

FCC Form 314
Section II, Question No. 3
Acme Television Licenses of Oregon, LLC
Section III, Question No. 3
Tribune Denver Radio, Inc.
January 2003

EXHIBIT 4D

LETTER AGREEMENT TO ASSET PURCHASE AGREEMENT

ACME COMMUNICATIONS, INC
ACME Communications, Inc.
2101 East Fourth Street, Suite 202
Santa Ana, California 92705

December 27, 2002

Tribune Broadcasting Company
435 N. Michigan Avenue
Chicago, Illinois 60611
Attn: Mr. Thomas Leach

Re: Letter Agreement to Asset Purchase Agreement (this "Letter Agreement")

Ladies and Gentlemen:

Reference is hereby made to that certain Asset Purchase Agreement dated as of December 27, 2002 (the "Asset Purchase Agreement"), among Tribune Broadcasting Company and Tribune Denver Radio, Inc. (collectively, "Buyer"), ACME Television of Oregon, LLC, ACME Television Licenses of Oregon, LLC, and ACME Communications, Inc. (collectively, the "ACME Entities"). The capitalized terms used but not otherwise defined herein shall have the meanings assigned to such terms in the Asset Purchase Agreement. This Letter Agreement is intended to be, and shall be, legally binding upon the parties hereto and this Letter Agreement and the transactions contemplated hereby shall be governed by and construed in accordance with the laws of the State of Delaware without reference to its choice of law rules.

In connection with the execution of the Asset Purchase Agreement and the performance of the obligations set forth therein, the ACME Entities hereby agree as follows:

1. On the Closing Date, the ACME Entities shall cause ACME Television Holdings, LLC ("Holdings") to convey, transfer and assign to Buyer or its designee all of Holdings's right, title and interest in and to Holdings's membership interest in Sylvan Tower Co. LLC ("Sylvan") in exchange for a cash payment, the amount of which to be mutually agreed upon by the parties hereto.
2. On or before the Closing Date, the ACME Entities shall cause Holdings to take all necessary action to ensure that Buyer or its designee will be admitted as a Substitute Member (as such term is defined in the Sylvan Operating Agreement) in Sylvan as of the Closing Date.
3. On or before the Closing Date, the ACME Entities shall cause Holdings to take all necessary action to procure the consent of Sylvan to the assignment to Buyer on the Closing Date of the analog low power lease and the digital tower site lease between Holdings and/or the ACME Entities, as tenant, and Sylvan, as landlord, for the tower site

located at 5516 SW Barnes Road, Portland, Oregon, it being understood that such consents are required consents under the Asset Purchase Agreement.

This Letter Agreement may be signed in counterparts, all of which taken together shall constitute an instrument, and any of the parties hereto may execute this Letter Agreement by signing such counterpart.

ACME TELEVISION OF OREGON, LLC

By: Douglas E. Gealy
Name: Douglas Gealy
Title: President and Chief Operating Officer

ACME COMMUNICATIONS, INC.

By: Douglas E. Gealy
Name: Douglas Gealy
Title: President and Chief Operating Officer

ACME TELEVISION OF OREGON
LICENSES, LLC

By: Douglas E. Gealy
Name: Douglas Gealy
Title: President and Chief Operating Officer

ACCEPTED and AGREED TO as of the date
set forth above:

TRIBUNE BROADCASTING COMPANY

By: _____
Name: Andrew J. Oleszczuk
Title: Senior Vice President, Tribune
Company

TRIBUNE DENVER RADIO, INC.

By: _____
Name: Andrew J. Oleszczuk
Title: Senior Vice President, Tribune
Company

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ACME TELEVISION OF OREGON, LLC

ACME COMMUNICATIONS, INC.

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

**ACME TELEVISION OF OREGON
LICENSES, LLC**

By: _____
Name: _____
Title: _____

ACCEPTED and AGREED TO as of the date
set forth above:

TRIBUNE BROADCASTING COMPANY

TRIBUNE DENVER RADIO, INC.

By: Andrew J. Oleszczuk
Name: Andrew J. Oleszczuk
Title: Senior Vice President, Tribune
Company

By: Andrew J. Oleszczuk
Name: Andrew J. Oleszczuk
Title: Senior Vice President, Tribune
Company