. Both reporters shared the byline on the story that ran in the newspaper; WGN-TV aired the story on its newscasts.
- Also at the end of last year, WGN-TV and *Chicago Tribune* reporters worked on a special report highlighting the physical challenges faced by an Illinois highway safety worker injured in an accident involving an out-of-state driver and his attempts to motivate state officials to seek justice on his behalf.
- At the beginning of this year, WGN(AM) aired a report about the closing of one of Chicago's last two operating dairies; the piece featured an on-location segment by a *Chicago Tribune* reporter.
- WGN(AM)'s recent coverage of the advance of the invasive Asian carp species towards Lake Michigan also has been enhanced by the station's access to *Chicago Tribune's* reporting resources. For example, in its on-air reports, WGN(AM) has made use of audio from interviews conducted by *Chicago Tribune* reporters.
- WGN-TV and *Chicago Tribune* have collaborated on a series of stories detailing what happens at the Mexico-U.S. border to allow illegal immigrants to reenter the United States time and time again. Reporters from each property accompanied a planeload of illegal immigrants returned from Chicago to Mexico and documented the activities that brought them back into the U.S. illegally.
- A WGN-TV reporter embedded with a group of Illinois National Guard troops in Iraq filed stories in 2009 regarding the troops' experiences for WGN-TV, WGN(AM), and *Chicago Tribune*.
- WGN(AM) has aired on-location reports from *Chicago Tribune* reporters covering pretrial proceedings in the Drew Peterson murder trial in Joliet, Illinois. Although WGN(AM)'s news department lacks sufficient staff to cover the trial in Joliet, its relationship with the *Chicago Tribune* allows listeners to receive more in-depth coverage of that story.
- All of Tribune's Chicago properties recently collaborated on a special "Recession Relief" project, which provided analysis, tips, and advice to help Chicago area residents understand and cope with the current economic downturn. This project involved on-air and online news reports on the television and radio stations and their websites, as well as related in-depth stories published in the *Chicago Tribune*. WGN-TV produced and aired a weeklong series of reports during all its newscasts that informed viewers about how to save money on expenses ranging from travel to clothing to dining and entertainment. WGN(AM) also broadcast on-air segments providing similar information. Each WGN-TV story was timed to coincide with a related story in the *Chicago Tribune* and supplemental material was included on the WGN(AM), WGN-TV, and *Chicago Tribune* websites.

- In January 2010, WGN-TV and *Chicago Tribune* worked together to prepare and disseminate “Reinvention Week,” a week-long series of stories on people making themselves over in the new year. For example, one story focused on people who change their careers to do something they find more enjoyable, and a second report examined men who undergo plastic surgery to improve their self-image.
- In early December 2009, WGN-TV and the *Chicago Tribune* collaborated on “Holiday Survival Week,” a series of stories and interviews on how to reduce stress. WGN-TV featured *Chicago Tribune* writers on-air to report on their newspaper stories. WGN-TV produced two stories: one concerning fun events for families during the holidays and a second regarding how to avoid stress at family functions.
- The week of October 25, 2009, WGN-TV and *Chicago Tribune* teamed up for “Preventive Healthcare Week,” a series of stories and interviews designed to educate viewers and readers on health-related issues and preventive medicine. WGN-TV featured *Chicago Tribune* reporters on-camera to discuss their newspaper stories. WGN-TV also produced three unique reports on the best uses of vitamins and dietary measures to fight the flu, and the benefits of proper exercise.
- On a regular basis, *Chicago Tribune* media critics Phil Rosenthal and Maureen Ryan appear on WGN(AM)’s morning news programming and provide insight into media and entertainment news stories, including, most recently, NBC’s ouster of Conan O’Brien as host of *The Tonight Show*.
- The television station and newspaper also regularly collaborate on a feature called “Prep Athlete of the Month.” The members of the sports departments of WGN-TV and *Chicago Tribune* confer on the selection of the athlete, and both then provide coverage after the recipient is chosen. WGN-TV also selects a “Teacher of the Month,” whose award is publicized on-air and on the station’s website. In addition, WGN-TV’s newscasts include a segment titled “Chicago’s Very Own,” which profiles individuals who are making special contributions to the Chicago community.
- *Chicago Tribune*’s food critic frequently contributes to WGN(AM)’s broadcasts, particularly during the station’s morning broadcasts.
- *Chicago Tribune* sports reporters also frequently provide on-air reporting for WGN-TV, including a recurring feature called “Baseball Insider.”
- *Chicago Tribune* real estate and business reporters regularly provide reports on WGN(AM)’s morning and midday shows.
- Rick Kogan, a senior writer and columnist for *Chicago Tribune*’s Sunday magazine, also hosts “The Sunday Papers,” a Sunday morning program on

WGN(AM) featuring discussions of the weekend's news and interviews with Chicago newsmakers.

- Michael Phillips, *Chicago Tribune*'s chief film critic, contributes to WGN(AM)'s programming once or twice each week by discussing his latest movie reviews.

Tribune's Chicago news organizations have also worked closely together on a number of occasions to deliver improved coverage of breaking news events, including the following recent examples:

- On April 15, 2010, when a large meteorite appeared as a huge fireball in the night sky over several Midwestern states including Illinois, staff from all three Tribune properties worked together over the next twenty-four hours to cover the developing story for area residents. The Chicago properties first received a tip about the "flash in the sky" by email at 10:30 pm on April 15. Chicagobreakingnews.com posted a story about the sighting at 11:54 pm, and WGN(AM) aired the story at midnight. The Breaking News Center continued updating the story throughout the night with information from the National Weather Service and a WGN-TV reporter. The next morning, WGN(AM) broadcast interviews with a police officer whose dashboard camera caught the event on camera, an astronomy expert, and others; WGN(AM) shared audio of the interviews with the newspaper and website. The newspaper's coverage credited WGN(AM) staff members' contributions in its April 16 edition, as did chicagobreakingnews.com.
- On March 20, 2010, the *Chicago Tribune* provided information to *WGN News at Nine* regarding a forthcoming investigation of Mayor Daley and the Chicago Public Schools.
- On December 23, 2009, WGN-TV editor Pat Curry broke a story about an armed robbery on Chicago's South Side, during which one of the victims wrestled a gun from one of the assailants and then shot and killed him. The story aired first on WGN-TV, continued on both WGN-TV and WGN(AM) throughout the day on December 23, and appeared in the Christmas Eve edition of the *Chicago Tribune*.
- On December 10, 2009, WGN-TV, WGN(AM), and *Chicago Tribune* collaborated to break a story about a high-rise fire on Chicago's Gold Coast that resulted in a fatality. The fire occurred too late in the evening to appear on WGN-TV's late evening news or in the December 11 edition of the *Chicago Tribune*, but reporters from all three outlets cooperated in getting the story online on chicagobreakingnews.com, and both WGN-TV and WGN(AM) reported the story on their early morning newscasts.

- On November 28, 2009, WGN-TV and *Chicago Tribune* together broke a story regarding former NBA star Antoine Walker's ownership of run-down apartment buildings in poor neighborhoods of Chicago.
- In November 2009, WGN-TV and *Chicago Tribune* worked cooperatively to cover the suicide of Chicago's school board president. WGN-TV broke the story and fed it to chicagobreakingnews.com, and the television station and the newspaper cooperated in their ongoing coverage of the story and its aftermath.
- When Chicago Blackhawks forward Patrick Kane was arrested in August 2009 in Buffalo, New York, for allegedly beating a taxi driver there, a WGN(AM) employee who was in Buffalo provided background information and photos that were used by the radio station, WGN-TV and *Chicago Tribune*, allowing them to break this story before other broadcast stations and newspapers in Chicago.
- On August 19, 2009, *Chicago Tribune* reporter Liz Sly was interviewed live from Iraq on WGN(AM) to report on a string of bombings that day which had killed nearly 100 people.
- In July 2009, when a story broke about a scandal at the Burr Oak Cemetery in Alsip, Illinois in which cemetery employees were charged with digging up bodies and re-selling grave sites, a WGN(AM) reporter who was working on the story was able to use additional reporting by the *Chicago Tribune* to enhance the radio station's on-air coverage.
- In February 2008, WGN(AM), WGN-TV and *Chicago Tribune* reporters worked together to cover a shooting at Northern Illinois University in DeKalb, Illinois, in which six people were killed. Reporters from each covered different aspects of the shooting to deliver a more complete picture of the day's events as they unfolded.

Notwithstanding these collaborative activities, each of Tribune's Chicago properties exercises independent editorial discretion to make its own assignments and cover any story in the manner it sees fit, as they have throughout Tribune's history. That independence is demonstrated by the reciprocal coverage and criticism each presents. The WGN-TV morning news anchors often discuss and compare the front pages and news coverage of *Chicago Tribune* and its rival *Chicago Sun-Times* and point out when the *Sun-Times* has superior coverage of local, regional, or national stories. WGN(AM)'s overnight program hosts also comment on and critique the day's main stories from numerous local newspapers. WGN(AM)'s hosts do not spare *Chicago*

Tribune's coverage from criticism. During a recent scandal involving the University of Illinois admissions department, WGN(AM) commentators criticized the *Chicago Tribune* for the aggressiveness of the newspaper's coverage, which, the WGN(AM) hosts claimed, did not cease until the paper got the result it wanted – resignation of the school's president.¹¹²

Political Coverage. Enhanced political coverage is an area in which the sharing of information allowed by cross-ownership has proven most beneficial to the viewers and listeners of WGN-TV and WGN(AM). When major political stories affecting Chicago residents break, each broadcast station is able to deliver much greater in-depth coverage through its access to the *Chicago Tribune's* local political beat reporters and columnists, many of whom have years of experience covering local and national political issues, and *Chicago Tribune* writers in bureaus and locations around the world. For example, WGN-TV news anchors frequently interview *Chicago Tribune's* nationally syndicated DC-based columnist Clarence Page and political reporter Rick Pearson to add depth to the television station's political coverage. Mr. Pearson also calls in to WGN(AM) programs several times each week to discuss political issues with the radio program hosts. *Chicago Tribune's* political editor frequently alerts WGN-TV news personnel to major political stories the paper is covering; the television station provides the same information to the newspaper when it learns of new political developments.

¹¹² Since May 2009, WGN-TV also has been party to a Local News Service "LNS" agreement with WFLD(TV), WBBM-TV, and WMAQ-TV, Chicago's Fox, CBS, and NBC O&Os, respectively, under which certain video content is shared among these stations. Each of the four members of the LNS provides two photographers and one assignment desk editor. These individuals continue to be employed and paid by their respective stations, but work solely with the LNS. The LNS also separately employs a managing editor, whose salary is paid by all four member television stations. The LNS makes independent news decisions regarding what events or stories to cover and then makes "pool" video of these events available to all four members. Each individual station decides what, if any, video provided by the LNS it wishes to use. Stations can and do utilize their own reporters to cover stories for which the LNS provides video, and any reporting a member may include with the video is independently produced by the particular station.

WGN-TV viewers and WGN(AM) listeners also benefit from the stations' ability to call on *Chicago Tribune* reporters based at the newspaper's bureau in Springfield, the Illinois state capital, which is located 200 miles to the southwest of Chicago and more than three hours away by car. Neither station has the financial resources to maintain a separate bureau in the state capital; however, because of common ownership with the *Chicago Tribune*, they can readily draw on the research and insight of the paper's Springfield bureau reporters through frequent live and taped on-air reports. Ray Long, chief of the Springfield bureau, often provides on-air reports during the stations' newscasts.

WGN-TV and WGN(AM) also have ready access to additional national beat reporters working at Tribune's Washington, D.C. bureau. In 2009, for example, WGN(AM) produced and aired a special report on Illinois' infamous former Governor Rod Blagojevich. WGN(AM) reporters working on this story drew on the resources of *Chicago Tribune* reporters in Chicago, Springfield, and Washington, D.C. to add significant depth and detail to this special report. On their own, WGN-TV and WGN(AM) would not have been able to provide such coverage, but by combining their resources with those of the *Chicago Tribune*, the stations brought more in-depth information to local audiences.

Common ownership of WGN-TV and *Chicago Tribune* has also allowed each to provide significantly enhanced coverage of local elections and campaigns. Not only does WGN-TV ensure that candidates for major local, state, and federal office are interviewed on its regularly-scheduled news programs, but the television station in recent years has collaborated with the *Chicago Tribune* to conduct joint polling on major political races. While WGN-TV alone would not have had the financial resources to conduct its own polls, the newspaper and television station have been able to conduct improved polling together and deliver that information more

broadly. For example, in the run-up to the general election in November 2008, WGN-TV and *Chicago Tribune* jointly conducted two related polling projects – one focused on national races and issues and the other on Illinois state elections. Earlier this year, WGN-TV and *Chicago Tribune* cooperated to conduct and report on a poll of likely Democratic primary voters prior to the February 2, 2010 primary to select the party’s nominee for Cook County Board President. The polling was provided to WGN(AM), which aired separate reports about its content.

While preserving their independent editorial discretion, editors from the newspaper and assignment editors at the television station discuss the angles each plans to pursue in their election coverage during major campaign seasons. This allows each more effectively to allocate resources in covering various aspects of the campaigns and the votes. *Chicago Tribune* reporters with particular expertise and knowledge on certain races appear frequently on both WGN-TV and WGN(AM) to provide political analysis and insight. While each station executes its reporting independently, both benefit from the ability to collaborate on their political coverage and draw on the resources of the *Chicago Tribune*.

Coverage of the February 2, 2010 primary elections in Chicago to select nominees for federal, state, and local races illustrates how WGN(AM) takes advantage of the benefits of cross-ownership with *Chicago Tribune* while producing independent political reports. WGN(AM)’s election night coverage lasted throughout the evening and featured commentary from *Chicago Tribune* political reporter Rick Pearson, as well as the paper’s Illinois Political Editor James Webb. WGN(AM) also provided election night commentary from Hermene Hartman, publisher of the African American newspaper *N’Digo*, and Roosevelt University professor Paul Green, both of whom had participated in the station’s recent coverage of the President’s State of the Union Address.

On February 2, 2010, WGN-TV worked with CLTV to provide live coverage of election returns starting at 5:00 pm until all the major races were decided, including remote reports from over 14 locations. WGN-TV aired live coverage from 5:00 pm to 6:00 pm and from 9:00 pm until the elections were called early the next morning, while CLTV aired WGN-TV-produced coverage throughout the evening.

During the campaign leading up to the primary, WGN-TV invited all candidates in the major federal, state, and local races (*i.e.*, U.S. Senate, Illinois Governor, and Cook County Board President) to participate in on-air question and answer sessions during the station's *Midday News*. These sessions were designed to let the candidates tell the voters about their positions on important issues. The segments were also posted to the station's website and aired on WGN-TV's early evening news and again during *WGN News at Nine*. Nearly all the candidates who were invited – 27 in all – took advantage of this opportunity to reach WGN-TV's viewers.

The television and radio stations and *Chicago Tribune* each also benefit from the contacts that the others have among politicians and public officials. WGN(AM) frequently serves as a virtual “meeting place” for public officials, who call in to the station's talk shows on a regular basis. Frequent guests on WGN(AM) include Sen. Dick Durbin, other members of the state's Congressional delegation, Illinois state legislators, and Chicago city aldermen. Excerpts of the transcripts of these elected officials' calls to WGN(AM) are frequently used by the *Chicago Tribune* in its print editions and on its website.

The *Chicago Tribune* editorial board meets regularly with local, state, and national newsmakers, community leaders, and other guests. The board provides the television and radio station assignment desks with the schedule of individuals who will be meeting with the board and endeavors to make these individuals available to WGN-TV and WGN(AM) reporters for

interviews. WGN-TV and WGN(AM) representatives do not participate in the editorial decisions of the *Chicago Tribune* editorial board; nor does *Chicago Tribune*'s editorial board participate in the editorial decisions of WGN-TV or WGN(AM).

Weather. By combining their resources and expertise, Tribune's Chicago properties have been able to bring improved local weather information and coverage to area residents. WGN-TV has long been a leader in local television weather reporting. The television station currently employs 13 people in its weather department, including nine professional meteorologists – one of the largest meteorological staffs of any television station in the country – and delivers weather reports and forecasts in all of its regularly scheduled newscasts. In addition, long-time chief meteorologist Tom Skilling delivers weather reports in WGN-TV's midday, evening, and late evening newscasts. In 2008, he and his staff began providing local weather reports for WGN(AM) as well. The radio station now uses Mr. Skilling's locally-produced reports instead of airing information it previously received from the Weather Channel's national service. Mr. Skilling and his staff also prepare *Chicago Tribune*'s daily weather page, a compendium of maps, statistics, analysis of meteorological trends, forecasts, and answers to weather-related questions from readers. This feature is hugely popular with local readers. When the newspaper relocated this page from the back page of the front section to an interior page, the resulting reader outcry convinced *Chicago Tribune* to return the reports to the back page. Each property also includes Mr. Skilling's reports on its websites. Because of their ability to utilize this expert resource, WGN-TV, WGN(AM), and *Chicago Tribune* all deliver locally-produced weather content rather than relying on national services.

Community Service. Tribune's Chicago properties are extensively involved in the local community. Late every summer, for example, WGN-TV hosts a Back To School Fair at its

Bradley Place location, at which experts provide parents with valuable information on many back-to-school issues, such as appropriate school supplies, car seat installation and use, and current health issues affecting students. Medical professionals are also on hand to deliver advice and administer inoculations. WGN-TV organizes, publicizes, and hosts this event. As another example, WGN-TV and WGN(AM) have joined efforts to raise awareness of and funds for the fight against breast cancer. During Breast Cancer Awareness Month in October 2009, WGN-TV aired a locally-produced one-hour special entitled *Stories of Hope: Facing Breast Cancer*. WGN(AM) aired its annual three-hour breast cancer awareness special, "Breast Cancer 2009," a live town hall meeting that reviewed the current state of research and treatments with some of the nation's leading medical experts. From April through June of 2009, all of Tribune's Chicago properties also teamed up to promote *Hunger Knows No Season*, a campaign that produced more than \$300,000 for the Greater Chicago Food Depository.

WGN-TV hosts a weekly one-on-one tutoring program with the Cotter Boys and Girls Club, and employees from all Tribune properties in Chicago have participated as tutors through this program. Through 2008, WGN-TV sponsored the Bozo Ball (called the "60th Anniversary Ball" in 2008). Proceeds from this annual fundraising gala benefited the Off the Street Club, a refuge for youth on Chicago's West Side. In 2009, the station continued its relationship with the organization by supporting the Club's "Save Our Summer/Send a Kid to Camp" program. The television station has produced and aired a PSA campaign devoted to improving the lives of foster children with Voices for Illinois Children, an organization devoted to a wide range of

issues related to child development. Station staff also annually volunteer time with Chicago Cares, an annual event held to restore Chicago's public school facilities.¹¹³

WGN(AM) has been extensively involved in a number of community events throughout Chicagoland, as well as fundraising for the station's charity, the WGN Radio Neediest Kids Fund under the umbrella of the McCormick Foundation. (The McCormick Foundation raises funds for grants to numerous non-profit organizations). Originally conceived as a holiday drive in 1969, the Neediest Kids Fund now supports children and youth in Chicagoland year-round by providing funds to childhood hunger prevention and programs that promote staying in school and job preparation and training. Since 1992, the Neediest Kids Fund, through the McCormick Foundation, has granted more than \$17 million to local non-profits. In 2009 alone, the Neediest Kids Fund distributed \$400,000 in grants to 22 non-profit agencies throughout Chicagoland. In addition to the station's support of the Neediest Kids Fund, it is also involved with events throughout the year for the Juvenile Diabetes Research Foundation, the American Lung Association of Greater Chicago, the Greater Chicago Food Depository, the Children's Neuroblastoma Cancer Foundation, Special Olympics Illinois, and Wentworth Elementary in the city's poverty-stricken Englewood neighborhood.¹¹⁴ Recently, WGN(AM) also participated in Chicago Media Live's radio fundraising event to benefit victims of the earthquake in Haiti. This event aired from 5:00 am to 11:00 pm on Thursday, January 21, 2010.

¹¹³ Attachment 2-A hereto includes a more extensive list of WGN-TV's events and outreach activities. Attachment 2-B hereto includes an additional list of representative community organizations to which WGN-TV's on-air personalities donate their energy, ideas, and time.

¹¹⁴ Attachment 2-C hereto includes a list of community service events in which WGN(AM) was involved in 2008 and 2009.

WGN(AM) airs numerous PSAs for causes ranging from violence prevention in Chicago to AIDS research to environmental concerns in Illinois. In 2009, WGN(AM) broadcast 3,150 minutes of PSAs, with a total value of \$315,000 and provided 75,130 minutes of PSAs online, with a total value of \$751,300.

Awards. The superior news and public service delivered by WGN-TV and WGN(AM) have also been recognized by community groups and journalism organizations. In the past three years, for example, the Rainbow-Push Coalition conferred a Media Trailblazer Award on WGN-TV producer Pam Grimes for her outstanding coverage of Chicago's African-American community over the last two decades and an Excellence in Media Award on News Director Greg Caputo. Mr. Caputo also received a Dante Award for Excellence in Media from the Joint Civic Committee of Italian-Americans. Other recent awards received by WGN-TV for its news coverage have included the following:

- In 2009, WGN-TV won six local Emmy awards, including two awards for On air Excellence, which went to WGN-TV news anchor Larry Potash and reporter Marcus Leshock; awards for Best Specialty Reports in the categories of Culture and Traffic; and awards for Best Soft News Feature and Best Off-Camera Directing.
- Multiple Excellence in Media Awards from the National Association of Black Journalists, including most recently a 2009 General Assignment News Award for a report titled "The 'N' Word" by reporter Antwan Lewis;
- Regional Emmys from the National Association of Television Arts and Sciences, including two 2008 awards for specialty reports in science and the arts;
- Peter Lisagor Awards for Exemplary Journalism from the Chicago Headline Club (Society of Professional Journalists), including a 2008 award for Best In-Depth News Story;
- Silver Dome Awards from the Illinois Broadcasters Association, including 2009 awards for Best TV Anchor and Best Use of Interaction Media and 2008 awards for Best Late Evening Newscast, Best Live Coverage, Best Weathercast, Best Editorial, and Best Use of Interactive Media; and

- Illinois Associated Press Broadcasters' Awards, including an award for Best Newscast in 2007.

WGN(AM) has also received numerous recent awards, including the following:

- National Association of Broadcasters Marconi Awards for Best News/Talk/Sports station in the country in 2009 and 2004; Major Market Station of the Year in 2007, 2002, and 1993; and Legendary Station in 1990.
- 2009 Silver Dome Awards from the Illinois Broadcasters Association for Station of the Year, Best Local Radio Newscast, Best Local Public Affairs Program, Best Sports Play-By-Play, and Best Use of New Media;
- 2007, 2008, and 2009 Edward R. Murrow Awards from the Radio and Television News Directors Association, including a 2008 award for Overall Excellence for WGN Radio News; and
- Illinois Associated Press Awards for Best Series, Best Reporter, and Best Investigative Series.¹¹⁵

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

As the FCC recognized in 2003 in the course of deciding to repeal the absolute ban on newspaper/broadcast cross-ownership, “[t]he benefits of combined ownership are not likely to be achieved through joint ventures as opposed to combined ownership.”¹¹⁶ This is true of the benefits delivered by Tribune’s Chicago properties that are described above, benefits that would be jeopardized if common ownership could not be continued. Indeed, it is highly unlikely that WGN-TV, WGN(AM), or *Chicago Tribune* would be able to deliver nearly as much local news as they do absent cross-ownership.

The Commission’s conclusion that combined ownership is required to achieve such efficiencies was based on economic analysis, empirical studies, and facts contained in the record.

¹¹⁵ Attachments 2-D and 2-E hereto include more extensive lists of awards received by WGN-TV and WGN(AM).

¹¹⁶ *2003 Order*, 18 FCC Rcd at 13,755-56 (¶ 346) (citing Gannett Comments in MM Docket No. 01-235, Exhibit C (Dec. 3, 2001), Besen and O’Brien, *An Economic Analysis of the Efficiency Benefits from Newspaper/Broadcast Station Cross-Ownership* (“Besen/O’Brien Study”)).

Noting the results of one study, the FCC explained the basis for its finding: “[J]oint ventures confront three classes of issues that hinder their ability to achieve efficient joint production: (1) the costs of reaching the agreement; (2) incentives to withhold private information; and (3) incentives to take actions that are not in the best interests of the joint venture.”¹¹⁷ Another study in the record noted that full convergence, in which news and other informational content expands and improves, is “extraordinarily difficult to achieve without common ownership” due in part to the need for a comprehensive set of organizational talents and abilities and forceful leadership, elements that are not often present in a joint venture.¹¹⁸

On the other hand, the study that the FCC cited showed that “joint ownership mitigates these possible hindrances.”¹¹⁹ First, agreement on the parameters of production is reached without significant cost because common ownership reduces the possibility of disputes and any such disputes can be more easily resolved within a single company.¹²⁰ Second, information withholding is reduced or eliminated because it is easier for key decision-makers to obtain the information that they need, senior management can freely monitor the activities of participating divisions, and a central authority figure can, if necessary, specify what information should be shared.¹²¹ Third, while the task of specifying in a joint venture agreement all of the actions that each party will take can be expensive and potentially impossible due to the degree of complexity

¹¹⁷ *Id.*

¹¹⁸ *See Statement of Professor James K. Gentry, Ph.D.*, at 10-12, attached as Appendix 4 to Comments of Media General, Inc. in MM Docket No. 01-235 (Dec. 3, 2001) (pages are unnumbered; page 1 begins immediately after the “Summary”).

¹¹⁹ *2003 Order*, 18 FCC Rcd at 13,755-56 (¶ 346) (citing Besen/O’Brien Study).

¹²⁰ Besen/O’Brien Study at 20.

¹²¹ *Id.*

and foresight involved, “shirking” does not arise in cross-ownerships because of the ease with which a central authority can monitor the actions performed by each element of the enterprise.¹²²

Accordingly, continued common ownership with the *Chicago Tribune* is critical to sustaining the high-quality news and public service programming that has been provided by WGN-TV and WGN(AM) for more than six decades, and a waiver is fully justified to achieve that goal.

B. The Chicago Market Is Remarkably Diverse And Competitive.

Chicago is the third-largest DMA in the country, with more than 3.5 million television homes.¹²³ As shown in detail below, the Chicago media market is diverse and competitive, and many of the country’s major media companies own media properties in the market. Tribune’s media properties are venerable institutions in Chicago – the *Chicago Tribune*, WGN(AM), and WGN-TV are household names throughout the local community. WGN-TV, which is not affiliated with one of the Big-four television networks, is ranked fourth in a tie with WFLD-TV, based on share (9 am-midnight), among its strong group of competitors (many of which are network-owned);¹²⁴ WGN(AM) ranks third, based on audience share, among a similarly strong group of competitors (many of which are part of multi-station clusters);¹²⁵ and *Chicago Tribune* faces strong competition from the *Chicago Sun-Times* and other daily newspapers in the

¹²² *Id.* at 21.

¹²³ TVB Research Central, Market Track, *US TV Households by Market*, http://www.tvb.org/rcentral/markettrack/us_hh_by_dma.asp (last visited Jan. 28, 2010) (based on Nielsen Media Research, Inc., Nielsen Station Index (NSI), estimates for the 2009-2010 television season effective September 21, 2009).

¹²⁴ *See* Chicago DMA TV Stations and Audience Ratings and Share (Attachment 3 hereto).

¹²⁵ Ranking is based on Arbitron PPM audience share for winter 2009 for the Chicago, IL FCC Geographic Market, obtained from the BIA/Kelsey Media Access ProTM database as of February 3, 2010.

market.¹²⁶ In total, the Chicago DMA has 16 commercial and non-commercial television stations owned by 13 separate owners, 166 commercial and non-commercial radio stations owned by 90 separate owners, and 24 daily newspapers published by 12 different publishers.¹²⁷

Moreover, these numerous traditional media outlets provide news, information and entertainment and seek advertisers in a market that has been revolutionized by widespread access to the Internet and other new media. Broadband, with its exponentially higher speeds, enables interactive uses of the Internet that have transformed the way that people obtain news and information and has made Internet news sources even more powerful forces in the contemporary media marketplace than they were just a few short years ago. In fact, a very recent study by Arbitron and Edison Research found that, for the first time, more people rated the Internet as the media platform that is “most essential” to their lives than any of the traditional media, with 42% choosing the Internet, 37% choosing television, 14% choosing radio, and just five percent choosing newspapers.¹²⁸ And now, Americans have access to text and video content while on-the-go through multiple mobile video platforms, with more, including mobile digital television,

¹²⁶ Recently, a unique news competitor has emerged in the Chicago market, one that represents collaborative efforts among different services. In October 2009, the Chicago News Cooperative, a non-profit organization headed by former print journalists, began providing on-line content “focused on Chicago, its politics and policy, culture and the arts, and the diverse communities of the metropolitan area.” See Chicago News Cooperative, *About Us*, Nov. 18, 2009, <http://www.chicagonewscoop.org/about-us/printpage/> (last visited Feb. 16, 2010). Funded by the John D. and Catherine T. MacArthur Foundation, it works in partnership with WTTW, Channel 11, Chicago’s public television station, and it publishes its content not only on-line but in *The New York Times*, as entire page inserts, on Fridays and Saturdays, in *The Times*’ recently-launched Chicago edition. *Id.*

¹²⁷ See generally Mark R. Fratrick, Ph. D., BIA Financial Network, *Report on the Chicago, IL Media Market: Media Diversity, Revenue Share, and Concentration Analysis in Support of the Request for Cross-Ownership Waiver for Stations WGN-TV and WGN(AM)*, at 20-21 (Feb. 26, 2010) (“BIA Report”) (Attachment 4 hereto).

¹²⁸ See Arbitron, Inc. and Edison Research, *The Infinite Dial 2010: Digital Platforms and the Future of Radio*, at 11 (Apr. 2010), available at http://www.arbitron.com/study/digital_radio_study.asp (last visited Apr. 17, 2010).

on the horizon. More than ever before, consumers control their access to news, information and entertainment, and Tribune's traditional media properties in Chicago are just three of thousands of local outlets competing for their attention. The combination of WGN-TV, WGN(AM), and the *Chicago Tribune* has had and will have no significant adverse impact on the incredible diversity of media outlets available in the market, as these marketplace facts show. Economic analysis further reflects decreasing concentration levels, thus evidencing that the Chicago market has remained, and will remain, vibrantly competitive notwithstanding Reorganized Tribune's continued common ownership of WGN-TV, WGN(AM), and the *Chicago Tribune*.

1. Many "Traditional" Media Sources Serve The Chicago Market.

a. Television Stations.

The abundance of television stations in the Chicago DMA alone supports a waiver permitting continued common ownership of WGN-TV, WGN(AM), and the *Chicago Tribune*. WGN-TV, an affiliate of the CW Network, is one of 16 broadcast television stations in Chicago, six more than the 10 that were available to local viewers in 1975 when the cross-ownership rule was adopted.¹²⁹ Those 16 stations are owned by 13 separate owners.¹³⁰ The Big-four networks all own stations in Chicago, and both Fox and NBC own duopolies. As in other markets, broadcast television ratings in Chicago are generally in decline, a trend that is hardly surprising in light of the emergence of multiple new media outlets since 1975, and even within the current decade. A chart showing these declines is appended hereto as Attachment 3.¹³¹

¹²⁹ See BIA Report, at 20-21; *id.* at Appendix B-1; *see also* Attachment 3.

¹³⁰ See BIA Report, at 20-21; *id.* at Appendix B-1.

¹³¹ See Attachment 3.

The Chicago television market has grown increasingly diverse and competitive since 1975, notwithstanding Tribune's common ownership of the *Chicago Tribune*, WGN(AM), and WGN-TV throughout that period. A review of the declining audience shares for broadcast television stations in Chicago demonstrates that diversity and competition are robust, and have increased over time:

- In 1975, the top four stations (WMAQ-TV, WBBM-TV, WLS-TV, and WGN-TV) together had an audience share of 89. By May 2001, that share had declined by more than half to 43.2. By May 2009, the collective share of these stations was a mere 29.9, and WGN-TV's share had decreased to 5.6. In November 2009, the collective share of the top four stations (WLS-TV, WBBM-TV, WMAQ-TV, and WLFD) was 33.8, and that of WGN-TV was only 4.5.¹³²
- In 1975, the largest share earned by a television station was 26 (WMAQ-TV); by May 2001, the largest share was just 15.4 (WLS-TV). In May 2009, the largest share earned by a station was even lower at 12.5 (WLS-TV), and in November 2009 its share was up only slightly to 12.8 (WLS-TV).¹³³

Audience share data also demonstrate that the once-dominant stations have experienced significant declines. In fact, fewer and fewer stations are earning shares of 10 or above. By May 2009, only one station earned more than a 10 share (a situation which endured through November 2009), compared to two stations in May 2001 and four stations in 1975.¹³⁴ These data demonstrate that Tribune's common ownership of media properties has not hindered, and will not harm in the future, the growth of diversity and competition in Chicago, where a large number of alternative outlets are available.

While audience shares for the once-dominant stations have declined steadily over time, the amount of local news programming produced in the market has increased. As reflected in the

¹³² *See id.*

¹³³ *See id.*

¹³⁴ *See id.*

table appended hereto as Attachment 1, seven stations in the Chicago DMA together broadcast approximately 175 hours of local news programming each week, an increase of 15 hours over the 160 hours per week in 2001. WGN-TV has dramatically increased the amount of news programming it provides, despite the loss of audience share to other stations and non-broadcast news providers, and has been able to do so in part due to the synergies and efficiencies of common ownership. Competition for the Chicago news-viewing audience is robust, with the highest-rated evening newscast in May and November of 2009 earning a 6.4 rating (down from 20 in 1975 and 14.2 in May 2001).¹³⁵ These facts and trends show that while audience ratings for broadcast television have declined, the delivery of news in the Chicago market is more plentiful and competition is more intense than ever.

In addition to the full-power television stations serving the DMA, there are 27 multicast programming streams available in the market.¹³⁶ Broadcasters are embracing the opportunity to bring additional programming options to viewers using these digital multicast channels.¹³⁷ Now, in addition to the programming offered on its main channel, a broadcaster can divide its remaining spectrum into one or more subchannels and program these channels to serve the different needs of its viewing audience. Some stations are offering hyper-local news and information, 24/7 weather, or live traffic information.¹³⁸ Still other stations are providing

¹³⁵ See Attachment 1.

¹³⁶ See BIA Report, at 21 n.28; *id.* at Appendix B-2.

¹³⁷ See RabbitEars.Info, http://www.rabbitears.info/search.php?request=network_list (last visited Feb. 8, 2010) (listing almost 200 programming options for digital subchannels).

¹³⁸ See 360north.org, www.360north.org (last visited Feb. 8, 2010) (providing Alaska news and information); The Ohio Channel, <http://www.ohiochannel.org/> (last visited Feb. 8, 2010) (providing coverage of state political events); Accuweather Partners, <http://www.accuweather.com/promo-ad.asp?partner=accuweather&traveler=0&dir=aw&page=lawc> (last visited Feb. 8, 2010)

programming options to serve the needs and interests of niche markets within their viewing audience, such as multi-lingual news, children's programming, religious programming, local sports programming, or classic movies and television shows.¹³⁹

There are also 10 Class A television stations owned by six separate owners in the Chicago DMA.¹⁴⁰ Each of these Class A stations is required to broadcast an average of at least three hours per week of locally produced programming every quarter.¹⁴¹ And, there are six non-Class A low power television stations owned by five separate owners.¹⁴² In total, the Chicago DMA has 16 Class A and LPTV stations, owned by 11 separate owners.¹⁴³ Some of these outlets

(providing list of stations carrying local weather information on multicast channels); *see also* http://www.rabbitears.info/search.php?request=network_search&network=Traffic+Cameras (last visited Feb. 8, 2010) (list of stations with live traffic camera feed offered on a subchannel).

¹³⁹ For example, stations around the country offer LATV network programming on digital subchannels. The network offers bilingual programming targeted toward the younger Hispanic market. *See* www.LATV.com (last visited Feb. 8, 2010). The new Estrella TV network, which offers musical-variety, comedy, scripted drama, talk and game shows in Spanish and features top talent from the United States, Mexico and Latin America, is also broadcast on a number of digital multicast streams. *See* Liberman Broadcasting, Inc., *Estrella TV Makes Its Nationwide Debut*, Sept. 14, 2009, available at http://www.lbimedia.com/Media/PressReleases/20090914_EstrellaTvLaunch.pdf (last visited Feb. 9, 2010). Other stations are similarly using their digital multicast streams to broadcast a diverse range of programming. *See, e.g.*, Arirang – Korea's Global TV, <http://www.arirang.co.kr/> (last visited Feb. 8, 2010) (offering news and information programming from Korea); The Church Channel, www.churchchannel.org (last visited Feb. 8, 2010) (offering religious programming); FamilyNet.com, <http://www.familynet.com/about/> (last visited Feb. 8, 2010) (dedicated to providing responsible, relevant, and entertaining viewing choices for today's diverse family); Qubo Network (ION), www.qubo.com (last visited Feb. 8, 2010) (providing programming with "positive messages that promote literacy, reinforce timeless values, and convey relatable life lessons"); The Wazoo Sports Network, <http://www.wazoosports.com/programming/channelguide.html> (last visited Feb. 8, 2010) (original Kentucky sports programming, including high school, NCAA, NAIA, and youth sports); This TV, www.thisTV.com (last visited Feb. 8, 2010) (offering movies and classic television shows).

¹⁴⁰ *See* BIA Report, at 21; *id.* at Appendix C.

¹⁴¹ 47 C.F.R. § 73.6001(b)(2).

¹⁴² *See* BIA Report, at 21; *id.* at Appendix C.

¹⁴³ *See id.*

earn measurable ratings.¹⁴⁴ The Class A and LPTV stations provide additional potential sources of local news and information for viewers.

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

As of November 2009, cable penetration in the Chicago DMA was 62.4%, 26.6% of the households in the DMA subscribed to alternative MVPDs (including direct broadcast satellite (“DBS”)), and total MVPD penetration was approximately 88%.¹⁴⁵ In November 2001, by contrast, total MVPD penetration was lower at 74.7%, with cable penetration of 69% and alternative MVPD penetration of only 6.2%.¹⁴⁶ Comcast is by far the dominant MVPD in the market, and it sells advertising in vigorous competition with all local television stations. As of 2005, cable systems and other MVPDs throughout the nation offered an average of more than 230 channels,¹⁴⁷ a number that has increased substantially since then and to which must be added hundreds and, on some systems, thousands, more programming choices available on-demand.¹⁴⁸

¹⁴⁴ For example, Nielsen November 2009 data indicate that Class A stations WWME-CA and WMEU-CA earned shares of 0.8 and 1.1, respectively, and low power television station WCHU-LP earned a 0.1 share.

¹⁴⁵ See TVB Research Central, Market Track, *Cable and ADS Penetration by DMA: Chicago, IL*, http://www.tvb.org/nav/build_frameset.asp?url=/rcentral/index.asp (last visited Feb. 10, 2010) (based on Nielsen Media Research, DMA Household Universe Estimates) (click on “Research Central” then “Market Track” then “Cable and ADS Penetration by DMA” and then “Chicago”). Total MVPD penetration values may differ from the sum of cable and alternative penetration values because Nielsen includes households subscribing to both in each category.

¹⁴⁶ See *id.*

¹⁴⁷ *Annual Assessment of the Status of Competition in the Market for Delivery of Video Programming*, Thirteenth Annual Report, 24 FCC Rcd 542, 561-62 (¶ 44) & Table 4 (2009) (“13th Annual Video Competition Report”) (230.6 is the average of the number of cable channels offered by systems facing effective competition (234.9) and those not (226.3)). The 2005 data are the most recent that have been publicly reported by the FCC.

¹⁴⁸ See, e.g., Comcast Corporation, Digital Cable Service With On Demand from Comcast, <http://www.comcast.com/Corporate/Learn/DigitalCable/digitalcable.html> (last visited Feb. 20, 2010) (indicating that its systems offer 17,000 on demand choices); Time Warner Cable, On Demand, <http://www.twondemand.com/> (last visited Feb. 10, 2010) (providing on-demand listings for Time Warner); Cablevision, Optimum, iO TV, On Demand,

In comparison, as of 2000, only a minute proportion (0.15%) of cable systems offered consumers 125 or more channels, while the majority of systems (more than 62%) offered only 30-53 channels.¹⁴⁹ Consumers also now may choose from among multiple options for MVPD service including cable systems, two DBS operators and, in many areas, a telephone company providing video service.¹⁵⁰ These competing MVPD services provide varying channel line-ups. Furthermore, in addition to the expansive line-ups of non-broadcast programming offered by these MVPDs, both DirecTV and DISH Network offer local-into-local service to their subscribers in the Chicago DMA.¹⁵¹ Telephone companies' video services also offer access to local broadcast stations.¹⁵²

The hundreds of channels available through MVPDs include not only local broadcast stations and cable entertainment channels, but also numerous networks focused on providing

http://www.optimum.com/io/on_demand/index.jsp (last visited Feb. 10, 2010) (providing on-demand listings for Cablevision); Charter On Demand - Frequently Asked Questions, <http://www.charter.com/customers/support.aspx?SupportArticleID=14> (last visited Feb. 10, 2010) (stating that “Charter On Demand allows you to enjoy thousands of shows and movies whenever you want – many are FREE with hundreds available in High Definition”); Cox On Demand, <http://www.cox.com/digitalcable/ondemand/default.asp> (last visited Feb. 10, 2010) (providing on demand listings for Cox).

¹⁴⁹ *Annual Assessment of the Status of Competition in the Market for Delivery of Video Programming*, Seventh Annual Report, 16 FCC Rcd 6005, 6103 (Table B-3) (2001).

¹⁵⁰ *See, e.g.*, Verizon, FiOS TV, About FiOS, <http://www22.verizon.com/Residential/FiOSTV/Details/Details.htm> (last visited Feb. 10, 2010); AT&T, U-verse, What is AT&T U-verse?, AT&T U-Verse TV, <http://www.att.com/u-verse/> (last visited Feb. 10, 2010) (click on “Television” under “Explore” on right-hand side).

¹⁵¹ *See* DirecTV, The Guide, <http://www.directv.com/DTVAPP/epg/theGuide.jsp> (last visited Feb. 10, 2010) (click on “Missing Local Channels?” on top right of guide; enter local zip code to view local channels); DISH Network, Programming, <https://customersupport.dishnetwork.com/customernetqual/prepAddress.do> (last visited Feb. 10, 2010) (click on “Click here for a complete list of Available local markets” for a list of markets where local programming is available). Full listings of the channels offered by DirecTV and DISH Network in Chicago are appended hereto as Attachment 5.

¹⁵² *See supra* note 150.

news and information. In Chicago, in addition to national cable news networks such as CNN, MSNBC, and FOX News, multiple local cable networks offer programming of particular interest to local residents. These include the following:

- CLTV, Tribune's local cable news channel;
- Cable 25, a commercial local origination channel run by the City of Chicago;
- MUTV, the City of Chicago's municipal television channel;
- Five public access channels administered by CAN TV which air programming focused on public affairs, community events coverage, religious and spiritual programs, an interactive community bulletin board, and a video magazine providing information on community services;
- Naperville Community Television, a cable channel focused on issues of specific concern to the Naperville suburb of Chicago;
- Comcast Network 100 Chicago, which offers four locally-produced programs; and
- Comcast SportsNet Chicago, which provides extensive local and regional sports coverage, including professional baseball, basketball, and hockey games and college sports.¹⁵³

In addition to presenting ever-expanding program offerings, cable channels have increasingly taken audience share from broadcasters. For example, in Chicago:¹⁵⁴

- Seven cable channels earn a share of 2 or greater, up from the six reported in 2007. TNT (3.3), Comcast SportsNet Chicago (2.6), the Disney Channel (2.5), Nickelodeon (2.5), USA Network (2.5), Fox News Channel (2.2) and ESPN (2.1) all have shares that exceed eight full-power broadcast stations in Chicago, up from the seven reported in 2007.
- Twenty-five cable channels earn at least a 1 share of the household audience in Chicago, up from the twenty-four identified in 2007. These channels include

¹⁵³ Additional information regarding the local cable channels available in the Chicago DMA is reflected in Attachment 6 hereto.

¹⁵⁴ The discussion below is based on 9 am-midnight shares during the May 2009 sweeps period, as reported by Nielsen.

TBS, HGTV, the History Channel, MSNBC, FX, Lifetime, BET, CNN, Comedy Central, Discovery Channel, and Cartoon Network.

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

c. Print Media.¹⁵⁵

The Chicago newspaper market also features intense competition, including 24 daily newspapers and 172 weekly newspapers in Chicago and the surrounding suburbs. In addition, on November 20, 2009, The New York Times Company launched a Chicago edition of its newspaper, which includes local and regional news produced, as noted above, by the Chicago News Cooperative.¹⁵⁶ As is the case in many other markets and despite substantial population growth, the combined circulation of daily newspapers in Chicago has declined since 1975, and

¹⁵⁵ Circulation data included in this section were obtained from several sources. The 2009 daily circulation figures for *The Daily Journal* and the *News-Tribune* were obtained from the BIA/Kelsey Media Access Pro™ Database, Chicago, IL Market Newspaper Overview, and reflect BIAfn Estimated Current Circulation values for daily circulation reported therein as of February 3, 2010. The 2009 daily circulation data for all other daily newspapers discussed in this section are based on information from the Audit Bureau of Circulations for the six-month period ending March 29, 2009 and are current as of October 3, 2009. The 2009 daily circulation figures for the *Chicago Tribune*, *Chicago Sun-Times*, *Daily Herald*, *The Times* (Munster, IL), *Post-Tribune*, *The SouthtownStar*, *The Herald News*, *The Beacon News*, *Lake County News-Sun*, *Naperville Sun*, *The Courier News*, and *Kane County Chronicle* represent Monday – Friday (5 Day) circulation averages. The 2009 daily circulation figures for the *Northwest Herald* and *The Times* (Ottawa, IL) represent Monday – Saturday (6 Day) circulation averages. Circulation data for the weekly newspapers discussed in this section were obtained from the BIA/Kelsey Media Access Pro™ Database, Chicago, IL Market Newspaper Overview, and reflect BIAfn Estimated Current Circulation values for total circulation reported therein as of February 4, 2010.

¹⁵⁶ See *supra* note 126; see also Richard Pérez-Peña, *The Times to Begin Chicago Edition on Friday*, N.Y. TIMES (Nov. 19, 2009), available at <http://mediadecoder.blogs.nytimes.com/2009/11/19/the-chicago-edition-of-the-new-york-times-to-begin-friday/> (last visited Feb. 16, 2010).

has fallen precipitously again since 2001. Still, the competition between the *Chicago Tribune* and *Sun-Times* in Chicago remains legendary, and the *Daily Herald* also attracts significant readership. The circulation figures for the top daily newspapers are as follows:

Top Daily Newspapers	1975 Circulation	2001 Circulation	2009 Circulation
<i>Chicago Tribune</i>	806,083	675,847	501,202
<i>Chicago Sun-Times</i>	567,780	480,920	312,141
<i>Daily Herald</i>	11,717	148,375	130,404
Combined Circulation	1,385,580	1,305,142	947,643

Daily circulation at the *Chicago Tribune* is down 25.8% since 2001 and 37.8% since 1975.

Combined circulation at the top two newspapers declined 29.7% since 2001 and 40.8% since 1975. Notwithstanding their respective circulation declines, *Chicago Tribune* and *Chicago Sun-Times* compete vigorously with each other. Moreover, in addition to these two dailies, 22 other daily newspapers serve the Chicago DMA, with at least 10 additional publishers represented in the market.¹⁵⁷ These newspapers include:

- The *Daily Herald*, with a daily circulation of 130,404; *The Times* (Munster, IL), with a daily circulation of 85,297; and the *Post-Tribune*, with a circulation of 55,767.
- Eleven newspapers with daily circulations between 10,000 and 50,000, including *The SouthtownStar* (39,233), *The Herald News* (37,355), the *Northwest Herald* (34,763), *The Daily Journal* (28,600), *The Beacon News* (26,808), the *News-Tribune* (17,400), the *Lake County News-Sun* (16,814), *The Times* (Ottawa, IL) (16,311), the *Naperville Sun* (15,509), *The Courier-News* (11,133), and the *Kane County Chronicle* (11,032).

In addition, a large array of weekly newspapers contributes to the diversity and competition in Chicago's newspaper market.¹⁵⁸ At least 172 weekly newspapers published by 50

¹⁵⁷ See BIA Report, at 21; *id.* at Appendix D.

¹⁵⁸ See *id.* This chart notes the weekly newspapers that Tribune owns.

different owners are currently distributed in the DMA.¹⁵⁹ One of the leaders in the weekly newspaper arena is GateHouse Media, Inc., which publishes more than 15 weekly papers in the communities around Chicago.¹⁶⁰ Another strong competitor, publishing more than 20 weekly papers in the area, is Pioneer Press, a member of Sun-Times Media, the publisher of the *Chicago Sun-Times*.¹⁶¹ Many weekly newspapers in the market have substantial circulations, including, for example, *The Lincoln-Way Sun* (210,570), *Crain's Chicago Business* (50,100), *The Bartlett Examiner* (46,000), *The Coal City Courant* (42,000), *Chicago's Northwest Side Press* (40,000), and *The Enterprise* (37,100).

In addition to these daily and weekly newspapers, there is a wide variety of other print media that deliver local information to Chicagoans. These include 65 specialty newspapers serving diverse interests, 27 shopper publications, 14 college newspapers, and 49 local magazines.¹⁶²

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

The Chicago DMA includes 166 commercial and non-commercial AM and FM radio stations, owned by 90 separate entities.¹⁶³ Of those, 32 radio stations, operated by 25 different broadcasters, offer varied formats that focus on news, talk, sports, and information, while 27 radio stations, operated by 20 different broadcasters, offer formats that focus on education and

¹⁵⁹ *See id.*

¹⁶⁰ *See id.* at Appendix D.

¹⁶¹ *See id.*

¹⁶² *See id.* at 21; *id.* at Appendix D. Several of these publications are owned by Tribune.

¹⁶³ *See BIA Report*, at 21; *id.* at Appendix E-1. In the more limited radio geographic market as defined by the local radio ownership rule as revised in the *2003 Order*, there are 134 radio stations owned by 76 different owners. *See id.* at 21.

religion.¹⁶⁴ Thirteen stations operated by seven different broadcasters offer Spanish-language or other ethnic formats.¹⁶⁵ In addition, 92 stations offer a variety of music formats, and one station offers a children's format.¹⁶⁶ Moreover, the market's radio broadcasters are offering programming on 23 HD multicast streams.¹⁶⁷ There are an additional six independently owned low power FM stations, each of which by definition must be locally owned by an entity that does not hold attributable interests in any other media.¹⁶⁸ Finally, in addition to terrestrial radio, XM Sirius offers satellite radio programming on a subscription basis to Chicago residents, with more than 200 channels, including numerous talk and information channels, multiple local traffic and weather channels, and many music channels.¹⁶⁹

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

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

In recent years, the availability of Internet access, and of high-speed Internet access in particular, have grown tremendously, allowing the Internet to overtake newspapers and achieve a position on par with television as Americans' primary source of news and information.¹⁷⁰ The

¹⁶⁴ See *id.* at Appendix E-1.

¹⁶⁵ See *id.*

¹⁶⁶ See *id.*

¹⁶⁷ See *id.* at 21 n.29; *id.* at Appendix E-2.

¹⁶⁸ See *id.* at 21; *id.* at Appendix F; 47 C.F.R. §§ 73.853(b), 73.860.

¹⁶⁹ See XM-Sirius Channel Lineup (Attachment 7 hereto).

¹⁷⁰ Pew Research Center for the People & the Press, *Internet Overtakes Newspapers As News Outlet*, at 1 (Dec. 23, 2008) ("Internet Overtakes Newspapers"), <http://people-press.org/reports/pdf/479.pdf> (last visited Feb. 5, 2010); see also Pew Internet & American Life Project, *Understanding the Participatory News Consumer* (Mar. 1, 2010) ("Participatory News Consumer"), at 3, available at

Internet has become pervasive, with 74% of Americans having Internet access in their homes,¹⁷¹ up from 60% in 2001.¹⁷² As Internet access has become more widespread, the amount of time Americans spend using the Internet has continued to increase, rising from 14 hours per week in 2006 to more than 17 hours as of January 2009.¹⁷³ These increases in Internet use extend across all racial and ethnic categories, as a recent study conducted by the Joint Center for Political and Economic Studies found.¹⁷⁴

More and more consumers now purchase *high-speed* Internet access in particular.

According to the FCC's recent OBI Working Paper No. 1, a survey conducted in October and November 2009 revealed that 67% of U.S. households have broadband connectivity and that

http://www.pewinternet.org/~media/Files/Reports/2010/PIP_Understanding_the_Participatory_News_Consumer.pdf (last visited Mar. 3, 2010).

¹⁷¹ John B. Horrigan, *Broadband Adoption and Use in America*, Omnibus Broadband Initiative ("OBI") Working Paper Series No. 1 (Feb. 2010), at 3 (finding that 74% of Americans have Internet access at home) ("OBI Working Paper No. 1"), available at http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-296442A1.pdf (last visited Mar. 8, 2010). The National Telecommunications and Information Administration ("NTIA") reports a slightly lower figure, finding that 68.7% of households now have access to the Internet. U.S. Department of Commerce, National Telecommunications and Information Administration, *Digital Nation: 21st Century America's Progress Toward Universal Broadband Internet Access, An NTIA Research Preview* (Feb. 2010), at 4 ("Digital Nation"), available at http://www.ntia.doc.gov/reports/2010/NTIA_internet_use_report_Feb2010.pdf (last visited Mar. 8, 2010).

¹⁷² The Nielsen Company, *Internet Penetration Reaches 60 Percent in the U.S. According to Nielsen/NetRatings* (Feb. 28, 2001), http://www.nielsen-online.com/pr/pr_010228.pdf (last visited Feb. 5, 2010). More Americans have home Internet connections than subscribe to cable television. *13th Annual Video Competition Report*, 24 FCC Rcd at 627 (¶ 178) (reporting that 68.2% of Americans have cable television).

¹⁷³ *PEJ 2009 State of the News Media Report*, Online, Audience, at 15, http://www.stateofthemediamedia.org/2009/printable_online_chapter.htm (last visited Feb. 5, 2010) (citing *The Digital Future Report 2009*, Center for Digital Future, University of Southern California, Annenberg School Survey).

¹⁷⁴ Joint Center for Political and Economic Studies, *National Minority Broadband Adoption: Comparative Trends in Adoption, Acceptance and Use*, at 1, 8-9 (Feb. 2010), available at http://www.jointcenter.org/publications_recent_publications/media_and_technology/national_minority_broadband_adoption (last visited Mar. 5, 2010) ("Minority Broadband Adoption").

65% of adults use broadband at home.¹⁷⁵ This represents a substantial increase from prior years; the Pew Internet & American Life Project previously had found that home broadband adoption stood at only 3% of Americans in June 2000¹⁷⁶ and had risen to 55% of Americans in May 2008.¹⁷⁷ The Minority Broadband Adoption report found that racial disparities in broadband adoption continue to narrow and that minorities are among the fastest-growing groups of home broadband subscribers.¹⁷⁸

To encourage further expansion of broadband access, Congress last year specifically directed the FCC to submit a report detailing a national broadband plan which “shall seek to ensure that all people of the United States have access to broadband capability and shall establish benchmarks for meeting that goal.”¹⁷⁹ And, further expanding and improving broadband access has always been one of the Obama Administration’s, and thus the FCC’s, primary policy objectives. Indeed, Chairman Genachowski listed “[p]romoting universal broadband that’s

¹⁷⁵ See OBI Working Paper No. 1, at 13. Another study found that home broadband adoption had increased to 60% of Americans by December 2009. Lee Rainie, *Internet, Broadband, and Cell Phone Statistics*, at 3 (Jan. 5, 2010), http://www.pewinternet.org/~media/Files/Reports/2010/PIP_December09_update.pdf (last visited Feb. 4, 2010).

¹⁷⁶ John B. Horrigan, *The Broadband Difference: How Online Americans’ Behavior Changes With High-Speed Internet Connections at Home*, at 9 (June 23, 2002) (“The Broadband Difference 2002”), http://pewinternet.org/~media/Files/Reports/2002/PIP_Broadband_Report.pdf.pdf (last visited Feb. 5, 2010).

¹⁷⁷ John B. Horrigan, *Home Broadband Adoption 2009*, at 3, 9 (June 17, 2009) (“Home Broadband Adoption 2009”), <http://www.pewinternet.org/~media/Files/Reports/2009/Home-Broadband-Adoption-2009.pdf> (last visited Feb. 4, 2010). These growth figures are supported by those reported by NTIA, which reflect that in August 2000, 4.4% of households had broadband access; by October 2007, that number had grown to 50.8%; and that in October 2009, the household broadband adoption rate stood at 63.5%. *Digital Nation*, at 4.

¹⁷⁸ *Minority Broadband Adoption*, at 1, 14-15.

¹⁷⁹ See American Recovery and Reinvestment Act of 2009, Pub. L. No. 111-5, § 6001(k)(2)(D), 123 Stat. 115 (2009), codified at 47 U.S.C. § 1305(k).

robust, affordable and open” as *first* in a set of goals for the Commission under his leadership,¹⁸⁰ and recently explained that developing a broadband plan constitutes a task of “extraordinary importance.”¹⁸¹ While there is still work left to be done, there is no evidence that the trend towards increasing broadband usage is slowing. “Broadband adoption appears to have been largely immune to the effects of the current economic recession,” in that “more than twice as many respondents [to a recent survey] said they had cut back or cancelled a cell phone plan or cable TV service than said the same about their Internet service.”¹⁸² Indeed, both household use of the Internet and adoption of broadband increased substantially between 2007 and 2009 in each of the extensive array of demographic groups tracked by NTIA in its Digital Nation report.¹⁸³

Trends in Chicago relating to Internet access and broadband usage mirror those in the nation as a whole. In response to a recent survey, nearly 69% of Chicagoans reported accessing the Internet at home, 36% reported doing so at work, and 11.7% reported doing so in other places

¹⁸⁰ Remarks of Chairman Julius Genachowski to the Staff of the Federal Communications Commission (June 30, 2009), *available at* http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-291834A1.pdf (last visited Feb. 4, 2010); *see* Jim Puzzanghera, *FCC Chairman Has Broad Approach to Net Access*, L.A. TIMES, July 20, 2009, *available at* <http://www.latimes.com/business/la-fi-genachowski20-2009jul20,0,5802880.story> (last visited Feb. 4, 2010) (“**What’s your top priority for the FCC?** One is broadband. And the other is revitalizing and retooling the FCC.”) (emphasis in original); Chairman Genachowski Announces Topics to Focus Discussion at Workshops for National Broadband Plan (July 30, 2009), *available at* http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-292455A1.pdf (last visited Feb. 4, 2010) (“Broadband is our generation’s major infrastructure challenge.”).

¹⁸¹ Letter from Chairman Julius Genachowski, Federal Communications Commission, to the Honorable John D. Rockefeller, United States Senate; Kay Bailey Hutchison, United States Senate; Henry A. Waxman, U.S. House of Representatives; and Joe Barton, U.S. House of Representatives (Jan. 7, 2010), *available at* http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-295546A1.pdf (last visited Feb. 4, 2010).

¹⁸² Home Broadband Adoption 2009, at 4-5.

¹⁸³ Digital Nation, at 5-9, 11.

(e.g., public libraries).¹⁸⁴ Moreover, a large percentage indicated that they have broadband connections at home, with 38.9% reporting a DSL connection and 25.8% reporting a cable modem connection.¹⁸⁵

It is not just the Internet's accessibility but also its interactivity that has contributed to the importance of the Internet as a source of news and information. The interactive nature of the Internet distinguishes online sources from traditional media by allowing users to filter and select content specific to their interests and to contribute their own information, commentary, and opinions to the mix. In fact, the Pew Internet & American Life Project's Participatory News Consumer study released in March 2010 found that today "37% of Internet users have contributed to the creation of news, commented on it, or disseminated it via postings on social media sites like Facebook or Twitter."¹⁸⁶ As more users are consuming Internet news and participating in its creation and distribution, the medium increasingly performs the same functions as traditional news outlets, and also, in many respects, goes beyond traditional one-way news delivery. For these reasons, as early as 2003 and in the context of revising its media ownership rules, the Commission readily acknowledged the "important role [of the Internet] in the available media mix" as "a commonly-used source for news, commentary, community

¹⁸⁴ Scarborough Research, *2009 Chicago Scarborough Release 1 Study*.

¹⁸⁵ *Id.*

¹⁸⁶ Participatory News Consumer, at 2; *see id.* at 40, 44 (finding that on a typical day, 51% of social networking site users get news from people they follow on sites such as Facebook or MySpace, 23% of this cohort specifically get news from news organizations or individual journalists that they follow on social networking sites, and 17% of Internet users have posted links and thoughts about news on a social networking site); *see also* OBI Working Paper No. 1, at 16 (reporting that 52% of all Internet users use the Internet to access social networking sites); The Nielsen Company, *Social Networking's New Global Footprint* (Mar. 9, 2009), <http://blog.nielsen.com/nielsenwire/global/social-networking-new-global-footprint/> (last visited Feb. 4, 2010) (documenting the increase in popularity of social networking sites in general).

affairs, and national/international information.”¹⁸⁷ And in 2008 the agency further recognized that:

The nearly instantaneous speed with which consumers can now communicate via the Internet has created a vastly improved two-way flow in the sharing of ideas between traditional news gatherers and news consumers, with a consequent power to affect the priority that the traditional media place on coverage of certain events and topics. Many previously passive consumers of news are already taking advantage of the opportunities the Internet allows to influence the newsgathering process. More than ever before, readers and audiences are themselves communicating with news gatherers to demand, directly and indirectly, coverage of specific topics.¹⁸⁸

Although online news played a relatively small role just a few short years ago and thus was not even tracked in media consumption surveys, large percentages of Americans now obtain news online. Indeed, by early 2009 fully 70% of adult Internet users reported getting news online.¹⁸⁹ This represents a significant increase over prior years; in 2008, only 37% of Americans reported receiving news through the Internet regularly; in 2006, only 31% reported doing so; and in 2000 the percentage was only 23%.¹⁹⁰ In addition, during the short period between 2006 and 2008, the number of Americans responding that they read a newspaper online “yesterday” increased more than 50%, from 9% in 2006 to 14% in 2008,¹⁹¹ a figure that has risen

¹⁸⁷ *2003 Order*, 18 FCC Rcd at 13,765-66 (¶ 365).

¹⁸⁸ *2008 Order*, 23 FCC Rcd at 2032 (¶ 38).

¹⁸⁹ Sydney Jones and Susannah Fox, *Generations Online in 2009*, at 5 (Jan. 28, 2009) (“Generations Online in 2009”), http://pewinternet.org/~media/Files/Reports/2009/PIP_Generations_2009.pdf (last visited Feb. 4, 2010).

¹⁹⁰ Pew Research Center for People & the Press, *Pew Research Center Biennial News Consumption Survey*, at 3-4 (Aug. 17, 2008) (“Biennial News Consumption Survey 2008”), <http://people-press.org/reports/pdf/444.pdf> (last visited Feb. 4, 2010).

¹⁹¹ *Id.* at 18.

further since then. With respect to particular types of news, OBI Working Paper No. 1 found that, by late 2009, 75% of Internet users reported getting local or community news online and 73% reported accessing international or national news on the Internet.¹⁹²

Pew's Participatory News Consumer study confirms that the Internet's popularity as a source of news has continued to grow, finding that on a "typical day" 61% of Internet users access news online, while 71% do so "at least occasionally."¹⁹³ This same study also found that the Internet is now the third most popular news platform behind local television news and national television news, surpassing radio (54%), local newspapers (50%), and national newspapers (17%).¹⁹⁴ This study further demonstrates the central importance of the Internet as a news resource for an increasing segment of the population; Pew found that among news consumers that rely on only a single medium for news, 36% relied solely on the Internet, a higher figure than for any other medium.¹⁹⁵

¹⁹² OBI Working Paper No. 1, at 16.

¹⁹³ Participatory News Consumer, at 10.

¹⁹⁴ *Id.* at 3. In fact, by 2008, the percentage of Americans who reported receiving news online regularly significantly exceeded the percentage of individuals saying that they regularly watched the network evening news (29%) or the network morning news (22%), and amounted to nearly the same percentage of respondents indicating that they regularly watch cable news (39%). Biennial News Consumption Survey 2008, at 3-4. Even as of May 2007, according to an FCC-commissioned study by Nielsen Media Research, Inc., when asked what they considered the "most important source for more in-depth information on specific news and current affairs topics," 23.5% of those surveyed cited Internet/websites, a higher percentage than those citing broadcast television stations (20.1%), local newspapers (9.8%), or national newspapers (4.7%). Nielsen Media Research, Inc., *Federal Communications Commission Telephone Study*, FCC Media Study 1, at 89 (June 2007), available at http://fjallfoss.fcc.gov/edocs_public/attachmatch/DA-07-3470A2.pdf (last visited Feb. 4, 2010). Similarly, more Americans surveyed cited Internet/websites (16.8%) as the most important source of national news and current affairs than cited national newspapers (5.9%) or local newspapers (4.8%). *Id.* at 93.

¹⁹⁵ Participatory News Consumer, at 11.

With respect to particular types of news, a recent survey asking people to identify their main source or sources for national and international news revealed that the Internet now serves as a primary source of such news for more Americans than newspapers and, indeed, all other media sources except television, which it may well overtake soon.¹⁹⁶ Among younger Americans (those under 30), the same percentage that identified television as one of their main sources for national and international news – 59% – identified the Internet as one of their main news sources.¹⁹⁷ Americans also are increasingly relying on the Internet for local news. As noted above, OBI Working Paper No. 1 found that 75% of Internet users – or 58.5% of all respondents – access local or community news online.¹⁹⁸ Further, the Internet allows Americans to connect more easily with government; OBI Working Paper No. 1 found that 58.5% of all respondents reported using the Internet to visit local, state, or federal government websites, and half of Internet users, or 39% of all respondents, used the Internet to get advice from a government agency about a health or safety issue.¹⁹⁹ These findings hold true across racial categories. More than two-thirds (67%) of Black respondents and 61% of Hispanic respondents recently reported having visited local, state, or federal government websites.²⁰⁰ And minorities

¹⁹⁶ Internet Overtakes Newspapers, at 1.

¹⁹⁷ *Id.*

¹⁹⁸ OBI Working Paper No. 1, at 3, 16. A previous study had reached similar results. Pew Research Center for the People & the Press, *Many Would Shrug if Their Local Newspaper Closed*, at 9 (Mar. 12, 2009) (“Many Would Shrug”), <http://people-press.org/reports/pdf/497.pdf> (last visited Feb. 4, 2010) (reporting that 54% of respondents reported getting local news from the Internet either “regularly” (31%) or “sometimes” (23%)).

¹⁹⁹ OBI Working Paper No. 1, at 3, 16. This finding is also consistent with previous studies. *See Generations Online in 2009*, at 5 (reporting that 59% of respondents indicated that they had visited government websites).

²⁰⁰ *Minority Broadband Adoption*, at 21.

are more likely to use the Internet to obtain information about or to apply for government benefits.²⁰¹

The Internet is also becoming a principal destination for political news and advocacy in particular. Data from the last three Presidential election cycles show steady increases in the percentage of American adults who went online for news or information about politics or an election: the percentage of adults who did so rose from 18% in 2000 to 29% in 2004, and then significantly to 44% in 2008.²⁰² Moreover, the percentage of Americans citing the Internet as one of their *major* sources for election news more than doubled over the same period from just 11% in 2000 to 26% in 2008.²⁰³

The increasing availability of broadband makes it even easier for users to control the amount and type of content they receive; the method by which they receive it (for example, PDA or mobile phone alert, podcast, or streaming video file); and the time or schedule on which they access it. Broadband has thus fueled the popularity of online news sources and will likely continue to do so. Those Internet users with home broadband connections are *twice as likely* to use the Internet as they are newspapers to get political news, and for these users the Internet is “by far the second-most important source of campaign news, behind only television and well ahead of newspapers, radio and magazines.”²⁰⁴ Indeed, according to one study, approximately

²⁰¹ *See id.*

²⁰² Aaron Smith, *The Internet's Role in Campaign 2008*, at 48 (Apr. 15, 2009), http://www.pewinternet.org/~media/Files/Reports/2009/The_Internets_Role_in_Campaign_2008.pdf (last visited Feb. 4, 2010).

²⁰³ *Id.* at 51.

²⁰⁴ *Id.* at 7, 52.

one-quarter of the growth of daily online news consumption between 2002 and 2006 was properly attributable to the rise in residential broadband adoption.²⁰⁵

One-third of Americans – half of Internet users – also already regularly watch news video online,²⁰⁶ something which has only been made possible by broadband. In fact, “[n]ews shows are the most popular online programs – watched by about 43% of online TV viewers.”²⁰⁷

Content providers recognize these trends, with YouTube creating a “News Near You” feature that, after recognizing a user’s location, provides a list of potentially relevant videos.²⁰⁸

YouTube also recently invited the more than 25,000 news sources listed on Google News, which include many local news sources, to supply video for its site.²⁰⁹ In addition to the draw of a diverse supply of news sources online, the increasing preference Americans have shown for news-on-demand – checking on the news from time to time when it is convenient for them to do

²⁰⁵ John B. Horrigan, *Online News*, at 4 (Mar. 22, 2006) (“Online News”), http://www.pewinternet.org/~media/Files/Reports/2006/PIP_News.and.Broadband.pdf.pdf (last visited Feb. 4, 2010).

²⁰⁶ Biennial News Consumption Survey 2008, at 21, 25.

²⁰⁷ Radio Business Report, Inc., *More Consumers Watch TV Online; Hulu Rising* (Sept. 8, 2009), <http://www.rbr.com/media-news/research/16890.html> (last visited Feb. 4, 2010) (citing the Consumer Internet Barometer, a quarterly report produced by The Conference Board and TNS based on surveys of 10,000 U.S. households).

²⁰⁸ Brian Stelter, *Now on YouTube, Local News*, N.Y. TIMES, Aug. 3, 2009, available at <http://www.nytimes.com/2009/08/03/business/media/03youtube.html> (last visited Feb. 4, 2010).

²⁰⁹ *Id.* YouTube now hosts individual channels for Tribune’s WGN-TV, WPIX(TV), KTLA(TV), WSFL-TV, WTTV(TV), and WTIC-TV. See <http://www.youtube.com/user/wgn> (last visited Feb. 18, 2010); <http://www.youtube.com/user/WPIX> (last visited Feb. 18, 2010); <http://www.youtube.com/user/ktla> (last visited Feb. 18, 2010); <http://www.youtube.com/user/WSFL> (last visited Feb. 18, 2010); <http://www.youtube.com/user/wttv> (last visited Feb. 18, 2010); <http://www.youtube.com/user/WTIC> (last visited Feb. 18, 2010).

so instead of getting it at regular times chosen by traditional media outlets²¹⁰ – is also likely to bolster reliance on online news sources.

The popularity of online video sites offering entertainment content in competition with television broadcasters has also continued to rise, increasing by 34.9% from the third quarter of 2008 to the third quarter of 2009.²¹¹ Online video viewing continues to soar with nearly 31 billion videos viewed in November 2009 by more than 170 million U.S. Internet users.²¹² Indeed, one of the most popular sites – Hulu.com – is now commanding higher ad prices for some prime time shows than over-the-air TV,²¹³ and reportedly garnered more viewers in July 2009 than Time Warner Cable, one of the nation’s largest cable operators.²¹⁴ As a result of the dramatic growth in online viewing, Nielsen plans to incorporate online viewership into the TV ratings used for buying and selling of advertising this year.²¹⁵ Thus, due to unique characteristics

²¹⁰ Biennial News Consumption Survey 2008, at 33.

²¹¹ The Nielsen Company, *Three Screen Report: TV Remains Strong as DVR and Online Video Show Most Growth* (Dec. 7, 2009), http://blog.nielsen.com/nielsenwire/online_mobile/three-screen-report-tv-remains-strong-as-dvr-and-online-video-show-most-growth/ (last visited Feb. 4, 2010).

²¹² PR Newswire, *November Sees Number of U.S. Videos Viewed Online Surpass 30 Billion for First Time on Record*, Jan. 5, 2010, <http://www.prnewswire.com/news-releases/november-sees-number-of-us-videos-viewed-online-surpass-30-billion-for-first-time-on-record-80739807.html> (last visited Feb. 4, 2010).

²¹³ See Brett Pulley and Andy Fixmer, *Loyal ‘Simpsons’ Fans Fetch Higher Ad Rates on Web*, Bloomberg.com, June 25, 2009, <http://www.bloomberg.com/apps/news?pid=20601204&sid=atKGiQOMco.Y> (last visited Feb. 4, 2010).

²¹⁴ See *Hulu Had More Viewers in July than Time Warner Cable*, BROADCAST ENGINEERING, Sept. 3, 2009, available at <http://broadcastengineering.com/news/hulu-had-more-viewers-in-july-than-time-warner-090709/> (last visited Feb. 4, 2010).

²¹⁵ See Joe Mandese, *Nielsen Unveils Plan To Add Online Viewing To C3 Ratings*, MEDIA DAILY NEWS, Jan. 22, 2010, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=121116 (last visited Feb. 4, 2010).

that distinguish the Internet from traditional media, it has become a significant source for Americans of local and other news and information, as well as entertainment, and is likely to become even more of a factor as Internet usage in general and broadband adoption in particular continue to grow.²¹⁶

Further, the rise of Internet sites such as Craigslist, a free online classifieds site with separate sub-domains for 500 cities across 50 countries that is now one of the most popular destinations online, shows how the Internet is taking on many of the functions long-served by traditional news media.²¹⁷ Craigslist leverages filtering and search functionality in order to cater to an individual's particular interest, and that and other online classified advertising services

²¹⁶ There has also been a proliferation of hyperlocal news sites on the Internet. For instance, in June 2009, AOL acquired Patch and has since created AOL Patch local news web sites for small towns throughout New York, New Jersey, and Connecticut, with a goal of expanding the service to many more locales. AOL, Press Release, *AOL Acquires Two Local Services, Patch and Going* (June 11, 2009), <http://corp.aol.com/press-releases/2009/06/aol-acquires-two-local-services-patch-and-going> (last visited Feb. 12, 2010); Patch, *About Us*, <http://www.patch.com/about> (last visited Feb. 12, 2010). Each town's site has a dedicated editor who provides a steady stream of articles, photographs, and web listings covering a myriad of topics from tax ordinances to government hearings, high school sports, and traffic frustrations. Everyblock (which was acquired by MSNBC last summer) allows users to customize its site to receive aggregated local information relevant to their towns, such as municipal data, location-tagged photographs from Flickr, and business reviews from Yelp; the user can then have that information delivered to him or her automatically via e-mail or RSS feed reader. Everyblock, *About Everyblock*, <http://www.everyblock.com/about/> (last visited Feb. 12, 2010). Yahoo! Local delivers hyperlocal content to users through an extension of its existing site infrastructure, and Yahoo! Neighbors provides residents of the same area the ability to post questions and comments to which other residents respond. Yahoo!, *Yahoo! Local*, <http://local.yahoo.com/> (last visited Feb. 12, 2010); Yahoo!, *About Neighbors Yahoo! Neighbors*, http://local.yahoo.com/neighbors/bi_about.php (last visited Feb. 12, 2010). And Outside.in and Placeblogger have launched services that make lists of local sites and aggregated content available to users. Outside.in, *About Outside.in Hyperlocal news in 57,830 neighborhoods*, <http://outside.in/about> (last visited Feb. 12, 2010); Placeblogger, *FAQ*, <http://www.placeblogger.com/faq> (last visited Feb. 12, 2010). As hyperlocal sites increase in number and use, surveys will likely track their growing popularity.

²¹⁷ Sydney Jones, *Online Classifieds*, at 4, 6 (May 22, 2009) ("Online Classifieds"), <http://www.pewinternet.org/~media/Files/Reports/2009/PIP%20-%20Online%20Classifieds.pdf> (last visited Feb. 4, 2010).

have contributed to the steep decline in the traditional print classifieds business.²¹⁸ As Commissioner Baker recently explained, “the success of Craigslist and eBay has significantly reduced highly profitable classified ads.”²¹⁹ Other websites that have eroded classified advertising revenues for newspapers, contributing to their deteriorating financial condition, include job search sites, automobile search sites, and real estate search sites covering residential and commercial sales and rentals. OBI Working Paper No. 1 shows that by October/November 2009, 57% of adults who use the Internet reported accessing online classifieds websites.²²⁰ This is a significant increase over May 2009 when 49% reported doing so and an even more substantial increase over 2005 when 22% reported doing so.²²¹ The increasing use of such websites by consumers shows that people are turning to the Internet now more than ever for information previously provided largely by print copies of newspapers.

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

Today’s Internet users have a multitude of online news sources from which to receive diverse information and commentary, including not only local daily newspaper, television station, and radio news sites, but also local pages from national providers like CNN and

²¹⁸ According to NAA, which tracks advertising expenditures in a number of categories and product/service types on an annual basis, total expenditures on classifieds in all categories declined by 29.7% in 2008 and another 38.1% in 2009. *See Annual Advertising Expenditures.*

²¹⁹ *Hands off the Journalist*, Remarks of Commissioner Meredith Attwell Baker Before The Media Institute (Jan. 21, 2010), *available at* http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-295867A1.pdf (last visited Feb. 4, 2010).

²²⁰ OBI Working Paper No. 1, at 16. The Minority Broadband Adoption study showed that 78% of Black and 64% of Hispanic American respondents use the Internet to find information about employment opportunities, significantly outpacing the 48% of Whites who use the Internet for job information. *Minority Broadband Adoption*, at 20-23.

²²¹ *Online Classifieds*, at 3-4.

MSNBC, portals and aggregators such as Google and Yahoo!, international news sites such as the BBC, local news blogs, alternative news sites such as Altnet or Newsmax, and news listservs.²²² Locally oriented sites provide a rich source of unique information about, and perspectives concerning, community-wide issues. Importantly, a growing number also cater to highly localized, or even neighborhood-oriented, issues that often are too narrow for coverage by the mainstream media.²²³

The Chicago market is served by a wide variety of local news and information sites. These include not only an exceedingly large number of text-based sites, but also sites providing video, on a broad range of topics including local news, weather, and media; business; social and community organizations; culture and the arts; recreational activities and sports; education; public safety and emergencies; government and civic services; food and culinary events; hospitals, health, and medical education; political parties and candidates; religion; style and society; tourism; transportation and infrastructure; utilities; and miscellaneous other subjects. Multiple local sites also offer user-supplied content and classified advertising for automobiles, goods and services, employment, and real estate.

Moreover, usage of *independent* local news and information sites is extensive in the Chicago market. For example, between January and December 2009, www.chicagoist.com, which focuses on Chicago news, food, art, and events, had 948,523 unique visitors and 1,346,276 total visits. Three other independent Chicago-oriented sites had more than 150,000 unique visitors, 15 had between 20,000 and 99,999 unique visitors, and a substantial number of

²²² Online News, at 10-12.

²²³ See *supra* note 216.

additional such sites had between 10,000 and 19,999 unique visitors.²²⁴ The widespread availability and usage of these independent local websites contribute to the diversity of local news and information available in the Chicago market and reflect the limitless potential of the Internet to augment the already staggering number and variety of local news and information content sources in the Chicago media marketplace.

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

The mobile video market is one of the fastest growing segments of the video marketplace,²²⁵ providing yet another alternative to traditional broadcasting outlets or newspapers as a source of information and entertainment for consumers, as well as a platform for advertisers to reach those consumers with their marketing messages. Mobile video can be accessed by a variety of methods including subscription wireless services on a mobile phone, downloads to a portable device, applications customized for the iPhone, iPad or BlackBerry, and soon over-the-air mobile DTV viewable on an array of portable devices.²²⁶ Wireless providers,

²²⁴ Further information regarding usage of local independent Internet news sites in the market, including the site operated by the Chicago News Cooperative, is appended hereto as Attachment 8.

²²⁵ See The Nielsen Company, *A2/M2 Three Screen Report: 3rd Quarter 2009*, at 2, 4 (updated Dec. 18, 2009), http://en-us.nielsen.com/etc/medialib/nielsen_dotcom/en_us/documents/pdf/white_papers_and_reports.Pa.r.30466.File.dat/3ScreenQ309_USrpt_12.07final.pdf (“Nielsen A2/M2 3rd Quarter 2009 Study”) (last visited Feb. 1, 2010).

²²⁶ See Tricia Duryee, *Mobile DTV Backers Prep New Video Devices For 2010*, MocoNews.net, Jan. 4, 2009, <http://moconews.net/article/419-mobile-dtv-backers-prep-new-video-devices-for-2010/> (last visited Feb. 4, 2010) (describing new devices, including a portable Mobile DTV receiver with DVD playback, netbook computers, a mobile Wi-Fi access point, USB receivers for laptops, and the Tivit, a device that receives Mobile DTV signals and transfers them to a device with a Wi-Fi connection); see also Television Broadcast, *Mobile DTV Beta Launch Scheduled*, Jan. 8, 2010, <http://www.televisionbroadcast.com/article/92816> (last visited Feb. 4, 2010); Todd Haselton, *LG to Launch Three North American Mobile DTV Phones at CES*, Mobile Burn, Dec. 29, 2009, <http://www.mobileburn.com/news.jsp?Id=8457> (last visited Feb. 4, 2010); see also, e.g., Tong Zhang, *Tivizen Mobile DTV Receiver Brings TV Watching Over Wi-Fi to*

broadcasters, and other content providers are responding to the increased consumer demand for mobile video.

A recent Nielsen survey found that the percentage of subscribers watching video on a mobile phone increased by 53% between the third quarter of 2008 and the third quarter of 2009.²²⁷ This trend appears likely to continue; indeed, a recent national survey conducted by Magid Media Labs found that nearly 9 out of 10 respondents were interested in watching live news and weather programming on mobile devices.²²⁸ At present, two wireless mobile video providers – MobiTV and MediaFLO – offer video content to a growing number of subscribers. MobiTV provides live video and video on demand (“VOD”) to more than seven million subscribers²²⁹ and MediaFLO’s FLO TV service is available in the top 110 U.S. markets through a number of carriers.²³⁰ In addition to providing service via hand-held devices, both MobiTV and MediaFLO are aggressively targeting the nascent market for in-vehicle live TV and on-demand programming. MobiTV’s chief marketing officer has commented that “it’s a viable use case that people like to be connected with news, entertainment and information services in the

Tablet, Laptop and Phone, MobileTech Review, Apr. 12, 2010, <http://mobiletechreview.com/ubbthreads/showflat.php?Number=36719> (last visited Apr. 17, 2010).

²²⁷ See Nielsen A2/M2 3rd Quarter 2009 Study, at 2, 4.

²²⁸ See Open Mobile Video Coalition, *Survey Reveals Widespread Appeal of Over-The-Air Broadcast Mobile Digital Television Delivering Live, Local News & Weather*, Dec. 9, 2009, available at http://www.omvc.org/_assets/docs/press-releases/2009/OMVC-Survey-December-9-News-Release-FINAL.pdf (last visited Feb. 4, 2010).

²²⁹ See Peter Cervieri, *TV Everywhere – MobiTV*, ScribeMedia.org, Nov. 27, 2009, <http://www.scribemedi.org/2009/11/27/tv-everywhere-mobitv/> (last visited Feb. 4, 2010).

²³⁰ Todd Spangler, *TV Behind the Wheel, Will In-Car TV Shift Into the Fast Lane – Or Is It a Non-Starter?*, MULTICHANNEL NEWS, Jan. 23, 2010, available at http://www.multichannel.com/article/445558-TV_Behind_the_Wheel.php?nid=2226&source=link&rid=5977151 (last visited Feb. 4, 2010).

car.”²³¹ For CNN, broadcasting on FLO TV, a preinstalled video device in the car, is an opportunity to “notify the driver if there’s an accident on the highway up ahead and advise an alternate route or send breaking news alerts to the dashboard.”²³² Consumers increasingly are turning to mobile video for live information. MediaFLO noted that its “most dramatic viewership increases in 2008 occurred during live events,” such as live coverage of Hurricane Ike (increasing viewership by 31%) and the 2008 Presidential election.²³³

The end of analog broadcasting and the concomitant change to mandatory digital transmissions in June 2009 has presented broadcasters with the opportunity to reach viewers with information, entertainment, and public safety information by broadcasting a mobile video programming stream.²³⁴ With the adoption of a mobile standard for over-the-air television in late 2009, television broadcasters now are well-positioned to take advantage of the mobile trend.²³⁵ Indeed, by the end of 2009, approximately 30 stations were broadcasting a mobile DTV signal and more than 70 television stations announced plans to begin operating a mobile DTV

²³¹ *Id.*

²³² *Id.*

²³³ Jason Ankeny, *MediaFLO USA: Users Watching 20 Minutes Per Day*, Fierce Mobile Content, Jan. 8, 2009, <http://www.fiercemobilecontent.com/story/mediaflo-usa-users-watching-20-minutes-day/2009-01-08> (last visited Feb. 4, 2010).

²³⁴ *See Broadcasters Demo “Triple Play” of New DTV Services*, Radio Business Report/Television Business Report, July 28, 2009, <http://www.rbr.com/tv-cable/16039.html> (last visited Feb. 4, 2010); *see also* Stewart Wolpin, *Mobile DTV Is Ready to Roll into CES*, TWICE, Jan. 8, 2009, http://www.twice.com/article/240652-Mobile_DTV_Is_Ready_To_Roll_Into_CES.php (last visited Feb. 4, 2010) (quoting LG’s John Taylor, who notes, “what’s really important, if not more important, are their ability to receive local content and, therefore, their role in public safety or in a crisis”).

²³⁵ Glen Dickson, *Mobile DTV Standard Approved*, BROAD. & CABLE, Oct. 16, 2009, *available at* http://www.broadcastingcable.com/article/358341-Mobile_DTV_Standard_Approved.php (last visited Feb. 4, 2010).

stream by the end of 2010.²³⁶ Trials of the OMVC mobile TV standard have been run in Chicago and Washington, D.C., and other cities will soon see additional trials. Recently, 12 major television broadcast groups, including NBC Universal, Fox, and ION, announced a joint venture designed to accelerate nationwide optimization of broadcast mobile DTV; the participating companies will contribute spectrum and content for a mobile over-the-air service that is expected to reach 150 million viewers.²³⁷ In the second quarter of 2010, Sprint and Samsung will partner to launch a free trial of digital mobile video in the Washington, D.C. and Baltimore markets, bringing live TV programming from local broadcast affiliates to Sprint subscribers with a Samsung mobile device.²³⁸ While over-the-air mobile DTV is still in its infancy and is likely to draw on existing sources of content initially, it is reasonable to anticipate that the launch of this new mobile service will drive the creation of content directed exclusively toward mobile viewers.²³⁹

²³⁶ See Tricia Duryee, *Mobile DTV Backers Prep New Video Devices For 2010*, MocoNews.net, Jan. 4, 2009, <http://moconews.net/article/419-mobile-dtv-backers-prep-new-video-devices-for-2010/> (last visited Feb. 4, 2010) (noting that OMVC says “to date, 30 U.S. stations have started offering Mobile DTV”); see also *Mobile DTV Beta Launch Scheduled*, Television Broadcast, Jan. 8, 2010, <http://www.televisionbroadcast.com/article/92816> (last visited Feb. 4, 2010) (describing a beta service launch that will include 20 free local broadcast channels); Todd Haselton, *LG to Launch Three North American Mobile DTV Phones at CES*, Mobile Burn, Dec. 29, 2009, <http://www.mobileburn.com/news.jsp?Id=8457> (last visited Feb. 4, 2010) (noting that “OMVC has said that 70 other stations have announced plans to roll-out Mobile DTV broadcasts by the end of 2010”).

²³⁷ Brian Stelter, *Local TV Stations in Venture for Mobile Programming*, N.Y. TIMES, Apr. 13, 2010, available at <http://www.nytimes.com/2010/04/14/technology/14mobile.html?dbk> (last visited Apr. 19, 2010).

²³⁸ Ray Willington, *Mobile DTV Launch Set for May 3 in Washington, D.C.*, Hot Hardware, Apr. 13, 2010, <http://hothardware.com/News/Mobile-DTV-Launch-Set-For-May-3rd-In-Washington-DC/> (last visited Apr. 17, 2010).

²³⁹ See Mobile Content Writers, <http://www.mobilecontentwriters.com> (last visited Feb. 4, 2010) (a company focused on creating new mobile content); see also Jason Ankeny, *2010 Prediction No. 1: Micropayments Will Galvanize Original Mobile Content Efforts*, Fierce Mobile Content, Jan. 4, 2010, <http://www.fiercemobilecontent.com/special-reports/2010-prediction-no-1-micropayments-will-galvanize-original-mobile-content-efforts#ixzz0e3QFdh4m> (last visited

Mobile video is available in many formats, including live programming, downloads, and VOD. Indeed, many broadcast stations and newspapers target mobile consumers by allowing the download of news and information segments to mobile devices from their websites. For example, the *Hartford Courant* and the Fort Lauderdale-based *Sun Sentinel*, both owned by Tribune, offer podcast downloads on their websites directed toward mobile users. Others, such as *Chicago Tribune*, *Los Angeles Times*, and WGN(AM), as well as the *News-Times* (Danbury, Connecticut) and *Chicago Sun-Times*, now offer customized iPhone applications to allow users to access real-time information on local news, sports, traffic, and weather from the properties' websites.²⁴⁰ Additionally, certain new devices on the market have been specifically designed to bring over-the-air broadcasts to iPhones, Blackberries, laptops and other devices equipped with Wi-Fi, thus converting existing equipment into a mobile-DTV accessible device.²⁴¹

The popularity of the iPhone has driven the creation of iPhone web applications providing consumers with another source of news and information accessible when convenient for the viewer. In fact, a recent search of the iPhone website for “news” applications (*excluding* sports and weather applications) generated a list of more than 480 applications, such as,

Feb. 4, 2010) (noting that the micropayment method should “inspir[e] a new wave of original, made-for-mobile efforts”).

²⁴⁰ See Art of the iPhone, *Chicago Tribune News Reader on Your iPhone*, <http://artoftheiphone.com/2009/02/04/chicago-tribune-news-reader-and-sports-reader-free-iphone-apps/> (last visited Feb. 4, 2010); see also Mobile Marketing Association, *News Over Wireless: Local TV Stations Launch iPhone Apps*, available at <http://www.mmaglobal.com/studies/news-over-wireless-local-tv-stations-launch-iphone-apps-news-over-wireless> (last visited Feb. 4, 2010) (noting that top stories and weather content account for 50-60% of all traffic on the applications and that readers make heavy use of the application during severe weather events). *Newsday*, in which Tribune has an approximate 3% indirect equity interest, has a similar application.

²⁴¹ See Stephen Lawson, *Mobile DTV Goes Wi-Fi to Reach iPhones*, IDG News Service (Jan. 4, 2009), http://www.pcworld.com/article/185853/mobile_dtv_goes_wifi_to_reach_iphones.html (last visited Feb. 4, 2010).

Nashville 24/7, a hyperlocal news site; *The New Yorker* magazine; and *NPR Headline News*.²⁴²

The introduction of the larger-screen iPad promises to provide another mobile news opportunity for consumers.²⁴³ Likewise, more traditional content sources have recognized the growth opportunities in the mobile market and are reaching out to the mobile consumer. For example, CBS has created a website targeted to the mobile viewer that provides access to news feeds, sports, weather, and entertainment programming in a mobile-friendly format.²⁴⁴ During significant news events, CBS has encouraged the submission of user-generated content.²⁴⁵

In addition to mobile video applications, there are a host of new ways for information providers to reach audiences while they are away from home or work. For example, there are now screens conveying news, information, and advertising – much of it locally-oriented – in building lobbies and elevators, taxicabs, truck stops, and other locales.²⁴⁶ These screens, along with mobile video applications, provide additional and alternative sources of information, adding to the diversity of voices available in local markets.

²⁴² Apple Web, <http://www.apple.com/webapps/news/> (last visited Apr. 17, 2010).

²⁴³ *iPad's Early App Economy: Games Dominant, News Makes Inroads*, paidcontent.org, Apr. 7, 2010, <http://paidcontent.org/article/419-ipad-early-app-economy-games-dominant-news-makes-in-roads/> (last visited Apr. 18, 2010).

²⁴⁴ CBS Mobile, <http://www.cbseymobile.com> (last visited Feb. 4, 2010).

²⁴⁵ See Jason Ankeny, *CBS Mobile Calls For User-Generated Video Submissions*, Fierce Mobile Content, Jan. 16, 2009, http://www.fiercemobilecontent.com/story/cbs-mobile-calls-user-generated-video-submissions/2009-01-16?utm_medium=rss&utm_source=rss&cmp-id=OTC-RSS-FMC0 (last visited Feb. 4, 2010) (CBS online and mobile properties are “inviting Americans to submit their videos and photos as part of a multi-platform project exploring the challenges facing the country as President-elect Barack Obama takes office.”).

²⁴⁶ See, e.g., Out of Home Video Advertising Bureau, www.ovab.org (last visited Feb. 4, 2010); see also Out of Home Video Advertising Bureau, *Network Planning Guide*, <http://www.ovab.org/OVAB%20Network%20Planning%20Guide%20August.xls> (last visited Feb. 4, 2010) (providing information regarding various providers of out of home video screens).

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

The Commission and the courts have long recognized that the NBCO Rule itself is not necessary to protect competition. In 2003, the Commission determined that most advertisers simply “do not view newspapers, television stations, and radio stations as close substitutes,”²⁴⁷ and that “at least for purchasers of advertising time,” newspapers, television and radio “make up distinct product markets.”²⁴⁸ Further, to the extent that any advertisers tend to substitute between media, the Commission found that newspaper/broadcast combinations continue to face competition from a number of separately-owned media outlets in their local markets.²⁴⁹ Accordingly, the FCC found that elimination of the ban could not “adversely affect competition in any product market.”²⁵⁰ No party directly challenged this aspect of the FCC’s *2003 Order*,²⁵¹ and the Third Circuit expressly agreed with the agency’s determination that “repealing the cross-ownership ban was necessary to promote competition.”²⁵² The Commission reaffirmed this conclusion in its *2008 Order*, stating that newspaper/broadcast combinations do not “adversely affect competition in any product market.”²⁵³

²⁴⁷ *2003 Order*, 18 FCC Rcd at 13,749 (¶ 332); *see id.* at 13,713 (¶ 243) (addressing the radio advertising market and stating that “[w]e conclude that advertisers do not view radio stations, newspapers, and television stations as substitutes”); *see Further Notice*, 21 FCC Rcd at 8844-45 (¶ 24).

²⁴⁸ *2003 Order*, 18 FCC Rcd at 13,749 (¶ 332); *see also 2008 Order*, 23 FCC Rcd at 2032 (¶ 39 n.131).

²⁴⁹ *2003 Order*, 18 FCC Rcd at 13,753 (¶ 340).

²⁵⁰ *Id.* at 13,749 (¶ 332); *Further Notice*, 21 FCC Rcd at 8844-45 (¶ 24).

²⁵¹ *Prometheus*, 373 F.3d at 398 (noting objections only to “the localism and diversity components of the Commission’s rationale”).

²⁵² *Id.* at 400-01; *see Further Notice*, 21 FCC Rcd at 8846 (¶ 28).

²⁵³ 23 FCC Rcd at 2032 (¶ 39 n.131).

Even to the extent that competition concerns might be considered relevant to evaluating the instant transaction, an analysis of the concentration levels and revenue shares for broadcasters and newspaper publishers in the Chicago DMA demonstrates that common ownership of WGN-TV, WGN(AM), and *Chicago Tribune* has not adversely affected, and will not adversely affect, competition among media outlets in that DMA. The HHI for traditional broadcast and newspaper media in Chicago is 1,230, nearly 130 points lower than the national average of 1,359.²⁵⁴ (The HHI is the metric utilized by the Federal Trade Commission and the Department of Justice (and otherwise widely accepted) as an appropriate measure of concentration.) An HHI of 1,230 is indicative of a market that is at the low end of the “moderately concentrated” range as defined by the Department of Justice’s Merger Guidelines and much closer to the 1,000 level that represents an unconcentrated market than the 1,800 level that represents a “highly concentrated” market.²⁵⁵ Moreover, each segment of the traditional media in Chicago is highlighted by robust competition. *Chicago Tribune* competes with *Chicago Sun-Times* and other dailies; WGN-TV competes with 12 other commercial television stations, including six owned by the Big-four networks (ABC, NBC, CBS and Fox); and WGN(AM), a stand-alone AM radio station, competes with 111 commercial radio stations, many of which are “clustered” group-owned stations, throughout the market.

A number of factors further demonstrate that Tribune’s common ownership of WGN-TV, WGN(AM), and *Chicago Tribune* has not resulted in increased media concentration in the Chicago market. First, the level of concentration in the Chicago market has decreased since

²⁵⁴ BIA Report, at 11.

²⁵⁵ *See id.* at 10.

2000, illustrated by a decline in the HHI from approximately 1,352 in 2000 to 1,230 in 2008.²⁵⁶ Second, over this same period, Tribune's share of advertising revenue among traditional media has decreased from 30.0% in 2000 to 28.6% in 2008, demonstrating that Tribune does not have market power.²⁵⁷ This wide distribution of revenues indicates a strongly competitive market.

In addition, the actual concentration level in the Chicago media market is much lower than is reflected by this HHI calculation, because this analysis was based only on competition among three traditional outlets – newspapers, television, and radio. It does not account for advertising revenue that flows to non-traditional media, including Yellow Pages, direct mail, out-of-home, local cable systems, online, Internet Yellow Pages, local magazines, mobile, and email marketing. Given the increasingly significant role played by non-traditional media, the Commission must take into account that the advent and ascendency of these media have resulted in much greater competition. When this wider media marketplace is considered, the analysis conclusively demonstrates that concentration in the Chicago advertising market is and is likely to remain low. Findings from a recent study indicate that, as of August 2009, the use of digital media (including the Internet) by small and medium-sized businesses for advertising surpassed their use of radio, newspaper, and television for the first time.²⁵⁸ The study shows that 77% of local businesses are using digital media for advertising, up from 73% a year ago, while the percentage using traditional media decreased from 74% last year to 69% this year.²⁵⁹ Further

²⁵⁶ *See id.* at 13.

²⁵⁷ *See id.* at 8-9.

²⁵⁸ *Milestone: Local Online Tops Traditional*, INSIDE RADIO, available at <http://www.insideradio.com/Article.asp?id=1465446&spid=33231> (last visited Feb. 9, 2010).

²⁵⁹ *Id.*; see BIA/The Kelsey Group, *Penetration of Online Media Surpasses Traditional Media for First Time Among Small-Business Advertisers, According to BIA's The Kelsey Group* (Aug.

illustrating the prominent role played by non-traditional media generally, another study concluded that businesses of all sizes spent \$23.4 billion on Internet advertising in 2008 in the United States, more than was spent on radio, outdoor advertising, or Yellow Pages and about the same as was spent on consumer magazines.²⁶⁰ These trends in use away from traditional media (newspapers and radio and television stations) and toward new media are expected to continue. Indeed, estimates released earlier this year predict continued declines in spending on traditional media between 2009 and 2014 (compounded annual growth rate (“CAGR”) of -1.2%), while new spending on non-traditional media is expected to grow substantially (CAGR of 19.3%) over that same period.²⁶¹

In the Chicago DMA, media other than the traditional media garnered a 54.2% share, or more than half, of total advertising revenues in 2008, with new media in particular (including online, Internet Yellow Pages, Mobile, and email marketing) earning a sizeable 7.4% share.²⁶² The amount earned by just these four new media was nearly as much as the 10.5% spent on radio and more than half of the 14.4% spent on television stations.²⁶³ When the wider market of traditional and new media is taken into consideration, Tribune’s share of advertising revenue in the Chicago DMA was just 13.1% in 2008.²⁶⁴ Accordingly, it is clear that Tribune’s common

20, 2009), available at <http://www.kelseygroup.com/press/pr090820.asp> (last visited Feb. 9, 2010).

²⁶⁰ BIA Report, at 14-15 (citing Hamilton Consultants, *Economic Value of the Advertising – Supported Internet Ecosystem*, June 10, 2009, available at http://www.iab.net/insights_research/530422/economicvalue (last visited Feb. 9, 2010)).

²⁶¹ *Id.* at 18.

²⁶² *Id.* at 18-19.

²⁶³ *Id.* at 19.

²⁶⁴ *Id.* at 20.

ownership of WGN-TV, WGN(AM), and the *Chicago Tribune* has not had, and will not have, an adverse impact on advertising competition, even if such competition were deemed legally relevant to evaluating the instant transaction.

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

As shown above, permitting Tribune's Chicago combination to remain intact would serve the public interest in myriad ways without any diversity or competition-related concerns. By contrast, the forced divestiture of any of the properties would have the opposite effect. As demonstrated below and in the second attached report of BIA ("BIA Separation Analysis"), the assumption that an alternative purchaser would be willing and able to acquire any of the properties subject to such a divestiture condition simply is untenable in today's highly challenging media marketplace.²⁶⁵ Even assuming that such a purchaser could be found, there is no guarantee that such a new owner would have the resources or resolve to maintain the amount and caliber of local news, information, and other community services that are offered by each of Tribune's Chicago properties today.

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

²⁶⁵ See Mark R. Fratrick, Ph.D., BIA Advisory Services, *An Analysis of the Effect on Diversity of Separation of Local Media Combinations*, at 2-3 (Feb. 22, 2010) ("BIA Separation Analysis") (Attachment 9 hereto).

particularly pronounced with respect to media properties, as several financial institutions recently have reduced or even eliminated their broadcast lending divisions.²⁶⁶ Thus, financing for businesses with an interest in acquiring broadcast and newspaper properties is not readily available as a result of the global economic crisis.²⁶⁷

In addition, any company seeking to acquire a newspaper or broadcast property in the near term would face highly unfavorable industry conditions. As explained in greater detail in the BIA Separation Analysis, local television stations are increasingly competing with other sources of video programming, including cable systems, DBS operators, and Internet video streaming.²⁶⁸ The resulting migration of broadcast television audiences to other media sources has led to a sharp drop in advertising sales.²⁶⁹ This decline has been exacerbated by the downturn in the economy, with both national and local advertisers significantly curtailing advertising expenditures.²⁷⁰ As a result, total television station revenues have been trending downward, with a staggering drop in their growth rate of 27.5% between 2007 and 2009 and a decrease in revenues of 22.4% in 2009 alone.²⁷¹

The local daily newspaper industry has fared even worse in recent months. As discussed above and in the BIA Separation Analysis, daily newspapers are confronting intense and ever-increasing competition from new media sources, which has drained advertising revenues and

²⁶⁶ *Id.*

²⁶⁷ *Id.*

²⁶⁸ *Id.* at 7-8.

²⁶⁹ *Id.*

²⁷⁰ *Id.* at 9.

²⁷¹ *Id.* at 8-9. Dr. Fratrick uses two-year revenue growth rates to even out the impact of federal political advertising in even-numbered years. *Id.* at 8.

depleted subscribership.²⁷² Total annual advertising revenues for the newspaper industry decreased by 16.6% in 2008, and projections for newspaper advertising revenues show a further decrease of 11.5% in the compounded annual growth rate over the next five years.²⁷³ Indeed, in the first three quarters of 2009, these decreases accelerated. Total newspaper advertising for these three quarters fell to \$19.9 billion, a drop of 28.4% from the same period in 2008, and the print component of advertising dropped to \$17.9 billion (a 29.6% decline from the same period in 2008).²⁷⁴

Given these market conditions, it is not surprising that the rate of sales for media properties is depressed. Media companies have been forced to file for bankruptcy or to shut down altogether as a result of severe financial hardship and the lack of interested buyers.²⁷⁵ An examination of transaction activity for local media properties reveals a substantial decline in both the level of third-party interest in acquiring such properties and the value of properties sold.²⁷⁶ For example, in 2009, 76 full-power television stations were sold for a total value of \$715 million, which represents a 74.1% decrease in the number of stations sold and an 84.5% decrease in the value of those sales as compared to 2007.²⁷⁷ And, just 31 daily newspapers were sold in

²⁷² See *id.* at 10-12; see also *supra* Sections II.C, III.B.1.b, III.B.2.

²⁷³ BIA Separation Analysis, at 12-13 (observing also that the print component of annual newspaper advertising decreased by nearly 18% in 2008).

²⁷⁴ *Id.* at 12.

²⁷⁵ See *id.* at 10-11, 13 (noting that a number of broadcast stations and newspapers recently filed for bankruptcy protection to maintain continued service, and that several newspapers have shut down their print editions after years of service to their local communities, while others have curtailed their production as part of cost saving measures); see also *supra* Section II.C.

²⁷⁶ BIA Separation Analysis, at 4-7, 13-14.

²⁷⁷ See *id.* at 5-6. These figures, furthermore, overstate the actual volume of transactions, because a large number of the transactions included stations owned by companies that have been forced into bankruptcy or reorganizations. See, e.g., *id.* at 5 nn.5 & 6; *PEJ 2010 State of the*

2009 for a total of \$183.7 million, compared to an average of nearly 68 daily newspapers sold per year for an average of approximately \$6.977 billion per year in each of the previous five years.²⁷⁸ The 2009 figures represent decreases of 54.4% in the number of newspaper sales and 97.4% in the total value of transactions as compared to the averages for the previous five years.²⁷⁹

Even assuming the existence of an interested buyer able to procure adequate financing to purchase one of Tribune's Chicago properties, it is improbable that such buyer would have the resources to provide high-quality local programming and almost certain that it would not be able to match the amount and caliber of local service currently offered by Tribune. The high-quality local news and information and investigative reporting that Tribune's Chicago properties currently provide is extremely costly. To make ends meet, a growing number of publishers and broadcasters have had to cut back on local news coverage.²⁸⁰ In this environment, the synergies and cost efficiencies that can make such local service feasible are more critical than ever. As shown herein, cross-ownership of media properties produces extensive synergies.²⁸¹ Given the dismal outlook for the local broadcast and newspaper industries in these economic times, such

News Media Report, Local TV, Summary Essay at 2, Ownership at 24-26, http://www.stateofthedia.org/2010/printable_local_tv_chapter.htm (last visited Mar. 18, 2010) (noting that, although "[t]he market for local television stations was more active in 2009 than a year earlier[,] . . . most of this activity was due to bankruptcies and the availability of distressed properties at often below market value").

²⁷⁸ BIA Separation Analysis, at 13-14 (citation omitted); *see also* *PEJ 2010 State of the News Media Report*, Newspapers, Ownership at 34-36, http://www.stateofthedia.org/2010/printable_newspaper_chapter.htm (last visited Mar. 18, 2010) (reporting that "[v]ery few papers of any size were sold in 2009, and for the few that did change hands there were typically some special circumstances," often bankruptcy).

²⁷⁹ BIA Separation Analysis, at 14.

²⁸⁰ *See supra* Section II.C.

²⁸¹ *See supra* Section III.A.

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

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

As shown above and expanded upon below, waiver of the NBCO Rule is fully justified in this case and necessary to satisfy long-established principles of reasoned decision-making.

Indeed, in these circumstances, denial of the requested relief would violate the Administrative Procedure Act (“APA”) as well as both the First and Fifth Amendments to the Constitution.

First, the Commission has now twice expressly rejected an absolute ban; to apply it here would be arbitrary and capricious. As discussed above, based on abundant factual evidence regarding the benefits of common ownership and the tremendous diversity and competition among newspapers and other media properties (especially in the nation’s largest markets), the Commission has found on two prior occasions that a blanket NBCO ban does not serve the public interest.²⁸² This finding has been affirmed by the Third Circuit.²⁸³ Having also twice adopted changes to the NBCO Rule that would allow continued common ownership of Tribune’s Chicago combination, and having separately determined in 2007 that Tribune should receive a permanent waiver of the NBCO Rule in Chicago, the Commission cannot now justify a contrary decision in this proceeding.²⁸⁴ Indeed, the facts here demonstrate that Tribune’s cross-owned

²⁸² See *supra* Sections II.A.3-4.

²⁸³ See *id.*

²⁸⁴ See, e.g., *Radio-Television News Directors Ass’n v. FCC*, 184 F.3d 872, 887 (D.C. Cir. 1999) (“RTNDA”); see also *Nat’l Broad. Co. v. United States*, 319 U.S. 190, 225 (1943) (“If time and changing circumstances reveal that the ‘public interest’ is not served by application of [a regulation], it must be assumed that the Commission will act in accordance with its statutory obligations.”).

properties provide even *more* public interest benefits than were present in 2007, when it received a permanent waiver of the rule.²⁸⁵ The Supreme Court’s recent decision in *Fox Television Stations, Inc. v. FCC*²⁸⁶ confirms this conclusion. There, the Court held that an agency that departs from prior decisions must “provide a more detailed justification . . . when . . . its new policy rests upon factual findings that contradict those which underlay its prior policy.”²⁸⁷ The facts here are *more compelling* than those before the Commission when it made its prior determinations permitting Tribune’s Chicago combination to remain intact on a permanent basis.

It also would be arbitrary and capricious to deny Reorganized Tribune a waiver to own WGN-TV, WGN(AM), and *Chicago Tribune* when either the television station or the radio station could be owned in common with another television station outside of the top-four, a substantial number of radio stations, or other media properties, such as cable systems, without the need for any waiver at all. At the time it adopted the original NBCO Rule, the Commission relied heavily on the fact that owners of television and radio stations also could not acquire a cross-ownership interest in another medium of mass communications in the same market,²⁸⁸ and the Supreme Court emphasized this “one-property-per-owner” regulatory regime in upholding the rule.²⁸⁹ But the Commission has since liberalized virtually all of its other broadcast ownership rules and their corresponding waiver policies in response to the same changes in the

²⁸⁵ See *supra* Section II.B.

²⁸⁶ 129 S. Ct. 1800 (2009).

²⁸⁷ *Id.* at 1811; see also *Wyeth v. Levine*, 129 S. Ct. 1187, 1203-04 (2009) (concluding that an agency statement that “represent[ed] a dramatic change in position” “does not merit deference” and “is entitled to no weight”).

²⁸⁸ 1975 *Order*, 50 F.C.C.2d at 1050 (¶ 14).

²⁸⁹ *NCCB*, 436 U.S. at 801 (noting that the NBCO Rule “treat[s] newspaper owners in essentially the same fashion as other owners of the major media of mass communications”).

media marketplace that the FCC found warranted revision of the NBCO Rule.²⁹⁰ Nor can the agency rely on the Supreme Court’s decision, rendered more than 30 years ago, regarding the facial constitutionality of the NBCO Rule to justify its application here. “The mere fact that a rule is not unconstitutional does not therefore mean that its perpetuation is not arbitrary and capricious.”²⁹¹ Simply put, a “thirty year old conclusion that . . . [a] challenged rule[] survive[s] First Amendment scrutiny” cannot justify its application “in the face of modern challenges to the rules’ consistency with the FCC’s regulatory mandate.”²⁹²

To say that there are “modern challenges to the” NBCO Rule’s contemporary validity is an understatement. The agency simply cannot, consistent with the APA, ignore the vast changes that have occurred in the media marketplace since 1975. These include not only the growth in the number of traditional media sources – newspapers and broadcast television and radio stations – but also the introduction and increase in popularity of cable and other MVPDs, mobile video, and perhaps most significantly, the Internet.²⁹³ Indeed, Congress recently recognized the importance of the Internet in facilitating diversity and civic discourse by instructing the Commission to develop a National Broadband Plan that would, among other things, include “a plan for the use of broadband infrastructure and services in advancing . . . civic participation,”

²⁹⁰ *E.g.*, *Review of the Comm’ns Regulations Governing Television Broad.*, Report and Order, 14 FCC Rcd 12,903, 12,932 (¶ 64), 12,947 (¶¶ 100-01) (1999) (“*Television Ownership Order*”) (relaxing the television duopoly rule and the prohibition on common ownership of radio and television stations (the “one-to-a-market rule”). *Cf. Comcast Corp. v. FCC*, 579 F.3d 1 (D.C. Cir. 2009) (vacating 30% cap on horizontal cable ownership based on the FCC’s failure adequately to consider competition to cable from DBS).

²⁹¹ *RTNDA*, 184 F.3d at 882.

²⁹² *Id.*

²⁹³ *See supra* Section III.B.

and the agency already has taken steps towards doing so.²⁹⁴ On March 16, 2010, the FCC issued its report to Congress on the National Broadband Plan; several of its recommendations could significantly affect television broadcasting, including the proposed reallocation of portions of the present television broadcasting spectrum for non-broadcast mobile and wireless services, incentive spectrum auctions to encourage current spectrum holders to relinquish all or a portion of their current holdings, the imposition of user fees on spectrum holders, and rule changes to permit and encourage spectrum sharing and innovative uses of spectrum.²⁹⁵ On April 8, 2010, the FCC released its proposed “action agenda” for implementing key recommendations of the National Broadband Plan that involve rulemakings.²⁹⁶

FCC Commissioners and high-ranking staff also have acknowledged the fundamental changes that new technologies, particularly the Internet, have brought about. For instance, Commissioner Clyburn recently explained that “[t]oday, thanks to an open Internet, a small community newspaper or a budding journalist essentially has the same distribution network as the *Washington Post* or the *Memphis Commercial Appeal*.”²⁹⁷ Commissioner Copps has similarly recognized that “[i]ncreasingly our national conversation, our source for news and information, our knowledge of one another, will depend upon the Internet.”²⁹⁸ And Blair Levin,

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

²⁹⁵ FCC, CONNECTING AMERICA: THE NATIONAL BROADBAND PLAN (2009), available at <http://www.broadband.gov/plan/> (last visited Apr. 18, 2010).

²⁹⁶ FCC, Public Notice, *FCC Announces Broadband Action Agenda* (rel. Apr. 8, 2010).

²⁹⁷ Remarks of Mignon L. Clyburn at the Workshop on Speech, Democracy and the Open Internet (Dec. 15, 2009), available at http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-295258A1.pdf (last visited Jan. 28, 2010).

²⁹⁸ Remarks of Commissioner Michael J. Copps at the Workshop on Speech, Democracy and the Open Internet (Dec. 15, 2009), available at

Executive Director of the FCC’s Omnibus Broadband Initiative, explained that “[m]uch like the printing press allowed the power of information to diffuse from the hands of the elite few to the many, the Internet has allowed for the democratization of content,” and that even if we cannot “precisely predict our digital future we know that it leads to **more** . . . opportunities to communicate, more viewpoints, [and] more ideas.”²⁹⁹ It would be arbitrary and capricious for the Commission to ignore the dramatic impact on the manner in which people obtain news and information that the Internet has had in evaluating the instant request for waiver of the NBCO Rule, particularly given the agency’s and Congress’ recognition of the significance of the Internet in other contexts.³⁰⁰

http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-295241A1.pdf (last visited Jan. 28, 2010).

²⁹⁹ *Wired for Social Justice*, Speech by Blair Levin, Executive Director, Omnibus Broadband Initiative, at the Minority Media and Telecommunications Council’s Broadband and Social Justice Summit (Jan. 22, 2010) (emphasis in original), *available at* http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-295886A1.pdf (last visited Jan. 28, 2010). Another high-ranking government official with responsibility for the nation’s broadband policies has echoed these sentiments. *See The Internet: Evolving Responsibility for Preserving a First Amendment Miracle*, Remarks of Lawrence E. Strickling, Assistant Secretary of Commerce for Communications and Information, before The Media Institute (Feb. 24, 2010), *available at* http://www.ntia.doc.gov/presentations/2010/MediaInstitute_02242010.pdf (last visited Mar. 4, 2010) (recognizing that “[f]rom the very first encounter between our Constitution and the Internet, courts have recognized the Internet as an unprecedented gift to the First Amendment” and stating that “[t]he Internet, and particularly broadband Internet, are the central nervous system of our information economy and society”).

³⁰⁰ At the heart of the APA’s “reasoned decisionmaking” requirement is the need for an agency to “examine the relevant data and articulate a satisfactory explanation for its action including a ‘rational connection between the facts found and the choice made.’” *Motor Vehicle Mfrs.’ Ass’n of the U.S., Inc. v. State Farm Mut. Auto. Ins. Co.*, 463 U.S. 29, 43 (1989); *see also HBO, Inc. v. FCC*, 567 F.2d 9, 36 (D.C. Cir. 1977) (“[A] regulation perfectly reasonable and appropriate in the face of a given problem may be highly capricious if that problem does not exist.”); *Quincy Cable TV, Inc. v. FCC*, 768 F.2d 1434, 1463 (D.C. Cir. 1985) (“[T]he Commission has failed entirely to determine whether the evil the rules seek to correct is a real or merely a fanciful threat.”). Nor may the Commission take the Internet into account in its other proceedings, such as its broadband review, while ignoring it here. *Cf. Airline Pilots Ass’n v. FAA*, 3 F.3d 449, 453 (D.C. Cir. 1993) (striking down agency decision as “internally inconsistent and therefore unreasonable and impermissible under *Chevron*”); *General Chemical Corp. v. United States*, 817 F.2d 844, 855 (D.C. Cir. 1987) (finding agency decision arbitrary and capricious due to its “inconsistencies” and “failures of explanation”).

Strict application of an absolute ban on cross-ownership of newspapers and broadcast stations here, especially given the changes that have occurred over the last thirty years, also would violate the Constitution. The Due Process Clause of the Fifth Amendment includes an equal protection component,³⁰¹ under which governmental actions that discriminate against constitutionally protected activities are subject to heightened scrutiny.³⁰² Under the applicable standard, even content-neutral regulations that single out a medium must be “narrowly tailored” and “no greater than is essential to further” a “substantial” government interest.³⁰³ Application of the NBCO Rule to prohibit continued ownership of the longstanding Tribune combination in Chicago could not survive such heightened scrutiny because the Commission already has found that the NBCO Rule does *not* further the government’s interests in localism or diversity, and, in any case, an absolute ban clearly restricts more speech than is essential.

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

³⁰¹ *Bolling v. Sharpe*, 347 U.S. 497, 499 (1954).

³⁰² *Community-Serv. Broad. of Mid-America v. FCC*, 593 F.2d 1102, 1122 (D.C. Cir. 1978) (*en banc*) (stating that intermediate scrutiny applies in the equal protection context whenever “noncontent-based distinctions . . . affecting First Amendment rights” are drawn); *see also Carey v. Brown*, 447 U.S. 455, 461-62 (1980) (“When government regulation discriminates among speech-related activities in a public forum, the Equal Protection Clause mandates that the legislation be finely tailored to serve substantial state interests, and the justifications offered for any distinctions it draws must be carefully scrutinized.”); *Police Dep’t of City of Chicago v. Mosley*, 408 U.S. 92, 98-99 (1972) (“[J]ustifications for selective exclusions from a public forum must . . . be tailored to serve a substantial governmental interest.”).

³⁰³ *Turner Broad. Sys., Inc. v. FCC*, 512 U.S. 622, 662 (1994); *see also Minneapolis Star and Tribune Co. v. Minn. Comm’r of Revenue*, 460 U.S. 575, 585, 592-93 (1983) (finding such differential regulation “presumptively unconstitutional” and “plac[ing] a heavy burden on the [government] to justify its action”).

extremely questionable at best.³⁰⁴ But even assuming that a minimal standard of constitutional scrutiny were appropriate, rigid application of the NBCO Rule to the Chicago combination would not be “reasonable.”³⁰⁵ The FCC already has found, on the basis of an extensive record, that the NBCO Rule in its current form is no longer necessary, and that it actually results in *less* news and public affairs programming, determinations that the Third Circuit upheld. The FCC also already found that it would be in the public interest to grant Tribune’s Chicago combination a permanent waiver of the NBCO Rule. In the face of these conclusions, a contrary decision now would impermissibly interfere with Tribune’s First Amendment rights.

A refusal to grant the requested waiver of the NBCO Rule would violate Tribune’s First Amendment rights for three additional reasons as well. First, the NBCO Rule singles out particular speakers – newspaper publishers – restricting their speech alone, but such “differential treatment cannot be squared with the First Amendment.”³⁰⁶ Second, any decision to apply the NBCO Rule based on the idea that newspapers and/or broadcast stations remain particularly “important” sources of news and information would rely on a constitutionally impermissible

³⁰⁴ See, e.g., *Tribune*, 133 F.3d at 68 (noting the presence – more than a decade ago – of “persuasive evidence that the scarcity rationale is no longer tenable”); *Comm’n Proceeding Regarding Personal Attack and Political Editorial Rules*, Public Notice, Joint Statement of Commissioners Powell and Furchtgott-Roth, 13 FCC Rcd 21,901, 21,940 (1998) (noting that “the Commission has unequivocally repudiated spectrum scarcity as a factual matter”); *Syracuse Peace Council*, Memorandum Opinion and Order, 2 FCC Rcd 5043, 5053 (¶ 65) (1987) (concluding – more than two decades ago – that “the scarcity rationale . . . no longer justifies a different standard of First Amendment review for the electronic press”); see also John W. Berresford, *The Scarcity Rationale for Regulating Traditional Broadcasting: An Idea Whose Time Has Passed* (Mar. 2005) (FCC Media Bureau Staff Research Paper), available at http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-257534A1.pdf (last visited Feb. 22, 2010).

³⁰⁵ *NCCB*, 436 U.S. at 796-97.

³⁰⁶ *Citizens United v. Federal Election Comm’n*, 130 S. Ct. 876, 884 (2010); see *id.* at 898 (“Prohibited, too, are restrictions distinguishing among different speakers, allowing speech by some but not others. . . . Speech restrictions based on the identity of the speaker are all too often simply a means to control content.”).

evaluation of the particular speaker's identity.³⁰⁷ Third, application of the NBCO Rule would run afoul of Supreme Court precedent establishing that "the concept that the government may restrict the speech of some elements in our society in order to enhance the relative voice of others is wholly foreign to the First Amendment"³⁰⁸

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

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

"[A]gencies should constantly be alert to determine whether their policies might conflict with other federal policies and whether such conflict can be minimized."³⁰⁹ In keeping with this directive, the Commission has recognized that it "is obliged to reconcile its policies under the Communications Act with the policies of other federal laws and statutes, including the bankruptcy laws in particular."³¹⁰

The Commission has acknowledged this obligation in a variety of contexts. It has traditionally deferred to bankruptcy courts concerning a debtor's financial status.³¹¹ Moreover, on numerous occasions, the agency has made exceptions to its usual policies in the interest of

³⁰⁷ See *id.* at 905 (rejecting proposition that speech could be "limited based on a speaker's wealth" as a "necessary consequence of the premise that the First Amendment generally prohibits the suppression of political speech based on the speaker's identity"); see also *id.* at 883 ("[T]he Government may commit a constitutional wrong when it identifies certain preferred speakers.").

³⁰⁸ *Buckley v. Valeo*, 424 U.S. 1, 48-49 (1976) (citations omitted).

³⁰⁹ *LaRose v. FCC*, 494 F.2d 1145, 1146 n.2 (D.C. Cir. 1974) ("*LaRose*").

³¹⁰ *Dale J. Parsons, Jr.*, Memorandum Opinion and Order, 10 FCC Rcd 2718, 2720 (¶ 11) (1995).

³¹¹ E.g., *Sam Jones, Jr.*, Memorandum Opinion and Order, 10 FCC Rcd 5330, 5341-42 (¶ 22) (1995).

comity with the bankruptcy process. For example, although the FCC normally prohibits the sale of a station when there are outstanding “character issues” concerning the seller, an exception has long been made in bankruptcy cases in the interest of accommodating innocent creditors.³¹²

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

The FCC also has recognized that comity with the bankruptcy process is an important element in its consideration of requests for waivers of its ownership rules, and that it “maintains the flexibility to respond to situations in which application of the . . . rules would be contrary to other public interest concerns.”³¹³ Ownership waivers “provide[] the requisite ‘safety valve’ under these ‘special circumstances’ of a Debtor emerging from Chapter 11.”³¹⁴

The Commission has taken comity into account in granting permanent waivers of its television duopoly and one-to-a-market rules and in applying its television satellite policies.³¹⁵ For example, in *Fox Television Stations Inc.* (“*Fox/WNYW*”), the agency granted a request for a declaratory ruling that a permanent waiver of the NBCO rule was warranted.³¹⁶ This holding

³¹² *E.g.*, *Second Thursday Corp.*, Memorandum Opinion and Order, 22 F.C.C.2d 515, 515 (¶ 1) (1970).

³¹³ *Sam Jones, Jr.*, 10 FCC Rcd at 5341 (¶ 19).

³¹⁴ *Telemundo Group, Inc.*, Memorandum Opinion and Order, 10 FCC Rcd 1104, 1106 (¶ 12) (1994) (citing *WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969)).

³¹⁵ *E.g.*, *Telemundo, Inc. v. FCC*, 802 F.2d 513, 518 (D.C. Cir. 1986) (satellite); *HBK NV LLC*, Memorandum Opinion and Order, DA 10-416, 2010 FCC LEXIS 1581, at *9 n.11 (rel. Mar. 12, 2010) (satellite); *San Diego Television, Inc.*, Memorandum Opinion and Order, 11 FCC Rcd 14,689, 14,692 (¶ 11) (1996) (duopoly); *Dorothy J. Owens*, Memorandum Opinion and Order, 5 FCC Rcd 6615, 6615 (¶ 2) (1990) (one-to-a-market); *Channel 33, Inc.*, Memorandum Opinion and Order, 4 FCC Rcd 7674, 7679-80 (¶ 13) (1988) (duopoly).

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

was based in significant part on comity considerations. In its ruling, the FCC recited the objectives of the bankruptcy law – “equality of distribution among creditors, a fresh start for debtors, and the efficient and economical administration of cases”³¹⁷ – as well as the FCC’s obligation to “minimize, to the extent possible, any conflict between Commission policy and that of federal bankruptcy law.”³¹⁸ Thus, the Commission concluded:

[A] permanent waiver is an appropriate accommodation between communications-related policies and bankruptcy-related policies. In this regard, our decision will facilitate the task of the debtor, the creditors and the bankruptcy court by removing any uncertainties arising from the existence of our cross-ownership rule.³¹⁹

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

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

The instant application does not propose creation of any new media combination, but rather requests only continuation of a combination that already exists. Given the current state of the television and newspaper industries, and the recent history of the Tribune combination at

³¹⁷ *Fox/WNYW*, 8 FCC Rcd at 5344 (¶ 15).

³¹⁸ *Id.* at 5349 (¶ 41) (citing *LaRose*).

³¹⁹ *Id.* (¶ 42).

issue here, the company clearly needs the “fresh start” that the Commission has acknowledged is a bankruptcy law objective that the FCC should take into account.³²⁰ Grant of the requested waiver will help ensure that as Tribune emerges from bankruptcy, it will be positioned to maximize its prospects for success in an extremely difficult economic environment. Given the state of the media industry, any other outcome would be unlikely to result in anywhere near the same level of public service as Tribune’s Chicago properties currently provide.

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

The Commission concluded in November 2007 – more than two years ago – that Tribune’s Chicago properties were entitled to a permanent waiver of the NBCO Rule.³²¹ In so doing, the agency appropriately recognized the integrated and longstanding nature of the combination, the incredibly diverse and competitive makeup of the Chicago media market, and the extensive public interest benefits that have resulted from cross-ownership in this situation.³²² Both the factual underpinnings and the reasoning that formed the basis for the FCC’s 2007 decision are even more compelling today. Accordingly, the Commission once again should grant a permanent waiver of the NBCO Rule for this longstanding combination. As discussed below, the waiver also should permit a subsequent sale of WGN-TV, WGN(AM), and the

³²⁰ *Id.* at 5353 (¶ 52).

³²¹ *See Shareholders of Tribune Co.*, 22 FCC Rcd at 21,277-78 (¶ 34).

³²² *Id.* Moreover, when it originally adopted the cross-ownership ban in 1975, the agency determined that the Chicago combination should be grandfathered because “the disruption and losses which could be expected to attend divestiture” would “result[] in losses or diminution of service to the public.” *1975 Order*, 50 F.C.C.2d at 1080 (¶ 112). Thus, the Commission twice has concluded that the combination of WGN-TV, WGN(AM), and the *Chicago Tribune* serves the public interest and should be permitted to remain intact.

Chicago Tribune in tandem. This relief is plainly justified in this case given Tribune's bankruptcy status and the need to ensure comity with the bankruptcy process.

Since the Commission's 2007 decision, the Chicago media marketplace has remained abundantly diverse and competitive.³²³ Similarly, since 2007, Tribune's three cross-owned Chicago properties (which have been owned in combination for more than 60 years) have continued to deliver high-caliber in-depth local news, public affairs, and community service to Chicago residents.³²⁴

Notably, what *has* changed since the FCC last considered the continued validity of the Chicago combination is the state of the U.S. economy in general, and the increasingly poor financial condition of the newspaper and broadcast industries in particular, which have deteriorated significantly over the last few years, especially in 2009. The declines in both the newspaper and broadcast industries have been exacerbated by the greater availability of alternatives to traditional media and the resulting increase in competition for audiences and advertising revenues. As explained above, both the newspaper and broadcast industries experienced severe downturns in 2008, circumstances which ultimately led Tribune to declare bankruptcy in December 2008; in 2009, Tribune's revenues from publishing, broadcasting, and entertainment were down substantially as compared to the company's 2008 performance.³²⁵ Because these developments unequivocally strengthen the case for avoiding any unnecessary disruption to these properties and therefore for permitting the Chicago combination to remain in

³²³ See *supra* Section III.B.

³²⁴ See *supra* Section III.A.

³²⁵ Despite these economic conditions, Tribune has continued to invest in local news. See *id.*

place, reasoned decision-making must lead the Commission to conclude that a permanent waiver is appropriate.³²⁶

Tribune's Chicago properties clearly qualify for a permanent waiver under the standards set forth in the *2008 Order*. Although the existing combination includes an AM radio as well as a television station, Tribune submits that the unique circumstances in Chicago warrant reversal of the negative presumption initially applicable in such cases, and that a permanent waiver should be granted. First, the FCC noted that a newspaper/broadcast combination is presumed to be in the public interest if, as principally relevant here, either the newspaper or broadcast station qualifies as "failed" or "failing."³²⁷ Because, as shown below, Tribune's Chicago properties qualify as "failed," the existing combination is entitled to reversal of the negative presumption under this test. Second, the four-factor test established in the *2008 Order*, when applied in the case, shows that a permanent waiver is warranted.

First, under the relevant FCC standard, a property is "failed" if the licensee or newspaper owner is a debtor in an involuntary bankruptcy or insolvency proceeding at the time of the application, no out-of-market entity is reasonably available to operate the property, and a sale to another buyer would result in an artificially depressed price.³²⁸ When the FCC enacted this standard, it required the bankruptcy to be involuntary only because the agency was concerned

³²⁶ See *supra* Section III.D (citing *Fox Television Stations*, 129 S. Ct. at 1811 (holding that an agency that departs from prior decisions must "provide a more detailed justification . . . when . . . its new policy rests upon factual findings that contradict those which underlay its prior policy."); *RTNDA*, 184 F.3d at 887; *NBC*, 319 U.S. at 225).

³²⁷ *2008 Order*, 23 FCC Rcd at 2048 (¶ 65).

³²⁸ See 47 C.F.R. § 73.3555, Note 7.

that licensees might file for bankruptcy for the sole reason of qualifying for a waiver.³²⁹ Here, there is no plausible argument that Tribune and most of its subsidiaries initiated bankruptcy proceedings as an end run around the FCC’s ownership restrictions. Instead, the instant bankruptcy is a *bona fide* effort by a major media company in significant financial distress to restructure and thereby put itself in a position to emerge from bankruptcy as a viable entity, able to continue serving the public interest. Indeed, as a result of declining revenues and the resultant inability to service outstanding debt obligations, Tribune and all of its broadcasting and newspaper subsidiaries – including WGN-DIP and the publisher of the *Chicago Tribune* – filed for bankruptcy in December 2008. Tribune’s subsidiaries, including WGN-DIP, are jointly and severally liable for approximately \$10.2 billion of Tribune’s indebtedness as guarantors under various credit agreements. That liability, if presently allocated among the guarantors, would consume all of the value of the subsidiaries. In these circumstances, strict application of the FCC requirement that a bankruptcy be involuntary in order to justify a “failed” property waiver is not reasonable or justified. Accordingly, the FCC should find that Tribune’s Chicago properties substantially comply with the bankruptcy-related portion of the “failed” property standard. As set forth above, due largely to the economic conditions of the newspaper and broadcast industries, it is also unreasonable to assume that Tribune could locate a buyer for any of the properties involved at other than an artificially depressed price.³³⁰

Even if the Commission were to conclude that, under the *2008 Order*, the Chicago combination is not entitled to a waiver under the “failed” property criterion, it is still entitled to a

³²⁹ See *Review of the Comm’n’s Regulations Governing Television Broad.*, 14 FCC Rcd 12,903, 12,937-938 (¶ 76) (1999).

³³⁰ See *supra* Sections II.C, III.C.

permanent waiver under the four factors that the Commission set forth for evaluating non-presumptive waiver requests. Those factors concern provision of local news, editorial independence, market concentration, and financial condition.³³¹ None standing alone is dispositive, and not all need necessarily be present in order to justify a waiver.³³²

In this case all four factors favor a waiver, a result further compelled by the size of the market – the nation’s third largest – and the fact that the second broadcast station in the combination is a radio outlet. In discussing the need to apply these factors in cases not qualifying for a positive presumption, the FCC was most concerned about smaller markets, supporting the view that in large markets, like Chicago, any risk of harm is far lower if not nonexistent.³³³ As also relevant here, the agency further found that “[b]ecause radio is generally a less influential voice than television, proposed newspaper/radio combinations will not face as high a hurdle” to win FCC approval.³³⁴ Thus, the Commission stated that this consideration “of course, will affect our overall analysis and make it *less* difficult for newspaper/radio combinations to overcome the negative presumption.”³³⁵ Because the FCC’s overarching

³³¹ See *supra* Section II.A.4.

³³² 2008 Order, 23 FCC Rcd at 2049 (¶ 68).

³³³ See *id.* at 2046-47 (¶¶ 63, 64) (noting that the “top 20 DMAs are media-rich, highly populated markets,” but stating that the Commission could not be “certain the degree of media consolidation that the largest, more competitive markets can withstand is yet mirrored in smaller markets”).

³³⁴ *Id.* at 2049 (¶ 68 n.220); see *id.* at 2044 (¶ 59 n.197) (reasoning that “more stringent protections are appropriate for newspaper/television combinations than newspaper/radio combinations in light of the fact . . . that television stations are more important sources of local news for consumers”); *id.* at 2052 (¶ 73 & n.238) (stating that “proposed newspaper/radio combinations will generally be less likely to raise concentration concerns than proposed newspaper/television combinations in light of the fact that radio is generally not as influential a voice as is television”).

³³⁵ *Id.* (emphasis supplied). Indeed, the FCC acknowledged the extensive evidence before it that newspaper/radio combinations pose far lesser risks to diversity and competition than do

concern in 2008 related to market size and it acknowledged that radio stations are less influential than television, combinations of a single newspaper, a single television station, and a single radio station in a large market like Chicago present far less cause for Commission concern than other proposed cross-ownerships might warrant, and application of the following factors begins from that preferred position.

Local News. In the *2008 Order*, the FCC recognized that existing co-owned media outlets have achieved superior news operations that benefit local audiences and further localism. Accordingly, the FCC will evaluate whether a newspaper/broadcast combination has significantly increased or will significantly increase the amount of local news disseminated in the market (*i.e.*, by providing at least seven hours a week of additional news). The FCC will also examine the resources that are and will be devoted to the coverage of local news.³³⁶ In adopting this standard, the Commission indicated that it is “critical that our rules do not unduly stifle efficient combinations that are likely to preserve or increase the amount and quality of local news available to consumers via newspaper and broadcast outlets.”³³⁷

As shown above, there can be no dispute that cross-ownership of WGN(AM), WGN-TV, and the *Chicago Tribune* has produced substantial public interest benefits derived from the

newspaper/television combinations, because “[c]onsumers rely on broadcast radio stations to a lesser extent” for news and information. *Id.* at 2016 (¶ 8). The FCC further found that radio stations should not qualify as a “major media voice” as relevant to the evaluation of newspaper/broadcast combinations, because of their minimal importance as sources of news and information. *See id.* at 2044 (¶ 59). In light of these observations, it was surprising, if not unsupported, for the FCC to retain restrictions on cross-ownership of newspapers and radio stations.

³³⁶ *Id.* at 2050 (¶ 70).

³³⁷ *Id.* at 2030 (¶ 35).

steadfast commitment over time to the creation and dissemination of local news.³³⁸ Allowing continued common ownership is necessary to preserve the amount and quality of local news available to consumers in the market. Indeed, WGN-TV has added 10 new hours of news per week since 2007. In total, WGN-TV now provides an impressive 42 hours of local news programming per week, far more than any of its competitors; it is exceedingly unlikely that WGN(TV) could continue to offer the amount or quality of local news programming that it does absent continued common ownership with the *Chicago Tribune*. Similarly, it is highly unlikely that a new owner of WGN(AM) – which airs two local newscasts per hour throughout the broadcast day – would have the newsgathering resources to continue the high-caliber news and information that Chicago residents have come to expect from the station.

It is also significant that Tribune was the *original publisher* of the newspaper and the *original licensee* of both broadcast stations involved here. Tribune built and launched these stations at the inception of their respective services. In doing so, Tribune pioneered broadcast news service in the Chicago market. Through decades of common ownership, Tribune has invested in and increased the quantity and quality of local news. The Chicago combination existed and was purposely and deliberately grandfathered in the decision adopting the 1975 Rule; the current permanent waiver came two years ago.

In the *2008 Order*, the Commission found that an entity pledging to provide seven or more hours per week of news on a broadcast station not then airing any news would be entitled to a presumption in favor of allowing the proposed cross-ownership.³³⁹ Today, by virtue of Tribune's ownership and the efficiencies and synergies produced by cross-ownership with the

³³⁸ See *supra* Section III.A.1.

³³⁹ *2008 Order*, 23 FCC Rcd at 2049 (¶ 67).

Chicago Tribune, WGN(AM) and WGN-TV each offer far more than seven hours of local news programming per week. Because both stations have long provided their local newscasts, Tribune is obviously not in a position to demonstrate the initiation of new newscasts where there have not previously been any. Tribune should, nonetheless, be entitled to the presumption based on its unique history and operation of the properties and its increase over the years in the amount of news, which exceeds the seven-hour standard.

When broadcasting pioneers have established wholly new local news services on longstanding cross-owned stations in a market and consistently made quantitative increases in that programming, the FCC should conclude that such actions alone warrant a presumption in favor of common ownership or, at the very least, that the previous initiation of substantial news programming on the cross-owned stations weighs very heavily in favor of permitting cross-ownership. Further, in a situation involving transfer of an *existing* combination, the most important consideration should be whether the party that assembled the combination provided and has continued to provide a significant new news source.³⁴⁰ Finally, to deny a presumption and thereby deny a waiver under the “liberalized” rules adopted in the *2008 Order* would lead to an incongruous result: namely, requiring separation of a newspaper/broadcast combination that both existed and was deliberately protected and preserved under the more restrictive 1975 Rule. Certainly such a conclusion is not sustainable.

³⁴⁰ See, e.g., *Revision of Radio Rules and Policies*, Memorandum Opinion and Order and Further Notice of Proposed Rulemaking, 7 FCC Rcd 6387, 6397 (¶ 48) (1992) (stating that radio combinations that were compliant with the FCC’s then-effective radio audience share limit when acquired should be transferable even if they later grew to a level exceeding the limit, *i.e.*, without a requirement that proposed owners demonstrate compliance, because its goal had been “to promote robust competition” and “penalizing enterprises that grow into stronger competitors [was] [in]consistent with this objective”).

Editorial Independence. As explained above, while drawing on the synergies and efficiencies of common ownership in order to enhance the quality and quantity of local news programming that they offer, WGN(AM), WGN-TV, and the *Chicago Tribune* each exercise independent news judgment in making their own assignments and covering stories in the manner that they see fit, as each has throughout Tribune's history. Indeed, they frequently offer commentary critical of each other, with on-air anchors and program hosts, for instance, comparing the *Chicago Tribune's* print editions to its competitors on a regular basis.³⁴¹ Accordingly, it is clear that common ownership has not harmed viewpoint diversity in the market.

Lack of Concentration. As the third largest market in the country, Chicago is vibrantly diverse and offers consumers many alternative sources of news and information.³⁴² For example, a handful of television stations in the market provide at least 20 hours of local news programming per week, at least as many television stations provide five hours or more of local news per week, more than 30 radio stations offer a news or information format, and hundreds of daily and weekly newspapers are available. As shown above, non-traditional media increasingly supplement these already abundant choices. While Tribune's properties are strong competitors, they each face substantial competition from traditional media properties and newer, alternative audio- and video-based sources of local news and information.³⁴³ Further, and as also shown above, an econometric analysis of the market based on the HHI demonstrates that the market is far from concentrated and that, if the wider media marketplace including new media is taken into

³⁴¹ See *supra* Section III.A.1.

³⁴² See *supra* Section III.B.

³⁴³ See *id.*

account, the concentration level is even lower.³⁴⁴ Moreover, because this transaction involves the transfer of an *existing* combination, allowing continued cross-ownership will have no impact on outlet diversity or concentration levels in the market. Indeed, the Commission has allowed the intact transfer of numerous existing media combinations in recognition of this fact.³⁴⁵

Financial Condition. Even if the Commission finds that the Chicago properties' bankruptcy and financial conditions by themselves do not justify a positive presumption, those financial hardship factors nevertheless support the grant of a waiver under the *2008 Order's* four-factor test, particularly since the facts demonstrate that Tribune continues to invest significantly in newsroom operations. The fact that the Tribune subsidiaries that operate the properties and their parent companies are in bankruptcy must be found to weigh heavily in favor of the grant of a waiver here. Such a decision is necessary to ensure consistency with longstanding FCC precedent affording comity to bankruptcy principles.³⁴⁶

³⁴⁴ See *supra* Section III.B.3.

³⁴⁵ See, e.g., *AMFM, Inc.*, Memorandum Opinion and Order, 15 FCC Rcd 16,062, 16,069 (¶ 15) (2000) (transfer of an existing combination “do[es] not increase the combined advertising revenue shares of ... existing groups or result in increased levels of ownership concentration”); *EWS News Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 20,243, 20,247 (¶ 15) (1997) (awarding waiver and stating that “since grant of this application will preserve an existing combination, we do not believe that continued joint ownership of the stations will decrease the level of diversity and competition in the market”); see also *Solar Broad. Co.*, Memorandum Opinion and Order, 17 FCC Rcd 5467, 5475 (¶ 24) (2002); *Jacor Commc’ns, Inc.*, Memorandum Opinion and Order, 14 FCC Rcd 6867, 6905-06 (¶ 62) (1999); *Am. Radio Sys. Corp.*, Memorandum Opinion and Order, 13 FCC Rcd 12,430, 12,437-48 (¶ 11), 12,442-43 (¶¶ 25-26) (1998); *Houston H. Harte*, Memorandum Opinion and Order, 12 FCC Rcd 13,418, 13,422-23 (¶ 16) (1997); *Paso Del Norte Broad. Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 6876, 6882 (¶¶ 13-14) (1997); *River City License P’ship*, Memorandum Opinion and Order, 12 FCC Rcd 4993, 4997-98 (¶ 13) (1997); *Kelso Partners IV, L.P.*, Memorandum Opinion and Order, 11 FCC Rcd 8764, 8768-69 (¶ 11) (1996) (same). *Accord United States Department of Justice and Federal Trade Commission Horizontal Merger Guidelines*, 57 Fed. Reg. 41,552 (1992), revised, 4 Trade Reg. Rep. (CCH) ¶ 13104 (Apr. 8, 1997) (stating that transfers that do not increase ownership concentration are “unlikely to have adverse competitive consequences and ordinarily require no further analysis”).

³⁴⁶ See *supra* Section III.E.

The satisfaction of these four factors clearly compels a permanent waiver. When the market size, less influential status of the radio voice, and the presence of extensive competition and diversity in the Chicago market are taken into account, continuation of Tribune's long-established commonly owned Chicago media combination is justified under the liberalized waiver standards adopted in the *2008 Order*.

Furthermore, even if the Commission were to determine, based on developments in the Third Circuit proceedings, a subsequent decision by the agency, or for any other reason, that the standards adopted by the Commission in 2008 are not applicable here, WGN-TV, WGN(AM), and the *Chicago Tribune* would be entitled to permanent relief under prior waiver standards. The waiver test articulated when the Commission adopted the NBCO Rule in 1975 provides that a permanent waiver is appropriate when “*for whatever reason*, the purposes of the rule would be disserved by divestiture,” and those purposes “would be better served by continuation of the current ownership pattern.”³⁴⁷ The Commission granted Tribune's 2007 permanent waiver under this standard and, if it is applied here, the outcome should unquestionably be the same. Given today's highly diverse and competitive marketplace and the extensive contributions that Tribune's Chicago properties have continued to make, reasoned decision-making requires grant of a permanent waiver of the NBCO Rule that would permit continued common ownership of WGN-TV, WGN(AM), and the *Chicago Tribune*.

The case for such a waiver here is at least as compelling as the other situations in which the agency granted permanent relief from the NBCO Rule. Most recently, in conjunction with

³⁴⁷ *1975 Order*, 50 F.C.C.2d at 1085 (¶ 119) (emphasis added); *see supra* note 14; *Fox/WNYW*, 8 FCC Rcd at 5348 (¶ 39) (describing the fourth “public interest” waiver criterion articulated in 1975 as “a catch-all provision” and as a “waiver category [that] countenances a myriad of arguments pertinent to the exigencies of a particular situation....”).

the *2008 Order*, the Commission issued permanent waivers to Gannett Co. Inc.’s combination of KPNX-TV and *The Arizona Republic* in Phoenix (the 12th-ranked DMA) and Media General’s TV/newspaper combinations in four markets, each of which is much smaller than Chicago: (1) the Tri-Cities, Tennessee/Virginia DMA (the 91st-ranked DMA at the time); (2) Myrtle Beach-Florence, South Carolina (the 103rd-ranked DMA at the time); (3) Columbus, Georgia (the 128th-ranked DMA); and (4) Panama City, Florida (the 154th-ranked DMA at the time).³⁴⁸ The agency found that a permanent waiver in each of these situations was justified

in light of the synergies that have already been achieved from the newspaper/broadcast station combination, the new services provided to local communities by the combination, the harms . . . associated with required divestitures, the prolonged period of uncertainty surrounding the status of the newspaper/broadcast cross-ownership ban, and the length of time that the waiver request has been pending.³⁴⁹

As demonstrated in detail above, these factors are just as relevant and pressing with respect to Tribune’s Chicago combination, and the public interest benefits the Tribune properties provide generally serve a much larger population. It has been shown at length herein that these properties already have achieved, through their longstanding cross-ownership, extensive synergies that have produced high-quality local news and community services that otherwise would not have been feasible. Moreover, given that the Chicago combination has been commonly owned for more than 60 years, it goes without saying that forced divestiture would cause significant disruption to the properties involved as well as their respective audiences. And, of course, the uncertainty surrounding the NBCO Rule has become even more “prolonged” since the agency issued its *2008 Order*.

³⁴⁸ *2008 Order*, 23 FCC Rcd at 2055-56 nn. 252-56 (¶ 77).

³⁴⁹ *Id.* at 2055 (¶ 77) (internal citation omitted).

A continued permanent waiver in Chicago also would be consistent with the Commission's earlier decisions to afford permanent relief from the NBCO Rule. For example, as noted above, in *Fox/WNYW*, the agency granted a permanent waiver to Fox in 1993 to allow the joint ownership of the *New York Post* and WNYW(TV) based on the struggling financial condition of the *Post* and "the wide array of voices in New York City."³⁵⁰ Like Tribune today, the *Post* was in Chapter 11 bankruptcy at the time, and the paper's insolvent status was a key consideration in the agency's decision.³⁵¹ Indeed, the Commission highlighted in its decision the federal courts' recognition that "[f]rom the outset of the cross-ownership rules," the FCC "has made clear that, where [its] rules operated as an impediment to the survival of newspapers, that factor was an appropriate circumstance for waiver."³⁵² Similarly, in *Field Communications Corporation*, the agency in 1977 granted a permanent waiver to permit the cross-ownership of distressed Chicago television station WFLD-TV with two Chicago daily newspapers.³⁵³ It is indisputable that the Chicago DMA today enjoys higher levels of overall media diversity and

³⁵⁰ 8 FCC Rcd at 5349-51 (¶¶ 41-48).

³⁵¹ *Id.* at 5349-50 (¶¶ 42-43).

³⁵² *Id.* at 5350 (¶ 44) (citing *Health & Med. Policy Research Group v. FCC*, 807 F.2d 1038, 1045 (D.C. Cir. 1987)).

³⁵³ *Field Commc 'ns Corp.*, 65 F.C.C.2d 959 (1977). In two other cases, *Kortes Communications Inc.*, 15 FCC Rcd 11,846 (2000), and *Columbia Montour Broadcasting Co., Inc.*, 13 FCC Rcd 13,007 (1998), the FCC granted permanent newspaper/radio waivers. In both cases, the FCC noted the financial difficulties facing at least one of the properties involved. In *Kortes Communications*, the FCC emphasized the licensee's "dire financial situation" and found that a permanent waiver would allow the buyer to be able to "infuse needed resources" into station operations. 15 FCC Rcd at 11,853-56 (¶¶ 20, 26). In *Columbia Montour*, the Commission considered the declining revenues, increasing operating losses, and "financially troubled" nature of the subject radio station. 13 FCC Rcd at 13,013-14 (¶¶ 20, 22). Moreover, both of these cases involved DMAs that were considerably smaller than Chicago. The properties involved in *Kortes Communications* were located in Greenville, Michigan, which is part of the Grand Rapids-Kalamazoo-Battle Creek, MI DMA, which is ranked 41st. In *Columbia Montour*, the newspaper and radio station were located in Bloomsburg, Pennsylvania, which is part of the 54th-ranked Wilkes Barre-Scranton, PA DMA.

competition than it did more than three decades ago when the Commission reached these conclusions. For that matter, today’s Chicago market certainly is more media-rich and diverse than the New York DMA was in 1993, when the Commission first granted the *Fox/WNWX* permanent waiver.

Moreover, Reorganized WGN’s request for a permanent waiver must be viewed in conjunction with the current posture of the NBCO Rule. As noted above, the agency twice has ruled in the past seven years that a flat prohibition on newspaper/broadcast cross-ownership no longer serves – and in fact is inimical to – the public interest, a determination that has been affirmed by the Third Circuit.³⁵⁴ The consistent rejections of the flat ban by both the Commission and the courts plainly necessitate a more open and flexible approach to permanent waivers. This must be the case particularly in the nation’s largest and most diverse media markets, such as Chicago. In this market, there are thousands of media options available to local consumers, the marketplace has grown exponentially since the cross-ownership ban initially was put in place, and any conceivable threat to diversity and competition from cross-ownership is *de minimis* at best. As the agency repeatedly has acknowledged, it is self-evident that newspaper/broadcast cross-ownership raises few, if any, public interest concerns in such markets.³⁵⁵

³⁵⁴ See *supra* Sections II.A.3 -4.

³⁵⁵ See *2008 Order*, 23 FCC Rcd at 2021-22 (¶¶ 16-19), 2039 (¶ 49) (noting the *Prometheus* Court’s acknowledgment that a complete ban was unnecessary to preserve diversity, and finding “that the largest markets contain a robust number of diverse media sources and that the diversity of viewpoints would not be jeopardized by certain newspaper/broadcast combinations” in such markets); *2003 Order*, 18 FCC Rcd at 13,804-06 (¶¶ 473, 480) (defining “at-risk” markets as those where diversity concerns from cross-ownership are the highest, and distinguishing “larger markets” where there are “robust media cultures” and no diversity concerns from cross-media ownership).

Furthermore, with both newspaper publishers and broadcasters facing extraordinary competitive and financial challenges and with many properties struggling – and in many cases even failing – to survive, it is critically important for the agency to take a reasonable approach to permanent waiver requests. In a March 2009 letter to Attorney General Eric Holder, U.S. House of Representatives Speaker Nancy Pelosi urged that the traditional regulatory approach to newspaper publishers must be adjusted in light of the troubling condition of the industry. In order to “ensure that our policies enable our news organizations to survive and to engage in the news gathering and analysis that the American people expect,” Speaker Pelosi advised that the Department of Justice, in assessing the competition newspapers face, must begin to take into appropriate account “not only the number of daily and weekly newspapers . . . , but also the other sources of news and advertising outlets available in the electronic and digital age, so that the conclusions reached reflect current market realities.”³⁵⁶ As Commissioner Copps recently reminded, “[e]ven with all the promise of new media, we need to remember that without content, there is nothing to aggregate.”³⁵⁷

A similar reassessment and more flexible approach is called for with respect to the FCC’s application of the NBCO Rule. The agency must recognize that these challenges have forced many newspaper publishers and broadcasters, including Tribune, into bankruptcy, and should apply the NBCO Rule in a manner that ensures comity with the bankruptcy process. In addition to considering the current state of the media marketplace, the Commission must weigh the fact that the cross-ownership ban now has been in limbo for more than a decade and acknowledge the

³⁵⁶ See *supra* note 97.

³⁵⁷ FCC, News Release, *Commissioner Michael J. Copps on the FCC Launch of Initiative to Examine the Future of Media and Information Needs of Communities in a Digital Age* (rel. Jan. 21, 2010).

acute need for the regulatory certainty necessary for newspaper and broadcast companies to move forward with long-term business plans.³⁵⁸ In this situation, in which the FCC over two years ago deemed a permanent waiver appropriate, denial of such relief would be pointless and punitive. Further, the permanent waiver Reorganized Tribune seeks would permit a subsequent sale of those properties in tandem following the company's emergence from bankruptcy. With the financial challenges confronting newspaper companies and broadcasters, such a sale would serve the public interest in a number of ways. A Reorganized Tribune, struggling to emerge successfully from bankruptcy, may be faced with the need to sell assets in one of its cross-owned markets, in circumstances in which it is only possible to sell properties in tandem. A combination sale would preserve and maximize asset value in such a situation. This relief is fully justified in this case given the Commission's prior findings, the exigencies of Tribune's bankruptcy status, and the need for the FCC to ensure comity with the bankruptcy process.

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

In the event that the Commission finds, despite the overwhelming evidence provided above, that a permanent waiver is not warranted here, it should grant – at a minimum – a temporary waiver of the NBCO Rule until 18 months after the pending proceedings to revise the NBCO Rule become final. The *2008 Order* regarding the NBCO rule remains under review in the United States Court of Appeals for the Third Circuit, and the FCC has stated its intention to

³⁵⁸ Under long-established principles of administrative law, the Commission must give all waiver requests a “hard look” and thereby ensure the “existence of a safety valve procedure for consideration of an application for exemption based on special circumstances.” *WAIT Radio v. FCC*, 418 F.2d 1153, 1157 (D.C. Cir. 1969). An approach that will permit waivers only in very limited circumstances and fails to closely examine the diversity, competition, and localism considerations specific to each waiver request does not fulfill this requirement.

reevaluate the rule as part of the 2010 Quadrennial Review, which it has already commenced.³⁵⁹ Each of these proceedings is a continuation of the “protracted proceedings” that began with the Commission’s promise to reexamine the rule over 14 years ago. Waiver is appropriate for a period of 18 months following completion of these proceedings. Such limited relief is more than justified here, in view of the difficult economic conditions facing the newspaper and broadcast industries in general and Tribune in particular, and the need to ensure comity with the bankruptcy process.

More than eleven years ago, the Commission in its first biennial review – while calling for initiation of a proceeding to re-examine the rule – recognized that it retained “both the right and obligation” to review any request for conditional waiver of the NBCO Rule pending a rulemaking “based on the specific facts in a particular case.”³⁶⁰ At that time, the Commission stated emphatically that “[w]hat is important is whether the public interest would be served by [the] grant of a waiver.”³⁶¹ The agency recognized that it had granted temporary waivers pending proceedings examining some of the ownership rules at issue, including the television duopoly restriction.³⁶² As the agency envisioned, waiver is most likely to be appropriate “where protracted rulemaking proceedings are involved and where a substantial record exists on which

³⁵⁹ FCC, Response to the Court’s Order of November 4, 2009, *Prometheus Radio Project v. FCC*, *supra* note 62; *see also* 2010 Quadrennial Review Public Notice, *supra* note 64.

³⁶⁰ 1998 Biennial Regulatory Review, Notice of Inquiry, 13 FCC Rcd 11,276, 11,294 (¶ 57) (1998) (“1998 Biennial Review NOI”); *see WAIT Radio*, 418 F.2d at 1157 (requiring the Commission to give waiver requests a “hard look”).

³⁶¹ 1998 Biennial Review NOI, 13 FCC Rcd at 11,294-95 (¶ 57).

³⁶² *Id.* at 11,294 & n.87 (¶ 56) (citing *Review of the Comm’s Regulations Governing Television Broad.*, Second Further Notice of Proposed Rulemaking, 11 FCC Rcd 21,655, 21,681 (¶¶ 56-58) (1996) (Commission states that granting waivers satisfying the proposed standard would not adversely affect its competition and diversity goals in the interim)).

to base a preliminary inclination to relax or eliminate a rule.”³⁶³ The FCC indicated that its precedent supported granting such temporary waivers when the “Commission concludes that the application before it falls within the scope of the proposals in the proceeding, and a grant of an interim waiver would be consistent with the goals of competition and diversity.”³⁶⁴ This is just such a case.

As explained below, the instant application proposes in the alternative a temporary waiver that is grounded on the precise bases anticipated by the Commission at the end of the last century. Indeed, we are now in the second decade of “protracted . . . proceedings” in which there is a “substantial record . . . on which to base a preliminary inclination to relax or eliminate” the NBCO Rule. Moreover, in this case, the Commission *already has concluded* that the blanket ban on cross-ownership cannot stand because newspaper/broadcast combinations (1) do not adversely affect competition in the market, (2) promote the public interest by delivering more and better local coverage of news and public affairs, and (3) do not pose a widespread threat to diversity of viewpoint or programming.³⁶⁵ Those findings have been affirmed by the Third Circuit, and the agency has confirmed them yet again on remand.³⁶⁶

Continued common ownership of the Chicago combination falls within the scope of the proposals at issue in the pending proceedings reviewing and reevaluating the NBCO Rule, as well as the cross-media limits adopted in 2003. Moreover, in light of the competitiveness of the Chicago market and the abundant public interest benefits that the combination has delivered to

³⁶³ *Id.* at 11,294 (¶ 56).

³⁶⁴ *Id.*

³⁶⁵ *See supra* Section II.A.3.

³⁶⁶ *See supra* Section II.A.4.

Chicago residents in the more than 60 years it has been in existence, a temporary waiver would be fully consistent with the Commission’s diversity, localism, and competition goals. Finally, a temporary waiver pending the outcome of proceedings to revise the NBCO Rule is independently appropriate under the standard adopted with the NBCO Rule in 1975. Here, the “purposes of the rule would be disserved by divestiture” and in fact “would be better served by continuation of the current ownership pattern,”³⁶⁷ for the temporary period requested herein, if not permanently.³⁶⁸

A. A Substantial Record Exists In Protracted Proceedings.

The “protracted” nature of proceedings regarding the NBCO Rule is incontrovertible, as is the fact that those proceedings have given rise to “a substantial record . . . on which to base a preliminary inclination to relax or eliminate” it. The FCC committed to revise the NBCO Rule over 14 years ago and has initiated numerous proceedings in which a voluminous record – consisting of an unprecedented amount of public comment and data – has been amassed. Indeed, almost seven years ago, the Commission in its *2003 Order* adopted findings that resulted in its elimination of the NBCO Rule. Those findings were based on two years of proceedings that included at least four rounds of comments and multiple studies and hearings, and were upheld by the Third Circuit.³⁶⁹ In the *2008 Order*, the agency found no reason to depart from its prior conclusions, noting specifically that the Third Circuit had upheld them³⁷⁰ and again finding that a

³⁶⁷ *1975 Order*, 50 F.C.C.2d at 1085 (¶ 119).

³⁶⁸ *See supra* Section IV.

³⁶⁹ *See supra* Section III.A.3.

³⁷⁰ *E.g.*, *2008 Order*, 23 FCC Rcd at 2020-21 (¶ 16), 2021 (¶ 18), 2038 (¶ 47).

blanket ban on newspaper/broadcast cross-ownership is not necessary to protect competition, localism or diversity and, to the contrary, affirmatively disserves the public interest.³⁷¹

Thus, *on two separate occasions*, on the basis of exhaustive inquiry, review of hundreds of thousands of public comments, multiple public hearings, and numerous empirical studies, the FCC has found that significant competitive and technological changes in the media marketplace warrant elimination of the absolute ban on cross-ownership. It would be arbitrary and capricious for the Commission, in the context of the instant waiver request, to contradict the conclusions it reached in these rulemaking proceedings, especially those factual findings that were upheld by the Third Circuit.³⁷² The Third Circuit's review of the Commission's *2008 Order* – itself the result of remand of the *2003 Order* – remains pending, and the 2010 Quadrennial Review is the latest in this tortured string of proceedings considering relaxation or elimination of the rule.

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

- Almost a decade and a half ago, in several adjudications, the FCC committed to commence a rulemaking regarding the NBCO Rule, with all Commissioners recognizing the public interest in relaxation of the rule.
- Over 13 years ago, the Commission initiated a proceeding seeking comment on modifications to its newspaper/radio cross-ownership policy.
- More than nine years ago, the agency committed in its *1998 Biennial Regulatory Review* to initiate a proceeding to revise the NBCO Rule in its entirety.
- In releasing its *2000 Biennial Regulatory Review*, the Commission confirmed this conclusion and, in 2001, issued a Notice of Proposed Rulemaking to achieve this result.

³⁷¹ See *supra* Section II.A.4.

³⁷² See *supra* Section III.D.

- In 2003, the Commission, after extended proceedings, including multiple rounds of comments, studies and hearings, made detailed findings that supported its conclusion that the NBCO Rule was no longer justifiable, and repealed the rule, replacing it with specific cross-media limits that would permit continued common ownership of WGN-TV, WGN(AM) and the *Tribune*.
- In 2004, the Third Circuit affirmed the portion of the FCC's *2003 Order* finding that the blanket ban should be repealed but remanded the proposed new rules for further support or amendment.
- In 2008, the Commission reaffirmed the conclusions reached in the *2003 Order*, again finding that the NBCO Rule in its current form does not serve the public interest, and adopted liberalized waiver standards that presumptively allow certain cross-ownerships in the nation's largest markets, permit others under particular circumstances, and entitle all other proposed combinations to evaluation under a four-part test.³⁷³
- The Commission has now begun holding workshops in connection with the 2010 Quadrennial Review and has indicated that it intends to address the pending petition for reconsideration of the *2008 Order* in the context of this upcoming proceeding.³⁷⁴

The present case therefore is the quintessential example of the “protracted rulemaking proceeding” that the agency envisioned as warranting temporary waiver relief for applicants.³⁷⁵

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

The instant request for waiver also falls within the scope of the rules that have been proposed and, indeed, adopted in these protracted proceedings and that remain under judicial review and agency review and reevaluation. As demonstrated above, the Chicago combination

³⁷³ See *supra* Section II.A.4.

³⁷⁴ See *supra* Section II.A.5.

³⁷⁵ *1998 Biennial Review NOI*, 13 FCC Rcd at 11,294 (¶ 56). By contrast, the situation presented here is nothing like the situation in which the Commission wished to avoid such interim relief based solely on the pendency (or impending commencement) of a quadrennial review.

should be granted a permanent waiver under the standards set forth in the *2008 Order*.³⁷⁶ In addition, the combination would have been legally permissible under the cross-media limits that were adopted in 2003. In the *2003 Order*, the FCC eliminated any newspaper/broadcast cross-ownership restrictions in large markets with at least nine broadcast television stations, concluding that a single entity should be able to own any combination of properties in these markets so long as the combinations comply with the local TV ownership rule and local radio ownership rule.³⁷⁷ The Chicago DMA, with 16 full power television stations,³⁷⁸ falls squarely within this category, and common ownership of WGN-TV, WGN(AM), and the *Chicago Tribune* would thus have been permitted under the *2003 Order*.

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

³⁷⁶ See *supra* Section IV.

³⁷⁷ *2003 Order*, 18 FCC Rcd at 13,802 (¶¶ 463-64), 13,804-06 (¶¶ 472-80).

³⁷⁸ See *supra* Section III.B.1.a.

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

As demonstrated above and in the appendices to this waiver request, Chicago residents benefit from abundant media diversity, and Tribune's cross-ownership of WGN(AM), WGN-TV, and the *Chicago Tribune* has significantly enhanced the local news operations of each property.³⁷⁹ In addition, although the Commission has determined that the NBCO Rule cannot be justified based on competition concerns, it is clear that continued common ownership of WGN(AM), WGN-TV, and the *Chicago Tribune* will not have any adverse effect on competition in the market.³⁸⁰

At an absolute minimum, a waiver pending the outcome of the pending proceedings to revise the NBCO Rule is thus appropriate here because continued common ownership falls within the scope of the standards that have been proposed and adopted by the Commission and are subject to further review and reevaluation; localism would continue to be enhanced; and no diminution in diversity or harm to competition is likely to occur.³⁸¹ This is true whether the request is judged under the standard for an interim waiver pending a rulemaking, the waiver standards adopted in the *2008 Order*, or the fourth "public interest" criterion for a waiver of the NBCO Rule under the 1975 standard – where, "*for whatever reason*, the purposes of the rule would be disserved."³⁸² Indeed, as discussed above, the Commission has twice granted *permanent* waivers of the NBCO Rule under the 1975 standard for common ownership of a newspaper and one or more broadcast stations in the *very market* at issue here (including most

³⁷⁹ See *supra* Section III.B.

³⁸⁰ See *supra* Section III.B.3.

³⁸¹ See *supra* Sections III.A, III.B, V.B.

³⁸² *Newspaper/Broadcast NPRM*, 16 FCC Rcd at 17,285 (¶ 3) (emphasis added).

recently, approximately two years ago, to Tribune for this exact same combination), as well as in a similar market.³⁸³ Grant of no less than a *temporary* waiver pending the conclusion of proceedings to revise the NBCO Rule is unquestionably and fully justified here and would allow Reorganized Tribune to emerge from bankruptcy intact in an orderly fashion.

* * *

In sum, the NBCO Rule survives as a relic from the days when local media consisted only of television, radio, and daily newspapers, and the Commission's local ownership rules restricted owners to a single radio or television property in any one market. Today, the rule is a regulatory anomaly; the FCC has twice decided that its original cross-ownership prohibition is no longer justified by current media conditions and that it should be modified in a manner that would permit the combination at issue here, and the Third Circuit has affirmed the elimination of a total ban on cross-ownership. In such a procedural posture, the Commission traditionally has granted temporary waivers pending the completion of rulemaking proceedings, and if for any reason it determines that a permanent waiver is not warranted, the agency promptly should issue a temporary waiver in this case.³⁸⁴ Any other result, after adoption of the purportedly

³⁸³ *Fox/WNYW*, 8 FCC Rcd 5341; *Field*, 65 F.C.C.2d 959.

³⁸⁴ *1998 Biennial Review NOI*, 13 FCC Rcd at 11,294 & n.87 (¶ 56). Such waivers have often been granted in the context of the newspaper/broadcast cross-ownership rule itself, *see, e.g., Letter from Roy J. Stewart, Chief, Mass Media Bureau to James Bayes, Wiley, Rein & Fielding*, Ref. 1800B-IB (Aug. 11, 1997); *Cross-Ownership of Broad. Stations and Newspapers; Newspaper/Radio Cross-Ownership Waiver Policy*, Order and Notice of Proposed Rulemaking, 16 FCC Rcd 17,283, 17,286 n.16 (¶ 5 n.16) (2001); *NewCity Commc'ns, Inc.*, Memorandum Opinion and Order, 12 FCC Rcd 3929, 3952-53 (¶¶ 56-57) (1997); *Capital Cities Letter Decision*, as well as the radio/television cross-ownership (or "one-to-a-market") rule, *see, e.g., Max Media Properties LLC*, Memorandum Opinion and Order, 13 FCC Rcd 12,489, 12,497-12,500 (¶¶ 25-32) (1998); *NewCity Commc'ns, Inc.*, 12 FCC Rcd at 3945, 3951 (¶¶ 35, 52); the local television ownership rule, *see, e.g., Woods Television Co. LLC*, Memorandum Opinion and Order, 14 FCC Rcd 8283, 8284-85 (¶¶ 3-8) (1999); *Broad. Licenses, LP*, Memorandum Opinion and Order, 13 FCC Rcd 16,303, 16,304-05 (¶¶ 7-12) (1998); *US Broad. Group Licensee LPI*, Memorandum Opinion and Order, 13 FCC Rcd 13,963, 13,970-71 (¶¶ 16-19) (1998); and the national television ownership cap, *see, e.g., UTV of San Francisco, Inc.*, Memorandum Opinion

“liberalized” standards in the *2008 Order*, would be at odds with the FCC’s previous decisions in 1975 and 2007 that this same Chicago combination should remain permanently intact.

VI. CONCLUSION

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

and Order, 16 FCC Rcd 14,975, 14,980-82 (¶¶ 20-25) (2001). The Commission has granted similar waivers in other circumstances as well. *See, e.g., Nat’l Exchange Carrier Ass’n Petition To Amend Section 69.104*, Order Granting Petition for Rulemaking, Notice of Proposed Rulemaking, and Order Granting Interim Partial Waiver, 19 FCC Rcd 13,591, 13,606 n.116 (¶ 45 n.116) (2004) (“Grant of a waiver pending the result of a rulemaking proceeding is consistent with Commission precedent.”); *Administration of the N. Am. Numbering Plan*, Order, 20 FCC Rcd 2957 (2005) (granting a waiver of a rule to permit numbering resources to be obtained directly from NANPA after considering hardship and equities to SBC); *2000 Biennial Regulatory Review of Part 68*, Notice of Proposed Rulemaking, 15 FCC Rcd 10,525 (¶ 9) (2000) (recognizing public interest in grant of interim waivers in anticipation of completing rulemakings that will effectuate a change in the rules to accommodate innovations on a permanent basis).

REQUEST FOR CROSS-OWNERSHIP WAIVER
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Hours and Audience Ratings of Local News – Chicago, IL DMA
(Total hours of news and ratings for early evening news (4:00 pm to 7:00 pm))*

Station	Affiliation	Hours/ Wk 2001	Hours/ Wk 2006	Hrs/Wk May 2009	Hrs/Wk Jul 2009	Hrs/Wk Nov 2009	1975 Rtg **	2001 Rtg **	May 2006 Rtg	May 2009 Rtg	July 2009 Rtg	Nov 2009 Rtg
WLS-TV, Channel 7	ABC	30	31.5	33.0	33.0	33.0	20	14.2	7.1	6.4	5.7	6.4
WMAQ, Channel 5	NBC	29.5	30	26.5	26.5	26.5	16	10.5	2.0	2.5	2.3	2.5
WSNS, Channel 44	Telemundo	5	5	6	6	7.5	--	0.6	0.8	0.7	0.5	0.8
WCPX, Channel 38	ION	2.5	NA	NA	NA	0	--	1.1	N/A	N/A	N/A	N/A
WGN-TV, Channel 9	CW	27	31.5	37.0	37.0	42.0	9	6.3	N/A	1.4	1.1	1.3
WBBM, Channel 2	CBS	23.5	24.5	25.0	25.0	22.0	14	4.7	2.8	1.6	1.5	2.4
WFLD, Channel 32	FOX	33	33	39.5	39.5	37.5	--	4.3	N/A	N/A	N/A	N/A
WGBO, Channel 66	Univision	7	3.5	7	7	6.5	--	2.1	1.5	1.7	1.2	1.4
WTTW, Channel 11	PBS	2.5	20	5	5	0	--	1.3	N/A	N/A	N/A	N/A
WYCC, Channel 20	PBS	0	0	0	0	0	--	NA	NA	NA	NA	NA
WCIU, Channel 26	Indep.	0	0	0	0	0	--	NA	NA	NA	NA	NA
WWTO, Channel 35	Trinity	0	0	0	0	0	--	NA	NA	NA	NA	NA
WPWR, Channel 50	MyNetwork	0	0	0	0	0	--	NA	NA	NA	NA	NA
WYIN, Channel 56	PBS	0	0	0	0	0	--	NA	NA	NA	NA	NA
WXFT, Channel 60	Telefutura	0	0	0	0	0	--	NA	NA	NA	NA	NA
WJYS, Channel 62	Indep.	0	0	0	0	0	-	NA	NA	NA	NA	NA
Total Hours		160	179	179	179	175						

* 1975 and 2001 data are based on late evening news in the market (9 pm or 10 pm newscasts).

** 1975 data is available only for WGN-TV WLS-TV, WMAQ, WBBM.

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

List of WGN-TV Station Events and Outreach

WGN Morning News Back-to-School Kid's Fair

At the end of each summer, WGN helps welcome back the school year with the free Back-to-School Kid's Fair hosted at its studio. The fair features fun, safety tips, and everything that parents will need to get their kids ready for school.

WGN News Drive-Thru Toy Drive

WGN helps heighten the holiday spirit by hosting an annual Toy Drive. Participants are invited to drop by the WGN studios to deliver their unwrapped toys or contributions, so that WGN can deliver the gifts and brighten the holidays for its deserving community members.

Chicago Cares

A day-long annual event dedicated to serving the Chicagoland area by beautifying and restoring Chicago Public Schools. Every year, members of the WGN team volunteer their time to this community cause as part of TribUnity – a coalition of Tribune Business units working together on charitable endeavors.

WGN-TV Team Nine Food Drive

Supports the Greater Chicago Food Depository

WGN Coat Drive

Supports Lydia Home Association whose mission is strengthening families to care for children.

Fermilab

Started by WGN's Chief Meteorologist Tom Skilling 29 years ago, this annual workshop educates the public on weather patterns, trends and safety and seeks to answer questions about the universe through research and technological advances. Much of the seminar content is provided free via WGNtv.com

WGN-TV Boys & Girls Clubs Tutoring Program

Now entering its 14th year, WGN-TV hosts and runs a weekly one-on-one tutoring program with the Boys & Girls Cotter Club with as many as 35 youths ranging from 3rd grade through college. WGN supports the program with grant money for both the bus service and special outings such as ice skating at Millennium Park, Wendella boat rides and trips to the theater or museums.

Bozo Ball

"Black tie required, red nose optional" -- the Bozo Ball is a gala fundraising event featuring the world's most famous clown. During its run from 1989-2007 and in 2008, when it was known as the "60th Anniversary Ball," the Ball raised well over three million

dollars for Off The Street Club, a haven for kids on Chicago's tough West Side. This year, WGN-TV produced "Save our Summer," PSA campaign for OTSC to raise dollars for their 'Send a Kid' to camp initiative.

Tom Skilling Original Artwork

Every day WGN's Chief Meteorologist Tom Skilling creates a mockup of local and national weather patterns. These drawings are the basis for the Chicago Tribune weather page. The original drawings are priceless and, effective 2009, are signed by Tom Skilling and donated to community causes and events.

Job Fairs

Media Sponsor of three annual NAACP Professional and Executive Diversity Job Fairs.

Representative List of Community Organizations
Supported by WGN-TV Personalities:

United Way	National Weather Association
Field Museum	University of Nebraska Climate Center
Juvenile Diabetes Research Foundation	Northbrook Community Nursery School
Children's Memorial Hospital	Chicago Bar Association Events
Society of Professional Journalists	American Brain Tumor Association
Daniel Cotter Boys and Girls Club	Harvey Elementary School
March of Dimes	Pin-A-Sister
American Cancer Society	Ailey Camp
Muscular Dystrophy Association	Community Mental Health Council, Inc.
National Weather Service	Flower and Garden Show—Navy Pier
Tickled Pink	Massachusetts Commission for the Blind
Respiratory Health Association	Chicago Lighthouse
Dancing with Chicago Celebrities	Foundation for Fighting Blindness
Climate Cycle	Ronald McDonald House
March on Melanoma	Little League Sponsorship
Lungevity	Evanston Community Foundation
Chicago AIDS Walk/Run	Evanston Youth Job Fundraiser
Dance for Life Chicago	PRIDE Parade
Chicago Abused Women's Coalition	RA Reality Sushi Making Contest to benefit charity
League of Chicago Theaters	Catherine Cook School
Fuel Young Adult Ministry	Park School
Joggin' for Noggin'	Kingsley School Evanston
Literacy programs	Westmoor School Northbrook
Victory Lakes Assisted Living	George B. Armstrong School
Mission Trips	North Shore Country Day-Winnetka
American Meteorological Society	Windsor School Arlington Heights
Home Care Physicians	Miner School Arlington Heights
Almost Home Foundation	Christian Liberty Academy
Geneva Senior Center	Fenton High School

WGN(AM) Community Service Events and Outreach

Event Name/Date(s): Climb Chicago, March 8

Benefiting Group: American Lung Association of Illinois

The station was: Support Sponsor

Description: WGN Radio supported and promoted the inaugural Climb Chicago event, the country's largest indoor stair climb challenge with 2,340 steps. Morning News Anchor Andrea Darlas led a team of sixteen WGN Radio employees and listeners in climbing all four flights of stairs of Chicago's Presidential Towers to raise money for the American Lung Association.



On-air support prior to the event (interviews, PSAs, promo spots): The station aired 115 promo spots on-air prior to the event.

On-air support during/after event (remotes, live reports): Andrea Darlas made four live call-in reports to the station throughout the event.

Online support (streaming, web page presence, emails): The event was listed on the wgnradio.com events page two months prior to the event and was promoted in two station e-blasts. In addition, 115 promo spots aired on the online stream.

Total staff hours contributed: A total of 24 staff hours were contributed on the day of the event.

Event result: The WGN Radio team raised \$6,300 for the American Lung Association.

Event Name/Date(s): Lake Tour Bike Trek, June 12-14

Benefiting Group: American Lung Association of Illinois

The station was: Support Sponsor

Description: WGN Radio supported and promoted the 2009 Lake Tour Bike Trek to benefit the American Lung Association of Illinois. The event had two and three-day ride options round trip from Crystal Lake, Illinois to Lake Geneva, Wisconsin, both consisting of a 50-mile bike ride each day. Riders needed to raise a minimum of \$275 for the 2-day ride and \$500 for the 3-day ride. The station entered one team of twelve, led by WGN Radio sports reporter David Kaplan.



On-air support prior to the event (interviews, PSAs, promo spots): The station aired 70 promo spots in support of the event.

On-air support during/after event (remotes, live reports): David Kaplan did three live call-in reports from the bike ride.

Online support (streaming, web page presence, emails): The event was listed on the wgnradio.com events page two months prior to the event and was promoted in two station e-blasts.

Total staff hours contributed: A total of 561 staff hours were contributed throughout the weekend.

Event result: The WGN Radio team raised \$22,500 for the American Lung Association.

Event Name/Date(s): The 40th Annual Chicago Pride Parade, June 28

Benefiting Group: Chicago Gay Men's Chorus, a 501(c)(3) organization

The station was: Support Sponsor

Description: WGN Radio sponsored the Chicago Gay Men's Chorus float in the city's annual gay pride parade, which attracts more than 500,000 spectators. The station paid the \$525 entry fee and provided a decorated float. Members of the Chicago Gay Men's Chorus, along with WGN Radio employees, rode on the co-branded float during the



Chicago Gay Men's Chorus

parade, while the chorus performed selections from their 2009 Pride Concert, "Over the Rainbow."

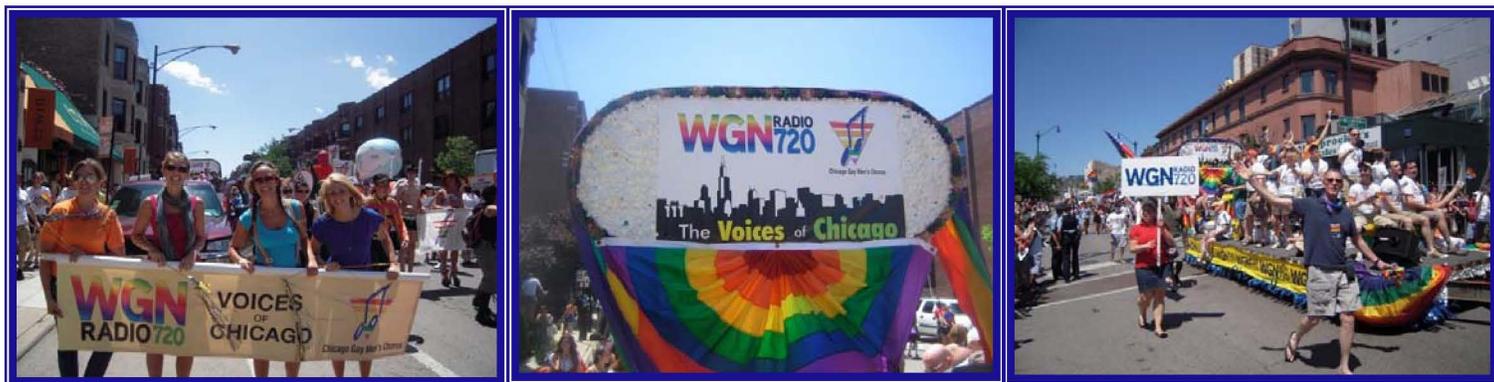
On-air support prior to the event (interviews, PSAs, promo spots): WGN Radio aired 20 live promos prior to the event.

On-air support during/after event (remotes, live reports): None

Online support (streaming, web page presence, emails): The Pride Parade was listed on the wgnradio.com events page for 3 weeks prior to the event. In addition, the event was promoted in the June edition of the station's monthly e-newsletter.

Total staff hours contributed: A total of 35 staff hours were contributed in advance of the parade and on the parade day itself.

Event result: The Chicago Gay Men's Chorus was able to participate in the 40th Annual Pride Parade free of charge and WGN Radio was able to show our support for Chicago's LGBT community.



Event Name/Date(s): Windy City Rubber Ducky Derby, July 30

Benefiting Group: Special Olympics Illinois

The station was: Support Sponsor

Description: WGN Radio supported and promoted the Annual Windy City Rubber Ducky Derby to benefit Special Olympics Illinois. The event took place on the Chicago River, right outside of the WGN Radio studios. The event consisted of a duck race with over 20,000 ducks that were adopted by supporters for \$5 each for the chance to win fabulous prizes. WGN Radio morning news anchor Andrea Darlas served as event co-emcee and provided play-by-play of the duck race.

On-air support prior to the event (interviews, PSAs, promo spots): The station interviewed Special Olympics' Director of Communications Barbara DiGuido on the Noon Show with Bob Sirott on the Tuesday prior to the event. The station also aired 20 PSAs and promoted the event with signage and rubber ducks in the station's Tiffany Window facing Michigan Avenue for two weeks prior to the event.

On-air support during/after event (remotes, live reports): none

Online support (streaming, web page presence, emails): The event received exposure on the wgnradio.com events page for three weeks prior to the event. In addition, the event was promoted in the July edition of the station's monthly e-newsletter.

Total staff hours contributed: Two staff hours were contributed the day of the event, with an additional three hours contributed in the planning and coordination of the promotional support before the event.

Event result: 27,615 ducks were adopted for the big race and the event raised more than \$200,000 for Special Olympics Illinois.



Event Name/Date(s): Children's Neuroblastoma Cancer Foundation Grand Slam Gala, September 12

Benefiting Group: Children's Neuroblastoma Cancer Foundation

The station was: Support Sponsor

Description: WGN Radio supported and promoted the inaugural Grand Slam Gala to help raise awareness and funds for Neuroblastoma, an aggressive form of childhood cancer that is the most common in infants and whose cause is unknown. The event was hosted by WGN Radio sports reporter David Kaplan and Chicago Cubs player Alfonso Soriano, whose godson is battling Neuroblastoma, at John Barleycorn Restaurant & Bar near Wrigley Field. The event included exclusive meet and greets with baseball greats and a silent and live auction.



On-air support prior to the event (interviews, PSAs, promo spots): The station aired 90 promo spots in support of the event.

On-air support during/after event (remotes, live reports): none

Online support (streaming, web page presence, emails): The event was listed on the wgnradio.com events page five months prior to the event and was promoted in two station e-blasts.

Total staff hours contributed: A total of 20 staff hours were contributed during the event.

Event result: The event raised \$45,000 for the Children's Neuroblastoma Cancer Foundation.

Event Name/Date(s): The 31st Annual Ron Santo Walk to Cure Diabetes, October 4

Benefiting Group: Juvenile Diabetes Research Foundation (JDRF)

The station was: Support Sponsor

Description: WGN Radio supported and promoted the 31st Annual Ron Santo Walk to Cure Diabetes as the presenting radio sponsor. The walk had five sites throughout the Chicagoland area, and five different WGN Radio personalities served as emcees at each of the locations. WGN Radio also had booths at three walk locations that distributed Ron Santo wristbands and signed up walkers for the "Get Ron Bronzed Campaign" to get Ron Santo a statue erected outside of Wrigley Field.

On-air support prior to the event (interviews, PSAs, promo spots): On-air interviews with Ron Santo were conducted on the Noon Show with Bob Sirott and the Steve Cochran Show prior to the walk. Additionally, Ron Santo himself promoted the event during the WGN Radio Cubs baseball broadcasts. The station also ran 20 PSAs in support of the event.

On-air support during/after event (remotes, live reports): The WGN Radio emcees positioned at the five walk sites made live call-ins to the station.

Online support (streaming, web page presence, emails): The Ron Santo Walk to Cure Diabetes was listed on the wgnradio.com events page for three months prior to the event. Afterwards, photos of the walk were posted on the website.

Total staff hours contributed: 30 total staff hours were contributed the day of the event.

Event result: 35,000 participants walked among the five Chicagoland locations and raised over \$4 million for Juvenile Diabetes Research.

Event Name/Date(s): The People's Tree Lighting Ceremony, November 24

Benefiting Group: The people of Chicago

The station was: Primary Organizer

Description: "The People's Tree" was erected in the courtyard in front of WGN Radio on Michigan Avenue by midday host John Williams and a group of listeners in response to learning that the city of Chicago's Christmas tree in Daley Plaza would cost upwards of \$150,000 to display this year. Williams declared that he and his friends could do it for far less – for free, in fact. What followed was an outpouring of support from all sorts of listeners offering to help; a man in Morris, Illinois donated a Christmas tree from his farm, a truck driver delivered it

downtown, a hardware store donated lights, someone with a crane helped John hoist it up. What originally started as an angry rant about the cost of the tree turned in to a community effort. As “The People’s Tree”, Chicagoans were invited to drop-off ornaments to decorate the tree. On November 24th, a tree lighting ceremony was held with free pizza and hot cocoa for all attendees and donations were accepted for the WGN Radio Neediest Kids Fund.

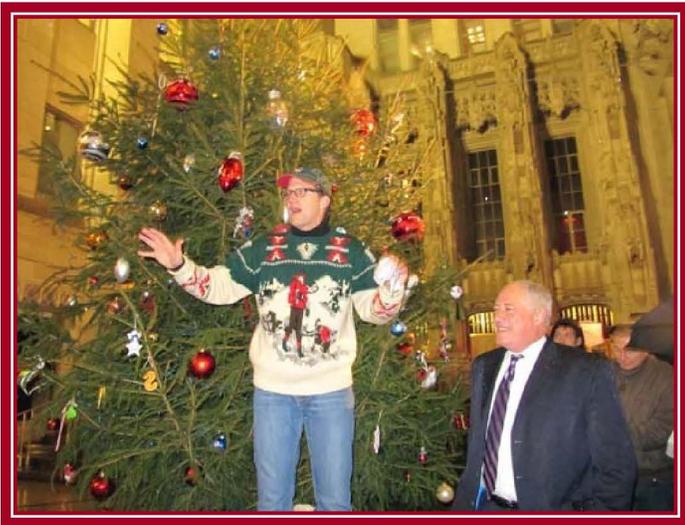
On-air support prior to the event (interviews, PSAs, promo spots): John Williams extensively promoted The People’s Tree and the lighting ceremony with over three hours of airtime.

On-air support during/after event (remotes, live reports): John Williams made live call-ins to the Greg Jarrett morning show during the tree’s set-up, as well as live call-ins to the Steve Cochran afternoon show the evening of the tree lighting ceremony.

Online support (streaming, web page presence, emails): The People’s Tree Lighting Ceremony was promoted on the events page of wgnradio.com for one week prior to the event.

Total staff hours contributed: Over 30 total staff hours were contributed in planning and execution for The People’s Tree.

Event result: John Williams was able to bring people together for a true community effort that resulted in over 200 ornament donations and a beautiful tree for everyone to enjoy at no cost to the people of Chicago.



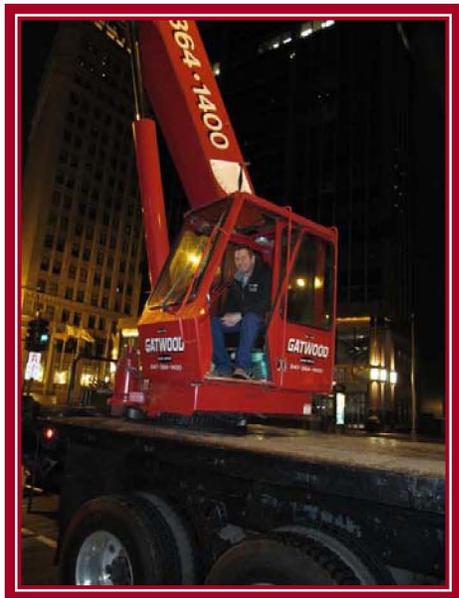
John Williams addresses the crowd at the lighting ceremony. Governor Pat Quinn even stopped by!



We were touched by the hundreds of ornaments that listeners donated for the tree, including the one above dedicated to one of our servicemen.



Rain couldn't keep listeners away from The People's Tree Lighting Ceremony



Left: John from Gatwood Crane was one of the many listeners that donated his time and resources to help put up The People's Tree!

WGN-TV JOURNALISM AWARDS

<u>Date</u>	<u>Organization</u>	<u>Award</u>	<u>Category</u>	<u>Entrant</u>
2009	National Association of Television Arts and Sciences	Emmy Award	Specialty Report/Culture	“The ‘B’ Word” -- Antwan Lewis and Pam Grimes
2009	National Association of Television Arts and Sciences	Emmy Award	Specialty Report/Traffic	“Chicago Olympic Traffic” -- Antwan Lewis
2009	National Association of Television Arts and Sciences	Emmy Award	On Camera Excellence/News	Larry Potash/WGN-TV News Anchor
2009	National Association of Television Arts and Sciences	Emmy Award	On Camera Excellence/Programming	Marcus Leshock/Reporter
2009	National Association of Television Arts and Sciences	Emmy Award	News Feature/Soft News	“American Idol Recaps” -- Marcus Leshock
2009	National Association of Television Arts and Sciences	Emmy Award	Off Camera/Directing	Mike Lasky/Director
2009	Illinois Broadcasters Association	Best Use of Interactive Media	Silver Dome Winner	WGN News Team
2009	Illinois Broadcasters Association	Best TV Anchor	Silver Dome Winner	Larry Potash
2009	Illinois Broadcasters Association	Best Locally Produced Public Affairs Program	2nd Place	"Stories of Hope: Facing Breast Cancer" -- Dean Richards, Dina Bair
2009	Illinois Broadcasters Association	Best TV Newscast	2nd Place	"Financial Bailout" -- WGN Midday News
2009	Illinois Broadcasters Association	Best Locally Produced Non-Public Affairs Program	3rd Place	"WGN at 60 Chicago's Very Own" -- Steven Novak

<u>Date</u>	<u>Organization</u>	<u>Award</u>	<u>Category</u>	<u>Entrant</u>
2009	Illinois Broadcasters Association	Best Locally Produced Public Affairs Program	3rd Place	"Circle of Care: Living with Diabetes" --Dina Bair, Valerie Warner
2009	Illinois Broadcasters Association	Best Live Coverage	3rd Place	"2008 Thanksgiving Day Parade" -- Bob Vorwal, Joe Dix
2009	National Association of Black Journalists	General Assignment News	Winner	"The 'N' Word" -- Antwan Lewis
2008	National Academy of Television Arts and Sciences	Hard News Feature	Regional Emmy Award	"The 'N' Word" -- Antwan Lewis
2008	National Academy of Television Arts and Sciences	Specialty Report/Science	Regional Emmy Award	"The Greening of Chicago" -- Ana Belaval, Terry Barthel
2008	National Academy of Television Arts and Sciences	Specialty Report/Arts, Culture	Regional Emmy Award	"The Façade Project" -- Steve Sanders
2008	National Academy of Television Arts and Sciences	Sports Program	Regional Emmy Award	"Cubs Forever" -- Bob Vorwald
2008	National Academy of Television Arts and Sciences	Individual Achievement/Photography	Regional Emmy Award	Mike D'Angelo
2008	National Academy of Television Arts and Sciences	Individual Achievement/News Editing	Regional Emmy Award	Vicky Thomas
2008	Chicago Headline Club	Best In-Depth News Story	Peter Lisagor Award -- Winner	"Looking for Justice" -- Jackie Bange, Nelson Howard, Rick Strasser
2008	Chicago Headline Club	Best Sports Story	Peter Lisagor Award -- Winner	"Little Sluggers" -- Pam Grimes

<u>Date</u>	<u>Organization</u>	<u>Award</u>	<u>Category</u>	<u>Entrant</u>
2008	National Association of Black Journalists	Public Affairs Segment	Winner	"People to People: Black Women on Don Imus" -- Allison Payne, Gloria Brown
2008	National Association of Black Journalists	Public Affairs Program	Finalist	"People to People: Ghana Independence Celebration" -- Allison Payne, Gloria Brown, Vicky Baftiri
2008	National Association of Black Journalists	Public Affairs Interview/Discussion	Finalist	"People to People: Johnathon Butler & Dorothy Brown" -- Allison Payne, Gloria Brown
2008	Illinois Broadcasters Association	Best Public Affairs Program	Silver Dome Winner	"Adelante" -- Lourdes Duarte
2008	Illinois Broadcasters Association	Best Editorial	Silver Dome Winner	"Voicemail: Grammar Rant" --WGN Morning News Team
2008	Illinois Broadcasters Association	Best Live Coverage	Silver Dome Winner	WGN News Team
2008	Illinois Broadcasters Association	Best Weathercast	Silver Dome Winner	WGN News Team
2008	Illinois Broadcasters Association	Best Use of Interactive Media	Silver Dome Winner	"You Tube: I own the station" --Pat Tomasulo
2008	Illinois Broadcasters Association	Best Late Evening Newscast	Silver Dome Winner	WGN News Team
2007	National Academy of Television Arts and Sciences	Specialty Reporting/Politics and Government	Regional Emmy Award	"Jackson & Jackson" -- Allison Payne, Pam Grimes

<u>Date</u>	<u>Organization</u>	<u>Award</u>	<u>Category</u>	<u>Entrant</u>
2007	National Academy of Television Arts and Sciences	Specialty Reporting/Transportation	Regional Emmy Award	"One Tank Trip" -- Ana Belaval, Terry Barthel
2007	National Academy of Television Arts and Sciences	Individual Achievement/On Camera	Regional Emmy Award	Allison Payne
2007	National Academy of Television Arts and Sciences	Individual Achievement/Directing	Regional Emmy Award	Sarah Fisher
2007	National Academy of Television Arts and Sciences	Individual Achievement/Photography	Regional Emmy Award	Steve Scheuer
2007	Chicago Headline Club	Deadline Reporting	Peter Lisagor Award -- Winner	"First Day of School" -- Pam Grimes, Steve Scheuer
2007	Chicago Headline Club	Soft News Feature	Peter Lisagor Award -- Finalist	"Façade Project" -- Steve Sanders
2007	National Association of Black Journalists	Long Form Feature	First Place	"Missing Women of Color" -- Allison Payne, Brittany Abbate, Ted Parra
2007	National Association of Black Journalists	Long Form Feature	Finalist	"Blue Eyes, Black Soul" -- Allison Payne, Pam Grimes, Mike D'Angelo
2007	Illinois Associated Press	Best Newscast	Winner	"WGN News at Nine"
2007	Illinois Associated Press	Best Light Feature	Winner	"Dog Tags Returned" -- Steve Sanders, Pam Grimes, Mike D'Angelo
2007	Illinois Associated Press	Best Light Feature	2nd Place	"The Toymaker" -- Katharin Czink, Ted Parra

<u>Date</u>	<u>Organization</u>	<u>Award</u>	<u>Category</u>	<u>Entrant</u>
2007	Illinois Associated Press	Best Hard News Feature	2nd Place	"Missing Women of Color" -- Allison Payne, Brittany Abbate, Ted Parra
2007	Illinois Associated Press	Best Videography	Winner	"Clean the Bean" -- Steve Scheuer
2007	Illinois Associated Press	Best videography	2nd Place	"Dog Tags Returned" -- Mike D'Angelo
2006	National Academy of Television Arts and Sciences	Specialty Report/Medical	Regional Emmy Award	"Cord Blood, Life Saving Serum" -- Dina Bair & Katharin Czink
2006	National Academy of Television Arts and Sciences	Specialty Report/Religion	Regional Emmy Award	"Blue Eyes, Black Soul" -- Allison Payne, Pam Grimes, Mike D'Angelo
2006	National Academy of Television Arts and Sciences	Public Affairs Program	Regional Emmy Award	"People to People" -- Gloria Brown, Allison Payne, Steve Sanders
2006	National Academy of Television Arts and Sciences	Individual Achievement/On Camera	Regional Emmy Award	Larry Potash
2006	National Academy of Television Arts and Sciences	Individual Achievement/Directing	Regional Emmy Award	"WGN News at Noon" -- Mike Lasky
2006	National Academy of Television Arts and Sciences	Individual Achievement/News Videography	Regional Emmy Award	Mike D'Angelo
2006	Chicago Headline Club	Soft News Feature	Peter Lisagor Award	"Last Typewriter Repairman" --Pam Grimes, Steve Sanders, Mike D'Angelo

<u>Date</u>	<u>Organization</u>	<u>Award</u>	<u>Category</u>	<u>Entrant</u>
2006	Illinois Associated Press	Hard News Feature	First Place	"Into the Darkness" --
2006	Illinois Associated Press	Videography	First Place	"Boys of Summer" -- Mike D'Angelo
2006	Illinois Associated Press	Videography	Second Place	"Chalk Talk" -- Mike D'Angelo
2006	Illinois Associated Press	Documentary	Second Place	"Tsunamis on American Shores" -- Tom Skilling

WGN(AM) AWARDS, 2007-2010

<u>Date</u>	<u>Organization</u>	<u>Award</u>	<u>Category/Honor</u>	<u>Entrant</u>
2010	National Sportscasters and Sportswriters Association	Sportscaster of the Year	Recipient	Pat Hughes
2009	National Association of Broadcasters	Marconi Award	Station of the Year - Finalist	WGN(AM)
2009	National Association of Broadcasters	Crystal Award	Outstanding Commitment to Community Service - Finalist	WGN(AM)
2009	Illinois Broadcasters Association	Station of the Year	Silver Dome Winner	WGN(AM)
2009	Illinois Broadcasters Association	Best Local Radio Newscast	Silver Dome Winner	Steve Alexander
2009	Illinois Broadcasters Association	Best Local Public Affairs Program	Silver Dome Winner	Dean Richards' "Breast Cancer 2008"
2009	Illinois Broadcasters Association	Best Sports Play-By-Play	Silver Dome Winner	Pat Hughes and Ron Santo, Cubs Baseball
2009	Illinois Broadcasters Association	Best Use of New Media	Silver Dome Winner	Rivalry Rumble Video
2009	Illinois Broadcasters Association	Best Live Coverage of an Event	2nd Place	WGN Radio News, Northern Illinois Shootings
2009	Illinois Broadcasters Association	Best Locally Produced PSA for Local Charity/Cause	2nd Place	Neighbors in Need Flood Relief PSA

<u>Date</u>	<u>Organization</u>	<u>Award</u>	<u>Category/Honor</u>	<u>Entrant</u>
2009	Illinois Broadcasters Association	Best Sportscaster	2nd Place	Dave Eanet
2009	Illinois Broadcasters Association	Best Radio Personality	2nd Place	Steve Cochran
2009	Illinois Broadcasters Association	Best Local Broadcast Team	2nd Place	Kathy & Judy
2009	Illinois Broadcasters Association	Best Play-by-Play	2nd Place	Dave Eanet, Northwestern Basketball
2009	Illinois Broadcasters Association	Best Locally Produced Show	3rd Place	Cubs Confidential
2009	Illinois Broadcasters Association	Best Station Self-Promotional & On-Air Spot	3rd Place	“Why Can’t We Be Friends” Cubs/Sox promo
2009	Illinois Broadcasters Association	Best Local Broadcast Team	3rd Place	Steve King and Johnnie Putman
2009	Illinois Broadcasters Association	Best Play-by-Play	3rd Place	Dave Eanet, Northwestern Football
2009	Illinois Broadcasters Association	Best Community Service Activity	3rd Place	720 Day
2009	Illinois Broadcasters Association	Best Use of New Media	3rd Place	Go Cubs Go Music Video

<u>Date</u>	<u>Organization</u>	<u>Award</u>	<u>Category/Honor</u>	<u>Entrant</u>
2009	Radio & Records	News/Talk/Sports General Manager of the Year	Winner	Tom Langmyer
2009	Talkers Magazine	Heavy Hundred, the 100 most important radio talk show hosts in America	Honoree	Kathy & Judy
2009	Talkers Magazine	Talkers Top 250	Honorees	John Williams, Steve Cochran, and Milt Rosenberg
2009	Illinois Associated Press	Best Series	Winner	"Changing the Odds", Steve Bertrand
2009	Illinois Associated Press	Best Reporter	2nd Place	Jim Gudas
2009	Illinois Associated Press	Best Newscast	2nd Place	Andrea Darlas
2009	Illinois Associated Press	Best Spot News	2nd Place	"Terror on Campus", WGN Radio News
2009	Illinois Associated Press	Outstanding News Operation	2nd Place	WGN Radio News
2009	Chicago Headline Club	Best Series	Peter Lisagor Award - Finalist	"Changing the Odds", Steve Bertrand
2009	Radio and Television News Directors Association	Edward R. Murrow Award	Winner	"Terror on Campus", WGN Radio News
2009	Chicago Bar Association	Herman Kogan Award	Meritorious Achievement	"You are the Jury" segment, <i>Legally Speaking</i> , Greg Adamski and Karen Conti

<u>Date</u>	<u>Organization</u>	<u>Award</u>	<u>Category/Honor</u>	<u>Entrant</u>
2008	National Association of Broadcasters	Crystal Award	Outstanding Commitment to Community Service - Finalist	WGN(AM)
2008	Illinois Broadcasters Association	Station of the Year	Silver Dome Winner	WGN(AM)
2008	Illinois Broadcasters Association	Best Local Radio Newscast	Silver Dome Winner	Andrea Darlas
2008	Illinois Broadcasters Association	Best Local Radio Sportscast	Silver Dome Winner	Dave Eanet
2008	Illinois Broadcasters Association	Best Use of Interactive Media	Silver Dome Winner	John Williams' Bracket Battles
2008	Illinois Broadcasters Association	Best Website Promotion	Silver Dome Winner	WGN Radio e-newsletters
2008	Illinois Broadcasters Association	Best Self-Promotional Use of Other Media	Silver Dome Winner	Hometown Voices Tour Print Ad Campaign
2008	Illinois Broadcasters Association	Podcasting	Silver Dome Winner	Nick Digilio Show Podcast
2008	Illinois Broadcasters Association	Best Live Coverage of an Event	Silver Dome Finalist	"Storms of August", WGN Radio News
2008	Illinois Broadcasters Association	Best Play By Play	Silver Dome Finalist	Pat Hughes and Ron Santo, Cubs Baseball

<u>Date</u>	<u>Organization</u>	<u>Award</u>	<u>Category/Honor</u>	<u>Entrant</u>
2008	Illinois Broadcasters Association	Best Play By Play	Silver Dome Finalist	Dave Eanet, Northwestern Football
2008	Illinois Broadcasters Association	Best Local Public Affairs Program	Silver Dome Finalist	“Surviving Breast Cancer, Surviving Health Care”, Dean Richards
2008	Illinois Broadcasters Association	Best Local Public Affairs Program	Silver Dome Finalist	Extension 720 with Milt Rosenberg
2008	Illinois Broadcasters Association	Best Local Broadcast Team	Silver Dome Finalist	Kathy & Judy
2008	Illinois Broadcasters Association	Best Local Broadcast Team	Silver Dome Finalist	Steve King and Johnnie Putman
2008	Illinois Broadcasters Association	Best Community Service Activity	Silver Dome Finalist	720 Day
2008	Illinois Broadcasters Association	Podcasting	Silver Dome Finalist	The Kathy & Judy Show Podcast
2008	Illinois Broadcasters Association	Best Website	Silver Dome Finalist	www.wgnradio.com
2008	National Endowment for the Humanities	National Humanities Medal	Recipient	Milt Rosenberg
2008	Radio and Television News Directors Association	Edward R. Murrow Award	Overall Excellence - Winner	WGN Radio News

<u>Date</u>	<u>Organization</u>	<u>Award</u>	<u>Category/Honor</u>	<u>Entrant</u>
2008	Radio and Television News Directors Association	Edward R. Murrow Award	Best Series - Winner	"Why Not Me?", Judy Pielach
2008	Radio and Television News Directors Association	Edward R. Murrow Award	Best Spot News Coverage - Winner	WGN Radio News, "Storms of August"
2008	American Academy of Allergy, Asthma and Immunology	Broadcast Excellence	Winner	"Food for Thought," Andrea Darlas
2008	Illinois Theatre Association	Award of Honor	Recipient	Dean Richards
2008	National Sportscasters and Sportswriters Association	Sportscaster of the Year	Recipient	Pat Hughes
2008	American Women in Radio & Television	Gracie Allen Award	Recipient	Kathy & Judy
2007	National Association of Broadcasters	Marconi Award	Major Market Station of the Year	WGN(AM)
2007	Illinois Broadcasters Association	Best Local Public Affairs Program	Silver Dome Winner	"Breast Cancer 2006: The Heroes", Dean Richards
2007	Illinois Broadcasters Association	Best Live Coverage of an Event	Silver Dome Finalist	Coverage of the 500 W. Madison Shootings, WGN Radio News
2007	Illinois Broadcasters Association	Best Live Coverage of an Event	Silver Dome Finalist	Coverage of the Pilgrim Baptist Fire, WGN Radio News
2007	Illinois Broadcasters Association	Best Live Coverage of an Event	Silver Dome Finalist	Coverage of the George Ryan verdict

<u>Date</u>	<u>Organization</u>	<u>Award</u>	<u>Category/Honor</u>	<u>Entrant</u>
2007	Illinois Broadcasters Association	Best Local Morning Show	Silver Dome Finalist	The Spike O'Dell Show
2007	Illinois Broadcasters Association	Best Local Public Affairs Program	Silver Dome Finalist	Extension 720 with Milt Rosenberg
2007	Illinois Broadcasters Association	Best Local Broadcast Team	Silver Dome Finalist	Kathy & Judy
2007	Illinois Broadcasters Association	Best Local Broadcast Team	Silver Dome Finalist	Steve King and Johnnie Putman
2007	Illinois Broadcasters Association	Best Local Broadcast Team	Silver Dome Finalist	Sports Central – David Kaplan and Tom Waddle
2007	Illinois Broadcasters Association	Best Self-Promotion Use of Other Media	Silver Dome Finalist	The WGN Radio Storm Central TV & Print Ad Promotional Campaign
2007	Illinois Broadcasters Association	Neediest Kids Fund Holiday Campaign	Silver Dome Finalist	Best Community Service Activity
2007	Illinois Broadcasters Association	Best Play-By-Play of a Sporting Event	Silver Dome Finalist	Pat Hughes & Ron Santo, Cubs Baseball
2007	Illinois Broadcasters Association	Best Play-By-Play of a Sporting Event	Silver Dome Finalist	Dave Eanet, Northwestern Football
2007	Illinois Broadcasters Association	Best Local Radio Newscast	Silver Dome Finalist	Andrea Darlas
2007	Illinois Associated Press	Best Reporter	Winner	Judy Pielach

<u>Date</u>	<u>Organization</u>	<u>Award</u>	<u>Category/Honor</u>	<u>Entrant</u>
2007	Illinois Associated Press	Best Investigative Series	Winner	““Smack in the Suburbs”, Judy Pielach
2007	Illinois Associated Press	Best Series/Documentary.	Winner	“Huddled Masses”, Steve Bertrand
2007	Illinois Associated Press	Best Newscast	2nd Place	Andrea Darlas
2007	Illinois Associated Press	Best Newscast	2nd Place	Jim Anthony
2007	Illinois Associated Press	Best Hard News Feature	2nd Place	“Farewell to Fields”, Rob Hart
2007	Radio and Television News Directors Association	Edward R. Murrow Award	Winner	“Smack in the Suburbs”, Judy Pielach
2007	National Sportscasters and Sportswriters Association	Sportscaster of the Year	Recipient	Pat Hughes

Chicago DMA TV Stations and Audience Ratings and Share (ranked by February 2010 Share)*

Station	Owner	Affiliation	Share 1975	Rating/ Share May 2001		Rating/ Share May 2006		Rating/ Share May 2009		Rating/ Share July 2009		Rating/ Share Nov. 2009		Rating/ Share Feb. 2010	
WMAQ-TV, Channel 5	NBC Universal	NBC	26	4.8	11.0	2.8	6.9	2.6	6.2	2.0	4.8	2.9	6.5	5.6	12.0
WLS-TV, Channel 7	ABC/Walt Disney	ABC	22	6.7	15.4	5.4	13.4	5.1	12.5	4.0	9.6	5.7	12.8	5.1	11.0
WBBM-TV, Channel 2	CBS	CBS	24	3.5	8.0	3.0	7.3	2.3	5.6	2.0	4.7	3.8	8.6	3.4	7.2
WFLD, Channel 32	Fox Television Stations	Fox	5	3.7	8.5	2.6	6.5	1.8	4.4	1.5	3.7	2.6	5.9	2.1	4.5
WGN-TV, Channel 9	Tribune	CW	17	3.8	8.8	2.5	6.2	2.3	5.6	2.2	5.4	2.0	4.5	2.1	4.5
WCIU-TV, Channel 26	Weigel Broadcasting	Independent	<1	1.7	4.0	1.7	4.1	1.3	3.1	1.3	3.0	1.4	3.1	1.4	2.9
WGBO, Channel 66	Univision	Univision	NA**	1.6	3.8	1.3	3.3	1.4	3.5	1.2	2.9	1.2	2.7	1.3	2.8
WTTW, Channel 11	Window To The World	PBS	3	1.9	4.3	1.1	2.7	0.9	2.2	1.0	2.3	1.0	2.3	1.0	2.1
WPWR, Channel 50	Fox Television Stations	MyNetworkTV	<1	2.3	5.3	0.9	2.2	0.6	1.5	0.6	1.5	0.9	2.1	0.7	1.6
WSNS, Channel 44	NBC Universal	Telemundo	3	0.7	1.7	0.5	1.3	0.5	1.3	0.5	1.2	0.5	1.2	0.5	1.0
WWME, Channel 23	Weigel Broadcasting	Independent	NA**	0.1	0.1	0.3	0.8	0.5	1.2	0.5	1.2	0.4	0.8	0.4	0.9
WCPX, Channel 38	ION	ION	NA**	0.7	1.7	0.1	0.3	0.1	0.3	0.1	0.3	0.1	0.3	0.4	0.8
WYCC, Channel 20	City Colleges of Chicago	PBS	<1	0.3	0.6	0.2	0.5	0.1	0.3	0.1	0.3	0.1	0.3	0.1	0.2

* Ratings/Shares 2001, 2006, 2009 based on 9 a.m.-midnight.

** WGBO, WWME, and WCPX were not yet on the air in 1975.

Report on the Chicago, IL

Media Market

Media Diversity, Revenue Share, and Concentration Analysis

In Support of the Request for Cross-Ownership Waiver

for Stations WGN-TV and WGN(AM)

Mark R. Fratrik, Ph. D.

Vice President

BIA Advisory Services

February 26, 2010



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Introduction

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

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

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

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

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

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

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

Moreover, after examining the Tribune Properties' share of revenues, one can only conclude that there is strong and vigorous competition in the Chicago market. The Tribune Properties' revenue share in this market, even when considered in comparison to just the

traditional media, has been decreasing in recent years. In 2008, the combined revenue share was 28.6% as compared to 30.0% in 2000. This decrease in share indicates that Tribune does not have market power. Likewise, the overall level of concentration in this market has also decreased over the past nine years, with other traditional media competing effectively against the Tribune Properties. Once available advertising options beyond the traditional media are included, the resulting share held by the Tribune Properties is even less significant. In fact, in the wider advertising market, the Tribune Properties' share in 2008 was only 13.1%. Further, the vast number of different media outlets serving this area as listed in the appendices provides an incredible and growing amount of diversity of information and entertainment. Competition and the provision of diverse programming can only be expected to increase in this market over time, without material impact from the combined ownership of the Tribune Properties.

Analysis of Traditional Media Shares

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

Methodology

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

The use of the DMA as the relevant geographic market for these analyses is appropriate for several reasons. First, many advertising agencies base their spending plans on the local media within the entire DMA, choosing among the various media within those DMAs. Second, many FCC regulations utilize the DMA as the area in which to measure compliance. For example, the local television ownership rule is applied on a DMA basis, and the FCC utilized

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

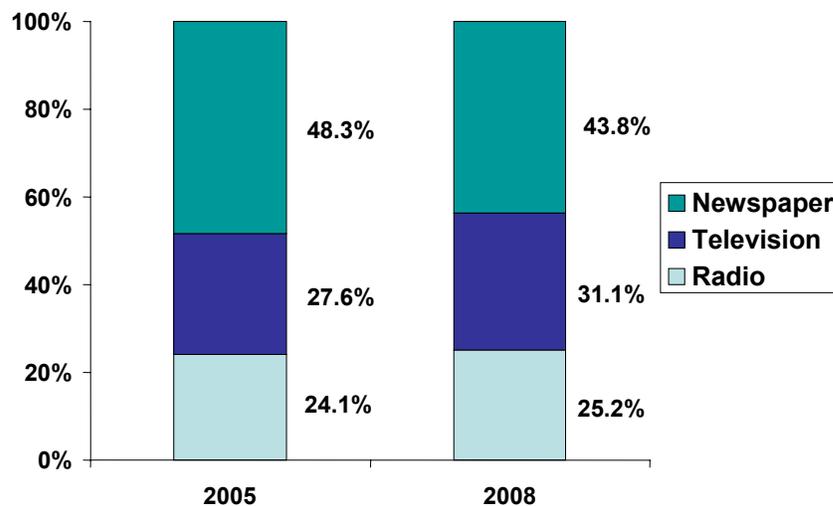
⁴ The revenue estimates used here are also included in the various annual BIA publications: *Investing in Television*, *Investing in Radio*, and *Investing in Newspapers*. The database that includes these revenue estimates is constantly updated from a variety of sources of information. The revenue share and HHI analyses contained herein extend only through December 31, 2008, because 2008 is the most recent year for which comprehensive revenue

DMAs as the relevant geographic market in its earlier efforts to modify the newspaper/broadcast cross-ownership rule. In addition, must carry regulations apply to the entire DMA.

Relative Market Shares for Traditional Media

With these totals, we first evaluate the various market shares of the three traditional media, both at the national level and within the top-10 television DMAs. Figure 1 shows the estimated average revenue shares across all 210 markets for both 2005 (data for which were used in our previous analysis) and 2008:⁵

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



It is interesting to note that the relative shares have changed noticeably since 2005. At that time, local newspapers garnered nearly half of the total revenues with 48.3%, followed by local television stations with 27.6%, and local radio stations with 24.1%. By 2008, however, newspapers' share had declined 4.5% to 43.8%, while television and radio shares showed

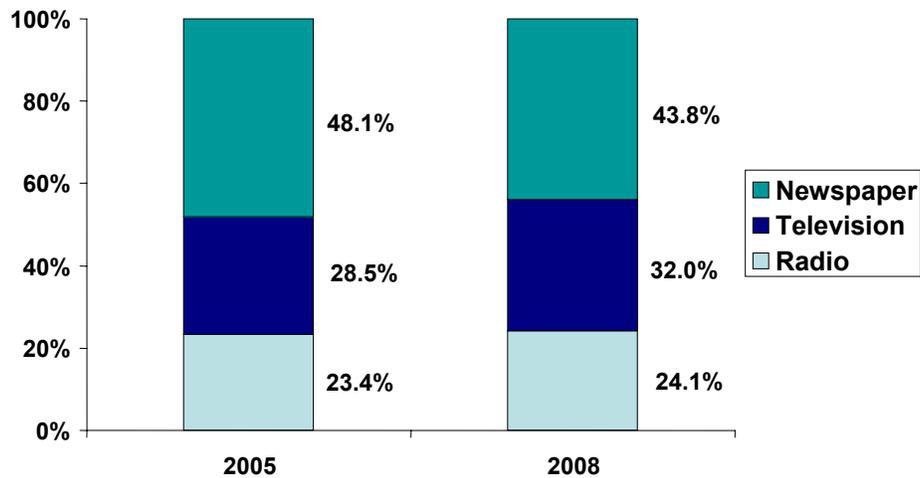
data were available as of the date of this report. Additional information regarding the methodology employed is included in Appendix A hereto.

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

increases. This shift in share is a clear indication of more vibrant competition within the narrow category of traditional media, as newspapers have experienced greater declines in revenue than have the television and radio sectors.

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

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

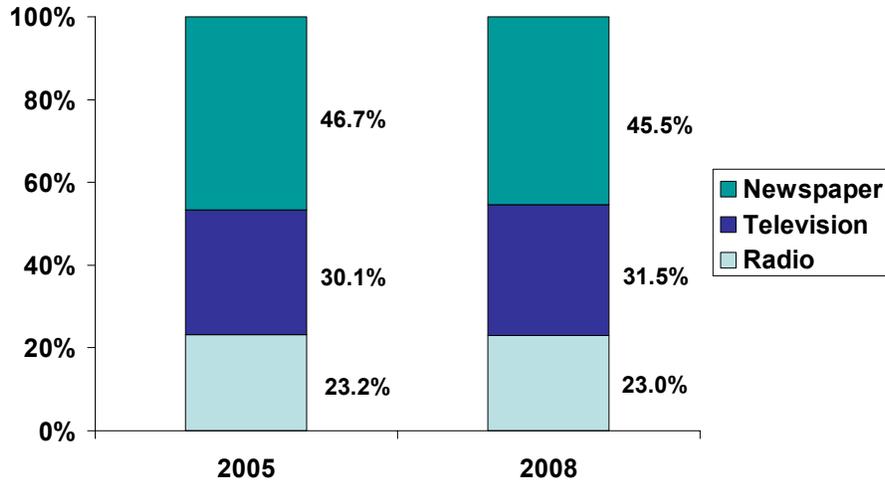


Much like the national averages of these traditional media, the averages for the top-10 markets have also shifted in just the past few years. The newspapers' share has decreased, while the television and radio stations' shares have increased, indicating increased competition in these markets.

In the Chicago media marketplace, by comparison, the newspaper share in 2008 was slightly higher than the top-10 average at 45.5% (with television stations claiming 31.5% and

radio stations claiming 23.0% of advertising dollars).⁶ Figure 3 shows the distribution of estimated traditional media revenue shares for the Chicago, IL market for both 2005 and 2008:

Figure 3 –Estimated Traditional Media Revenue Shares for the Chicago, IL Market



It is interesting to note the changes in these shares over time. Local newspapers' share in Chicago decreased from 46.7% in 2005 to 45.5% in 2008, while the share of local television stations increased from 30.1% to 31.5% over that same time period. This movement to more balanced shares can be explained in part by the weakness in the local newspaper market relative to the radio and television stations. In Chicago, there are 13 full service commercial television stations with 10 separate and distinct owners. There are also 111 full power commercial radio stations in the Chicago DMA, with 44 separate and distinct owners. In the smaller Chicago

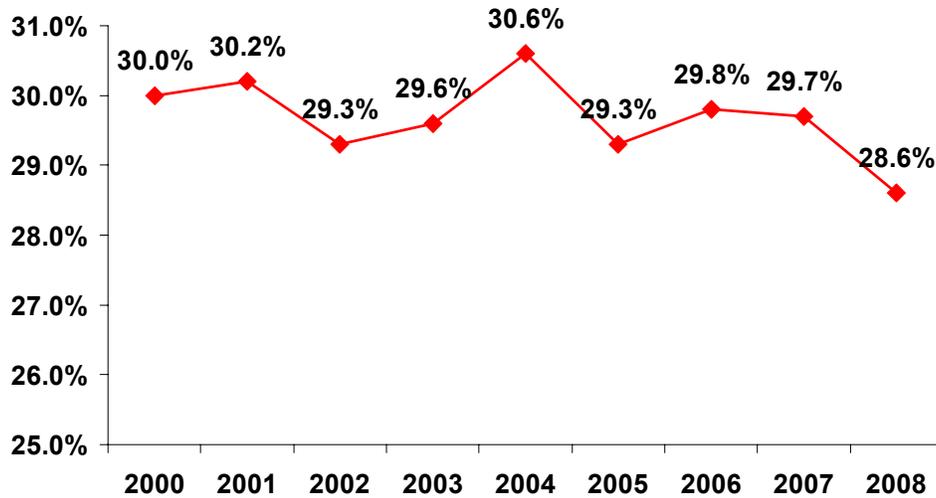
⁶ The newspaper share is slightly higher in this market due, in part, to the strength of the number two paper (in terms of revenues) in this market – the *Chicago Sun Times*. Its revenues are nearly 38% of those of the largest newspaper, a figure that is higher than the percentage attributable to the number two paper in five of the top-10 markets (Los Angeles – *The Orange County Register*; Philadelphia – *The Philadelphia Daily News*; Boston – *The Boston Herald*; Atlanta – *The Gwinnett Daily Post*; and Houston – *The Galveston County Daily News*).

Arbitron Metro market as utilized in the FCC's geographic market rules adopted in June 2003, there are 85 full power commercial radio stations with 33 separate and distinct owners.

Recent History of Tribune-Owned Properties in Chicago

As we saw above, the distribution of revenues across the traditional media in the Chicago DMA shows a competitive market. Within that traditional media market, Tribune's share of revenue does not indicate dominance or market power, even given the existing WGN-TV, WGN(AM), and *Chicago Tribune* combination. The conclusion that the combination does not materially affect competition in the market is confirmed by the fact that the combined Tribune share has decreased over the past several years. During the past nine years, the Chicago media marketplace has become more competitive as a result of the competition among increasingly diverse traditional media, the continuing growth of non-broadcast program outlets (such as multi-channel video and audio program distributors), and the introduction of new media sources such as the Internet. Faced with this increased competition, Tribune has seen a decline in its market share since 2000. Figure 4 shows the estimated local market share of the Tribune properties for the last nine years. Whereas these properties once garnered over 30.0% of all of the revenues generated by the traditional media, that level has fallen 1.4 percentage points to 28.6% as a result of increased competition:

Figure 4 - Estimated Historical Share of Revenue for Tribune Properties in Chicago



The decline in the Tribune Properties' market share has occurred because the Chicago advertising market reflects, on average, extremely competitive results due to the presence of a large number of traditional media as well as numerous new media outlets that are becoming more competitive and gaining advertising revenue share. As the market concentration analysis below indicates, other traditional media have competed effectively against these properties, and that competition can only be expected to increase, as a result of both the number of strong and well-funded traditional media sources and competition from cable and broadband video systems, direct broadcast satellite systems, the Internet, and new media.⁷

⁷ In the present marketplace, owners of media properties spend a considerable amount of time comparing their properties with properties in the same media and other media in different services. As discussed below, these inter-media comparisons are not only made among traditional media, but also between traditional media and the new media opportunities that are constantly being developed as a result of the Internet and in other venues. Therefore, any analysis of traditional media market shares alone overstates the importance of those media's positions in today's marketplace, as will be shown later in this analysis.

Concentration Analysis Based On Advertising Markets

With the above estimates for television and radio stations as well as for daily and weekly newspapers, we examine next whether the traditional media markets are concentrated using the commonly used Herfindahl-Hirschman Index (“HHI”) that is employed by the Department of Justice and the Federal Trade Commission in their analyses of proposed transactions.⁸ The HHI is used by these antitrust agencies, as well as many economists analyzing the competitiveness of different markets, because it accurately reflects the distribution of the revenue shares and the present level of competition. For example, if a particular market had ten firms each having 10% of the total revenues, the resulting HHI calculation would be only 1,000 (the DOJ and FTC level of an unconcentrated market), reflecting the presence of ten equal competitive firms. On the other hand, if a particular market had only two firms, each with 50% of the total revenues, the resulting HHI calculation would be 5,000 (significantly over the DOJ and FTC level of 1,800 for a highly concentrated market). The range between 1,000 and 1,800 is defined by these agencies as “moderately concentrated.” Even in the moderately and highly concentrated areas, these antitrust agencies permit further consolidation, weighing the potential benefits of each merger against any possible anticompetitive impacts.

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

⁸ The HHI is the total sum of the squared market revenue shares expressed as whole numbers for all market participants. In this case, that includes the revenue shares for all of the television and radio stations and newspapers in each of the 210 geographic markets. Larger numbers indicate greater concentration, and lower numbers tend to show less concentration and more competition in a market.

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

We begin by examining the HHIs for the average national market, and values across the top-10 markets, to compare to the Chicago market. We will also analyze the HHI for the Chicago market over the past nine years.

Calculation of HHIs

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

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

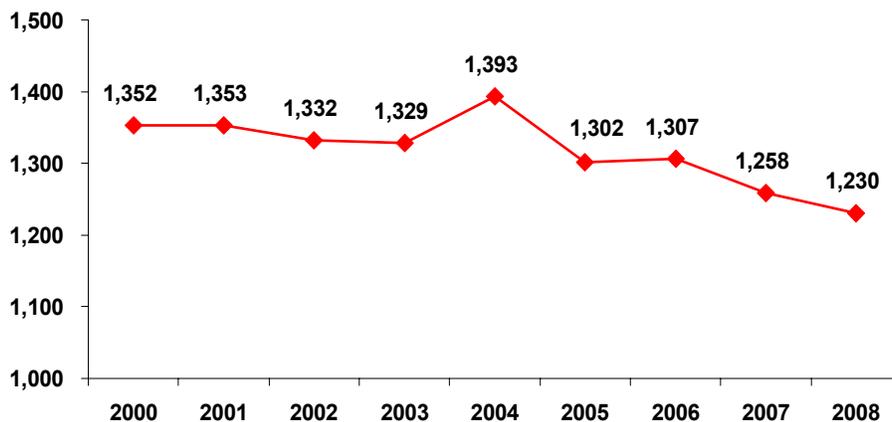
The HHI for Chicago is 1,230, nearly 130 points lower than the national average of 1,359. Clearly, many different media owners with significant shares exist in this market providing substantial competitive influence. For example, all of the big-four major broadcast television networks own their local affiliates in this market (ABC, CBS, NBC and FOX).

Second, a number of major radio groups have multiple outlets in this market. The market therefore is characterized by the presence of a large number of strong competitors. Most importantly, because this waiver involves an existing combination as opposed to the creation of a new one, the transaction itself will have no direct impact on concentration levels. Moreover, the historical downward trend indicates that continued common ownership of WGN-TV, WGN(AM) and the *Chicago Tribune* would leave the HHI in Chicago well in the lower end of the moderately concentrated range.

Recent History of Concentration

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

Figure 5 - Historical HHI of Traditional Media for Chicago Market



The level of concentration in the Chicago market has decreased over this nine-year period.⁹ Notably, concentration has remained low during this timeframe, despite Tribune's common ownership of WGN-TV, WGN(AM), and the *Chicago Tribune*; the formation of several television duopolies around the early part of this decade; and some consolidation of radio holdings during this period. In fact, during this time, the measurement of concentration considering only the traditional media — newspapers, television and radio — has decreased noticeably to the point where the market is in the lower end of the moderately concentrated range.

⁹ The increase in the concentration level in 2004 was due in large part to a television station acquisition by an existing television operator in this market. NBC/GE acquired WSNS-TV around this time. Note that in the following year, the HHI continued its downward trend.

To summarize, the Chicago market is comparatively less concentrated than the national averages and has become less concentrated over time. Currently in Chicago, the calculation of the HHI as it relates to only the traditional media of newspapers, radio, and television indicates a market that falls into the low end of the category of “moderately concentrated.” Moreover, trends clearly indicate that Chicago will become even less concentrated, as the level of concentration has decreased in recent years. And as discussed below, adding alternative and new media to the analysis further dilutes this level of concentration.

The Wider Media Marketplace

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

Americans go online for a variety of reasons, including to be informed or entertained.¹⁰ Much of the content on the Internet is ad-supported and free to the user. The “advertising supported Internet” has become such a pervasive part of the advertising ecosystem that the Interactive Advertising Bureau commissioned a study to understand its size, scope and benefits.¹¹ Among other findings, the study concludes that with \$23.4 billion spent on Internet advertising in 2008, that medium is already bigger than radio, outdoor advertising, or Yellow Pages and

¹⁰ http://www.emarketer.com/Article.aspx?Ne=1050&N=1064&No=2&R=1007184&xsrc=article_head_siteSearchx.

¹¹ Hamilton Consultants, “Economic Value of the Advertising-Supported Internet Ecosystem,” published by the Interactive Advertising Bureau, New York, NY, June 10, 2009. For a copy of the study, see http://www.iab.net/insights_research/530422/economicvalue.

about the same as consumer magazines. ComScore, a leading provider of Internet usage data, has shown that in the U.S. (including home, work, and university locations) in June 2009 alone, 193 million individuals visited an Internet site at least once.¹² This included not only search sites (e.g., Google and Yahoo) but also media sites (e.g., Fox, Viacom, Turner, CBS, New York Times, Disney, NBC, ESPN, Gannett and Time Warner).

In addition to the wired Internet, there are the wireless Internet and other mobile media. New research from the Pew Internet & American Life Project shows that over half (56%) of Americans access the wireless Internet using a variety of devices including laptops, cell phones, MP3 players and game consoles.¹³ African Americans are the most active users of the mobile Internet, according to Pew, making this medium particularly important to this demographic group. In fact, Pew concludes that any “digital divide between African Americans and white Americans diminishes when mobile use is taken into account.”¹⁴

Mobile media choices are becoming richer and more prevalent. For example, the Open Mobile Video Coalition and others currently are demonstrating the benefits of the new digital broadcast mobile service in Washington, DC and other markets.¹⁵ Since the cutover to all digital television, spectrum was freed up allowing MediaFLO USA to expedite roll-out of its mobile video service, FLO TV, which is now available in more than 110 major markets (including Chicago)¹⁶ and reaches a population of over 200 million consumers.¹⁷ There are other mobile

¹² http://www.comscore.com/Press_Events/Press_Releases/2009/7/comScore_Media_Metrix_Ranks_Top_50_U.S._Web_Properties_for_June_2009.

¹³ Horrigan, John, “Wireless Internet Use,” Pew Internet, July 2009. See <http://pewinternet.org/Reports/2009/12-Wireless-Internet-Use.aspx>.

¹⁴ Horrigan, p. 4.

¹⁵ www.omvc.org.

¹⁶ See Todd Spangler, “TV Behind the Wheel, Will In-Car TV Shift Into the Fast Lane – Or Is It a Non-Starter?,” Multichannel News, Jan. 23, 2010, available at http://www.multichannel.com/article/445558-TV_Behind_the_Wheel.php?nid=2226&source=link&rid=5977151 (last visited Feb. 4, 2010); FLOTV, “Coverage Map,” <http://www.flotv.com/whats-on-flo-tv/map> (last visited Feb. 4, 2010) (type “Chicago, IL” into “Address” box and hit “SEARCH” button).

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

The trend in consumer technologies typically has been that consumers adopt new technologies first, then media companies start to follow them into these new media, followed in turn by advertisers. Increasingly, advertisers see the benefits of “integrated marketing mixes” in which media campaigns are conducted across traditional and new media platforms. Research from the Direct Marketing Association showed that 82% of companies surveyed coordinated use of multiple media in campaigns (*i.e.*, “integrated marketing”) including particularly email (75.8%), online video (61.1%) and search engines (62.9%).¹⁸

Recognizing these changes in the marketplace and utilizing the expertise of its subsidiary The Kelsey Group,¹⁹ BIA unveiled in February 2009 its first comprehensive local media forecast.²⁰ The BIA/Kelsey forecast defines local advertising as spending by small and medium-sized businesses, national advertisers and regional advertisers making local buys. That forecast draws from proprietary data; company, industry and county information in the public domain; and informational interviews with firms in these media about the competitive position and strength of these media, as well as where these media may be heading as they develop.²¹ Building off the national forecast research, BIA/Kelsey also offers “Media Ad Views,” market-specific custom reports that provide a comprehensive picture of the state of local media

¹⁷ http://www.flotv.com/sm/assets/pdfs/FLO_TV_Fact_Sheet.pdf.

¹⁸ Direct Marketing Association, “Integrated Marketing Media Mix: More Digital with Mainstay Traditional,” see <http://www.marketingcharts.com/television/integrated-marketing-media-mix-study-more-digital-with-mainstay-traditional-5287/>.

¹⁹ The Kelsey Group is a research firm that has over twenty years of experience in the Yellow Pages, and over ten years of experience in the Internet and online search areas.

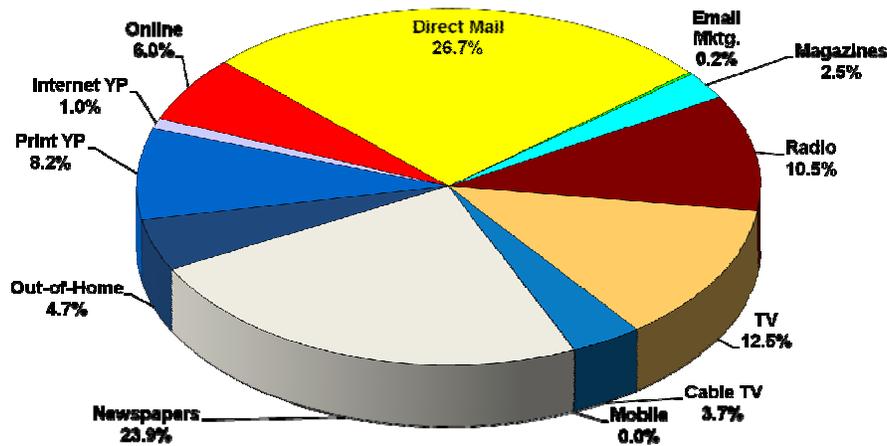
²⁰ <http://www.bia.com/pr090226-forecast.asp>.

advertising for the different advertising options that are now available. In this section, we will compare the national distribution of advertising revenue to the situation in the Chicago, IL media marketplace, and evaluate the Tribune Properties' share in this wider media marketplace.

The National View

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

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



As an advertising vehicle, Direct Mail garnered the largest share, with local newspapers second. In our 2009 projections for these local media, BIA/Kelsey Group anticipated that the shares going to traditional media (including Direct Mail and newspapers) would decrease

²¹ Additional information regarding the methodology employed is included in Appendix A hereto.

significantly over the next few years.²² In contrast, many of the interactive/digital media – mobile, online, Internet Yellow Pages, and email marketing – were expected to see substantial growth in the next few years. In fact, revenues from this interactive/digital advertising segment were projected to grow at an 18% compounded annual growth rate (“CAGR”) between 2008 and 2013.²³

BIA/Kelsey’s recently released data for 2009 confirm that the trend away from traditional media advertising has continued and is not likely to abate in the future.²⁴ While the overall U.S. local advertising market is projected to grow at a modest CAGR of only 2.2% from 2009 to 2014, spending on traditional media advertising is projected to decline from \$115 billion in 2009 to \$108.2 billion in 2014 (CAGR of -1.2%).²⁵ That continued decline contrasts strongly with the projected growth in spending on media in the interactive/digital segment (CAGR of 19.3%) in the same period and shows that traditional media are expected to continue to lose ground to new competitors over the long-term.²⁶

The Chicago, IL View

As shown earlier, the relative strength and number of local radio and television stations and newspapers in the Chicago, IL media market have led to a high level of competition among traditional media. Nevertheless, in the Chicago market, the traditional media garner a relatively smaller percentage of total local media advertising. Figure 7 below shows the distribution of estimated local advertising spending within the Chicago, IL media marketplace.

²² “[T]he traditional segment (encompassing newspapers, direct mail, television, radio, print Yellow Pages, out of home (non-digital), cable television and magazines) will decrease from \$141.3 billion in 2008 to \$112.4 billion in 2013 (CAGR of -4.5%).” <http://www.bia.com/pr090226-forecast.asp>.

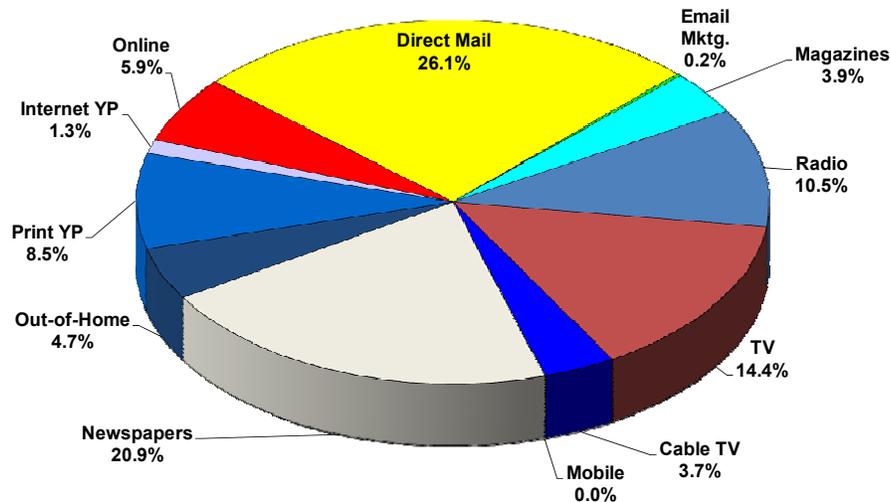
²³ *Id.*

²⁴ <http://www.bia.com/pr220210.asp>.

²⁵ *Id.*

²⁶ *See id.*

Figure 7 – Distribution of Estimated Local Advertising Spending by Media in Chicago, IL - 2008



Whereas, on average, newspapers nationally garnered nearly a quarter (23.9%) of all local media advertising revenues, in the Chicago market, newspapers only accounted for slightly over one-fifth (20.9%) of those revenues. Television and radio stations, in contrast, have larger shares of those revenues, though that larger share is distributed among the substantial number of television and radio outlets in the marketplace. Together, the Chicago, IL traditional media – newspapers, television, and radio stations – account for 45.8% of the total advertising revenues across the twelve media, slightly lower than the 46.9% of the average market nationwide. In contrast, all non-traditional media account in Chicago for 54.2%, as compared to 53.1% nationwide, while new media in particular (online, Internet Yellow Pages, mobile, and email marketing) account for 7.4% in the Chicago, IL market as compared to 7.2% for the average market nationwide.

Tribune Properties' Share of the Chicago, IL Media Marketplace

As shown earlier, the revenue share garnered by the Tribune Properties has been declining in recent years, falling to 28.6% of traditional media revenues. When the larger advertising market is examined, including all of the various media that actually compete with these Tribune Properties, that share is even less. For 2008, the Tribune Properties' estimated share of expanded media advertising market revenues in the Chicago DMA is 13.1%. Many different companies are included among the other media competing with these Tribune Properties, further supporting the conclusion that Tribune does not have any market power.²⁷

Today's Media Marketplace

The statistical analysis of traditional media discussed above demonstrates the existence of a very competitive situation in Chicago. The media marketplace there reflects the vibrant competition and diversity that have come from the introduction over time of more television stations and more radio stations, the advent of cable television, and other innumerable technological developments. We have assisted Tribune and its legal staff in compiling the various media tables and "voice" counts contained in its waiver request, and believe that these counts accurately reflect the very diverse and competitive market among traditional media outlets as further illustrated by the Tribune revenue share and market concentration analysis discussed above. These listings of media voices are included in appendices to this report.

To summarize those listings, there are 16 full power television stations (13 commercial and 3 non-commercial) owned by 13 companies (10 commercial and 3 non-commercial) in the

²⁷ It is not possible to calculate an HHI index for this wider advertising market, as we do not know the owners of all the various media outside of the non-traditional media that were analyzed earlier. Given that the traditional media examination of the HHI showed a moderately concentrated market and that the presence of these additional media outlets would decrease concentration levels, the wider market value would likely indicate an unconcentrated market, with correspondingly lower HHI values than the traditional media advertising market.

Chicago market.²⁸ There are 16 low power and Class A television stations owned by 11 companies. In the DMA, there are 166 full power radio stations (111 commercial and 55 non-commercial) owned by 90 companies (44 commercial and 46 non-commercial).²⁹ There are 6 low power radio stations owned by 6 different entities. In the smaller Chicago, IL Arbitron Metro market as utilized in the FCC's geographic market rules adopted in June 2003, there are 134 full power radio stations (85 commercial and 49 non-commercial) owned by 76 companies (33 commercial and 43 non-commercial). With respect to newspapers, there are 24 daily newspapers owned by 12 companies along with 172 weekly newspapers owned by 50 companies. At least 65 specialty and 14 collegiate publications, as well as 49 local magazines also provide additional diversity of information and entertainment to people living in the DMA. Finally, there are a host of other outlets, including the new media analyzed above, that are available in the Chicago, IL DMA.

Conclusion

This update and expansion upon the 2007 study of traditional media revenues clearly shows that competition continues to increase in the Chicago market. In fact, the measure of concentration falls within the lower range of the moderately concentrated category using the revenues of the three traditional media outlets alone. Moreover, when the numerous other local outlets providing news and informational content are considered, the number of competing outlets is overwhelming.

When the advertising revenue analysis is expanded to include more of the media outlets now actually available to advertisers, the level of concentration is clearly even lower. Many new

²⁸ There are 27 multicast programming streams in addition to the primary programming being provided by these local television stations.

²⁹ There are an additional 23 multicast HD signals being broadcast by the market's radio stations.

media are now providing opportunities for local and national advertisers, increasing the competitive pressure on the traditional media outlets, both nationally and in the Chicago, IL market. Many of these new outlets are also expanding the choices of information and entertainment available to consumers in this market.

The Tribune Properties' share of advertising revenues continues to decrease in the Chicago market. For just the traditional media marketplace, that share has decreased by 1.4 percentage points over the last nine years. In the wider advertising marketplace, the Tribune Properties' share is only 13.1%.

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

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



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

February 26, 2010

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

1. Newspapers

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

2. Local Commercial Radio Stations

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

3. Local Commercial Television Stations

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

4. Yellow Pages

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

5. Direct Mail

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

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

6. Out-Of-Home

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

7. Local Cable Systems

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

8. Online/Interactive

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

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

9. Internet Yellow Pages

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

10. Local Magazines

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

11. Mobile

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

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

12. Email Marketing (ERPM)

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

Curriculum Vitae
Mark R. Fratrick

Vice President
BIA Financial Network
15120 Enterprise Court, Suite 100
Chantilly, VA 20151
703-818-2425
Mfratrick@bia.com

Education

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

Professional experience

2001 – Present

BIA Financial Network

Vice President

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

Fall 2002 – Present

The Johns Hopkins University

Adjunct Professor, *The Political Economy of Mass Communications*

1985 – 2000

National Association of Broadcasters

Vice President/Economist 1991 – 2000

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

Director of Financial and Economic Research 1985 -- 1991

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

Curriculum Vitae - Mark R. Fratrick

1980 – 1985

Federal Trade Commission
Bureau of Economics
Staff Economist

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

Professional activities

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

Articles

“Loosen Up, Already,” *Broadcasting & Cable*, April 18, 2005, p. 37.

“The Party’s Not Over, The Band is Just Taking a Break: How Radio Will Fare,” *The Financial Manager*, April-May 2001, pp. 29- 31.

“Broadcasting Industry Responses to New Technologies (with Rick Ducey), *Journal of Media Economics*, Fall 1989, Vol. 2, No. 2, pp. 67-86.

“Dual Distribution as a Vertical Control Device,” (with Malcolm B. Coate), *Journal of Behavioral Economics*, Spring 1989, Vol. 18, No. 1, pp. 1-19.

“The Myth of the Roaring 70s and the Quiet 80s,” NAB Info-Pak, November 1988.

Book Review of *Video Media Competition*, *ILto Journal*, Fall 1986.

“The Television Audience-Revenue Relationship Revisited,” Presented at the Broadcast Education Association Conference, April 28, 1986.

“How Important is Local Advertising to Today’s Television Station,” *Broadcast Financial Journal*, April 1986, pp. 12 –15.

“Predatory Pricing Theory Applied: The Case of Supermarkets vs. Warehouse Stores,” (with Richard Craswell), *Case Western Reserve Law Review*, Vol. 26, No. 1, 1985-86.

“Unanswered Questions About Franchising: Comments,” (with Ron Lafferty), *Southern Economic Journal*, 1984, pp. 928-932.

Books and Reports

State of The Radio Industry:

Radio Transactions 2000, 2001, 2003 BIA Financial Network.

Radio Industry Revenues – 2000 & Beyond, 2001 BIA Financial Network

Curriculum Vitae - Mark R. Fratrick

Ownership and Consolidation 2001, 2001 BIA Financial Network

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

Radio Transactions 2001: Where Did All the Deals Go?, 2002, BIA Financial Network

Radio Industry Revenue: Radio Revenues: Is the Bloom Back?, 2002, BIA Financial Network

State of The Television Industry:

Television Transactions 2000, 2001, BIA Financial Network.

Television Industry Revenues – 2000 & Beyond, 2001 BIA Financial Network.

Ownership Report: What is Owned by Whom and Where, *2001 BIA Financial Network.*

Once the National Caps Go, Who Will the Networks Acquire, *2002 BIA Financial Network*

Television Transactions 2001: The Lull Before the Storm?, 2002 BIA Financial Network

Television Revenues 2003: Is There Hope?, 2002 BIA Financial Network

FM Subcarrier Market Report/Technology Guide (with David Layer), 1997, National Association of Broadcasters.

These Taxing Times: A Tax Guide for Broadcasters (editor), 1996, National Association of Broadcasters.

Strategic Planning Handbook for Broadcasters (with Richard Ducey), 1994, National Association of Broadcasters.

1994 FM Subcarrier Market Report, (with Kenneth Springer), 1994, National Association of Broadcasters.

The 1993 Tax Act: What it Means (editor), 1993, National Association of Broadcasters.

Fair Market Value of Radio Stations: A Buyer's Guide, 2nd edition (with Bruce Bishop Cheen), National Association of Broadcasters, 1990.

RadiOutlook: Forces Shaping the Radio Industry (with John Abel & Richard Ducey), April 1988, National Association of Broadcasters.

Targeting Radio's Future: Radio '87, (with John Abel & Richard Ducey), September 1987, National Association of Broadcasters.

The Small Market Television Manager's Guide (editor), 1987, National Association of Broadcasters.

Tax Reform: Effects on Broadcasters and Broadcasting (editor), 1987, National Association of Broadcasters.

“The New Audio Marketplace: Challenges and Opportunities for Broadcasters,” (with Richard Ducey) NAB Special Report, September 1985.

“The New Audio Marketplace: Challenges and Opportunities for Broadcasters,” NAB Special Report, September 1985.

Policy Research

“Media Outlets By Market,” Attachment A, Comments of the National Association of Broadcasters, FCC Quadrennial Regulatory Review, MB Docket 06-121, October 23, 2006.

Curriculum Vitae - Mark R. Fratrick

“A Second Look at Out-of Market Listening and Viewership: It Has Even More Significance,” Attachment C Comments of the National Association of Broadcasters, FCC Quadrennial Regulatory Review, MB Docket 06-121, October 23, 2006.

“Over the Air Radio Service to Diverse Audiences,” Attachment G Comments of the National Association of Broadcasters, FCC Quadrennial Regulatory Review, MB Docket 06-121, October 23, 2006.

“Economic Viability of Local Television Stations in Duopolies,” Attachment H Comments of the National Association of Broadcasters, FCC Quadrennial Regulatory Review, MB Docket 06-121, October 23, 2006.

“Reaching the Audience: An Analysis of Digital Broadcast Power and Coverage,” prepared for the Association of Maximum Television, Inc. October 23, 2003.

“Analysis of Radio Geographic Market Definitions for Stations in Unrated Areas,” Attachment, Comments of National Association of Broadcasters, Definition of Radio Markets for Areas Not Located in Arbitron Survey Areas, October 6, 2003.

“The NAB’s Proposed 10/10 Rule for Evaluating Future Local Television Duopolies: Why 10 as a Threshold Makes Sense,” Attachment A, Comments of National Association of Broadcasters, FCC Biennial Review, February 3, 2003

“Television Local Market Agreements and Local Duopolies: Do They Generate New Competition and Diversity?” Attachment A, Comments of LIN Television, Raycom Communications, and Waterman Broadcasting, FCC Biennial Regulatory Review, January 2003.

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

“Television Web Site Activity,” Attachment 1, NAB Comments in re FCC examination of Disclosure Requirements for Television Broadcast Licensee Public Interest Obligations, December 2000.

“Independent Radio Voices in Radio Markets,” “Format Availability after Consolidation,” & “Interference from Low Power FM Stations to Existing Stations” (with David Wilson), Attachments A, B, and Volume 3, respectively, NAB Comments in re FCC examination of the Creation of a Low Power Radio Service, August 1999.

“Media Outlets by Market – Update,” “A Financial Analysis of the UHF Handicap,” Appendices A and C, respectively, NAB Comments in re FCC 1998 Biennial Review of Commission Ownership Rules, July 1998.

“The Television Industry’s Provision of Closed Captioning Services in 1996,” Attachment 1 NAB Comments in re FCC examination of Closed Captioning and Video Description of Video Programming, March 1996.

“Radio Station Financial Picture,” Attachment 13, NAB Comments in re FCC Establishment of Rules and Policies for the Digital Audio Radio Satellite Service, November 1995.

“The 1990 Children’s Television Act: A Second Look at Its Impact” (with Richard V. Ducey), Attachment 1, NAB Reply Comments in re FCC examination of Children’s Television Programming Rules, October 1995.

Curriculum Vitae - Mark R. Fratrick

“The 1990 Children’s Television Act: Its Impact on the Amount of Educational and Informational Programming,” Attachment 1, NAB Comments in re FCC examination of Children’s Television Programming Rules, June 1994.

“Minimum Number of Owners under NAB Proposed Ownership Rules,” Appendix D, NAB Comments in re FCC examination of Revision of Radio Rules and Policies, May 1992.

“National Ownership Concentration of Television Stations,” Appendix A, NAB Comments in re FCC Review of the Policy Implications of the Changing Video Marketplace, November 21, 1991.

“AB Switch Availability and Use,” Attachment 1, NAB Comments in re FCC Examination of Carriage of Television Broadcast Signals by Cable Television Systems, September 23, 1991.

“FM Station Financial Picture,” Appendix B, NAB Request for Temporary Suspension of New Commercial FM Stations Allotment and Application Processing, February 10, 1991.

“Financial Analysis of Program Duplication for Radio Stations,” Appendix E, NAB Comments in re FCC Review of the Technical Assignment Criteria for the AM Broadcast Service, November 1990.

“Programming Aspects of the Territorial Exclusivity Rule,” “Financial Condition of Small Market Network Affiliated Television Stations,” Appendices A and E, respectively, NAB Comments in re FCC examination of Program Exclusivity Rules, January 1989.

“License Renewal/Transfer Study,” (with Michael Fitzmaurice), Appendix A in re FCC examination of Formulation of Policies & Rules Relating to Broadcast Renewal Applications, October 14, 1988.

“An Updated Examination of Market Concentration in Radio Markets,” Appendix E, NAB Comments in re FCC examination of Broadcast Multiple Ownership Rules, June 1987.

Testimony at the Environmental Protection Agency: In the Matter of Public Hearing on Federal Radiation on Protection Guidance: Proposed Alternatives for Controlling Public Exposure to Radio Frequency Protection, September 22, 1986.

“FM Facilities Reclassification Survey: Class B and Class C FM Stations,” (with Rick Ducey) Appendix A, NAB Comments in re FCC examination of FM Station Reclassification, August 1986.

“Financial Information on Commercial Radio Stations for AM Band Expansion Report,” Report V, submission of the Subgroup of Radio Spectrum Allocations on the Advisory Committee on Radio Broadcasting, May 1985.

Testimony

Satellite Broadcasting & Communications Association of America, et al vs. Federal Communications Commission, et al, U.S. District Court, Eastern District of Virginia, deposed on May 10, 2001.

Costa De Oro Television, Inc. vs. Charter Communications, LLC, Superior Court of California, Los Angeles County, Central District, deposed on December 17, 2001.

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

Curriculum Vitae - Mark R. Fratrik

CBS Broadcasting, Inc., et. al. vs. EchoStar Communications Corporation, et. al., U.S. District court for the Southern District of Florida, deposed on April 1, 2003

Copyright Arbitration Royalty Panel, witness for National Association of Broadcasters, testified on May 7 –8, 2003.

Braunstein vs. KICU, et. al., Superior Court of the State of California, County of Santa Clara, deposed on February 17, 2004.

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

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

Michael H. Vechery v. Bonneville International Corporation, et. al., (settled).

Salem Media of Virginia, Inc. v. WAVA Limited Partnerships et. al., (settled).

Chicago DMA Full Power Television Stations

CALLS	Affiliation	City/St. of License	Owner	C/NCE
WBBM-TV	CBS	Chicago, IL	CBS Corporation	C
WCIU-TV	IND	Chicago, IL	Weigel Broadcasting Company	C
WCPX-TV	i	Chicago, IL	ION Media Networks, Inc.	C
WFLD	FOX	Chicago, IL	News Corporation	C
WGBO-DT	UNI	Joliet, IL	Broadcasting Media Partners Inc	C
WGN-TV	CW	Chicago, IL	Tribune Company	C
WJYS	REL	Hammond, IN	Jovon Broadcasting	C
WLS-TV	ABC	Chicago, IL	ABC/Disney	C
WMAQ-TV	NBC	Chicago, IL	NBC/GE	C
WPWR-TV	My	Gary, IN	News Corporation	C
WSNS-TV	TEL	Chicago, IL	NBC/GE	C
WTTW	PBS	Chicago, IL	Window to the World Comm Inc	NCE
WWTO-TV	TBN	La Salle, IL	Trinity Broadcasting Network Inc	C
WXFT-DT	TLF	Aurora, IL	Broadcasting Media Partners Inc	C
WYCC	PBS	Chicago, IL	Community College District #508	NCE
WYIN	PBS	Gary, IN	Northwest Indiana Public Broadcasting Inc	NCE

Chicago DMA Multicast Television Streams

CALLS	Affiliation	City/St. of License	Owner	C/NCE
WCIU-D2	IND	Chicago, IL	Weigel Broadcasting Company	C
WCIU-D3	IND	Chicago, IL	Weigel Broadcasting Company	C
WCIU-D4	Ths	Chicago, IL	Weigel Broadcasting Company	C
WCIU-D6	IND	Chicago, IL	Weigel Broadcasting Company	C
WCPX-D2	qbo	Chicago, IL	ION Media Networks, Inc.	C
WCPX-D3	ILF	Chicago, IL	ION Media Networks, Inc.	C
WCPX-D4	WSP	Chicago, IL	ION Media Networks, Inc.	C
WGN-D2	LAT	Chicago, IL	Tribune Company	C
WJYS-D2	IND	Hammond, IN	Jovon Broadcasting	C
WLS-D2	IND	Chicago, IL	ABC/Disney	C
WLS-D3	IND	Chicago, IL	ABC/Disney	C
WMAQ-D2	WxN	Chicago, IL	NBC/GE	C
WMAQ-D3	SPT	Chicago, IL	NBC/GE	C
WSNS-D2	TEL	Chicago, IL	NBC/GE	C
WTTW-D2	PBS	Chicago, IL	Window to the World Comm Inc	NCE
WTTW-D3	CRT	Chicago, IL	Window to the World Comm Inc	NCE
WTTW-D4	VME	Chicago, IL	Window to the World Comm Inc	NCE
WWTO-D2	CHC	La Salle, IL	Trinity Broadcasting Network Inc	C
WWTO-D3	JCT	La Salle, IL	Trinity Broadcasting Network Inc	C
WWTO-D4	ENL	La Salle, IL	Trinity Broadcasting Network Inc	C
WWTO-D5	SML	La Salle, IL	Trinity Broadcasting Network Inc	C
WXFT-D2	UNI	Aurora, IL	Broadcasting Media Partners Inc	C
WYCC-D2	PBS	Chicago, IL	Community College District #508	NCE
WYCC-D3	WLD	Chicago, IL	Community College District #508	NCE

CALLS	Affiliation	City/St. of License	Owner	C/NCE
WYIN-D2	PUB	Gary, IN	Northwest Indiana Public Broadcasting Inc	NCE
WYIN-D3	PUB	Gary, IN	Northwest Indiana Public Broadcasting Inc	NCE
WYIN-D4	PUB	Gary, IN	Northwest Indiana Public Broadcasting Inc	NCE

Chicago DMA Class A and LPTV Stations

CALLS	Affiliation	City/St. of License	Owner	Type Service
WAAA-LP	IND	Westville, IN	Aqua-Land Communications, Inc	LPTV
W25DW	IND	Arbury Hills, IL	Cohen, Marcia	LPTV
WEDE-CA	IND	Arlington Heights, IL	First United, Inc.	CL-A
WOCH-CA	IND	Chicago, IL	KM Communications Inc	CL-A
WOCK-CD	AZT	Chicago, IL	KM Communications Inc	CL-A
WHVI-LP	REL	Valparaiso, IN	LeSEA Broadcasting Corp	LPTV
WPVN	IND	Aurora, IL	Polnet Communications Ltd	CL-A
WODN-LP	IND	Portage, IN	Studio 5 Inc.	LPTV
WCHU-LD	tr3	Chicago, IL	Venture Technologies Group LLC	LPTV
WLFM-LP		Chicago, IL	Venture Technologies Group LLC	LPTV
W40CN	DRK	Sugar Grove, IL	Waubensee Community College	CL-A
WMEU	IND	Blue Island, IL	Weigel Broadcasting Company	CL-A
WMEU-LD	IND	Chicago, IL	Weigel Broadcasting Company	CL-A
WWME	IND	Chicago, IL	Weigel Broadcasting Company	CL-A
WWME-LD	IND	Chicago, IL	Weigel Broadcasting Company	CL-A
WSPY-LP	IND	Plano, IL	WFXV-TV, Inc.	CL-A

**Daily Newspapers Published in or Circulated in the
Chicago, IL DMA (2009)¹**

	Title	Published	Owner
1.	* <i>Chesterton Tribune</i>	Chesterton, IN	Chesterton Tribune Co. ²
2.	* <i>Republican</i>	Rensselaer, IN	Community Media Group
3.	* <i>Daily Chronicle</i>	De Kalb, IL	Lee Enterprises, Inc.
4.	* <i>The Times</i>	Munster, IN	Lee Enterprises, Inc.
5.	* <i>News-Tribune</i>	La Salle, IL	News-Tribune Publications
6.	* <i>The Daily Times</i>	Ottawa, IL	Ottawa Publishing Company
7.	* <i>Daily Herald</i>	Chicago, IL	Paddock Family ³
8.	* <i>Herald-Argus</i>	La Porte, IN	Paxton Media Group, LLC
9.	* <i>The News Dispatch</i>	Michigan City, IN	Paxton Media Group, LLC
10.	* <i>Northwest Herald</i>	Crystal Lake, IL	Shaw Newspapers
11.	* <i>Kane County Chronicle</i>	Geneva, IL	Shaw Newspapers, Inc.
12.	* <i>Morris Daily Herald</i>	Morris, IL	Shaw Newspapers, Inc.
13.	* <i>The Daily Journal</i>	Kankakee, IL	Small Newspaper Group, Inc.
14.	* <i>The Times</i>	Ottawa, IL	Small Newspaper Group, Inc.
15.	* <i>The Beacon News</i>	Aurora, IL	Sun-Times Media Group, Inc.
16.	* <i>Chicago-Sun Times</i>	Chicago, IL	Sun-Times Media Group, Inc.
17.	* <i>The SouthtownStar⁴</i>	Chicago, IL	Sun-Times Media Group, Inc.
18.	* <i>The Courier News</i>	Elgin, IL	Sun-Times Media Group, Inc.

¹ Illinois Counties: Cook, De Kalb, Du Page, Grundy, Kane, Kankakee, Kendall, La Salle, Lake, McHenry, and Will. Indiana Counties: Jasper, La Porte, Lake, Newton, and Porter. "Circulated in" indicates circulation of five percent or greater within the DMA.

² Owner identified through internet research. See Mondo Times, <http://www.mondotimes.com/1/world/us/14/834/2131> (last visited June 29, 2009).

³ Owner identified through newspaper's website. See Daily Herald, <http://www.dailyherald.com/> (last visited July 8, 2009).

⁴ Name of newspaper confirmed through Internet research. See <http://www.southtownstar.com/index.html> (last visited Oct. 9, 2009).

	Title	Published	Owner
19.	* <i>The Herald News</i>	Joliet, IL	Sun-Times Media Group, Inc.
20.	* <i>Naperville Sun</i>	Naperville, IL	Sun-Times Media Group, Inc.
21.	* <i>Lake County News-Sun</i>	Waukegan, IL	Sun-Times Media Group, Inc.
22.	* <i>Post-Tribune</i>	Gary, IN	Sun-Times Media Group, Inc.
23.	<i>Times-Press</i>	Streator, IL	The Times Company ⁵
24.	* <i>Chicago Tribune</i>	Chicago, IL	Tribune Company

Notes:

* *Newspapers published within the DMA.*

Sources: SRDS Circulation 2009; Editor & Publisher International Yearbook (2008); BIA Investing in Newspapers, Chicago, IL Market Newspaper Overview (2009).

Information for newspapers owned by Sun-Times Media Group, Inc. confirmed through internet research. *See* Sun-Times Media Group, Inc. – Investor Relations, <http://www.thesuntimesnewsgroup.com> (last visited July 10, 2009).

For remaining newspapers above, Internet research indicated they were publishing as of July 10, 2009.

⁵ Owner identified through the newspaper’s website. *See* The Times, www.mywbetimes.com (last visited July 2, 2009).

**General Interest Newspapers of Varying Frequency Published in the
Chicago, IL DMA¹ (2009)**

	Title	Published	Owner
1.	<i>Tonica News</i>	Tonica, IL	Arnold, Elin†
2.	<i>The Herald/Country Market</i>	Bourbonnais/ Bradley/Monee, IL	B&B Publishing
3.	<i>Brighton Park McKinley Park Life</i>	Chicago, IL	Brighton Park McKinley Park Life
4.	<i>The Bugle</i>	Niles/Morton Grove/Skokie, IL	Bugle Publications
5.	<i>The Woodstock Independent</i>	Woodstock, IL	Cheryl and Paul Wormley ²
6.	<i>Brook Reporter</i>	Brook, IN	Community Media Group
7.	<i>Kankakee Valley Post-News</i>	Demotte/Jasper, IN	Community Media Group
8.	<i>The Newton County Enterprise</i>	Kentland, IN	Community Media Group
9.	<i>The Morocco Courier</i>	Morocco, IN	Community Media Group
10.	<i>Remington Press</i>	Remington, IN	Community Media Group
11.	<i>Reporter</i>	Chicago, IL	Community Renewal Society
12.	<i>Crain's Chicago Business</i>	Chicago, IL	Crains, Rance†

¹ Illinois Counties: Cook, De Kalb, Du Page, Grundy, Kane, Kankakee, Kendall, La Salle, Lake, McHenry, and Will. Indiana Counties: Jasper, La Porte, Lake, Newton, and Porter.

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

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

Except as otherwise specified, information for newspapers owned by Sun-Times Media Group, Inc. and GateHouse Media, Inc. confirmed through internet research. See Sun-Times Media Group, Inc. – Investor Relations, <http://www.thesuntimesnewsgroup.com> (last visited July 10, 2009); Gatehouse Media, Inc. – Home, <http://www.gatehousemedia.com> (last visited July 10, 2009).

Information for papers marked with the symbol “†” was verified by BIA Advisory Services, LLC as of August 11, 2009 through telephone research.

² Owner identified through newspaper’s website. See *The Woodstock Independent*, <http://www.thewoodstockindependent.com> (last visited June 30, 2009).

	Title	Published	Owner
13.	<i>Reader</i>	Chicago Lakefront, IL	Creative Loafing Media ³
14.	<i>Villa Park Review</i>	Villa Park, IL	E.A. MacKay Enterprises ⁴
15.	<i>Lombardian</i>	Lombard, IL	E.A. MacKay Enterprises, Inc. ⁵
16.	<i>The Liberty Bee-Times</i>	Liberty/Payson, IL	Elliott Publishing, Inc.
17.	<i>St. Charles Examiner</i>	St. Charles, IL	Examiner Publications
18.	<i>Streamwood Examiner</i>	Streamwood, IL	Examiner Publications
19.	<i>The Bartlett Examiner</i>	Bartlett, IL	Examiner Publications, Inc.
20.	<i>The Carol Stream Examiner</i>	Carol Stream, IL	Examiner Publications, Inc.
21.	<i>The Hanover Park Examiner</i>	Hanover Park, IL	Examiner Publications, Inc.
22.	<i>Braidwood Journal</i>	Braidwood, IL	Free Press Newspapers
23.	<i>The Coal City Courant</i>	Coal City, IL	Free Press Newspapers
24.	<i>The Free Press Advocate</i>	Wilmington, IL	Free Press Newspapers
25.	<i>Northeast DuPage Press</i>	Chicago, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)†
26.	<i>Batavia Republican</i>	Batavia, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)
27.	<i>The Northwest DuPage Press</i>	Carol Stream/Bloomington/Glendale Heights/Itasca/Rose Hill, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)
28.	<i>Central Cook Suburban Life</i>	Cook County, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)

³ Owner identified through newspaper's website. See Chicago Reader, <http://www.chicagoreader.com> (last visited June 30, 2009).

⁴ Owner identified through newspaper's website. See <http://lombardian.info> (last visited June 30, 2009).

⁵ Owner identified through internet research. See Mondo Times, <http://www.mondotimes.com/1/world/us/13/777/2024> (last visited June 30, 2009).

	Title	Published	Owner
29.	<i>The Downers Grove Reporter</i>	Downers Grove, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)
30.	<i>Westmont Progress</i>	Westmont, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)
31.	<i>Elmhurst Press</i>	Elmhurst, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)
32.	<i>Glen Ellyn News</i>	Glen Ellyn, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)
33.	<i>Lombard Spectator</i>	Lombard, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)
34.	<i>Villa Park Argus</i>	Villa Park/Oak Brook Terrace, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)
35.	<i>Lemont Reporter Metropolitan</i>	Lemont, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)
36.	<i>DuPage Suburban Life</i>	Clarendon Hills/Oak Brook/Hinsdale/Darien/Willowbrook/Burr Ridge, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)
37.	<i>Geneva Republican</i>	St. Charles, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)
38.	<i>St. Charles Republican</i>	St. Charles, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)
39.	<i>West DuPage Post and Press</i>	Warrenville/West Chicago/Winfield, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)
40.	<i>Wheaton Leader</i>	Wheaton, IL	GateHouse Media, Inc. (Liberty Suburban Chicago Newspapers)
41.	<i>The Clarendon Hills-DuPage Progress</i>	Clarendon Hills, IL	GateHouse Media, Inc.†

	Title	Published	Owner
42.	<i>Naperville Reporter</i>	Naperville, IL	GateHouse Media, Inc.†
43.	<i>Hyde-Park Herald</i>	Hyde Park/Kenwood, IL	Herald Newspaper, Inc. ⁶
44.	<i>Des Plaines Valley News</i>	Summit/Justice, IL	Heritage Media Service Company ⁷
45.	<i>Herscher Pilot</i>	Herscher, IL	Herscher Publishing Co. ⁸
46.	<i>Bridgeport News</i>	Chicago, IL	Joe Feldman ⁹
47.	<i>The Times Weekly</i>	Joliet, IL	Joliet Times Weekly, Inc. ¹⁰
48.	<i>^Mount Prospect Journal</i>	Des Plaines, IL	Journal & Topics Newspapers
49.	<i>The Elburn Herald</i>	Elburn, IL	Kaneland Publications, Inc.
50.	<i>Ledger-Sentinel</i>	Oswego/Montgome ry, IL	Kendall County Record Newspapers
51.	<i>Plano Record</i>	Plano, IL	Kendall County Record Newspapers
52.	<i>Sandwich Record</i>	Sandwich, IL	Kendall County Record Newspapers
53.	<i>Kendall County Record</i>	Yorkville, IL	Kendall County Record Newspapers
54.	<i>Lake Villa Journal</i>	Lake Villa, IL	Lake County Journals ¹¹
55.	<i>Libertyville News</i>	Libertyville, IL	Lakeland Media, Inc.
56.	<i>The MidWeek</i>	Sycamore, IL	Lee Enterprises, Inc.
57.	<i>The Valley Free Press</i>	DeKalb, IL	Lee Enterprises, Inc.

⁶ Owner identified through newspaper's website. See Hyde Park Herald, <http://hpherald.com> (last visited June 30, 2009).

⁷ Owner identified through internet research. See Antya, <http://www.antya.com/detail/Desplaines-Valley-News-/70963> (last visited June 30, 2009).

⁸ Owner identified through newspaper's website. See Herscher Pilot, <http://herscherpilot.com/> (last visited June 30, 2009).

⁹ Owner identified through newspaper's website. See Bridgeport News, <http://www.bridgeportnews.net/> (last visited June 30, 2009).

¹⁰ Owner identified through newspaper's website. See The Joliet Times Weekly, <http://thetimesweekly.com> (last visited June 30, 2009).

¹¹ Owner identified through internet research. See Mondo Times, <http://www.mondotimes.com/1/world/us/13/770/15071> (last visited June 30, 2009).

	Title	Published	Owner
58.	<i>Ravenswood/Albany Park News-Star</i>	Chicago, IL	Lerner Communications, Inc.
59.	<i>Norridge Times</i>	Lincolnwood, IL	Lerner Communications, Inc.
60.	<i>Chicago's Northwest Side Press</i>	Chicago, IL	Nadig Newspapers ¹²
61.	<i>The Chicago Reporter Journal</i>	Chicago, IL	Nadig Newspapers ¹³ †
62.	<i>Newcity</i>	Chicago, IL	New City Communications, Inc.
63.	<i>Mendota Reporter</i>	Mendota, IL	New Media Corporation
64.	<i>The Regional News</i>	La Crosse, IN	Paw Prints Publishing
65.	<i>Westville Indicator</i>	Westville, IN	Paw Prints Publishing†
66.	<i>The Enterprise</i>	Plainfield, IL	Perry Co., Inc.
67.	<i>Cedar Lake Journal</i>	Cedar Lake, IN	Pilcher Publishing Co., Inc.
68.	<i>Lowell Tribune</i>	Lowell, IN	Pilcher Publishing Company, Inc.
69.	<i>The Northern Star</i>	Lowell, IN	Pilcher Publishing Company, Inc.
70.	<i>Crown Point Star</i>	Crown Point, IN	Post Tribune†
71.	<i>The Momence Progress Reporter</i>	Momence, IL	Progress Reporter
72.	<i>The Regional News</i>	Palos Heights, IL	Regional Publishing Corporation
73.	<i>The Reporter</i>	Worth/Palos Hills/Oak Lawn, IL	Regional Publishing Corporation
74.	<i>Inside Publications</i>	Lincoln Park/Lake View/Ravenswood, IL	Ronald Roenigk ¹⁴
75.	<i>Beecher Herald</i>	Peotone, IL	Russell Publications
76.	<i>Manhattan American</i>	Manhattan, IL	Russell Publications
77.	<i>The Manteno News</i>	Manteno, IL	Russell Publications
78.	<i>The Monee Monitor</i>	Monee, IL	Russell Publications

¹² Owner identified through newspaper's website. See Nadig Newspapers, <http://nadignewspapers.com> (last visited July 7, 2009).

¹³ Owner identified through newspaper's website. See Nadig Newspapers, <http://nadignewspapers.com> (last visited July 7, 2009).

¹⁴ Owner identified through newspaper's website. See Inside Publications, <http://www.insideonline.com> (last visited June 30, 2009).

	Title	Published	Owner
79.	<i>The Crete Record</i>	Peotone, IL	Russell Publications
80.	<i>Grant Park Gazette</i>	Peotone, IL	Russell Publications
81.	<i>New Lenox Community Reporter</i>	Peotone, IL	Russell Publications
82.	<i>The Peotone Vedette</i>	Peotone, IL	Russell Publications
83.	<i>The Herald</i>	Hyde Park, IL	Sagan, Bruce†
84.	<i>Antioch News</i>	Antioch, IL	Shaw Newspapers
85.	<i>Fox Lake Journal</i>	Fox Lake/Spring Grove, IL	Shaw Newspapers
86.	<i>Great Lakes Bulletin</i>	Grayslake, IL	Shaw Newspapers
87.	<i>The Grayslake Journal</i>	Grayslake, IL	Shaw Newspapers
88.	<i>Waukegan Times</i>	Grayslake, IL	Shaw Newspapers
89.	<i>Gurnee Press</i>	Gurnee, IL	Shaw Newspapers
90.	<i>Lindenhurst News</i>	Lindenhurst, IL	Shaw Newspapers
91.	<i>Mundelein News</i>	Mundelein, IL	Shaw Newspapers
92.	<i>Round Lake Journal</i>	Round Lake, IL	Shaw Newspapers
93.	<i>Wauconda Journal</i>	Wauconda Lake/Island Lake, IL	Shaw Newspapers
94.	<i>Alsip Express</i>	Alsip/Garn Homes, IL	Southwest Messenger Press, Inc.
95.	<i>Bridgeview Independent</i>	Bridgeview/Burbank, IL	Southwest Messenger Press, Inc.
96.	<i>Scottsdale-Ashburn Independent</i>	Chicago, IL	Southwest Messenger Press, Inc.
97.	<i>Chicago Ridge Citizen</i>	Chicago Ridge, IL	Southwest Messenger Press, Inc.
98.	<i>Evergreen Park Courier</i>	Evergreen Park, IL	Southwest Messenger Press, Inc.
99.	<i>Hickory Hills Citizen</i>	Hickory Hills, IL	Southwest Messenger Press, Inc.
100.	<i>Beverly News</i>	Beverly, IL	Southwest Messenger Press, Inc.
101.	<i>Burbank-Stickney Independent</i>	Burbank/Stickney, IL	Southwest Messenger Press, Inc.
102.	<i>Midlothian-Bremen Messenger</i>	Midlothian, IL	Southwest Messenger Press, Inc.
103.	<i>Mount Greenwood Express</i>	Mount Greenwood, IL	Southwest Messenger Press, Inc.
104.	<i>Oak Lawn Independent</i>	Oak Lawn, IL	Southwest Messenger Press, Inc.

	Title	Published	Owner
105.	<i>Palos Citizen</i>	Palos Hills/Hickory Hills, IL	Southwest Messenger Press, Inc.
106.	<i>Worth Citizen</i>	Worth, IL	Southwest Messenger Press, Inc.
107.	<i>Record</i>	St. Anne, IL	St. Anne Record Press, Inc. ¹⁵
108.	<i>Lincolnshire Review</i>	Lincolnshire, IL	Sun Times Media Group, Inc.
109.	<i>The Batavia Sun</i>	Batavia, IL	Sun-Times Media Group, Inc.
110.	<i>The Bolingbrook Sun</i>	Bolingbrook, IL	Sun-Times Media Group, Inc.
111.	<i>Fox Valley Villages Sun</i>	Fox Valley Villages, IL	Sun-Times Media Group, Inc.
112.	<i>The Geneva Sun</i>	Geneva, IL	Sun-Times Media Group, Inc.
113.	<i>Crete/University Park</i>	Hinsdale, IL	Sun-Times Media Group, Inc.
114.	<i>The Downers Grove Sun</i>	Downers Grove, IL	Sun-Times Media Group, Inc.
115.	<i>Glen Ellyn Sun</i>	Glen Ellyn, IL	Sun-Times Media Group, Inc.
116.	<i>The Lincoln-Way Sun</i>	Plainfield, IL	Sun-Times Media Group, Inc.
117.	<i>The Doings – La Grange</i>	La Grange, IL	Sun-Times Media Group, Inc.
118.	<i>The Weekly Doings</i>	Burr Ridge, IL	Sun-Times Media Group, Inc.
119.	<i>The Doings – Hinsdale</i>	Hinsdale, IL	Sun-Times Media Group, Inc.
120.	<i>The Clarendon Hills Doings</i>	Clarendon Hills, IL	Sun-Times Media Group, Inc.
121.	<i>The Doings – Oak Brook</i>	Hinsdale, IL	Sun-Times Media Group, Inc.
122.	<i>The Western Springs Doings</i>	Western Springs, IL	Sun-Times Media Group, Inc.

¹⁵ Owner identified through internet research. See Agency Profile, http://www.kan-i-help.org/agency_profile.asp?agency_id=616&letter=T (last visited June 30, 2009).

	Title	Published	Owner
123.	<i>The Elmhurst Doings</i>	Elmhurst, IL	Sun-Times Media Group, Inc.
124.	<i>Lake Villa Review</i>	Lake Villa, IL	Sun-Times Media Group, Inc.
125.	<i>The Lisle Sun</i>	Lisle, IL	Sun-Times Media Group, Inc.
126.	<i>Mundelein Review</i>	Mundelein, IL	Sun-Times Media Group, Inc.
127.	<i>Edison Park Times Review</i>	N. Chicago, IL	Sun-Times Media Group, Inc.
128.	<i>The Homer Sun</i>	Plainfield, IL	Sun-Times Media Group, Inc.
129.	<i>Niles Herald-Spectator</i>	Niles, IL	Sun-Times Media Group, Inc.
130.	<i>Northbrook Star</i>	Northbrook, IL	Sun-Times Media Group, Inc.
131.	<i>Park Ridge Herald Advocate</i>	Park Ridge, IL	Sun-Times Media Group, Inc.
132.	<i>Homer Sun</i>	Plainfield, IL	Sun-Times Media Group, Inc.
133.	<i>The Plainfield Sun</i>	Plainfield, IL	Sun-Times Media Group, Inc.
134.	<i>The Saint Charles Sun</i>	St. Charles, IL	Sun-Times Media Group, Inc.
135.	<i>Antioch Review</i>	Antioch, IL	Sun-Times Media Group, Inc.
136.	<i>Westchester Herald</i>	Westchester, IL	Sun-Times Media Group, Inc.
137.	<i>The Wheaton Sun</i>	Wheaton, IL	Sun-Times Media Group, Inc.
138.	<i>Barrington Courier-Review</i>	Barrington, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
139.	<i>Buffalo Grove Countryside</i>	Buffalo Grove/Long Grove, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)

	Title	Published	Owner
140.	<i>Deerfield Review</i>	Deerfield/Bannockburn, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
141.	<i>Elm Leaves</i>	Elmwood Park, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
142.	<i>Evanston Review</i>	Evanston, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
143.	<i>Franklin Park Herald-Journal</i>	Franklin Park, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
144.	<i>Glencoe News</i>	Glencoe, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
145.	<i>Glenview Announcements</i>	Glenview, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
146.	<i>Grayslake Review</i>	Grayslake/Gages Lake, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
147.	<i>Gurnee Review</i>	Gurnee, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
148.	<i>Highland Park News</i>	Highland Park/Highwood, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
149.	<i>Proviso Herald</i>	Hillside/Berkeley, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)

	Title	Published	Owner
150.	<i>Lake Forester</i>	Lake Forest/Lake Bluff, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
151.	<i>Lake Zurich Courier</i>	Lake Zurich/Kildeer/Wauconda, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
152.	<i>Libertyville Review</i>	Libertyville/Green Oaks, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
153.	<i>Lincolnwood Review</i>	Lincolnwood, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
154.	<i>Morton Grove Champion</i>	Morton Grove, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
155.	<i>Norridge-Harwood Heights News</i>	Norridge/Harwood Heights, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
156.	<i>Oak Leaves</i>	Oak Park, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
157.	<i>Forest Leaves</i>	River Forest, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
158.	<i>The Skokie Review</i>	Skokie, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
159.	<i>Vernon Hills Review</i>	Vernon Hills, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)

	Title	Published	Owner
160.	<i>Wilmette Life</i>	Wilmette, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
161.	<i>Winnetka Talk</i>	Winnetka, IL	Sun-Times Media Group, Inc. (published by a subsidiary, Pioneer Press Newspapers)
162.	<i>Review of Lake Villa/Lindenhurst</i>	Lindenhurst, IL	Sun-Times Media Group†
163.	<i>Harbor Country News</i>	Michigan City/New Buffalo, IN	The News-Dispatch ¹⁶
164.	<i>Beverly Review</i>	Chicago, IL	TR Communications
165.	<i>Mash</i> ¹⁷	Chicago, IL	Tribune Company
166.	<i>Southwest News-Herald</i>	Chicago, IL	Vondrak Publishing Co., Inc. ¹⁸
167.	<i>Forest Park Review</i>	Forest Park, IL	Wednesday Journal, Inc.
168.	<i>Austin Weekly News</i>	Oak Park, IL	Wednesday Journal, Inc.
169.	<i>Landmark</i>	Oak Park, IL	Wednesday Journal, Inc.
170.	<i>Wednesday Journal of Oak Park & River Forest</i>	Oak Park/River Forest, IL	Wednesday Journal, Inc.
171.	<i>Farmers Weekly Review</i>	Joliet, IL	Will County Publications, Inc.
172.	<i>Zion Benton News</i>	Zion/Winthrop Harbor, IL	Zion Benton News/Bargaineer ¹⁹

¹⁶ Owner identified through newspaper's website. See Harbor Country News, <http://harborcountry-news.com/index.asp> (last visited June 30, 2009).

¹⁷ *Mash* is published weekly during the academic year and distributed free to Chicago high school students.

¹⁸ Owner identified through newspaper's website. See Southwest News-Herald: A Chicago Resource, <http://www.swnewsherald.com> (last visited July 8, 2009).

¹⁹ Owner identified through internet research. See The Library of Congress Online: National Endowment for the Humanities, <http://chroniclingamerica.loc.gov/lccn/sn94054567/> (last visited June 30, 2009).

Chicago, IL DMA¹ (2009)
Specialty Newspapers²

1. **Name:** Chatham Citizen +
Frequency: Weekly
Published Chicago, IL
Circulation: 30,845
Subscription Rate: Free
Advertising: Accepted
Description: Black community newspaper
2. **Name:** Chicago Crusader +
Frequency: Weekly
Published Chicago, IL
Circulation: Paid 88,000
Advertising: Accepted
Description: Black community newspaper
3. **Name:** Chicago Daily Defender +
Frequency: Daily (M-F)
Published Chicago, IL
Circulation: Friday Paid 45,000; Other Paid 14,479
Subscription Rate: \$35³ per annum
Advertising: Accepted
Description: Black community newspaper
4. **Name:** Chicago Independent Bulletin +
Frequency: Weekly
Published Chicago, IL
Circulation: Paid 216; Free 59,525
Advertising: Accepted
Description: Black community newspaper

¹ Illinois Counties: Cook, De Kalb, Du Page, Grundy, Kane, Kankakee, Kendall, La Salle, Lake, McHenry, and Will. Indiana Counties: Jasper, La Porte, Lake, Newton, and Porter.

² Targeted to special ethnic, religious, demographic, or other groups.

³ Subscription rate identified through newspaper's website. See Chicago Defender, <http://chicagodefender.com> (last visited June 30, 2009).

5. **Name:** Chicago Weekend Citizen +
Frequency: Weekly
Published Chicago, IL
Circulation: Free 23,055
Subscription Rate: Free
Advertising: Accepted
Description: Black community newspaper
6. **Name:** Hyde Park Citizen +
Frequency: Weekly
Published Chicago, IL
Circulation: 20,418
Subscription Rate: Free
Advertising: Accepted
Description: Black community newspaper
7. **Name:** Muslim Journal +
Frequency: Weekly
Published Chicago, IL
Circulation: 35,000
Advertising: Accepts advertising
Description: Black community newspaper
8. **Name:** N'Digo +
Frequency: Weekly
Published Chicago, IL
Circulation: 130,000
Subscription Rate: Free
Advertising: Accepted
Description: Black community newspaper
9. **Name:** Hyde Park Citizen +
Frequency: Weekly
Published Chicago, IL
Circulation: 20,418
Subscription Rate: Free
Advertising: Accepted
Description: Black community newspaper

10. **Name:** South Suburban Citizen +
Frequency: Weekly
Published Chicago, IL
Circulation: 20,355
Subscription Rate: Free
Advertising: Accepted
Description: Black community newspaper

11. **Name:** Southend Citizen +
Frequency: Weekly
Published Chicago, IL
Circulation: 30,130
Subscription Rate: Free
Advertising: Accepted
Description: Black community newspaper

12. **Name:** Gary Crusader +
Frequency: Weekly
Published Chicago, IL
Circulation: Paid 41,709
Advertising: Accepted
Description: Black community newspaper

13. **Name:** Den Danske Pioneer + (a/k/a “Danish Pioneer”*)
Frequency: Twice Monthly
Published Hoffman Estates, IL
Circulated: Nationally
Circulation: 3,200
Subscription Rate: \$36 per annum
Advertising: Accepts advertising
Description: Danish language newspaper

14. **Name:** Hoy Chicago / Fin de Semana (owned by Tribune Company) +
Frequency: Daily
Published Chicago, IL
Circulation: Paid 60,000
Advertising: Accepted
Description: Hispanic newspaper

15. **Name:** The Greek Star +
Frequency: Weekly

- Published** Chicago, IL
Circulation: Paid 2,000
Advertising: Accepted
Description: Greek community newspaper
16. **Name:** Irish American News +
Frequency: Monthly
Published Oak Park, IL
Circulation: 25,000
Subscription Rate: Free
Advertising: Accepted
Description: Irish community newspaper
17. **Name:** Fra Noi +
Frequency: Monthly
Published Elmhurst, IL
Circulation: 25,000
Subscription Rate: \$24 per annum⁴
Advertising: Accepted
Description: Italian community newspaper (English and Italian language)
18. **Name:** Chicago Shimpo +*
Frequency: Weekly
Published Chicago, IL
Circulation: 5,000
Subscription Rate: \$66 per annum
Advertising: Accepted
Description: Japanese language newspaper
19. **Name:** Korea Times +
Frequency: Daily
Published Chicago, IL
Circulation: Paid 50,000
Advertising: Accepted
Description: Korean language newspaper
20. **Name:** Draugus +
Frequency: Daily
Published Chicago, IL

⁴ Subscription rate identified through newspaper's website. See FRANOI – Chicagoland's Italian American Voice – Subscribe Now, <http://franoi.com/subscribe/index3.asp> (last visited June 30, 2009).

- Circulation:** Paid 4,800; Free 100
Advertising: Accepted
Description: Lithuanian language newspaper
21. **Name:** Dziennik Zwaizkowy +
Frequency: Daily (M-F)
Published Chicago, IL
Circulation: Friday Paid 25,000; Other Paid 8,000
Subscription Rate: \$80 per annum
Advertising: Accepts advertising
Description: Polish language newspaper
22. **Name:** Polonia Today +
Frequency: Monthly
Published Chicago, IL
Circulation: Paid 15,000; Free 200
Advertising: Accepted
Description: Polish community newspaper
23. **Name:** Zgoda +
Frequency: Twice Monthly
Published Chicago, IL
Circulation: 65,847
Subscription Rate: Free
Advertising: Accepted
Description: Polish language newspaper
24. **Name:** Black Lines +
Frequency: Monthly
Published Chicago, IL
Circulation: Paid 200; Free 20,000
Advertising: Accepted
Description: Gay community newspaper
25. **Name:** Chicago Free Press +
Frequency: Weekly
Published Chicago, IL
Circulation: 22,000
Subscription Rate: Free
Advertising: Accepted
Description: Gay community newspaper

26. **Name:** En La Vida +
Frequency: Monthly
Published Chicago, IL
Circulation: Paid 100; Free 9,900
Advertising: Accepted
Description: Hispanic Gay community newspaper (English and Spanish language)
27. **Name:** Night Spot +
Frequency: Weekly
Published Chicago, IL
Circulation: Paid 200; Free 10,800
Advertising: Accepted
Description: Gay community newspaper
28. **Name:** Windy City Times +
Frequency: Weekly
Published Chicago, IL
Circulation: 20,000
Subscription Rate: Free
Advertising: Accepted
Description: Gay community newspaper
29. **Name:** Back of the Yard Journal/El Periodico +
Frequency: Weekly
Published Chicago, IL
Circulation: Paid 1,000; Free 23,000
Advertising: Accepted
Description: Hispanic community newspaper (English and Spanish language)
30. **Name:** The Extra +
Frequency: Weekly
Published Chicago, IL
Circulation: 67,500
Subscription Rate: Free
Advertising: Accepted
Description: Hispanic community newspaper (English and Spanish language)
31. **Name:** El Heraldo +
Frequency: Weekly
Published Chicago, IL

- Circulation:** Paid 10,000; Free 15,000
Advertising: Accepted
Description: Hispanic community newspaper (English and Spanish language)
32. **Name:** The Lawndale News/Su Noticiero Bilingue +
Frequency: Twice weekly
Published Chicago, IL
Circulation: Thursday Free 150,000; Saturday Free 50,000; Paid 150
Subscription Rate: \$50 per annum
Advertising: Accepts advertising
Description: Hispanic community newspaper (English and Spanish language)
33. **Name:** La Raza Newspaper +
Frequency: Weekly
Published Chicago, IL
Circulation: Paid 10,156; Free 177,245
Advertising: Accepted
Description: Spanish language newspaper
34. **Name:** Reflejos +
Frequency: Weekly

Published Chicago, IL
Circulation: Paid 7; Free 96,635
Advertising: Accepted
Description: Hispanic community newspaper (English and Spanish language)
35. **Name:** El Dia +*
Frequency: Weekly
Published Cicero, IL
Circulation: 60,000
Subscription Rate: \$52 per annum
Advertising: Accepts advertising
Description: Hispanic community newspaper (English and Spanish language)
36. **Name:** Nueva Semana +
Frequency: Weekly
Published Waukegan, IL
Circulation: 10,000
Subscription Rate: Free
Advertising: Accepted
Description: Spanish language newspaper

37. **Name:** Chicago Jewish News +
Frequency: Weekly
Published Chicago, IL
Circulation: Paid 10,468; Free 2,422
Subscription Rate: \$40⁵ per annum
Advertising: Accepted
Description: Jewish community newspaper
38. **Name:** Chicago Jewish Star +
Frequency: Weekly
Published Chicago, IL
Circulation: Paid 100; Free 17,500
Advertising: Accepted
Description: Jewish community newspaper
39. **Name:** The Catholic New World +
Frequency: Weekly
Published Chicago, IL
Circulation: 75,000
Subscription Rate: \$25 per annum⁶
Advertising: Accepted
Description: Catholic community newspaper
40. **Name:** Northwest Indiana Catholic +
Frequency: Weekly
Published Merrillville, IN
Circulated: Northwest Indiana
Circulation: 17,500
Subscription Rate: \$25 per annum⁷
Advertising: Accepted
Description: Catholic community newspaper
41. **Name:** Anglican Advance *

⁵ Subscription rate identified through newspaper's website. See Chicago Jewish News, <http://www.chicagojewishnews.com/subscribe.htm> (last visited June 30, 2009).

⁶ Subscription rate identified through newspaper's website. See Catholic New World, <http://www.catholicnewworld.com/cnwonline/subscribe/subscribe.aspx> (last visited June 30, 2009).

⁷ Subscription rate identified through newspaper's website. See Homepage Northwest Indiana Catholic Newspaper, <http://wwwNwicatholic.com/> (last visited June 30, 2009).

- Frequency:** 8 per year
Published Chicago, IL
Circulation: 16,000
Advertising: Accepted
Description: Religious Newspaper
42. **Name:** Broward Jewish Journal *
Frequency: Weekly
Published Chicago, IL
Circulation: 72,000
Subscription Rate: Free
Advertising: Accepted
Description: Jewish community newspaper
43. **Name:** The Catholic Journalist *
Frequency: Monthly
Published Chicago, IL
Circulated: Internationally
Circulation: 1,000
Subscription Rate: \$12 per annum
Advertising: Accepted
Description: Catholic community newspaper
44. **Name:** Chicago Catolico *
Frequency: Weekly
Published Chicago, IL
Circulation: 28,500
Advertising: Accepted
Description: Hispanic community newspaper
45. **Name:** Chicago Crusader *
Frequency: Weekly
Published Chicago, IL
Circulation: 72,000
Subscription Rate: \$18 per annum
Advertising: Accepted
Description: Black community newspaper
46. **Name:** Chicago Daily Law Bulletin *
Frequency: Daily except holidays
Published Chicago, IL
Circulation: 6,900

- Subscription Rate:** \$249 per annum
Advertising: Accepted
Description: Legal newspaper
47. **Name:** The Chicago Reporter*
Frequency: Bimonthly
Published: Chicago, IL
Circulation: Paid 1,500; Non-paid 4,000
Subscription Rate: \$20 per annum
Advertising: Not accepted
Description: Community awareness newspaper
48. **Name:** El Cometa *
Frequency: Bimonthly
Published: Chicago, IL
Circulation: 30,000
Description: Spanish community newspaper
49. **Name:** Exito! *
Frequency: Weekly
Published: Chicago, IL
Circulation: Not reported
Advertising: Accepted
Description: Spanish community newspaper
50. **Name:** The Final Call *
Frequency: Weekly
Published: Chicago, IL
Circulation: Internationally
Circulation: 400,000; Free 2,000
Subscription Rate: \$23 per annum
Advertising: Accepted
Description: Black community newspaper
51. **Name:** India Bulletin *
Frequency: Weekly
Published: Chicago, IL
Circulation: Not reported
Subscription Rate: \$20 per annum
Advertising: Accepted
Description: Indian community newspaper

52. **Name:** India Tribune *
Frequency: Weekly
Published Chicago, IL
Advertising: Accepted
Description: Indian community newspaper
53. **Name:** ISBA Bar News *
Frequency: Monthly
Published Chicago, IL
Circulation: Controlled 33,600
Advertising: Accepted
Description: Legal newspaper
54. **Name:** Journal News *
Frequency: Weekly
Published Chicago, IL
Circulation: Combined 44,000
Subscription Rate: \$30 per annum
Advertising: Accepted
Description: Black community newspaper
55. **Name:** Kane County Herald *
Frequency: Weekly
Published Chicago, IL
Circulation: 10,000
Subscription Rate: \$189.80 (\$78 – Sundays Only) per annum
Advertising: Accepted
Description: Republican community newspaper
56. **Name:** Kerala Express *
Frequency: Weekly
Published Chicago, IL
Circulation: Paid 120; Free 2,000
Advertising: Accepted
Description: Indian community newspaper
57. **Name:** Narod Polish *
Frequency: Semimonthly
Published Chicago, IL
Circulation: Non-paid 25,000
Subscription Rate: Included in membership
Advertising: Not accepted

- Description:** Polish and Catholic community newspaper
58. **Name:** The Near West Gazette *
Frequency: Monthly
Published Chicago, IL
Circulation: Free 10,000
Subscription Rate: Free
Advertising: Accepted
Description: Community awareness newspaper
59. **Name:** The New Chicago Shoreland News *
Frequency: Weekly
Published Chicago, IL
Circulation: 38,000; Paid 9,880
Subscription Rate: \$40 per annum
Advertising: Accepted
Description: Black community newspaper
60. **Name:** New Expression *
Frequency: Monthly
Published Chicago, IL
Circulation: 80,000
Subscription Rate: \$10 per annum
Advertising: Accepted
Description: High school community newspaper
61. **Name:** News & Letters *
Frequency: Bimonthly
Published Chicago, IL
Circulation: 7,000
Subscription Rate: \$5 per annum
Description: Marxist-Humanist community newspaper
62. **Name:** People's Weekly World *
Frequency: Weekly
Published Chicago, IL
Circulated: Internationally
Circulation: Paid 40,000; Non-Paid 1,500
Subscription Rate: \$30 per annum
Advertising: Accepted
Description: Communist Party newspaper

63. **Name:** Chicago Standard News +*
Frequency: Semiweekly
Published Chicago Heights, IL
Circulation: 16,000
Advertising: Accepted
Description: Black community newspaper
64. **Name:** Harmony
Frequency: Weekly
Published Skokie, IL
Circulation: 25,000
Subscription Rate: \$30 per annum
Advertising: Accepted
Description: German community newspaper (German and English language)
65. **Name:** South Suburban Standard +*
Frequency: Weekly
Published Chicago Heights, IL
Circulation: 15,000
Advertising: Accepted
Description: Black community newspaper

Chicago, IL DMA¹ (2009)

Shopper Publications

1. **Name:** Advertiser +
Frequency: Weekly
Published Antioch, IL
Circulated: Algonquin/Huntley; Antioch/Twin Lakes; Buffalo Grove/Kildeer;
Cary/Fox River Grove; Crystal Lake; Fox Lake/Spring Grove; Gurnee/Grayslake;
Lake Villa/Lindenhurst; Lake Zurich/Wauconda; Libertyville/Mundelein;
McHenry/Wonder Lake; North Chicago; Round Lake; Waukegan; Wheeling;
Winthrop Harbor/Zion; Woodstock/Marengo
Circulation: Paid 229; Free 191,586
Advertising: Accepted
Description: Shopper

2. **Name:** The Beacon News Extra +
Frequency: Weekly
Published Aurora, IL
Circulation: 36,228
Advertising: Accepted
Description: Shopper

3. **Name:** Triblocal Values (owned by Tribune Company) +
Frequency: Twice Weekly
Published Chicago, IL
Circulation: Tuesday 2,500,000; Saturday 2,100,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

4. **Name:** De Kalb County Weekly +
Frequency: Weekly
Published De Kalb, IL
Circulation: 3,500

¹ Illinois Counties: Cook, De Kalb, Du Page, Grundy, Kane, Kankakee, Kendall, La Salle, Lake, McHenry, and Will. Indiana Counties: Jasper, La Porte, Lake, Newton, and Porter.

- Subscription Rate:** Free
Advertising: Accepted
Description: Shopper
5. **Name:** Market Journal +
Frequency: Weekly
Published Grayslake, IL
Circulated: Antioch; Fox Lake/Ingleside; Grayslake; Gurnee; McHenry/Spring Grove; Mundelein; Round Lake
Circulation: 74,500
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
6. **Name:** New Shopper +
Frequency: Weekly
Published La Salle, IL
Circulation: 20,700
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
7. **Name:** Northwest Citizen Shopper +
Frequency: Weekly
Published McHenry County/Northern Kane, IL
Circulation: Paid 4,500; Free 44,818
Advertising: Accepted
Description: Shopper
8. **Name:** Mendota Shopping Guide +
Frequency: Weekly
Published Mendota, IL
Circulation: 11,500
Subscription Rate: Free
Advertising: Accepts advertising
Description: Shopper
9. **Name:** Naperville Extra! +

- Frequency:** Weekly
Published Naperville, IL
Circulation: 25,252
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
10. **Name:** Thrif-T-Nickel +
Frequency: Weekly
Published Ottawa/Grand Ridge, IL
Circulation: Paid 100; Free 19,900
Advertising: Accepted
Description: Shopper
11. **Name:** Dollar Wise +
Frequency: Weekly
Published La Salle, IL
Circulation: 236,580
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
12. **Name:** The Shopper +
Frequency: Weekly
Published South Holland, IL
Circulated: Calumet; Dalton/Riverdale; Homewood; Lansing/Lynwood;
Munster; South Holland
Circulation: 54,776
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
13. **Name:** Penny Saver +*
Frequency: Weekly
Published Tinley Park, IL
Circulated: Auburn Park/Beverly/Morgan Park/Evergreen Park;
Beecher/Chicago Heights/Saul Village/Crete/Monee; Blue Island/Mt.
Greenwood/Alsip/Merrionette Park; Bolingbrook/Romeoville;
Bridgeview/Hickory Hills/Justice/Willow Springs; Burbank/Ashburn; Calumet

City/Hegewisch/Burnham; Cedar Lake/Lowell;
Channahon/Elwood/Minooka/Morris; Chicago Lawn/Palos Hts/Palos Park/Palos
Hills; Crest Hill/Joliet/Rockdale; Crown Point; Dalton/S.
Holland/Thornton/Riverdale; Dyer/St. John/Schererville;
Flossmore/Glenwood/Hazel Crest/Homewood;
Frankfort/Manhattan/Mokena/New Lenox; Griffith/Muster/Highland;
Harvey/Markham/Robbins; Joliet; Lockport/Homer/Lemont; Lynwood/Lansing;
Matteson/Pk. Forest/University Park/Richton Park; Midlothian/Crestwood/Oak
Forest/Posen; Oak Lawn/Hometown; Orland Park; Shorewood/Joliet/Plainfield;
Tinley Park/Orland Hills

Circulation: 456,953

Subscription Rate: Free

Advertising: Accepted

Description: Shopper

14. **Name:** Fox Valley Shopping News +*

Frequency: Weekly

Published Yorkville, IL

Circulation: 35,500

Subscription Rate: Free

Advertising: Accepted

Description: Shopper

15. **Name:** Bargaineer +

Frequency: Weekly

Published Zion/Waukegan/Gurnee, IL

Circulation: 35,000

Subscription Rate: Free

Advertising: Accepted

Description: Shopper

16. **Name:** Family Pac +

Frequency: Twice weekly

Published Crown Point, IN

Circulation: Wednesday 140,000; Saturday 97,000

Subscription Rate: Free

Advertising: Accepted

Description: Shopper

17. **Name:** Star/Shopper +
Frequency: Weekly
Published Crown Point/Lowell, IN
Circulated: Crown Point; Lake of Four Seasons; Lowell
Circulation: Wednesday 140,000; Saturday 97,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
18. **Name:** Midweek +
Frequency: Weekly
Published Jasper, IN
Circulation: 9,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
19. **Name:** Indiana Spirit +
Frequency: Twice weekly
Published Crown Point, IN
Circulation: Wednesday 140,000; Saturday 97,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
20. **Name:** South Lake Advertiser +
Frequency: Weekly
Published Lowell, IN
Circulation: 3,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
21. **Name:** The Extra +
Frequency: Weekly
Published Michigan City, IN
Circulation: 9,800
Subscription Rate: Free
Advertising: Accepted

- Description:** Shopper
22. **Name:** Action Plus Shopper +
Frequency: Weekly
Published Rensselaer, IN
Circulation: 14,300
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
23. **Name:** Shoppers' News +
Frequency: Weekly
Published Rensselaer, IN
Circulation: 14,500
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
24. **Name:** Lakes Area Advertiser *
Frequency: Weekly
Published Antioch, IL
Circulation: Free 229,000; Paid 74
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
25. **Name:** Clear-Ridge Reporter *
Frequency: Weekly
Published Chicago, IL
Circulation: 22,900
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
26. **Name:** The Weekly Shopper *
Frequency: Weekly
Published Northbrook, IL
Circulation: 14,050

Subscription Rate: Free
Advertising: Accepted
Description: Shopper

27. **Name:** The Town Crier *
Frequency: Weekly
Published: Michigan City, IN
Circulation: 72,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

Chicago, IL DMA¹ (2009)

College and University Newspapers

1. **Name:** Aurora Borealis *
Frequency: Semi-monthly (during academic year)
Published Aurora, IL
College: Aurora University
Circulation: 2,000
Subscription Rates: Free
Advertising: Accepted
Description: College newspaper

2. **Name:** Chicago Chronicle *
Frequency: Biweekly (Jan.-May, Oct., Nov.); Monthly (June, July, Sept., Dec.)
Published Chicago, IL
College: University of Chicago
Circulation: Paid 500; Free 13,500
Advertising: Accepted
Description: College newspaper

3. **Name:** The Chicago Maroon *
Published Chicago, IL
College: University of Chicago
Circulation: 13,000
Advertising: Accepted
Description: College newspaper

4. **Name:** Loyola Phoenix *
Frequency: Weekly
Published Chicago, IL
College: Loyola University Chicago
Circulation: Free 7,000
Subscription Rates: \$20 per annum
Advertising: Accepted
Description: College newspaper

¹ Illinois Counties: Cook, De Kalb, Du Page, Grundy, Kane, Kankakee, Kendall, La Salle, Lake, McHenry, and Will. Indiana Counties: Jasper, La Porte, Lake, Newton, and Porter.

5. **Name:** Tempo *
Frequency: Biweekly
Published Chicago, IL
College: Chicago State University
Circulation: 6,000
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

6. **Name:** Prairie State College Student Review *
Frequency: Monthly
Published Chicago Heights, IL
College: Prairie State College
Circulation: Not reported
Advertising: Accepted
Description: College newspaper

7. **Name:** Northern Star *
Frequency: Daily (during the academic year)
Published DeKalb, IL
College: Northern Illinois University
Circulation: 16,000 (Monday); 13,000 (Friday)
Subscription Rate: \$213 (Mail) per annum
Advertising: Accepted
Description: College newspaper

8. **Name:** OCCurrence *
Frequency: Bimonthly
Published Des Plaines, IL
College: Oakton Community College
Circulation: 3,750
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

9. **Name:** The Daily Northwestern *
Frequency: Daily (Monday-Friday during academic year)
Published Evanston, IL
College: Northwestern University
Circulation: Not reported
Subscription Rate: \$160 per annum
Advertising: Accepted
Description: College newspaper
10. **Name:** Courier *
Frequency: Weekly
Published Glen Ellyn, IL
College: College of DuPage
Circulation: 5,000
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper
11. **Name:** The Blazer *
Frequency: Semimonthly
Published Joliet, IL
College: Joliet Junior College
Circulation: 3,000
Subscription Rate: Free
Advertising: Accepted
Description: Junior college newspaper
12. **Name:** The Encounter *
Frequency: 5 per year
Published Joliet, IL
College: University of St. Francis
Circulation: 1,200
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

13. **Name:** Harbinger *
Frequency: Weekly
Published Palatine, IL
College: William Rainey Harper College
Circulation: 5,000
Subscription Rate: Free
Advertising: Accepts advertising
Description: College newspaper

14. **Name:** GSU Innovator *
Frequency: Bimonthly
Published University Park, IL
College: Governors State University
Circulation: 3,000
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

Chicago, IL DMA¹ (2009)

Local Magazines

1. **Name:** Chicago Parent +*
Frequency: Monthly
Published Oak Park, IL
Circulation: Paid 139; Free 120,981
Subscription Rate: \$14.95
Advertising: Accepted
Description: Parenting magazine

2. **Name:** Chicago Parent South +
Frequency: Monthly
Published Oak Park, IL
Circulated: South Cook County
Circulation: 125,000
Subscription Rate: Free
Advertising: Accepted
Description: Parenting magazine

3. **Name:** Senior News +
Frequency: Monthly
Published Dundee, IL
Circulation: Paid 460; Free 92,420
Advertising: Accepted
Description: Senior magazine

4. **Name:** Northern Hi-Lites *
Frequency: Weekly
Published Arlington Heights, IL
Circulation: Not reported
Subscription Rate: Included in membership
Advertising: Accepted
Description: Local trade magazine

5. **Name:** Another Chicago Magazine *
Frequency: Semiannual

¹ Illinois Counties: Cook, De Kalb, Du Page, Grundy, Kane, Kankakee, Kendall, La Salle, Lake, McHenry, and Will. Indiana Counties: Jasper, La Porte, Lake, Newton, and Porter.

- Published** Chicago, IL
Circulation: 2,000
Subscription Rate: \$296 per annum
Description: Literary magazine
6. **Name:** Chicago Business *
Frequency: Semimonthly
Published Chicago, IL
Circulation: Paid 300; Non-paid 2,500
Subscription Rate: \$15 per annum
Advertising: Accepted
Description: Collegiate business magazine
7. **Name:** Chicago Dental Society News *
Frequency: 7 per year
Published Chicago, IL
Circulation: Non-Paid 8,000
Subscription Rate: \$25 per annum
Advertising: Accepted
Description: Trade magazine
8. **Name:** Chicago Home & Garden (owned by Tribune Company)*
Frequency: 6 times per year
Published Chicago, IL
Circulated: Internationally
Circulation: 27,754
Subscription Rate: \$14.95 per annum
Advertising: Accepted
Description: Trade magazine
9. **Name:** Chicago Journal of Theoretical Computer Science *
Published Chicago, IL
Subscription Rate: Free
Description: Scholarly journal
10. **Name:** The Chicago-Kent Journal of International and Comparative Law *
Published Chicago, IL
Description: Scholarly Journal
11. **Name:** Chicago Lawyer *
Frequency: Monthly
Published Chicago, IL

- Circulation:** Not reported
Subscription Rate: \$40 per annum
Advertising: Accepted
Description: Trade magazine
12. **Name:** Chicago Magazine (owned by Tribune Company)*
Frequency: Monthly
Published Chicago, IL
Circulation: Paid 184,207
Subscription Rate: \$27 per annum
Advertising: Accepted
Description: Entertainment magazine
13. **Name:** Chicago Medicine *
Frequency: Quarterly
Published Chicago, IL
Circulation: Paid 10,915
Subscription Rate: Free (Member)
Advertising: Accepted
Description: Trade magazine
14. **Name:** Chicago Review *
Frequency: Quarterly
Published Chicago, IL
Circulation: Paid 2,700; Non-paid 100
Subscription Rate: \$25 per annum
Description: Literary magazine
15. **Name:** Eleven *
Frequency: 9 per year
Published Chicago, IL
Circulation: Not reported
Advertising: Accepted
Description: Local PBS station magazine
16. **Name:** Gay Chicago Magazine *
Frequency: Monthly
Published Chicago, IL
Circulation: Paid 750; Free 20,000
Subscription Rate: \$75 (Individual) per annum; \$120 (Institution) per annum
Advertising: Accepted

17. **Description:** Gay community magazine
Name: Illinois CPA Insight *
Frequency: 7 per year
Published Chicago, IL
Circulated: Internationally
Circulation: 22,600
Subscription Rate: \$30 per annum
Advertising: Accepted
Description: Trade magazine
18. **Name:** Illinois Entertainer *
Frequency: Monthly
Published Chicago, IL
Circulation: Combined 74.606
Subscription Rate: Free²
Description: Entertainment magazine
19. **Name:** Loyola Magazine *
Published Chicago, IL
Circulation: Non-paid 120,000
Advertising: Accepted
Description: College magazine
20. **Name:** JUF News *
Frequency: Monthly
Published Chicago, IL
Circulation: 50,000
Advertising: Accepted
Description: Jewish United Fund/Jewish Federation of Metropolitan Chicago magazine
21. **Name:** Key Magazine This Week in Chicago *
Frequency: Weekly
Published Chicago, IL
Circulation: Not reported
Advertising: Accepted
Description: Entertainment magazine

² Subscription rate identified through newspaper's website. See Illinois Entertainer, <http://illinoisentertainer.com/> (last visited July 2, 2009)

22. **Name:** Lithuanian Museum Review *
Frequency: Quarterly
Published Chicago, IL
Circulation: Paid 3,500, Controlled 8,950
Advertising: Not accepted
Description: Lithuanian culture magazine
23. **Name:** Metro Chicago Real Estate *
Frequency: Bimonthly
Published Chicago, IL
Circulation: Not reported
Subscription Rate: \$40 per annum
Advertising: Accepted
Description: Trade journal
24. **Name:** Out! Resource Guide *
Frequency: Semiannual
Published Chicago, IL
Circulation: 25,000
Subscription Rate: Free
Advertising: Accepted
Description: Gay community magazine
25. **Name:** Satisfaction *
Frequency: Bimonthly
Published Chicago, IL
Circulation: Not reported
Subscription Rate: Free to qualified subscribers
Advertising: Accepted
Description: Senior magazine
26. **Name:** Streetwise *
Frequency: Semimonthly
Published Chicago, IL
Circulation: Not reported
Subscription Rate: \$40 per annum
Advertising: Accepted
Description: Homeless charity magazine
27. **Name:** Today's Chicago Woman *

- Frequency:** Monthly
Published Chicago, IL
Circulation: Not reported
Subscription Rate: \$36 per annum
Advertising: Accepted
Description: Consumer magazine
28. **Name:** University of Chicago Magazine *
Frequency: Bimonthly
Published Chicago, IL
Circulation: Non-paid 128,000
Subscription Rate: Free for alumni
Advertising: Accepted
Description: College magazine
29. **Name:** Vision Magazine *
Frequency: Semiannual
Published Chicago, IL
College: University of Illinois at Chicago, College of Dentistry
Circulation: Non-paid 5,500
Subscription Rate: \$6 per annum
Advertising: Accepted
Description: College magazine
30. **Name:** WHERE Chicago *
Frequency: Monthly
Published Chicago, IL
Circulation: Not reported
Advertising: Accepted
Description: Travel magazine
31. **Name:** Windy City Sports Magazine *
Frequency: Monthly
Published Chicago, IL
Circulation: 100,000
Advertising: Accepted
Description: Sports magazine

32. **Name:** Prospect – The Magazine of Elmhurst College *
Frequency: Semiannual
Published Elmhurst, IL
Circulation: 35,000
Advertising: Not accepted
Description: College magazine
33. **Name:** North Shore Magazine *
Frequency: Monthly
Published Glenview, IL
Circulation: 40,547
Subscription Rate: \$3 (single issue)
Advertising: Accepted
Description: Lifestyle magazine
34. **Name:** Illinois Agri-News *
Frequency: Weekly
Published La Salle, IL
Circulation: 34,000
Subscription Rate: \$22 per annum
Advertising: Accepted
Description: Trade magazine
35. **Name:** Voices *
Frequency: 3 per year
Published Lisle, IL
College: Benedictine University
Circulation: 25,000
Advertising: Not accepted
Description: College magazine
36. **Name:** Illinois Music Educator *
Frequency: 3 per year
Published Mokena, IL
Circulation: 4,500
Subscription Rate: \$14 per annum
Advertising: Accepted
Description: Trade magazine

37. **Name:** The Basenji *
Frequency: Monthly
Published New Lenox, IL
Circulation: Not reported
Description: Club magazine
38. **Name:** Midwest Home Chicago *
Frequency: 6 times per year
Published Northfield, IL
Circulation: 50,000
Subscription Rate: \$9.95 per annum
Advertising: Accepted
Description: Home magazine
39. **Name:** The Chamber Guide
Frequency: Annual
Published Palatine, IL
Description: Business magazine
40. **Name:** Chicagoland Golf *
Frequency: 15 per year
Published Woodridge, IL
Circulation: Paid 1,375; Controlled 51,125
Advertising: Accepted
Description: Sports magazine
41. **Name:** Lake County Visitors Guide *
Frequency: Annual
Published Hammond, IN
Circulated: Lake County, IN
Subscription Rate: Free
Advertising: Accepted
Description: Travel magazine
42. **Name:** The Midwest BEAT Magazine *
Frequency: Monthly
Published Highland, IN
Circulation: Non-paid 30,000

- Advertising:** Accepted
Description: Entertainment magazine
43. **Name:** Lake Magazine *
Published La Porte, IN
Circulation: 140,000
Subscription Rate: \$22.95 per annum
Advertising: Accepted
Description: Travel magazine
44. **Name:** Adweek/Midwest *
Frequency: Weekly
Published Chicago, IL
Circulation: Not reported
Subscription Rate: \$299 per annum
Advertising: Accepted
45. **Description:** Trade magazine**Name:** Chamber Way Germany/Midwest *
Frequency: Semiannual
Published Chicago, IL
Circulation: 3,000
Subscription Rate: \$20 per annum
Advertising: Accepted
Description: Trade magazine
46. **Name:** Midwest Engineer *
Frequency: Quarterly
Published Lisle, IL
Circulation: 1,000
Advertising: Accepted
Description: Trade magazine
47. **Name:** Apartments.com Magazine (owned by Tribune Company)
Frequency: Monthly
Published: Chicago, IL
Circulation: 50,000
Subscription Rate: Free
Advertising: Accepted
Description: Apartment magazine
48. **Name:** Cars.com Magazine (owned by Tribune Company)

Frequency: Weekly
Published: Chicago, IL
Circulation: 34,500
Subscription Rate: Free
Advertising: Accepted
Description: Car magazine

49. **Name:** Chicago Cigar Smoker Magazine *
Frequency: Quarterly
Published: Glen Ellyn, IL
Circulation: Paid 5,000; Controlled 80,000
Advertising: Accepted
Description: Men's lifestyle magazine

Chicago DMA Full Power Radio Stations

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
WAES	FM	Variety	Lincolnshire, IL	Adlai E Stevenson HS Dist 125	NCE
WAIT	AM	Christian	Crystal Lake, IL	Newsweb Corporation	C
WAJK	FM	Hot AC	La Salle, IL	Miller, Peter III	C
WAKE	AM	Adlt Stndrd	Valparaiso, IN	Porter County Broadcasting	C
WALS	FM	Country	Oglesby, IL	The Radio Group	C
WARG	FM	Alternative	Summit, IL	Community High School Dist 217	NCE
WAUR	AM	Chrst/Talk	Sandwich, IL	Starboard Media Foundation Inc D/B/ARelevant Radio	C
WAWF	FM	Gospel	Kankakee, IL	Family Worship Center Church Inc	NCE
WBBM	FM	CHR	Chicago, IL	CBS Corporation	C
WBBM	AM	News	Chicago, IL	CBS Corporation	C
WBEQ	FM	Nws/Tlk/Inf	Morris, IL	WBEZ Alliance Inc	NCE
WBEW	FM	Nws/Tlk/Inf	Chesterton, IN	WBEZ Alliance Inc	NCE
WBEZ	FM	Nws/Tlk/Inf	Chicago, IL	WBEZ Alliance Inc	NCE
WBGX	AM	Gospl/Talk	Harvey, IL	Great Lakes Radio - Chicago LLC	C
WBIG	AM	Nws/Tlk/Spt	Aurora, IL	Jakle-McNaughton Stations	C
WBMF	FM	Christian	Crete, IL	Family Worship Center Church Inc	NCE
WBZG	FM	Rock	Peru, IL	The Radio Group	C
WCCQ	FM	Country	Crest Hill, IL	NextMedia Group Inc, Debtor in Possession	C
WCEV	AM	Ethnic	Cicero, IL	Migala Communications Corp	C
WCFJ	AM	Variety	Chicago Heights, IL	Newsweb Corporation	C
WCFL	FM	ChrsContemp	Morris, IL	Illinois Bible Institute	NCE
WCFS	FM	AC	Elmwood Park, IL	CBS Corporation	C
WCGO	AM	Ethnic	Evanston, IL	Kovas Communications	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
WCLR	FM	Chrst/Rock	Arlington Heights, IL	Educational Media Foundation	NCE
WCMY	AM	News/Talk	Ottawa, IL	NRG Media LLC	C
WCOE	FM	Country	La Porte, IN	La Porte County Broadcasting	C
WCPQ	FM	Talk	Park Forest, IL	Newsweb Corporation	C
WCPT	FM	Talk	Arlington Heights, IL	Newsweb Corporation	C
WCPT	AM	Talk	Willow Springs, IL	Starboard Media Foundation Inc D/B/A Relevant Radio	C
WCPY	FM	Talk	DeKalb, IL	Newsweb Corporation	C
WCRX	FM	CHR/Rhymc	Chicago, IL	Columbia College	NCE
WCSF	FM	Rock/Altve	Joliet, IL	College of St. Francis	NCE
WCSJ	AM	AdStd/News	Morris, IL	GS Radio of Illinois LLC	C
WCSJ	FM	AdStd/News	Morris, IL	Nelson Multimedia Inc	C
WDCB	FM	Jazz/News	Glen Ellyn, IL	College Of Du Page	NCE
WDGC	FM	Variety	Downers Grove, IL	Du Page City, IL School District #99	NCE
WDKB	FM	AC	DeKalb, IL	DeKalb County Radio	C
WDRV	FM	Rock	Chicago, IL	Church of Jesus Christ LDS	C
WDSO	FM	Variety	Chesterton, IN	Duneland School Corp	NCE
WEEF	AM	Ethnic	Highland Park, IL	Polnet Communications Ltd	C
WEFM	FM	Adult CHR	Michigan City, IN	Michigan City FM Broadcasters	C
WEPS	FM	Educa/NPR	Elgin, IL	IL School Dist U-46	NCE
WERV	FM	Clsc Hits	Aurora, IL	NextMedia Group Inc, Debtor in Possession	C
WETN	FM	ChrsContemp	Wheaton, IL	Wheaton College	NCE
WFMT	FM	Classical	Chicago, IL	Window to the World Comm Inc	C
WGBK	FM	Educational	Glenview, IL	Glenbrook High School District	NCE
WGCI	FM	Urban	Chicago, IL	CC Media Holdings Inc	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
WGLC	FM	Country	Mendota, IL	The Radio Group	C
WGN	AM	Nws/Tlk/Spt	Chicago, IL	Tribune Company	C
WGRB	AM	Black Gospl	Chicago, IL	CC Media Holdings Inc	C
WGVE	FM	Varty/Talk	Gary, IN	Gary Community School Corp	NCE
WHCM	FM	Variety	Palatine, IL	William Rainey Harper College	NCE
WHFH	FM	AOR	Flossmoor, IL	Community High School District No. 233	NCE
WHLP	FM	Cst/Edu/Tlk	Hanna, IN	Calvary Radio Network Inc (IN)	NCE
WHPK	FM	Variety	Chicago, IL	University of Chicago	NCE
WHSD	FM	Variety	Hinsdale, IL	Hinsdale Twp.	NCE
WIIT	FM	Variety	Chicago, IL	Illinois Institute of Technology	NCE
WILV	FM	AC	Chicago, IL	Church of Jesus Christ LDS	C
WIMS	AM	Nws/Tlk/Spt	Michigan City, IN	Gerard Media LLC	C
WIND	AM	News/Talk	Chicago, IL	Salem Communications Corporation	C
WIVR	FM	Country	Kentland, IN	Milner Broadcasting Enterprises LLC	C
WJCH	FM	Christian	Joliet, IL	Family Stations Inc	NCE
WJDK	FM	AC	Seneca, IL	Nelson Multimedia Inc	C
WJJG	AM	Talk	Elmhurst, IL	Joseph J Gentile Inc	C
WJKL	FM	ChrsContemp	Glendale Heights, IL	Educational Media Foundation	NCE
WJMK	FM	Jack	Chicago, IL	CBS Corporation	C
WJOB	AM	Nws/Tlk/Spt	Hammond, IN	Vazquez Development LLC	C
WJOL	AM	Nws/Tlk/Spt	Joliet, IL	NextMedia Group Inc, Debtor in Possession	C
WJPR	FM	Educa/Oldes	Jasper, IN	Hembree, Larry	NCE
WKAN	AM	Talk	Kankakee, IL	STARadio Corp	C
WKCC	FM	Information	Kankakee, IL	Kankakee Community College	NCE

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
WKIF	FM	Adult Hits	Kankakee, IL	Newsweb Corporation	C
WKKC	FM	Edu/R&B/Gsp	Chicago, IL	Community College District #508	NCE
WKKD	AM	DARK	Aurora, IL	Kovas Communications	C
WKOT	FM	Clsc Hits	Marseilles, IL	Miller, Peter III	C
WKQX	FM	Alternative	Chicago, IL	Emmis Communications	C
WKRS	AM	News/Talk	Waukegan, IL	NextMedia Group Inc, Debtor in Possession	C
WKSC	FM	CHR	Chicago, IL	CC Media Holdings Inc	C
WKTA	AM	Ethnic	Evanston, IL	Polnet Communications Ltd	C
WLBK	AM	News/Talk	DeKalb, IL	WPW Broadcasting Incorporated	C
WLEY	FM	Mexican	Aurora, IL	Spanish Broadcasting System	C
WLIT	FM	AC	Chicago, IL	CC Media Holdings Inc	C
WLJE	FM	Country	Valparaiso, IN	Porter County Broadcasting	C
WLOI	AM	Nstlg/AdStd	La Porte, IN	La Porte County Broadcasting	C
WLPO	AM	Nws/Tlk/Spt	La Salle, IL	Miller, Peter III	C
WLPR	FM	Nws/Tlk/Spt	Lowell, IN	Northwest Indiana Public Broadcasting Inc	NCE
WLQI	FM	Clsc Hits	Rensselaer, IN	Brothers Broadcasting Corp	C
WLRA	FM	Variety	Lockport, IL	Lewis University	NCE
WLS	AM	News/Talk	Chicago, IL	Citadel Communications	C
WLS	FM	Oldies	Chicago, IL	Citadel Communications	C
WLTH	AM	Talk/RhyBl	Gary, IN	Marshall Media Group Inc	C
WLTL	FM	Variety	La Grange, IL	Lyons Township High School	NCE
WLUP	FM	Clsc Rock	Chicago, IL	Emmis Communications	C
WLUW	FM	Variety	Chicago, IL	Loyola University of Chicago	NCE
WMBI	AM	Religion	Chicago, IL	Moody Bible Institute of Chicago Incorporated	NCE

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
WMBI	FM	Religion	Chicago, IL	Moody Bible Institute of Chicago Incorporated	NCE
WMKB	FM	Clsc Rock	Earlville, IL	KM Communications Inc	C
WMTH	FM	Eclectic	Park Ridge, IL	Maine Township #207	NCE
WMVP	AM	Sports	Chicago, IL	ABC/Disney	C
WMXM	FM	Variety	Lake Forest, IL	Lake Forest College	NCE
WNDZ	AM	Variety	Portage, IN	Newsweb Corporation	C
WNIJ	FM	NPR/RhyBl	De Kalb, IL	Northern Illinois University	NCE
WNIW	FM	NPR	La Salle, IL	Northern Illinois University	NCE
WNTD	AM	Jazz	Chicago, IL	M&S WNTD LLC	C
WNTH	FM	Variety	Winnetka, IL	New Trier Township District #203 Bd of Education	NCE
WNUA	FM	Spanish AC	Chicago, IL	CC Media Holdings Inc	C
WNUR	FM	Variety	Evanston, IL	Northwestern University	NCE
WNVR	AM	Polish	Vernon Hills, IL	Polnet Communications Ltd	C
WNWI	AM	Intl/Talk	Oak Lawn, IL	Birach Broadcasting Corporation	C
WOJO	FM	Mexican	Evanston, IL	Broadcasting Media Partners Inc	C
WONC	FM	AOR	Naperville, IL	North Central College	NCE
WONU	FM	ChrsContemp	Kankakee, IL	Olivet Nazarene University	NCE
WOTW	FM	RlgMs/Educa	Monee, IL	Life On The Way Communications Inc	NCE
WPJX	AM	Rock	Zion, IL	Polnet Communications Ltd	C
WPNA	AM	Polish	Oak Park, IL	Polish National Alliance	C
WPPN	FM	Spanish AC	Des Plaines, IL	Broadcasting Media Partners Inc	C
WPUM	FM	MixAC/Varty	Rensselaer, IN	St Joseph's College	NCE
WPWX	FM	Urban	Hammond, IN	Crawford Broadcasting Company	C
WRDZ	AM	Family Hits	La Grange, IL	ABC/Disney	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
WRIN	AM	Adlt Stndrd	Rensselaer, IN	Brothers Broadcasting Corp	C
WRKX	FM	Variety	Ottawa, IL	NRG Media LLC	C
WRLL	AM	Information	Cicero, IL	Midway Broadcasting	C
WRMN	AM	News/Talk	Elgin, IL	Fox Valley Broadcasting Co Inc	C
WRRG	FM	Alternative	River Grove, IL	Triton College	NCE
WRSE	FM	Clsc Hits	Elmhurst, IL	Elmhurst College	NCE
WRTE	FM	Variety	Chicago, IL	Mexican Fine Arts Center Museum	NCE
WRTO	AM	Spn/Tlk/Spt	Chicago, IL	Broadcasting Media Partners Inc	C
WRXQ	FM	Clsc Rock	Coal City, IL	NextMedia Group Inc, Debtor in Possession	C
WSBC	AM	Variety	Chicago, IL	Newsweb Corporation	C
WSCR	AM	Sprts/Talk	Chicago, IL	CBS Corporation	C
WSPL	AM	Nws/Tlk/Spt	Streator, IL	The Radio Group	C
WSPY	FM	AC	Plano, IL	Nelson Multimedia Inc	C
WSPY	AM	Easy	Geneva, IL	Nelson Multimedia Inc	C
WSQR	AM	Nws/Tlk/Old	Sycamore, IL	Nelson Multimedia Inc	C
WSRB	FM	Urban AC	Lansing, IL	Crawford Broadcasting Company	C
WSRI	FM	Chrst/Rock	Sugar Grove, IL	Educational Media Foundation	NCE
WSSD	FM	Gospl/BIGrs	Chicago, IL	Lakeside Telecommunications Inc	NCE
WSSR	FM	AC	Joliet, IL	NextMedia Group Inc, Debtor in Possession	C
WSTQ	FM	Top 40	Streator, IL	The Radio Group	C
WTMK	FM	Cst/Edu/Tlk	Lowell, IN	Calvary Radio Network Inc (IN)	NCE
WTMX	FM	Hot AC	Skokie, IL	Church of Jesus Christ LDS	C
WUSN	FM	Country	Chicago, IL	CBS Corporation	C
WVAZ	FM	Urban AC	Oak Park, IL	CC Media Holdings Inc	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
WVIV	FM	Span/VarHt	Highland Park, IL	Broadcasting Media Partners Inc	C
WVIX	FM	Span/VarHt	Joliet, IL	Broadcasting Media Partners Inc	C
WVLI	FM	Oldies	Kankakee, IL	Milner Broadcasting Enterprises LLC	C
WVON	AM	Talk	Berwyn, IL	Midway Broadcasting	C
WVUR	FM	Diverse	Valparaiso, IN	Valparaiso University	NCE
WWCA	AM	Chrst/Talk	Gary, IN	Starboard Media Foundation Inc D/B/ARelevant Radio	C
WWDV	FM	Rock	Zion, IL	Church of Jesus Christ LDS	C
WWGN	FM	Christian	Ottawa, IL	Family Worship Center Church Inc	NCE
WWHN	AM	Black Gospl	Joliet, IL	Hawkins Broadcasing Co	C
WWYW	FM	Oldies	Dundee, IL	NextMedia Group Inc, Debtor in Possession	C
WXAV	FM	Variety	Chicago, IL	St Xavier University	NCE
WXLC	FM	Hot AC	Waukegan, IL	NextMedia Group Inc, Debtor in Possession	C
WXNU	FM	Country	St Anne, IL	STARadio Corp	C
WXRD	FM	Clsc Rock	Crown Point, IN	Porter County Broadcasting	C
WXRT	FM	AAA	Chicago, IL	CBS Corporation	C
WYCA	FM	Gospel	Crete, IL	Crawford Broadcasting Company	C
WYKT	FM	AC	Wilmington, IL	STARadio Corp	C
WYLL	AM	Chrst/Talk	Chicago, IL	Salem Communications Corporation	C
WYRB	FM	Urban AC	Genoa, IL	Crawford Broadcasting Company	C
WYYS	FM	Clsc Hits	Streator, IL	The Radio Group	C
WZRD	FM	Variety	Chicago, IL	Northeastern Illinois University	NCE
WZSR	FM	AC	Woodstock, IL	NextMedia Group Inc, Debtor in Possession	C
WZVN	FM	AC	Lowell, IN	Porter County Broadcasting	C

Chicago DMA Multicast Radio Streams

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
WBBM-HD2	F2	Dance	Chicago, IL	CBS Corporation	C
WCFS-HD2	F2	News	Elmwood Park, IL	CBS Corporation	C
WDRV-HD2	F2	Rock	Chicago, IL	Church of Jesus Christ LDS	C
WERV-HD2	F2	Clsc Hits	Aurora, IL	NextMedia Group Inc, Debtor in Possession	C
WGCI-HD2	F2	Hip Hop	Chicago, IL	CC Media Holdings Inc	C
WILV-HD2	F2	AC	Chicago, IL	Church of Jesus Christ LDS	C
WJMK-HD2	F2	Sprts/Talk	Chicago, IL	CBS Corporation	C
WKQX-HD2	F2	DARK	Chicago, IL	Emmis Communications	C
WKSC-HD2	F2	CHR	Chicago, IL	CC Media Holdings Inc	C
WLIT-HD2	F2	Clsc Hits	Chicago, IL	CC Media Holdings Inc	C
WLS-HD2	F2	News/Talk	Chicago, IL	Citadel Communications	C
WLUP-HD2	F2	Clsc Rock	Chicago, IL	Emmis Communications	C
WMBI-HD2	F2	Religion	Chicago, IL	Moody Bible Institute of Chicago Incorporated	NCE
WNUA-HD2	F2	Smooth Jazz	Chicago, IL	CC Media Holdings Inc	C
WOJO-HD2	F2	Span/CCTmp	Evanston, IL	Broadcasting Media Partners Inc	C
WOJO-HD3	F3	Spn/Tlk/Spt	Evanston, IL	Broadcasting Media Partners Inc	C
WPPN-HD2	F2	Span/Rock	Des Plaines, IL	Broadcasting Media Partners Inc	C
WTMX-HD2	F2	80s Hits	Skokie, IL	Church of Jesus Christ LDS	C
WUSN-HD2	F2	Country	Chicago, IL	CBS Corporation	C
WVAZ-HD2	F2	Black Gospl	Oak Park, IL	CC Media Holdings Inc	C
WWDV-HD2	F2	Clsc Rock	Zion, IL	Church of Jesus Christ LDS	C
WXRT-HD2	F2	AAA	Chicago, IL	CBS Corporation	C
WYRB-HD2	F2	Urban	Genoa, IL	Crawford Broadcasting Company	C

Chicago FCC Geographic Market Radio Stations

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
WAES	FM	Variety	Lincolnshire, IL	Adlai E Stevenson HS Dist 125	NCE
WAIT	AM	Christian	Crystal Lake, IL	Newsweb Corporation	C
WAKE	AM	Adlt Stndrd	Valparaiso, IN	Porter County Broadcasting	C
WARG	FM	Alternative	Summit, IL	Community High School Dist 217	NCE
WBBM	AM	News	Chicago, IL	CBS Corporation	C
WBBM	FM	CHR	Chicago, IL	CBS Corporation	C
WBEQ	FM	Nws/Tlk/Inf	Morris, IL	WBEZ Alliance Inc	NCE
WBEW	FM	Nws/Tlk/Inf	Chesterton, IN	WBEZ Alliance Inc	NCE
WBEZ	FM	Nws/Tlk/Inf	Chicago, IL	WBEZ Alliance Inc	NCE
WBGX	AM	Gospl/Talk	Harvey, IL	Great Lakes Radio - Chicago LLC	C
WBIG	AM	Nws/Tlk/Spt	Aurora, IL	Jakle-McNaughton Stations	C
WBMF	FM	Christian	Crete, IL	Family Worship Center Church Inc	NCE
WCCQ	FM	Country	Crest Hill, IL	NextMedia Group Inc, Debtor in Possession	C
WCEV	AM	Ethnic	Cicero, IL	Migala Communications Corp	C
WCFJ	AM	Variety	Chicago Heights, IL	Newsweb Corporation	C
WCFL	FM	ChrsContemp	Morris, IL	Illinois Bible Institute	NCE
WCFS	FM	AC	Elmwood Park, IL	CBS Corporation	C
WCGO	AM	Ethnic	Evanston, IL	Kovas Communications	C
WCLR	FM	Chrst/Rock	Arlington Heights, IL	Educational Media Foundation	NCE
WCPQ	FM	Talk	Park Forest, IL	Newsweb Corporation	C
WCPT	AM	Talk	Willow Springs, IL	Starboard Media Foundation Inc D/B/A Relevant Radio	C
WCPT	FM	Talk	Arlington Heights, IL	Newsweb Corporation	C
WCPY	FM	Talk	DeKalb, IL	Newsweb Corporation	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
WCRX	FM	CHR/Rhymc	Chicago, IL	Columbia College	NCE
WCSF	FM	Rock/Altve	Joliet, IL	College of St. Francis	NCE
WCSJ	AM	AdStd/News	Morris, IL	GS Radio of Illinois LLC	C
WCSJ	FM	AdStd/News	Morris, IL	Nelson Multimedia Inc	C
WDCB	FM	Jazz/News	Glen Ellyn, IL	College Of Du Page	NCE
WDGC	FM	Variety	Downers Grove, IL	Du Page City, IL School District #99	NCE
WDRV	FM	Rock	Chicago, IL	Church of Jesus Christ LDS	C
WDSO	FM	Variety	Chesterton, IN	Duneland School Corp	NCE
WEEF	AM	Ethnic	Deerfield, IL	Polnet Communications Ltd	C
WEPS	FM	Educa/NPR	Elgin, IL	IL School Dist U-46	NCE
WERV	FM	Clsc Hits	Aurora, IL	NextMedia Group Inc, Debtor in Possession	C
WETN	FM	ChrsContemp	Wheaton, IL	Wheaton College	NCE
WFMT	FM	Classical	Chicago, IL	Window to the World Comm Inc	C
WGBK	FM	Educational	Glenview, IL	Glenbrook High School District	NCE
WGCI	FM	Urban	Chicago, IL	CC Media Holdings Inc	C
WGN	AM	Nws/Tlk/Spt	Chicago, IL	Tribune Company	C
WGRB	AM	Black Gospl	Chicago, IL	CC Media Holdings Inc	C
WGTD	FM	NPR/ClscI	Kenosha, WI	Gateway Technical College	NCE
WGVE	FM	Varty/Talk	Gary, IN	Gary Community School Corp	NCE
WHCM	FM	Variety	Palatine, IL	William Rainey Harper College	NCE
WHFH	FM	AOR	Flossmoor, IL	Community High School District No. 233	NCE
WHPK	FM	Variety	Chicago, IL	University of Chicago	NCE
WHSD	FM	Variety	Hinsdale, IL	Hinsdale Twp.	NCE
WIIL	FM	Adult Rock	Kenosha, WI	NextMedia Group Inc, Debtor in Possession	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
WIIT	FM	Variety	Chicago, IL	Illinois Institute of Technology	NCE
WILV	FM	AC	Chicago, IL	Church of Jesus Christ LDS	C
WIND	AM	News/Talk	Chicago, IL	Salem Communications Corporation	C
WJCH	FM	Christian	Joliet, IL	Family Stations Inc	NCE
WJDK	FM	AC	Seneca, IL	Nelson Multimedia Inc	C
WJGG	AM	Talk	Elmhurst, IL	Joseph J Gentile Inc	C
WJKL	FM	ChrsContemp	Glendale Heights, IL	Educational Media Foundation	NCE
WJMK	FM	Jack	Chicago, IL	CBS Corporation	C
WJOB	AM	Nws/Tlk/Spt	Hammond, IN	Vazquez Development LLC	C
WJOL	AM	Nws/Tlk/Spt	Joliet, IL	NextMedia Group Inc, Debtor in Possession	C
WKKC	FM	Edu/R&B/Gsp	Chicago, IL	Community College District #508	NCE
WKKD	AM	DARK	Silvis, IL	Kovas Communications	C
WKQX	FM	Alternative	Chicago, IL	Emmis Communications	C
WKRS	AM	News/Talk	Waukegan, IL	NextMedia Group Inc, Debtor in Possession	C
WKSC	FM	CHR	Chicago, IL	CC Media Holdings Inc	C
WKTA	AM	Ethnic	Evanston, IL	Polnet Communications Ltd	C
WLEY	FM	Mexican	Aurora, IL	Spanish Broadcasting System	C
WLIP	AM	Talk	Kenosha, WI	NextMedia Group Inc, Debtor in Possession	C
WLIT	FM	AC	Chicago, IL	CC Media Holdings Inc	C
WLJE	FM	Country	Valparaiso, IN	Porter County Broadcasting	C
WLPR	FM	Nws/Tlk/Spt	Lowell, IN	Northwest Indiana Public Broadcasting Inc	NCE
WLRA	FM	Variety	Lockport, IL	Lewis University	NCE
WLS	AM	News/Talk	Chicago, IL	Citadel Broadcasting Corporation	C
WLS	FM	Oldies	Chicago, IL	Citadel Broadcasting Corporation	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
WLTH	AM	Talk/RhyBl	Gary, IN	Marshall Media Group Inc	C
WLTL	FM	Variety	La Grange, IL	Lyons Township High School	NCE
WLUP	FM	Clsc Rock	Chicago, IL	Emmis Communications	C
WLUW	FM	Variety	Chicago, IL	Loyola University of Chicago	NCE
WMBI	AM	Religion	Chicago, IL	Moody Bible Institute of Chicago Incorporated	NCE
WMBI	FM	Religion	Chicago, IL	Moody Bible Institute of Chicago Incorporated	NCE
WMTH	FM	Eclectic	Park Ridge, IL	Maine Township #207	NCE
WMVP	AM	Sports	Chicago, IL	ABC/Disney	C
WMXM	FM	Variety	Lake Forest, IL	Lake Forest College	NCE
WNDZ	AM	Variety	Portage, IN	Newsweb Corporation	C
WNTD	AM	Jazz	Chicago, IL	M&S WNTD LLC	C
WNTH	FM	Variety	Winnetka, IL	New Trier Township District #203 Bd of Education	NCE
WNUA	FM	Spanish AC	Chicago, IL	CC Media Holdings Inc	C
WNUR	FM	Variety	Evanston, IL	Northwestern University	NCE
WNVR	AM	Polish	Vernon Hills, IL	Polnet Communications Ltd	C
WNWI	AM	Intl/Talk	Oak Lawn, IL	Birach Broadcasting Corporation	C
WOJO	FM	Mexican	Evanston, IL	Broadcasting Media Partners Inc	C
WONC	FM	AOR	Naperville, IL	North Central College	NCE
WOTW	FM	RlgMs/Educa	Monee, IL	Life On The Way Communications Inc	NCE
WPJX	AM	Rock	Zion, IL	Polnet Communications Ltd	C
WPNA	AM	Polish	Oak Park, IL	Polish National Alliance	C
WPPN	FM	Spanish AC	Des Plaines, IL	Broadcasting Media Partners Inc	C
WPWX	FM	Urban	Hammond, IN	Crawford Broadcasting Company	C
WRDZ	AM	Family Hits	La Grange, IL	ABC/Disney	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
WRLL	AM	Information	Cicero, IL	Midway Broadcasting	C
WRMN	AM	News/Talk	Elgin, IL	Fox Valley Broadcasting Co Inc	C
WRRG	FM	Alternative	River Grove, IL	Triton College	NCE
WRSE	FM	Clsc Hits	Elmhurst, IL	Elmhurst College	NCE
WRTE	FM	Variety	Chicago, IL	Mexican Fine Arts Center Museum	NCE
WRTO	AM	Spn/Tlk/Spt	Chicago, IL	Broadcasting Media Partners Inc	C
WRXQ	FM	Clsc Rock	Coal City, IL	NextMedia Group Inc, Debtor in Possession	C
WSBC	AM	Variety	Chicago, IL	Newsweb Corporation	C
WSCR	AM	Sprts/Talk	Chicago, IL	CBS Corporation	C
WSPY	AM	Easy	Geneva, IL	Nelson Multimedia Inc	C
WSPY	FM	AC	Plano, IL	Nelson Multimedia Inc	C
WSRB	FM	Urban AC	Lansing, IL	Crawford Broadcasting Company	C
WSRI	FM	Chrst/Rock	Sugar Grove, IL	Educational Media Foundation	NCE
WSSD	FM	Gospl/BIGrs	Chicago, IL	Lakeside Telecommunications Inc	NCE
WSSR	FM	AC	Joliet, IL	NextMedia Group Inc, Debtor in Possession	C
WTMK	FM	Cst/Edu/Tlk	Wanatah, IN	Calvary Radio Network Inc (IN)	NCE
WTMX	FM	Hot AC	Skokie, IL	Church of Jesus Christ LDS	C
WTZI	FM	Religion	Rosemont, IL	Calvary Chapel of Elk Grove Village	NCE
WUSN	FM	Country	Chicago, IL	CBS Corporation	C
WVAZ	FM	Urban AC	Oak Park, IL	CC Media Holdings Inc	C
WVIV	FM	Span/VarHt	Highland Park, IL	Broadcasting Media Partners Inc	C
WVIX	FM	Span/VarHt	Lemont, IL	Broadcasting Media Partners Inc	C
WVON	AM	Talk	Berwyn, IL	Midway Broadcasting	C
WVUR	FM	Diverse	Valparaiso, IN	Valparaiso University	NCE

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
WWCA	AM	Chrst/Talk	Gary, IN	Starboard Media Foundation Inc D/B/ARelevant Radio	C
WWDV	FM	Rock	Zion, IL	Church of Jesus Christ LDS	C
WWHN	AM	Black Gospl	Joliet, IL	Hawkins Broadcasing Co	C
WWYW	FM	Oldies	Dundee, IL	NextMedia Group Inc, Debtor in Possession	C
WXAV	FM	Variety	Chicago, IL	St Xavier University	NCE
WXLC	FM	Hot AC	Waukegan, IL	NextMedia Group Inc, Debtor in Possession	C
WXRD	FM	Clsc Rock	Crown Point, IN	Porter County Broadcasting	C
WXRT	FM	AAA	Chicago, IL	CBS Corporation	C
WYCA	FM	Gospel	Crete, IL	Crawford Broadcasting Company	C
WYKT	FM	AC	Wilmington, IL	STARadio Corp	C
WYLL	AM	Chrst/Talk	Chicago, IL	Salem Communications Corporation	C
WZKL	FM	ChrsContemp	Woodstock, IL	Educational Media Foundation	NCE
WZRD	FM	Variety	Chicago, IL	Northeastern Illinois University	NCE
WZSR	FM	AC	Woodstock, IL	NextMedia Group Inc, Debtor in Possession	C
WZVN	FM	AC	Lowell, IN	Porter County Broadcasting	C

Chicago DMA LPFM Stations

CALLS	Format	City/St. of License	Owner
WITW-LP	Religion	Valparaiso , IN	Book of Life Bible Institute, Inc.
WVLP-LP	Variety	Valparaiso , IN	Neighbors Corp
WRLR-LP	Variety	Round Lake Heights , IL	Rondaradio
WFEL-LP	Religion	Antioch , IL	Faith Evangelical Lutheran Church
WLGS-LP	Relig Music	Lake Villa , IL	Calvary Chapel of Lake Villa
WLMM-LP	Religion	Channahon , IL	Anchor Broadcasting of Channahon



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 285+ digital channels

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NATIONALS

A&E	HD 265	ESPN	HD 206	ION Television	305	Science Channel	HD 284
ABC Family	HD 311	ESPN U	614	ION Television West	347	ShopNBC	316
American Movie Classics (AMC)	254	ESPN2	HD 209	Independent Film Channel (IFC)	550	Sleuth	308
Animal Planet	HD 282	ESPNEWS	HD 207	Investigation Discovery (ID)	285	Speed Channel	HD 607
BBC America	264	EWTN	370	Jewelry Television	313	Spike	HD 241
BYU TV	374	Enlace Christian Television	448	Jewish Life Television	366	Style	235
Big Ten Network	HD 610	FX	HD 248	Lifetime	252	Syfy Channel	HD 244
Biography Channel	HD 266	Fine Living	232	Lifetime Movie Network	253	TBS	HD 247
Black Entertainment Television (BET)	HD 329	Fit TV	261	LinkTV	375	TCT Network	377
Bloomberg Television	353	Food Network	HD 231	Logo	272	TNT	HD 245
Boomerang	298	Fox Business Network	HD 359	MHz WORLDVIEW	2183	TV Guide Network	237
Bravo	HD 273	Fox Movie Channel	258	MLB Network	HD 213	TV Land	304
CMT	HD 327	Fox News Channel	HD 360	MSNBC	356	TV One	328
CNBC	HD 355	Fox Reality	250	MTV	HD 331	TeenNick	303
CNBC World	357	Fuel	HD 618	MTV2	333	Tennis Channel	HD 217
CNN	HD 202	Fuse	339	Military Channel	287	The 101 Network HD	HD 101
CSPAN 1	350	G4	310	NASA TV	283	The Learning Channel	HD 280
CSPAN 2	351	GEM NET (Global Expansion Media Network)	2068	NBA TV	HD 216	The Sportsman Channel	605
Cartoon Network (East)	HD 296	GOD TV	365	NFL Network	HD 212	The Word Network	373
Cartoon Network (West)	297	GSN, the network for games	309	NHL Network	HD 215	Travel Channel	277
Centric	330	Galavision	404	NRB	378	Trinity Broadcasting Network (TBN)	372
Chiller	257	GemsTV	233	National Geographic Channel	HD 276	TruTV	246
Christian Television Network (CTN)	376	Golf Channel	218	Nick Jr.	301	Turner Classic Movies (TCM)	256
Church Channel	371	Gospel Music Channel	338	Nickelodeon (East)	HD 299	USA Network	HD 242
Comedy Central	HD 249	Great American Country	326	Nickelodeon (West)	300	Univision	402
Current TV	358	HD Theater	HD 281	Nicktoons Network	302	V-me	440
DIY Network	230	HDNet	HD 306	ONCE México	447	VH1	HD 335
Daystar	369	HITN	438	Ovation TV	274	VH1 Classic	337
Discovery Channel	HD 278	Hallmark Channel	312	Oxygen	251	Versus	HD 603
Discovery Health	279	Headline News	204	PBS	0	WE: Women's Entertainment	260
Discovery Kids	294	History Channel	HD 269	PBS Kids Sprout	295	WGN America	307
Disney Channel (East)	HD 290	History International	271	Planet Green	HD 286	Weather Channel	HD 362
Disney Channel (West)	291	Home & Garden Television (HGTV)	HD 229	QVC	275	World Harvest Television	367
Disney XD	HD 292	Home Shopping Network	240	RFD TV	345		
Documentary Channel	263	Hope	368	ReelzChannel	238		
E! Entertainment	236	INSP	364	SOAPnet	262		

PREMIUMS

CBS College Sports	HD 613	Encore Westerns	538	HBO Latino	511	Starz Comedy HD	HD 526
Cinemax East	HD 512	Flix	557	HBO Signature	503	Starz Edge	HD 529
Cinemax West	HD 514	Fox Soccer Channel	619	MoreMAX	513	Starz InBlack	530
ESPN Classic Sports	208	Fox Sports en Espanol	624	Outdoor Channel	606	Starz Kids & Family HD	HD 525
Encore (East)	535	Go!TV	620	SHOWTIME	HD 545	Sundance Channel	558
Encore (West)	536	HBO (East)	HD 501	SHOWTIME (West)	HD 546	TVG - The Interactive Horseracing Network	602
Encore Action	541	HBO (West)	HD 504	SHOWTIME 2	HD 547	The Movie Channel (West)	555
Encore Drama	540	HBO 2 (East)	502	SHOWTIME Extreme	HD 549	The Movies Channel (East)	HD 554
Encore Love	537	HBO 2 (West)	505	SHOWTIME Showcase	HD 548		
Encore Mystery	539	HBO Family (East)	507	Starz (East)	HD 527		
Encore Wam	542	HBO Family (West)	508	Starz (West)	HD 528		

REGIONAL SPORT NETWORKS

Comcast SportsNet Chicago 665	HD 665		
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SATELLITE RADIO							
SONICTAP: 60's Revolution	803	SONICTAP: College Rock	831	SONICTAP: Italian Bistro Blend	881	SONICTAP: Regional Mexican	873
SONICTAP: 70's Hits	804	SONICTAP: Dance	859	SONICTAP: Italian Contemporary	882	SONICTAP: Retro Disco	845
SONICTAP: 8-Tracks	840	SONICTAP: Familiar Favorites	880	SONICTAP: Jazz	852	SONICTAP: Rock en Espanol	878
SONICTAP: 80's Hits	805	SONICTAP: Fiesta Tropical	870	SONICTAP: Latin Hits	871	SONICTAP: Salsa	874
SONICTAP: 90's Hits	806	SONICTAP: Flashback/New Wave	839	SONICTAP: Latin Jazz	879	SONICTAP: Showtunes	823
SONICTAP: Adult Alternative	832	SONICTAP: Folk Rock	813	SONICTAP: Light Classical	866	SONICTAP: Silky Soul	843
SONICTAP: Adult Contemporary	821	SONICTAP: Full Metal Jacket	830	SONICTAP: Love Songs	819	SONICTAP: Silver Screen	822
SONICTAP: Alternative	834	SONICTAP: Gospel Glory	827	SONICTAP: Malt Shop Oldies	802	SONICTAP: Singer-Songwriters	836
SONICTAP: Bailamos!	869	SONICTAP: Great Standards	855	SONICTAP: Mariachi	876	SONICTAP: Smooth Jazz	851
SONICTAP: Be-Tween	867	SONICTAP: Groove Lounge	824	SONICTAP: Metro Blend	853	SONICTAP: Soft Hits	849
SONICTAP: Beautiful Instrumentals	820	SONICTAP: Hair Guitar	829	SONICTAP: Modern Country	814	SONICTAP: Spike	841
SONICTAP: Big Band/Swing	801	SONICTAP: Hallelujah	828	SONICTAP: Modern Workout	860	SONICTAP: SubTerranean	858
SONICTAP: Bluegrass	812	SONICTAP: Hit Country	809	SONICTAP: Musica De Las Americas	872	SONICTAP: Symphonic	864
SONICTAP: Blues	854	SONICTAP: Holidays & Happenings	815	SONICTAP: New Age	856	SONICTAP: The Boombox	846
SONICTAP: Carnaval Brasileiro	877	SONICTAP: Honky Tonk Tavern	811	SONICTAP: Old School Funk	844	SONICTAP: The Playground	868
SONICTAP: Classic Hits Blend	837	SONICTAP: Hot Jamz	825	SONICTAP: PUMP!	861	SONICTAP: The Spirit	826
SONICTAP: Classic Jazz Vocal Blend	850	SONICTAP: Hottest Hits	818	SONICTAP: Piano	865	SONICTAP: Today's Hits	816
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If you do not see HD local channels currently available in your area, you may still be able to receive them via a high definition off-air antenna.

Local channels currently available in this package:**Locals Package – \$5.99 per month***

Station	Local Channel Number	Dish Channel Number
CHICAGO TELEF-WXFT	60	8500
 CHICAGO CW-WGN9	9	6316
CHICAGO ABC-WLS HD	7	6312
CHICAGO CW - WGN9 IN HD	9	6316
CHICAGO CBS-WBBM HD	2	6313
CHICAGO NBC-WMAQ HD	5	6314
CHICAGO TMNDO-WSNS	44	8499
CHICAGO AZTECA - WCHU	61	8506
 CHICAGO PBS-WYCC	20	8501

	CHICAGO NBC-WMAQ	5	6314
	CHICAGO MNT-WPWR	50	8495
	CHICAGO ABC-WLS	7	6312
	CHICAGO IND-WJYS	62	8503
	CHICAGO PBS-WYIN	56	8502
	CHICAGO PBS-WTTW	11	8496
	CHICAGO IND-WWME	23	8505
	CHICAGO ION-WCPX	38	8507
	CHICAGO IND-WCIU	26	8497
	CHICAGO UNVSN-WGBO	66	8498
	CHICAGO FOX-WFLD HD	32	6315
	CHICAGO FOX-WFLD	32	6315
	CHICAGO CBS-WBBM	2	8491

SUPERSTATIONS

Congratulations! This address is eligible for all Superstations.

Superstations – \$5.99 per month**

Station	Affiliate	Dish Channel Number
NEW YORK WB-WPIX	WB	234
DENVER WB-KWGN	WB	235

NEW YORK UPN-WWOR	UPN	8105
LOS ANGELES WB- KTLA	WB	232
BOSTON UPN-WSBK	UPN	236

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Station
Comcast Sports Chicago
Big Ten

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Local Cable Programming in Chicago Market¹

- Comcast Network 100 Chicago
 - Available on Comcast systems throughout the market
 - Provides four original locally-produced programs:²
 - “Illinois Education,” which is hosted by Illinois Senator Dan Cronin and reports exclusively on education issues at the state and local level. New episodes are produced monthly and rebroadcast on Thursdays at 8:30 pm.³
 - “Community Connection,” which highlights the local people, places, and events that make Chicagoland one of the most diverse communities in the country. New episodes are produced weekly and rebroadcast daily.⁴
 - “Prime Time Chicago,” a local entertainment show featuring theaters, clubs, celebrities, and events in Chicago. New episodes are produced monthly, and rebroadcast daily.⁵
 - “Sports Weekly,” a weekly high school sports magazine program. New episodes are produced weekly, and broadcast three times per week. Episodes during the summer include interviews with coaches and other local high school sports figures.⁶
- Comcast SportsNet Chicago [partly (20%) owned by Tribune]⁷
 - Available on cable systems throughout the Chicago market⁸
 - Provides extensive local and regional sports coverage, including major league baseball, basketball, and hockey games and college sports⁹

¹ This listing of local cable programming is not comprehensive, and additional programming may be available in each market. All websites listed were visited in January 2010.

² http://www.cn100.tv/programming_detail.cfm?id=13.

³ http://www.cn100.tv/programming_detail.cfm?id=35.

⁴ http://www.cn100.tv/programming_detail.cfm?id=49.

⁵ http://www.cn100.tv/programming_detail.cfm?id=14.

⁶ http://www.cn100.tv/programming_detail.cfm?id=12.

⁷ <http://csnchicago.com/pages/main>.

⁸ <http://csnchicago.com/pages/zipcode>.

⁹ http://csnchicago.com/pages/talent_gameteams.

- Also produces and airs numerous original shows¹⁰
- Cable 25 – commercial local origination channel run by the City of Chicago¹¹
 - Carried on Comcast, RCN, and Wide Open West systems in the City of Chicago¹²
 - Carries programming produced by Chicago residents and businesses within the City of Chicago, and designed specifically to address Chicago subjects and interests¹³
 - Includes public affairs, entertainment, religious, and other programs, including “Munir Mohammad,” a political talk show on government topics airing four days per week; “Your Town Chicago,” an entertainment magazine program airing six days per week, “Cutting Edge,” a weekly local interview program airing on Mondays, “Sports Spotlight,” featuring game highlights and sports interviews five days a week, and “Illinois Latino TV,” a Spanish-language entertainment magazine airing on Wednesdays and Sundays¹⁴
- MUTV – City of Chicago Municipal Television¹⁵
 - Provides coverage of municipal government meetings and other events¹⁶
 - Broadcasts monthly program “Reel Short” showcasing short films and videos ranging from animation to documentaries produced by Chicago residents¹⁷
- CAN TV – administers five public access channels in Chicago¹⁸

¹⁰ <http://csnchicago.com/pages/shows>.

¹¹ http://www.cityofchicago.org/city/webportal/portalContentItemAction.do?blockName=Cable25%2fProgram+Submission%2f+Want+To&deptMainCategoryOID=-536887824&channelId=0&programId=0&entityName=Cable25&topChannelName=SubAgency&contentOID=536904793&Failed_Reason=Invalid+timestamp,+engine+has+been+restarted&contentTypeName=COC_EDITORIAL&com.broadvision.session.new=Yes&Failed_Page=%2fwebportal%2fportalContentItemAction.do&context=dept.

¹² *Id.*

¹³ http://www.cityofchicago.org/city/webportal/portalContentItemAction.do?BV_SessionID=@@@@1774441401.1247771634@@@@&BV_EngineID=cccdadehkkgmflfcefecelldffhdfhm.0&contentOID=536904795&contentTypeName=COC_EDITORIAL&topChannelName=SubAgency&blockName=Cable25%2fProgram+Submission%2f+Want+To&context=dept&channelId=0&programId=0&entityName=Cable25&deptMainCategoryOID=-536887824.

¹⁴ http://www.cityofchicago.org/city/webportal/portalDeptCategoryAction.do?BV_SessionID=@@@@1774441401.1247771634@@@@&BV_EngineID=cccdadehkkgmflfcefecelldffhdfhm.0&deptCategoryOID=-536887830&contentType=COC_EDITORIAL&topChannelName=SubAgency&entityName=Cable25&deptMainCategoryOID=-536887830&topChannelName=SubAgency.

¹⁵ http://www.cityofchicago.org/city/webportal/portalContentItemAction.do?blockName=Consumer+Services%2fContent&deptMainCategoryOID=-536903604&entityName=Consumer+Services&topChannelName=Dept&contentOID=536912112&Failed_Reason=Invalid+timestamp,+engine+has+been+restarted&contentTypeName=COC_EDITORIAL&com.broadvision.session.new=Yes&Failed_Page=%2fwebportal%2fportalContentItemAction.do&context=dept.

¹⁶ *Id.*

¹⁷

http://www.explorechicago.org/city/en/supporting_narrative/events___special_events/events/mose/reel_short.html.

¹⁸ <http://www.cantv.org/faq.htm>.

- Provides programming channels focused on public affairs, community events coverage, religious and spiritual programs, an interactive community bulletin board, and a video magazine providing information on community services¹⁹
- Programs include:
 - “The Media Connection,” which focuses on stories affecting the local community that may be overlooked by “mainstream media;”²⁰
 - “Hard Cover,” a program produced by at-risk youth addressing politics and arts from a youth perspective;²¹
 - “Community Partners Project,” which covers public forums, town hall meetings, and community events;²² and
 - Numerous call-in shows on issues such as health, employment, drug abuse, domestic violence, and local community issues²³
- Naperville Community Television²⁴
 - Available on Comcast and Wide Open West cable systems covering Naperville²⁵
 - Broadcasts weekly news program, “Naperville News 17” devoted to coverage of local news and issues affecting Naperville residents²⁶
 - Broadcasts “Naperville Sports Weekly,” devoted to coverage of local high school sports²⁷
 - Also produces documentaries on local issues, provides coverage of local board meetings and special events, and airs other programming addressing other local issues²⁸

¹⁹ <http://www.cantv.org/faq.htm>.

²⁰ <http://www.cantv.org/description.htm#media>.

²¹ <http://www.cantv.org/description.htm#hardc>.

²² <http://www.cantv.org/commpart.htm>.

²³ <http://www.cantv.org/hotlineschedule.htm#ccc>.

²⁴ <http://www.nctv17.com/>.

²⁵ <http://nctv17.com/programmingschedule.html>.

²⁶ <http://www.nctv17.com/nctv17-napervillenews17.html>.

²⁷ <http://www.nctv17.com/nctv17-napsportsweekly.html>.

²⁸ <http://www.nctv17.com/>.

XM-Sirius Channel Lineup

Programming	Genre	Sirius/XM/Both
MUSIC		
Top 40 Hits	Pop	Sirius (<i>available on XM Internet Radio</i>)
Lite Pop Hits	Pop	Both
Love Songs	Pop	Both
'40s Pop Hits/Big Band	Pop	Both
'50s Pop Hits	Pop	Both
'60s Pop Hits with Cousin Brucie	Pop	Both
'70s Pop Hits	Pop	Both
'80s Pop Hits	Pop	Both
'90s Pop Hits	Pop	Both
UK Pop Hits	Pop	Both
2000s Pop Hits	Pop	XM (<i>available on Sirius Internet Radio</i>)
Elvis Presley 24/7	Pop	Both
Beautiful Music	Pop	Both
Top 20 Hits	Pop	XM (<i>available on Sirius Internet Radio</i>)
Mellow Rock	Pop/Rock	Both
2000s Pop Hits	Pop	XM (<i>available on Sirius Internet Radio</i>)
Variety/Adults Hits	Pop w/ Commercials	XM
All Hit Music	Pop w/ Commercials	XM
Bruce Springsteen 24/7	Rock	Both
'60s & '70s Classic Rock	Rock	Both
'70s & '80s Classic Rock	Rock	Both
Deep Classic Rock	Rock	Both
Jam Bands	Rock	Both
Adult Album Rock	Rock	Both
Classic Hard Rock	Rock	Both
New Hard Rock	Rock	Both
New Alternative	Rock	Both
Classic Alternative	Rock	Both
'80s Hair Bands	Rock	Both
'90s Alternative/Grunge	Rock	Both
Little Steven's Garage Rock	Rock	Both
Indie/College/Unsigned Rock	Rock	Both
Heavy Metal	Rock	Both
Action Sports/Punk/Ska	Rock	Both
Comfortably Electric	Rock	Both

Programming	Genre	Sirius/XM/Both
Acoustic Singer-Songwriters	Rock	Both
Escape to Margaritaville	Rock	Both
Grateful Dead 24/7	Rock	Both
Canadian Adult Alternative Music	Rock	Sirius
Canadian Indie	Rock	Sirius
Pure Classic Rock Variety	Rock w/Commercials	XM
Smooth Electronic	Dance & Electronic	Both
Dance Hits	Dance & Electronic	Both
Trance/Progressive	Dance & Electronic	Both
Disco/Classic Dance	Dance & Electronic	Both
Old Skool Rap	Hip-Hop/R&B	Both
Old Skool R&B	Hip-Hop/R&B	XM (<i>available on Sirius Internet Radio</i>)
Hip-Hop Hits	Hip-Hop/R&B	Both
Eminem's Uncut Hip-Hop Channel	Hip-Hop/R&B	Both
R&B Hits	Hip-Hop/R&B	Both
Adult R&B Hits	Hip-Hop/R&B	Both
Classic Soul/Motown	Hip-Hop/R&B	Both
Hot Hits & Jamz	Hip-Hop/R&B w/ Commercials	XM
New Country	Country	Both
'80s & '90s Country	Country	Both
'60s and '70s Country/The Grand Ole Opry	Country	Both
Rockin' Country/Americana	Country	Both
Willie Nelson's Traditional Country	Country	Both
Bluegrass	Country	Both
Folk	Country	XM (<i>available on Sirius Internet Radio</i>)
Great Country Variety	Country w/Commercials	XM
Christian Pop & Rock	Christian	Both
Southern Gospel	Christian	Both
Gospel	Christian	Both
Smooth/Contemporary Jazz	Jazz, Blues & Standards	Both
Traditional Jazz	Jazz, Blues & Standards	Both
New Age	Jazz, Blues & Standards	Both
B.B. King's Blues	Jazz, Blues & Standards	Both
Sinatra/American Standards	Jazz, Blues & Standards	Both

Programming	Genre	Sirius/XM/Both
Show Tunes	Jazz, Blues & Standards	Both
Movie Soundtracks	Jazz, Blues & Standards	XM (<i>available on Sirius Internet Radio</i>)
Opera/Classical Vocals	Classical	Both
Classical Pops	Classical	Both
Traditional Classical	Classical	Both
Tropical Latin Music	Latin & World	Both
Reggae	Latin & World	Both
Canadian Pop Hits (<i>Energie 2</i>)	Latin & World	Sirius
Canadian Soft Rock (<i>French</i>)	Latin & World	Sirius
Canadian Pop & Rock (<i>Bande a Part</i>)	Latin & World	Sirius
Emerging Artists	Latin & World	XM
Canadian Pop Hits (<i>Air Musique</i>)	Latin & World	XM
New & Emerging Artists (<i>French</i>)	Latin & World	XM
India's Hottest Hit Mix	Latin & World w/Commercials	XM
SPORTS		
<i>ESPN's</i> Sports Talk Channel		Both
SportsCenter, College Gameday & More (<i>ESPN All Access</i>)		Sirius
College Sports Talk/Dan Patrick		Both
Mad Dog Radio with Chris Russo		Both
24/7 NFL Talk		Sirius (<i>available on XM with "Best of Sirius"</i>)
European Soccer & More Including Formula 1 (<i>Play-by-Play 1</i>)*		Sirius (<i>Play by Play programming available on XM with "Best of Sirius" – 15 channels</i>)
European Soccer, Formula 1 & More (<i>Play-by-Play 2</i>)*		Sirius (<i>Play by Play programming available on XM with "Best of Sirius" – 15 channels</i>)
Sporting News Radio		Sirius
24/7 NASCAR Talk		Sirius (<i>available on XM with "Best of Sirius"</i>)
Spanish Sports Talk & Play-by-Play (<i>ESPN Deportes</i>)		Sirius (<i>available on XM Internet Radio</i>)

* Possible occasional programming overlap between "Play-by-Play 1" and "Play-by-Play 2" on Sirius and "Sports Play-by-Play" channels on XM

Programming	Genre	Sirius/XM/Both
Sports Radio French Language		Sirius
Sports Express from Canada		Sirius
Sports Talk with a Canadian Edge		Sirius
ESPN Xtra		XM
24 Hour Live Sports Talk (<i>Fox</i>)		XM
IndyCar Series Racing		XM (<i>available on Sirius with "Best of XM"</i>)
The PGA TOUR Network/Live Coverage & Golf Talk		XM (<i>available on Sirius with "Best of XM"</i>)
Sports en Espanol/Mexican League Soccer		XM
Play-by-Play en Espanol (<i>MLB</i>)		XM
MLB Home Plate 24/7 MLB News & Talk		XM (<i>available on Sirius with "Best of XM"</i>)
14 Major League Baseball Play-by-Play Channels (<i>14 channels</i>)		XM
ACC Football/Basketball (<i>3 channels</i>)		XM
Pac-10 Football/Basketball (<i>3 Channels</i>)		XM
Big Ten Football/Basketball (<i>3 Channels</i>)		XM
SEC Football/Basketball (<i>3 Channels</i>)		XM
Big East Football/Basketball		XM
Big 12 Football/Basketball		XM
Sports Play-by-Play* (<i>7 Channels</i>)		XM (<i>Play by Play programming available on Sirius with "Best of XM" – 10 channels</i>)
24/7 Hockey Talk & Play-by-Play		XM (<i>available on Sirius with "Best of XM"</i>)
NHL Hockey Play-by-Play (<i>5 Channels</i>)		XM
NBA Play-by-Play (<i>5 Channels</i>)		XM
Sports, Schedules, Scores & Updates		XM
Sports Schedules (<i>French</i>)		XM
Talk, News & NPR		
Fair and Balanced News (<i>Fox News</i>)		Both
Politics of the United States		Both
First in Business Worldwide (<i>CNBC</i>)		Both
The World Leader in Business News (<i>Bloomberg News</i>)		Both
The Worldwide Leader in News (<i>CNN</i>)		Both
News & Views (<i>CNN HLN</i>)		Both
NPR News & Conversation (<i>NPR Now</i>)		Both
NPR News & Talk (<i>NPR Talk</i>)		Sirius

Programming	Genre	Sirius/XM/Both
National/International News		Sirius
News from Around the World		Both
BBC World Service News		Both
Talk Radio from FOX News		Both
Liberal Talk [†]		Sirius (<i>available on XM Internet Radio</i>)
Conservative Talk [*]		Sirius (<i>available on XM Internet Radio</i>)
All-News Spanish Language (<i>CNN</i>)		Both
Current Affairs French Language		Sirius
International Talk French Language		Sirius
C-SPAN Radio		XM (<i>available on Sirius Internet Radio</i>)
The Bob Edwards Show, A Prairie Home Companion		XM (<i>available on Sirius with "Best of XM"</i>)
Public Radio Exchange		XM (<i>available on Sirius Internet Radio</i>)
Extreme Talk		XM
Live Talk Programming		XM
America's Talk		XM
Asian Radio		XM
XM Public Radio		XM
24/7 News & Talk for Physicians		XM
The Place for Politics (<i>MSNBC</i>)		XM (<i>available on Sirius Internet Radio</i>)
Progressive Talk [†]		XM (<i>available on Sirius Internet Radio</i>)
Conservative Talk [*]		XM (<i>available on Sirius Internet Radio</i>)
African-American Talk		XM (<i>available on Sirius Internet Radio</i>)
Talk Radio for Men (<i>French</i>)		XM
News & Information (<i>English</i>)		XM
News & Information (<i>French</i>)		XM
Entertainment		
Howard 100 (<i>Howard Stern</i>)		Sirius (<i>available on XM with "Best of Sirius"</i>)

[†] Substantial programming overlap between "Liberal Talk" on Sirius and "Progressive Talk" on XM

^{*} Substantial programming overlap between "Conservative Talk" on Sirius and "Conservative Talk" on XM

Programming	Genre	Sirius/XM/Both
Howard 101 (<i>Howard Stern</i>)		Sirius (<i>available on XM with "Best of Sirius"</i>)
Barbara Walters, Deepak Chopra and More		Both
Jay Thomas and More		Both
Gay & Lesbian Radio		Both
Funs, Fearless, Female (<i>Cosmo</i>)		Both
How-To For Living (<i>Martha Stewart</i>)		Sirius (<i>available on XM with "Best of Sirius"</i>)
Listen to Books		Both
Old-Time Radio		Both
Just for Truckers		Both
Smart & Sexy Adult Radio (<i>Playboy</i>)		Sirius (<i>available on XM with "Best of Sirius"</i>)
Live Your Best Life (<i>Oprah</i>)		XM (<i>available on Sirius with "Best of XM"</i>)
Family & Health		
Powered by NYU Langone Medical Center		Both
The Music Destination for Kids & Families (<i>Disney</i>)		Both
Songs & Fun for Younger Kids		Both
Comedy		
Blue Collar Comedy		Both
Comedy Uncensored		Both
Comedy From Canada		XM
Family Comedy		Both
Presented by Jamie Foxx		Both
The Opie & Anthony Show/The Ron & Fez Show		XM (<i>available on Sirius with "Best of XM"</i>)
Religion		
Now What You'd Expect		Both
EWTN Global Catholic Radio Network		Sirius (<i>available on XM Internet Radio</i>)
FamilyNet Christian Talk		Sirius (<i>available on XM Internet Radio</i>)
Christian Talk		XM (<i>available on Sirius Internet Radio</i>)
Traffic & Weather		
Canada Weather		Sirius

Programming	Genre	Sirius/XM/Both
Weather Emergency (<i>Weather Channel Radio Network</i>)		Both
Local		
Boston & Philadelphia		Both
New York		Both
Atlanta & Miami		Both
Dallas & Houston		Both
Washington DC & Baltimore		Both
Pittsburgh & Minneapolis		XM
Detroit & Las Vegas		Both
Chicago & St. Louis		Both
Tampa & Orlando		Both
Phoenix & San Diego		Both
San Francisco & Seattle		Both
Los Angeles		Both
Internet Radio		
NPR	Talk/News/NPR	Both Internet Radio
F1, Notre Dame PXP, Sports Talk	Sports	Both Internet Radio
Breuer, Jamie Foxx & More	Comedy	Both Internet Radio
Exclusives from Dylan, Petty & More	Music	Both Internet Radio
Latin Pop Hits	Music	Both Internet Radio
Live Music from the Sirius XM Studios	Music	Both Internet Radio
Artist Only/Seasonal Programming	Music	Both Internet Radio
Rosie Radio 24/7	Talk/News/NPR	Both Internet Radio

Usage of Local Independent Internet News Sites - Chicago

<i>Website</i>	<i>Unique Visitors (January 2009-December 2009)</i>	<i>Total Visits (January 2009-December 2009)</i>
www.chicagoist.com	948,523	1,346,276
www.gapersblock.com	377,055	702,243
www.windycitizen.com	450,880	658,128
www.enevspf.com	154,742	183,984
www.st-charles.il.us	92,059	112,582
www.naperville.net	38,312	92,069
www.yochicago.com	68,066	86,150
www.beachwoodreporter.com	63,523	84,842
www.gazebonews.com	24,301	82,601
www.theexpiredmeter.com	59,066	75,109
www.chicagolandchamber.org	50,783	56,145
www.chicagochinatown.org	45,267	50,045
www.lincolnsquare.org	43,308	48,801
www.evanstonnow.com	35,865	43,520
www.clchamber.com	21,913	38,546
www.whatsnewlaporte.com	26,581	32,403
www.elginchamber.com	26,603	31,599
www.alco.org	20,750	29,245
www.valparaisochamber.org	22,495	27,036
www.stcharlestownship.org	13,702	21,635
www.sycamorechamber.com	15,133	21,482
www.antiochchamber.org	18,951	20,340
www.chicagotechreport.com	16,195	19,956
www.mhenrychamber.com	16,696	17,558
www.lakevieweast.com	16,387	17,110
www.chicagotalks.org	11,736	14,442
www.dgreport.com	7,657	10,027
www.lakeeffectnews.com	5,964	6,416
www.chicagocurrent.com	5,323	6,316
www.chicagonewscoop.org	2,753	4,889

Source: Usage estimates based on free site profiles from Compete.com (available at <http://siteanalytics.compete.com>.)

Note: “Unique Visitors” reported above represents the sum of the number of unique visitors each month over a year-long period. Within each month, Compete.com’s count of “unique visitors” includes a person only one time regardless of how many times he or she visits a site in that month. “Total Visits” represents the total number of visits to a site. A “visit” is initiated when a user first enters a site during an internet session and is considered “live” until that user’s interaction with the entire internet session has ceased for 30 minutes. *See* Compete.com Metric Descriptions at <http://www.compete.com/help/s2>.

**AN ANALYSIS OF THE EFFECT ON DIVERSITY
OF
SEPARATION OF
LOCAL MEDIA COMBINATIONS**

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Vice President

February 22, 2010



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**AN ANALYSIS OF THE EFFECT ON DIVERSITY
OF SEPARATION OF LOCAL MEDIA COMBINATIONS**

Executive Summary

A transaction requiring or causing the separation of any of the currently existing local media combinations owned by Tribune Company would not serve, and in fact would be directly adverse to, the public interest objectives of the Federal Communications Commission. Some opponents may argue that the level of diverse and local programming and information would be increased if some or all of these commonly-owned local television and newspaper properties were separated. One key assumption underlying this line of argument is that a viable purchaser would be willing and able to purchase any such property. In light of the unprecedented challenges that both the television and the newspaper industry currently are facing and will continue to face in the near future, however, this assumption is not valid. In fact, given the extensive revenue losses that both the broadcasting and the newspaper industries have experienced and the limited availability of acquisition financing, there are few, if any, prospective buyers of these properties. As shown herein, the present anemic levels of transactions involving local television stations and daily newspapers are astounding given the levels seen in past years.

Furthermore, the synergies inherent in the cross-ownership of Tribune's properties have enabled these combinations to maintain an especially high level of local programming and other local services, even while many other stations and newspapers are cutting back on such offerings. Recent studies have shown, in particular, that the amount of news programming is greater on local television stations that are cross-owned with a local newspaper. Thus, even assuming that a viable purchaser could be found for any particular property, it is unlikely that any such new owner would have the resources to maintain the current level of local and diverse programming and information offered by these outlets. Therefore, it seems clear that the level and quality of local and diverse programming and information is maximized by maintaining the common ownership of these properties.

**AN ANALYSIS OF THE EFFECT ON DIVERSITY
OF SEPARATION OF LOCAL MEDIA COMBINATIONS**

Introduction

This paper considers the question of whether the separation of any of Tribune's existing newspaper/broadcast combinations likely would lead to greater levels of diverse local programming. First, I will provide an analysis of the present state of the local television and newspaper industries and the level of transaction activity in these industries to evaluate the level of interest in acquiring these types of properties in the current marketplace. Reasons for the current and future lack of interest on the part of buyers and investors are then discussed. Next, this paper discusses the significant synergies and cost savings that allow these cross-owned properties to continue to provide local and diverse programming in the face of incredibly challenging economic and industry conditions.

An argument often made by opponents of local newspaper/broadcast cross-ownership is that the quality and diversity of local programming and information offered by such properties would be improved by separate ownership. By having separate owners of these local media properties, it is argued, local communities would benefit as there would be more companies providing more varied programming and information.

Particularly in light of the present and near-future economic and industry conditions facing the broadcast and newspaper sectors, the argument for requiring separate ownership does not hold water. There are very few serious buyers of either local television stations and/or daily newspapers in today's marketplace, and even fewer who could maintain the present levels of diverse local programming and information made possible by the current cross-ownership. Moreover, continued

common ownership of these local media properties will help maintain the synergies and cost benefits that sustain the financial viability of these operations, which in turn, will lead to even higher quality local programming and information over time.

Financial Market Breakdown and Its Impact

Occurring at the same time as the severe drop off in revenue growth for both broadcasters and newspapers has been the complete “drying up” of available financing for companies thinking about acquiring these “traditional” media properties. The marketplace took a significant hit during the third quarter of 2008 with the bankruptcies of some major financial institutions, and the acquisition and resulting financial aid by the federal government of others. These financial institutions, criticized for their speculative loan activity, reacted strongly by reducing the number of loans they issued and tightening loan qualifications for borrowers.

These financial institutions remain very hesitant to loosen their credit qualifications and make loans to businesses. An analysis by the *Wall St. Journal* showed that the total amount of loans by the fifteen largest banks in the U.S. decreased by 2.8% in the second quarter of 2009 alone.¹ These authors concluded that “financial institutions are clamping down on lending to conserve capital as a cushion against mounting loan losses.”²

The lack of available financing is particularly pronounced for broadcast and other media properties. Several financial institutions that have been prominent lenders to acquirers of these types of properties have either cut back or completely left the business of providing new loans to parties

¹ David Enrich and Dan Fitzpatrick, “Loans Shrink as Fear Lingers”, *Wall St. Journal*, July 27, 2009. <http://online.wsj.com/article/SB124865259057482435.html>.

² Id.

interested in purchasing broadcast stations. For example, CIT and Wells Fargo, both historically strong financial supporters of companies acquiring stations, eliminated their entire broadcast lending divisions in 2009.

The lack of adequate financing for acquisitions would make it impossible for most prospective purchasers to acquire television or newspaper properties that might become available for sale because of regulatory fiat. Even if they could secure the necessary financing to make the initial purchase, moreover, most companies would be so financially strapped as a result of the current credit crunch that they almost certainly would find it difficult to maintain the station's or newspaper's current high level of diverse local service.

The Local Television Station Industry

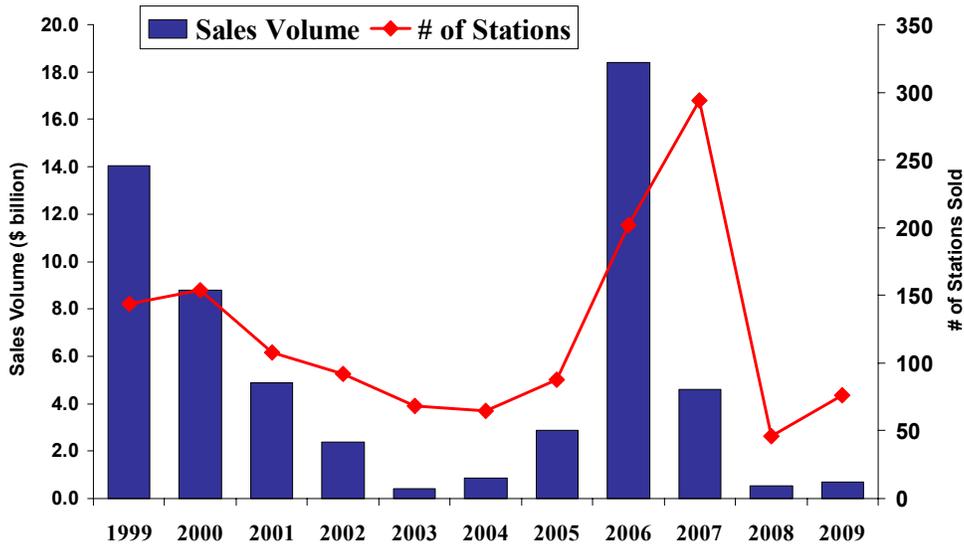
The reasoning behind the argument that diversity will increase as a result of separation of commonly owned local media properties requires, first, that there would be "sufficiently financed buyers" of such properties.³ The recent history of local television station transactions strongly suggests that the existence of such buyers is unlikely, as the television station sales marketplace is completely moribund. This lack of station transaction activity is not surprising given the unfavorable economic and industry conditions facing companies that might otherwise be interested in acquiring these types of properties.

³ What we mean by "sufficiently financed buyers" is buyers that have both enough equity and debt financing to acquire stations. With banks apprehensive about loaning large amounts of money, equity investors need to invest more funds, something they, too, are apprehensive to do.

Total Number of Television Station Transactions

The lack of any significant television station transactions is clearly seen in the recent history of the annual number and total value of television stations sold. Figure 1 shows the number of local television stations sold in the ten most recent calendar years and the total value of those sales. This information is from BIA’s Media Access Pro™ database, which tracks all transactions of commercial and non-commercial radio and television stations.

**Figure 1
Television Station Transaction Volume 1999 – 2009**



The number of television stations sold in the past few years has been remarkably low.⁴ Except for the big spike in the volume of sales proceeds in 2006 occasioned almost entirely by the Univision network and television stations sale, the total number and total value of television stations sold have been at very low levels.⁵ Even with the preceding low levels, the drop-off in activity in 2008 was dramatic. That year, only 46 local television stations were sold for a total value of around \$531 million, as opposed to 294 stations sold for a total value of \$4.6 billion in 2007, representing an 88.5% decrease in the value of stations sales from the previous year. Notably, even the depressed level of station transactions reported in 2008 is somewhat overstated because the level of activity is driven not by a normal buyer-seller market, but to a large extent, by several large groups that have been forced into bankruptcy proceedings or reorganizations.⁶ In 2009 there were 76 full-power

⁴ Note that in 2003 and 2004 the number of television station transactions were also low. At around that time, the FCC was considering revising all of the local television station ownership regulations. As a result, many potential buyers were “waiting on the sidelines” to see what final rules would emerge and whether they would pass judicial review.

⁵ Figure 1 shows what appears to be a large number of station “sales” in 2007; however, this total includes a substantial number of television stations that were part of restructuring deals that technically were counted as “sales”. These restructuring transactions included Granite Broadcasting, ION Media Networks, and Communications Corporation of America. In total, these three restructuring deals accounted for 91 of the total 294 stations that were “sold” in 2007, according to data compiled in the BIA/Kelsey Group Media Access Pro™ database.

⁶ Included in that total are the four Ohio stations of Public Media Corporation that were being transferred as a part of its reorganization and the nine stations that New World Group, a subsidiary of Pappas Television, is acquiring but temporarily assigning to TTBG LLC per a bankruptcy court-ordered sale. The experience of another company that has recently gone through bankruptcy, Equity Media Holdings, is further evidence of the lack of activity in television station transactions. As part of that bankruptcy proceeding, all of the television stations owned by that company were put up for auction, and while a few of these stations were sold, many more of these Equity Media stations went unsold.

television stations sold for a total value of \$715 million.⁷ Compared to 2007, that is a decrease of 74.1% in the number of stations and 84.5% in the value of those sales. As discussed herein, potential buyers of these properties (whether existing broadcasters or new entrants) generally have been dissuaded from buying by industry conditions and the absence of available financing necessary to acquire stations.

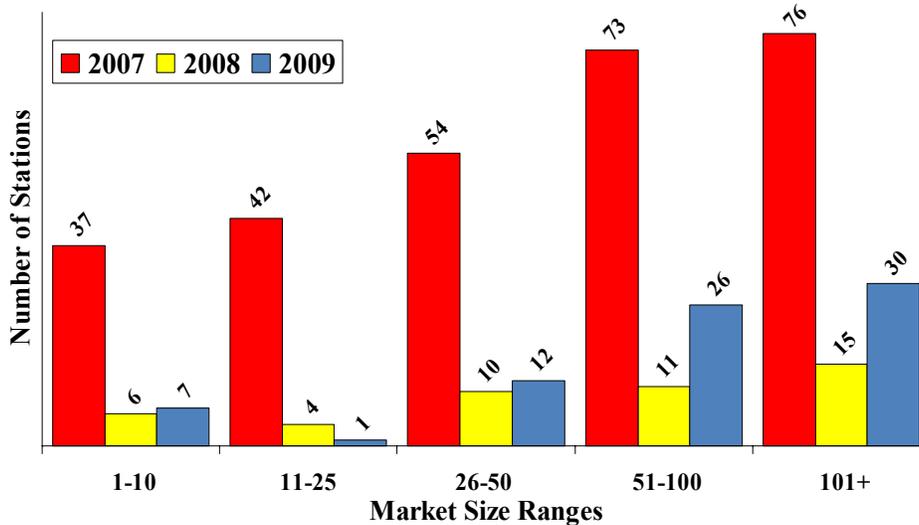
Television Station Transactions By Market Size

The decrease in transaction activity has been even more dramatic when the market sizes of the stations that have been sold are examined. Figure 2 shows the number of full-power television stations that have been sold in the past three years across various market size ranges, also based on data available through Media Access ProTM.⁸

⁷ http://www.bia.com/resources_trends_sold.asp (last visited Feb. 2, 2010) (on file with author); http://www.bia.com/resources_trends_trans.asp (last visited Feb. 2, 2010) (on file with author).

⁸ Figure 2 does not include sales of full-power television stations located outside of areas designated by Nielsen Media Research as television markets, such as Puerto Rico. These station sales are, however, included in the textual discussion above.

Figure 2
Television Station Deals by Rated Market Sizes: 2007 - 2009



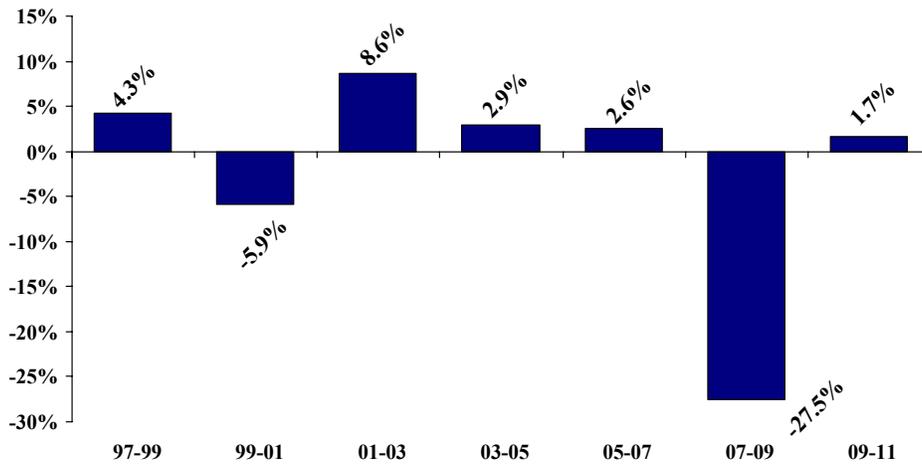
While the drop off in television station activity is widespread, the percentage decreases are most pronounced in the largest two market ranges, markets 1-10 and 11-25. In these ranges, there is an incredible amount of competition both from within the local television market as well as from other media, which makes profitability difficult to achieve, especially in today's very challenging advertising marketplace. Added to that is the difficulty in securing the necessary financing to acquire a station in these market ranges, where stations typically are far more expensive, as will be discussed below.

Outlook for Local Television Station Industry

One significant reason for the lack of television station trading activity is the challenging competitive position in which many local television stations find themselves. Increasing competition from other video sources of programming for audiences (*e.g.*, local cable systems, Internet streaming) coupled with the increasing competition from other local media outlets for

advertising sales has severely crippled the revenues of local television stations. Moreover, the revenue outlook for local television stations is significantly lower than in previous years. To demonstrate this point, Figure 3 shows the two-year growth rates for local television station revenues for the past ten years and the outlook for the next several years. These historical and projected television industry revenues are from BIA’s Media Access Pro™ database. Using the two-year revenue growth rates evens out the impact of political advertising in every even-numbered year and the subsequent lack of that source of revenue in the following odd-numbered year.

Figure 3
Television Station Revenue Two Year
Growth Rates 1997 – 2011



Even before the recent economic downturn, the increases in total television station revenues had been trending downward. The increases from the even-numbered years were less pronounced and the decreases in the odd-numbered years were more significant. Indeed, BIA/Kelsey estimates

that television station revenues were down 22.4% in 2009.⁹ This is largely because, even under favorable economic conditions, local television stations are competing with more and stronger alternative sources of advertising.

That competition was particularly fierce in the most recent years, as the long term movement of advertisers to other media was exacerbated by the impact of lower expenditures by advertisers. National and local advertisers react and react quickly to any potential downturn in the economy. When advertisers project that customers will not be spending at previous levels, due to unemployment increases or an overall decrease in consumer confidence, they pull back their spending significantly. According to the Television Bureau of Advertising, automotive manufacturer spending at local television stations decreased nearly 50% in the third quarter of 2009 from the previous year's level, and car and truck dealers' advertising expenditures decreased 33%.¹⁰ The decrease in these major advertiser categories, in addition to the declines in many other categories of advertising, was so substantial that it far exceeded the significant increase in political advertising in 2008, resulting in a net decline.¹¹ Furthermore, advertising levels, especially in the automotive sector, most likely will not return to previous levels, even when the overall economy recovers, because there are fewer brands of cars being sold and fewer car dealerships in the U.S. than there were in the past.

Potential purchasers of local television stations recognize these industry changes and are very hesitant to invest in station acquisitions. Any local media properties subject to government-dictated

⁹ <http://www.bia.com/pr091222-IITV4.asp>.

¹⁰ http://www.tvb.org/nav/build_frameset.aspx. These categories of advertisers have historically been the largest for local television stations.

¹¹ The campaigns of political candidates spent over \$700 million in 2008. Id.

sales would, therefore, find little if any interest, especially by well funded and experienced operators.

Bankruptcies in the Television Station Industry

Due to the poor industry conditions facing local television stations and the lack of available financing for potential acquirers, several prominent broadcast companies have had to resort to bankruptcy protection to maintain their operations.¹² Prior to the last several years, very few broadcast companies ever had to resort to that option. Historically, under-performing stations were sold to new owners who had new business plans, and sufficient debt and equity funding, to turn those stations around. In today's marketplace, however, many stations are not being sold in time for their owners (sellers) to meet restrictive debt covenants, and owners therefore have sought protection under the bankruptcy laws.

The Local Daily Newspaper Industry

Regulatory action requiring the sale of a commonly owned local daily newspaper would also be counterproductive given the present and near term conditions facing the newspaper industry. Even more than the local television industry, local daily newspapers have been dramatically affected by the onslaught of new media competition. Furthermore, the current conditions and marketplace evidence strongly suggest that these trends will continue into the foreseeable future. As a result of the challenges facing newspapers and the lack of available financing, sales of newspaper operations have slowed down considerably, if not halted completely. In fact, recently several prominent daily

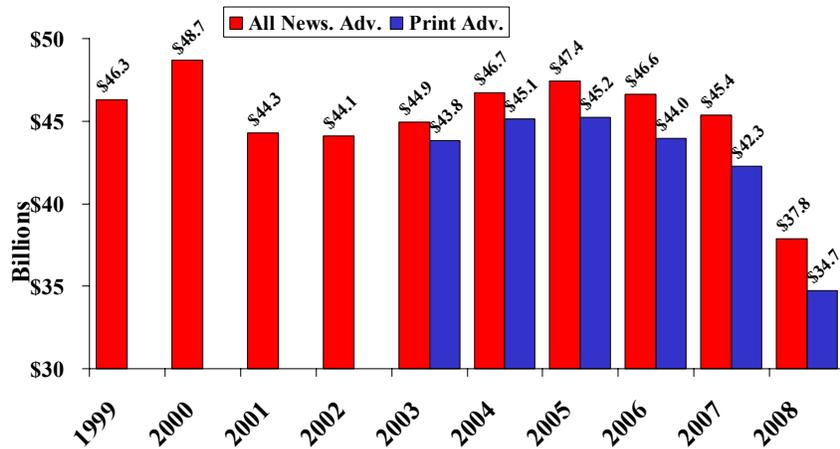
¹² These companies include Young Broadcasting, Pappas Telecasting, Communications Corporation of America, and ION Media Networks, as well as Tribune Company.

newspapers have actually ceased operating due to the lack of any interest from potential buyers, and at least five large newspaper companies, in addition to Tribune, have sought bankruptcy protection.

Newspaper Industry Overview

To get a sense of the dramatic impact new media have had on the local newspaper industry and why there is little or no interest in acquiring newspaper properties, one only has to look at the recent history of daily newspaper advertising revenues. Figure 4 shows the annual advertising revenues for the newspaper industry as reported by the Newspaper Association of America. For the past ten years, both the total amount of advertising expenditures and print only¹³ advertising expenditures are shown.

Figure 4
Annual Newspaper Advertising Expenditures: 1999-2008



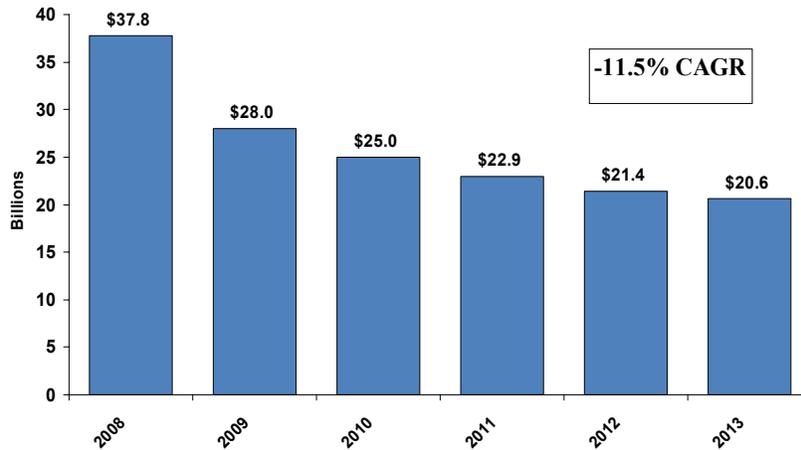
Source: Newspaper Association of America, 2009

¹³ The online advertising expenditures were subtracted from the total amount to arrive at the print only figures. The online expenditures estimates were separately reported starting in 2003.

Before the economic downturn in 2008, the newspaper industry already was experiencing decreases in total revenues, even after taking into account the positive impact of online operations. That decrease was even more severe in 2008, with total newspaper advertising decreasing by 16.6% and the print component of advertising decreasing by 17.8%. In the first three quarters of 2009, these decreases accelerated. Total newspaper advertising for these three quarters fell to \$19.9 billion, a drop of 28.4% from the same period in 2008. The print component of advertising dropped to \$17.9 billion, a decline of 29.6% compared to the first two quarters of 2008.

With the competitive forces facing newspapers, the negative trend in total advertising revenues almost certainly will continue. As part of its first comprehensive local media advertising revenues forecast, BIA/Kelsey projected the near term outlook for twelve local media, including the newspaper industry. As shown by Figure 5 below, the projection for newspaper advertising revenues shows a negative 11.5% compounded annual growth rate over the next five years. One reason for this significant and continued negative outlook is that some of the most important categories of newspaper advertising – real estate, automotive, retail and help-wanted – continue to lag, with advertisers in several of these categories moving to new media options. Competition from local Internet sites, out-of-home advertising opportunities, as well as several other new media will continue to cut into the competitive position of local newspapers, leading to a substantial decrease in revenues. Potential acquirers recognize the dismal outlook for newspapers and are dissuaded from seriously considering acquisitions.

Figure 5
2008-2013 Newspaper Advertising Revenues



Source: BIA/Kelsey Media Ad View projections, 2009.

Newspapers Closing Down or Cutting Back

In light of this recent history and the prospects of continued negative revenue growth, several newspapers, most noticeably the *Seattle Post-Intelligencer*, have shut down their print editions after long histories of serving their communities, and *The Rocky Mountain News* went out of business entirely. Although both papers were available for purchase, no viable prospective buyer viewed the acquisition of these newspapers as a worthwhile investment. Other newspapers, such as the *Detroit Free Press*, have curtailed their production to fewer days per week as a cost saving measure.

Level of Newspaper Transactions

The lack of viable newspaper buyers is further evidenced by the small number of papers that have been sold recently. According to Dirks, Van Essen & Murray, a leading broker of newspapers,

just 31 daily newspapers were sold in 2009 for only \$183.7 million.¹⁴ This compares to an average of nearly 68 daily newspapers sold per year for a total of \$6.977 billion over the previous five years.¹⁵ The 2009 figures represent decreases of 54.4% in the number of newspaper sales and 97.4% in the total value of transactions as compared to the averages for the previous five years. As shown by this data, prospective buyers are not optimistic about the future of local newspapers, nor are they able to secure the necessary financing to acquire these properties.

Benefits of Continued Joint Operations

While the outlook is dismal for a well-funded company acquiring either a local television station or local daily newspaper, there are clear benefits in allowing such properties to remain commonly owned at the local level. The poor financial outlook for the newspaper and local television industries requires that these properties maximize synergies and cost efficiencies in order to remain competitive and provide diverse local programming and information. These opportunities for synergies and cost efficiencies are pronounced in cross-owned local television station and daily newspaper operations. Administrative offices can be combined, cross promotion of the different properties can be effectively managed, and news staffs can collaborate to ensure that all of the market's news is covered.

Recent studies sponsored by the Federal Communications Commission provide strong support for the view that more and better news will be provided by local television stations that also own a local daily newspaper in the same market. One such study measured the amount of news

¹⁴ See Declaration of Phillip W. Murray (Appendix A hereto).

¹⁵ See *id.*

provided by all full power television stations in the years 2002-2005.¹⁶ After controlling for many station and market specific factors, the study concluded that, “TV-newspaper cross-ownership is associated with a large increase in the production of news of 18 minutes per day (11% increase), which was statistically significant.”¹⁷

Another study examining the effects of cross-ownership on the political slant of television news also found that cross-owned television stations provide quantitatively more news coverage.¹⁸ This study analyzed the time devoted to news in general, local news, and state and local political news. The author concludes,

The within-market comparison reveals that cross-owned newspaper/television combinations devote more time to news, as well as several categories of local news. In particular, cross-owned stations contain on average 1-2 minutes more news coverage overall, or 4%-8% more than the average for non-cross-owned stations (regardless of whether sports and weather segments are included in this comparison). Further, on average, cross-owned stations also broadcast 24%-27% more coverage of state and local politics and provide about 25% more candidate coverage, candidate speaking time and poll coverage (although the latter effects are not precisely estimated).¹⁹

Conclusion

Increased diverse local news and informational programming is a goal long sought by the Federal Communications Commission. The argument that having more owners of local media

¹⁶ Daniel Shiman, “The Impact of Ownership Structure on Television Stations’ News and Public Affairs Programming,” July 24, 2007, http://hraunfoss.fcc.gov/edocs_public/attachmatch/DA-07-3470A5.pdf.

¹⁷ Id., p. I-22.

¹⁸ Jeffrey Milyo, “The Effects of Cross-Ownership on the Local Content and Political Slant of Local Television News,” September 2007, http://hraunfoss.fcc.gov/edocs_public/attachmatch/DA-07-3470A7.pdf.

¹⁹ Id., p. 29.

properties would lead to such an increase has often been advanced, with some contending that dismantling existing cross-ownerships would also lead to this result. Whatever merit such conclusions might have had in “boom” times for traditional media, the present state of the local newspaper and television industries is so grim that there are few, if any, prospective buyers for these properties. An added challenge to prospective buyers is the very limited financing available for acquisitions, especially for acquisitions in the media industries. Recent auctions of television stations that were unsuccessful in soliciting buyers provide further evidence of the lack of buyers.

In contrast to the negative prospects even for strong companies purchasing these properties is the simple fact that commonly owned media outlets benefit from a number of synergies and cost savings, leading to more diverse local programming and information. Recent studies have clearly shown that these commonly owned television stations provide more local news than similarly situated non-cross-owned stations. Therefore, the level and quality of diverse local programming and information is maximized not by regulatory intervention to separate outlets, but by allowing continued common ownership of local broadcast and newspaper properties.

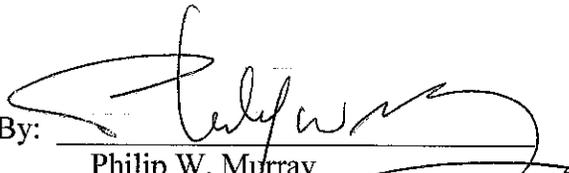
DECLARATION OF PHILIP W. MURRAY

I, Philip W. Murray, do hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge, information and belief:

1. I am Executive Vice President of Dirks, Van Essen & Murray, the leading brokerage firm in the U.S. newspaper industry, which specializes in assisting companies in the sale and acquisition of daily newspapers and has established itself as the newspaper industry's top authority on transactions and valuations. I have been with Dirks, Van Essen & Murray since 1996. Prior to that, I had eleven years of experience as a reporter and editor for daily newspapers in Virginia and Pennsylvania. I earned a master's degree in business administration from the University of Virginia's Darden School and a B.A. in journalism from Washington and Lee University.

2. According to our newspaper market data, there were 31 daily newspaper acquisitions in 2009. The 31 dailies acquired in 2009 were part of 16 transactions totaling \$183.7 million. By comparison, there was an average of nearly 68 daily newspapers sold per year for a total of \$6.977 billion in each of the previous five years, as calculated from the following data:

2008: 16 dailies totaling \$ 0.883 billion;
2007: 91 dailies totaling \$ 20.042 billion;
2006: 76 dailies totaling \$ 9.9606 billion;
2005: 111 dailies totaling \$ 3.091 billion;
2004: 44 dailies totaling \$ 0.9081 billion.

By: 
Philip W. Murray
Executive Vice President
Dirks, Van Essen & Murray

Executed on this 18th day of February, 2010 at Santa Fe, New Mexico