

**Parties to this Application and Description of the
Proposed Transfer of Control**

History of the Trust

Prior to February 26, 1990, the single cognizable stockholder of The New York Times Company ("The Times") was a trust (the "Ochs Trust") created pursuant to the will of Adolph Ochs. That trust held and voted a majority of the Class B Common Stock of The Times, which stock elects a majority of The Times' Board of Directors.

Upon the death of Mr. Ochs' daughter, Iphigene Ochs Sulzberger, on February 26, 1990, the Ochs Trust terminated. Pursuant to Commission authorization, the controlling stock interest in The Times held by the Ochs Trust was thereafter distributed in equal parts to four new trusts, the "1986 Trusts," each of which had as its trustees Mrs. Sulzberger's four children: Marian S. Heiskell, Ruth S. Holmberg, Judith P. Sulzberger and Arthur O. Sulzberger (together, the "Grantor Trustees").

On December 5, 1996, the 1986 trust indentures were amended to expand the number of trustees to five and, shortly thereafter, Dr. Lynn G. Dolnick, a granddaughter of Iphigene Ochs Sulzberger, was appointed as the fifth trustee. In 1997, the four 1986 trusts were consolidated into a single new and substantially identical trust ("the 1997 Trust"), which had the same five trustees as the four prior trusts it replaced. Copies of the trust indentures for the 1986 Trust and the 1997 Trust have previously been filed with the Commission.

An Amendment to the 1997 Trust added three additional grandchildren of Iphigene Ochs Sulzberger as trustees of the amended 1997 Trust. A copy of the Amendment was previously filed with the Commission. The three additional trustees, all Directors of The Times, were Jacqueline H. Dryfoos, Arthur Sulzberger, Jr. and Michael Golden. The qualifications of these three additional trustees were "passed on" by the Commission in its 2001 grant of FCC Form 315 transfer applications with respect to all licenses ultimately controlled by The Times.

Upon consummation of the 2001 transfer described above, there were thus eight trustees. Four of the eight trustees were the original four trustees of the 1986 Trust, whose qualifications were "passed on" by the Commission in its 1990 grant of

an FCC Form 315 transfer application and the other four were additional family member trustees whose qualifications were “passed on” by the Commission in 2001.

Retirement of Trustee and Appointment of New Trustee

Following the completion of the trustee changes referenced above, three of the eight trustees resigned. The trustees who submitted resignations were: Marian S. Heiskell, Ruth S. Holmberg and Judith P. Sulzberger. Upon their resignation, they were replaced by three new trustees: Daniel H. Cohen, Arthur S. Golden and Cathy J. Sulzberger. The latter three new trustees appointed in 2001 are all U.S. citizens and all have business addresses in New York, New York. All three of these trustees are also grandchildren of Iphigene Ochs Sulzberger. The Commission was advised of the retirement of the three trustees and the appointment of three new trustees in consummation letters filed with the Commission on May 23, 2001. At this point, therefore, the Commission has “passed on” the qualifications of five of the eight trustees.

One of the five trustees whose qualifications were “passed on” by the Commission now intends to retire as a trustee. The trustee who intends to retire in 2002 is Arthur Ochs Sulzberger. Upon his resignation, a new trustee, Eric M. A. Lax, will replace him. Eric M. A. Lax is a citizen of the U.S. and also has a New York, New York, business address, and is the spouse of a grandchild of Iphigene Ochs Sulzberger.

The purpose of the filing of this application is to obtain Commission consent to the transfer of negative control that will occur upon the trustee change now scheduled to occur and also to have the Commission “pass on” the qualifications of the last three trustees added in 2001.

The address of the 1997 Trust, as amended, continues to be 229 West 43rd Street, New York, New York 10036.

This application proposes no change in the licensees of any of the stations owned or controlled by The Times and no change in any intermediate holding entity. The only change proposed is the appointment of the new trustee listed above as trustee of the 1997 Trust, which has controlled and will continue to control The Times. The transfer proposed in this application will not result in any change in the programming or operations of any station owned or controlled by The Times.