

Transferee Exhibit 15A
Agreements and Summary of Transaction

This application and thirteen companion applications on FCC Form 315 (the “Tribune Applications”) seek Commission consent to the transfer of control of certain of the television station licensee subsidiaries of Local TV Holdings, LLC (“Local TV”) to Tribune Broadcasting Company II, LLC (“Tribune Broadcasting”).

The transfer of control will be effectuated by the acquisition by Tribune Broadcasting of all of the issued and outstanding limited liability company interests of Local TV pursuant to a Securities Purchase Agreement (“SPA”) among Tribune Broadcasting and its parent, Tribune Company (together with Tribune Broadcasting, “Tribune”), and Local TV and certain related parties, dated as of June 29, 2013.¹ Tribune has assigned its rights under the SPA to acquire the licensee subsidiaries of three Local TV stations — WNEP-TV, Scranton, Pennsylvania; and WTKR(TV), Norfolk, and WGNT(TV), Portsmouth, both Virginia (collectively, the “Assigned Stations”) — to Dreamcatcher Broadcasting LLC (“Dreamcatcher”).² Separate applications on FCC Form 315 seeking Commission consent to the transfer of control of the Assigned Stations from Local TV to Dreamcatcher (the “Assigned Stations Applications”) are being filed concurrently herewith. Dreamcatcher is not affiliated with Tribune, and Tribune does not have an attributable interest in Dreamcatcher. As described in the Assigned Stations Applications, Tribune has agreed to provide certain services to support Dreamcatcher’s operation of the Assigned Stations subject to the supervision and control of Dreamcatcher. The parties respectfully request that the Tribune Applications and the Assigned Stations Applications, together with certain other concurrently-filed applications on FCC Forms 312 and 603 relating to non-broadcast facilities, be processed concurrently.³

Local TV indirectly owns the following full power television stations:

Station	Market	Licensee
KDVR(TV), Denver, CO (Fac. ID 126)	Denver, CO	Community Television of Colorado License, LLC
KFCT(TV), Ft. Collins, CO (Fac. ID 125)	Denver, CO	Community Television of Colorado License, LLC
WJW(TV), Cleveland, OH (Fac. ID 73150)	Cleveland-Akron, OH	Community Television of Ohio License, LLC
KTVI(TV), St. Louis, MO (Fac. ID 35693)	St. Louis, MO	Community Television of Missouri License, LLC

¹ The transferors of the limited liability company interests in Local TV are Robert L. Lawrence, Pamela Taylor, Theodore Kuhlman, Geolo P Investors LLC, Local TV B-Corp A, Inc., Local TV B-Corp B, Inc., OHCP III LTV D, Inc., OHCP III LTV C, Inc., OHCP III LTV B, LLC, OHCP III LTV A, LLC, Oak Hill Capital Partners II, L.P., and Oak Hill Capital Management Partners II, L.P.

² Dreamcatcher is wholly owned by veteran broadcaster Edward Wilson.

³ The transaction was granted early termination of the H-S-R waiting period on July 26, 2013.

Station	Market	Licensee
WDAF-TV, Kansas City, MO (Fac. ID 11291)	Kansas City, KS-MO	WDAF License, Inc.
KSTU(TV), Salt Lake City, UT (Fac. ID 22215)	Salt Lake City, UT	Community Television of Utah License, LLC
WITI(TV), Milwaukee, WI (Fac. ID 73107)	Milwaukee, WI	Community Television of Wisconsin License, LLC
KFOR-TV, Oklahoma City, OK (Fac. ID 66222)	Oklahoma City, OK	Local TV Oklahoma License, LLC
KAUT-TV, Oklahoma City, OK (Fac. ID 50182)	Oklahoma City, OK	Local TV Oklahoma License, LLC
WTKR(TV), Norfolk, VA (Fac. ID 47401)*	Norfolk-Portsmouth-Newport News, VA	Local TV Virginia License, LLC
WGNT(TV), Portsmouth, VA (Fac. ID 9762)*	Norfolk-Portsmouth-Newport News, VA	Local TV Virginia License, LLC
WGHP(TV), High Point, NC (Fac. ID 72106)	Greensboro-High Point-Winston Salem, NC	Community Television of North Carolina License, LLC
WREG-TV, Memphis, TN (Fac. ID 66174)	Memphis, TN	Local TV Tennessee License, LLC
WNEP-TV, Scranton, PA (Fac. ID 73318)*	Wilkes Barre-Scranton, PA	Local TV Pennsylvania License, LLC
WTVR-TV, Richmond, VA (Fac. ID 57832)	Richmond-Petersburg, VA	Community Television of Virginia License, LLC
WHO-DT, Des Moines, IA (Fac. ID 66221)	Des Moines-Ames, IA	Local TV Iowa License, LLC
WHNT-TV, Huntsville, AL (Fac. ID 48693)	Huntsville-Decatur-Florence, AL	Local TV Alabama License, LLC
WQAD-TV, Moline, IL (Fac. ID 73319)	Davenport, IA-Rock Island- Moline, IL	Local TV Illinois License, LLC
KFSM-TV, Fort Smith, AR (Fac. ID 66469)	Fort Smith-Fayetteville- Springdale-Rogers, AR	Local TV Arkansas License, LLC
KXNW(TV), Eureka Springs, AR (Fac. ID 81593)	Fort Smith-Fayetteville- Springdale-Rogers, AR	Local TV Arkansas License, LLC

* Subject to Assigned Station Application.

Multiple Ownership. In Exhibit 20 to the applications pertaining to the following Local TV stations and markets, Tribune has provided showings demonstrating compliance with, or requesting reauthorization of existing waivers of, or exemptions from, certain provisions of Section 73.3555 of the Commission's Rules.

- Denver.
 - Local TV currently provides services to Tribune's KWGN(TV) pursuant to a local marketing agreement. This attributable

relationship will become a formal duopoly as a result of the proposed transaction, in compliance with Section 73.3555(b) of the Rules, the Local Television Multiple Ownership Rule (the “Duopoly Rule”).

- Since commencing operations, KFCT(TV) has operated as a full power “satellite” of KDTV(TV) pursuant to Note 5 to Section 73.3555 of the Rules. Tribune seeks reauthorization of the satellite exemption for KFCT(TV).
- St. Louis. Local TV’s KTVI(TV) currently provides services to Tribune’s KPLR-TV pursuant to a local marketing agreement. This attributable relationship will become a formal duopoly as a result of the proposed transaction, in compliance with the Duopoly Rule.
- Oklahoma City. Local TV’s existing KFOR-TV and KAUT-TV combination will be transferred to Tribune in compliance with the Duopoly Rule.
- Fort Smith. Local TV’s existing KFSM-TV and KXNW(TV) combination is authorized pursuant to the “failing station” exemption from the Duopoly Rule under Note 7.2 to Section 73.3555 of the Rules with respect to KXNW(TV). Tribune seeks reauthorization of this combination.
- Denver, Kansas City, and Quad Cities. As described in Exhibit 18 to this application, Oaktree Capital Group Holdings GP, LLC (“Oaktree”) holds an attributable interest in Tribune and also has an attributable interest in Townsquare Media, LLC (“Townsquare”), which owns and operates radio stations in the Denver and Kansas City markets. Townsquare also has applied for FCC for consent to acquire the licenses of certain radio stations in the Quad Cities market. Oaktree’s common interests in Tribune and Townsquare as a result of the proposed transaction will comply with Section 73.3555(c) of the Commission’s Rules, the Radio-Television Cross-Ownership Rule.

License Renewals. License renewal applications are pending for certain of the Local TV stations, and additional license renewal applications may be filed prior to consummation of the proposed transaction. The parties respectfully request that the Commission apply its “CBS policy” to process transactions involving the transfer of control of multiple stations that include a subset of stations with pending renewal applications where (1) no basic qualifications issues against the seller and buyer were raised or, if raised, were resolved favorably, and (2) the buyer explicitly agrees to stand in the shoes of the seller in any renewal proceeding that is pending at the time of consummation of the proposed transaction. *See e.g., Stockholders of CBS Inc.*, 11 FCC Rcd 3733 (1995), *Shareholders of CBS Corporation*, 16 FCC Rcd 16072, 16072-73 (2001). In furtherance of this request, Tribune hereby agrees to succeed to

the position of Local TV with respect to any renewal applications pending for the stations subject to this application as of the consummation of the proposed transaction.

Attachments. The SPA is attached hereto as Exhibit 15B. The SPA complies with the FCC's rules and policies. However, Tribune responds "no" to Section IV, Question 5 because certain exhibits and schedules are not being submitted with this application pursuant to FCC policy and practice. *See LUJ, Inc.*, 17 FCC Rcd 16980 (2002). The omitted exhibits and schedules, listed below, contain information that is proprietary, not germane to the Commission's evaluation of the application, or already in the Commission's possession. These materials will be provided to the Commission upon request.

Exhibit A	Capitalization of Local TV Holdings, LLC
Exhibit B	Subsidiaries and Stations
Exhibit C	Assigned Stations
Exhibit D	Net Working Capital and Applicable Accounting Principles
Schedule 2.7(a)	Primary FCC Licenses
Schedule 4.3(e)	Indebtedness
Schedule 4.4	No Conflicts
Schedule 4.5(a)	Primary FCC License Matters
Schedule 4.5(d)	Retransmission Consent Agreements; MVPDs
Schedule 4.6	Taxes
Schedule 4.7(a)	Tangible Personal Property
Schedule 4.7(b)	Permitted Liens
Schedule 4.8(a)	Owned Real Property
Schedule 4.8(b)	Real Property Leases
Schedule 4.9	Material Company Contracts
Schedule 4.10	Environmental Matters
Schedule 4.11	Intellectual Property
Schedule 4.12(a)	Company Employees
Schedule 4.12(b)	Labor Disputes
Schedule 4.12(c)	Union Matters
Schedule 4.13(a)	Employee Plans and Compensation Arrangements
Schedule 4.13(b)	Employee Plan Compliance
Schedule 4.13(c)	Employee Plan Qualification
Schedule 4.13(d)	Acceleration Payments
Schedule 4.13(e)	Multiemployer Plans
Schedule 4.14	Insurance
Schedule 4.15	Compliance with Laws; Permits
Schedule 4.16	Litigation
Schedule 4.17(a)	Business Financial Statements
Schedule 4.18(a)	Company No Undisclosed Liabilities
Schedule 4.18(b)	Company Assets, Liabilities and Operations
Schedule 4.20	Related Party Transactions
Schedule 5.5	Qualifications
Schedule 6.1	Permitted Actions

Schedule 6.1(k)	Certain Material Company Contracts
Schedule 6.8	Required Consents
Schedule 9.1(d)	Resignations