

INTERFERENCE CONSENT AGREEMENT

This Interference Consent Agreement (“Agreement”) is entered into pursuant to the *Report and Order* in the *Second Periodic Review of the Commission’s Rules and Policies Affecting the Conversion to Digital Television*, MB Docket No. 03-15, FCC 04-192, released by the Federal Communications Commission (“FCC”) on Sept. 7, 2004. Parties to this Arrangement are LIN Television Corp., on behalf of its wholly-owned subsidiaries, WTNH Broadcasting, Inc. and TVL Broadcasting of Rhode Island, LLC (collectively, “LIN”) and Tribune Company, on behalf of its wholly-owned subsidiaries WTXX LLC and WPIX, Inc (collectively, “Tribune”). LIN also enters into this agreement to uphold a separate Negotiated Channel Arrangement it has entered into with an independent entity, WNAC, LLC. Tribune enters into this agreement to resolve an anticipated interference conflict with WTNH-DT channel 10 following the election by WPIX of channel 11 on FCC Form 382.

WTNH Broadcasting, Inc. is the licensee or permittee of WTNH(TV) and WTNH-DT (“WTNH”), New Haven, CT. TVL Broadcasting of Rhode Island, LLC is the licensee or permittee of WPRI-TV and WPRI-DT, Providence, RI (“WPRI”). WTXX LLC is the licensee or permittee of WTXX(TV) and WTXX-DT, Waterbury, CT (“WTXX”). WPIX, Inc. is the licensee or permittee of WPIX(TV) and WPIX-DT, New York, NY (“WPIX”). WNAC, LLC is the licensee or permittee of WNAC-TV and WNAC-DT, Providence, RI (“WNAC”).

First, Tribune consents to the Negotiated Channel Arrangement (NCA) entered into between LIN and WNAC, LLC, as referenced in WPRI’s FCC Form 382 filing on February 10, 2005, and as identified in the FCC’s Public Notice DA 05-519 (rel. March 1, 2005) as NCA # 20050210AFF. Specifically, Tribune consents to the creation of up to 0.38 percent new interference to the baseline service population of WTXX’s post-DTV transition operation on channel 12 that may be caused by WNAC’s proposed post-DTV transition operation on channel 12, *provided, however*, that the interference consented to by Tribune shall be expressly limited to the predicted “new/unique” interference depicted in the attached Exhibit A prepared by the engineering firm of du Treil, Lundin & Rackley, Inc, entitled “PREDICTED INTERFERENCE TO WTXX CP.” Tribune does not consent to interference in any geographic location(s) not depicted as “new/unique” interference in the attached Exhibit A. WTXX’s baseline service population is specified in Table 1 of Public Notice DA 04-3922, “DTV Channel Election Information and First Round Election Filing Deadline,” released December 21, 2004. Furthermore, LIN and Tribune agree and acknowledge that WNAC, LLC, on behalf of WNAC, is a third party beneficiary with respect to the terms of this paragraph.

Second, LIN consents to the creation of up to 4.6 percent new interference to the baseline service population of WTNH’s post-DTV transition operation on channel 10 that may be caused by WPIX’s proposed post-DTV transition operation on channel 11, *provided, however*, that the interference consented to by LIN shall be limited to the predicted “new/unique” interference depicted in the attached Exhibit B prepared by the engineering firm of du Treil, Lundin & Rackley, Inc., entitled “PREDICTED NEW/UNIQUE INTERFERENCE BASED ON OET-69 METHOD FROM ASSUMED WPIX-DT FACILITY AT EMPIRE STATE BUILDING TO WTNH-DT.” LIN does not consent to interference in any geographic location(s) not depicted as “new/unique” interference in the attached Exhibit B. WTNH’s

baseline service population is specified in Table 1 of Public Notice DA 04-3922, "DTV Channel Election Information and First Round Election Filing Deadline," released December 21, 2004.

The parties affirm their belief that this Arrangement would serve the public interest and further an orderly DTV channel election process. This Arrangement may be executed in one or more counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

LIN Television Corp.

Tribune Company

By: *John Kiell*
Title: *V.P. ENGINEERING + OPERATIONS*

By: _____
Title: _____

Date: *5-16-05*

Date: _____

baseline service population is specified in Table 1 of Public Notice DA 04-3922, "DTV Channel Election Information and First Round Election Filing Deadline," released December 21, 2004.

The parties affirm their belief that this Arrangement would serve the public interest and further an orderly DTV channel election process. This Arrangement may be executed in one or more counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

LIN Television Corp.

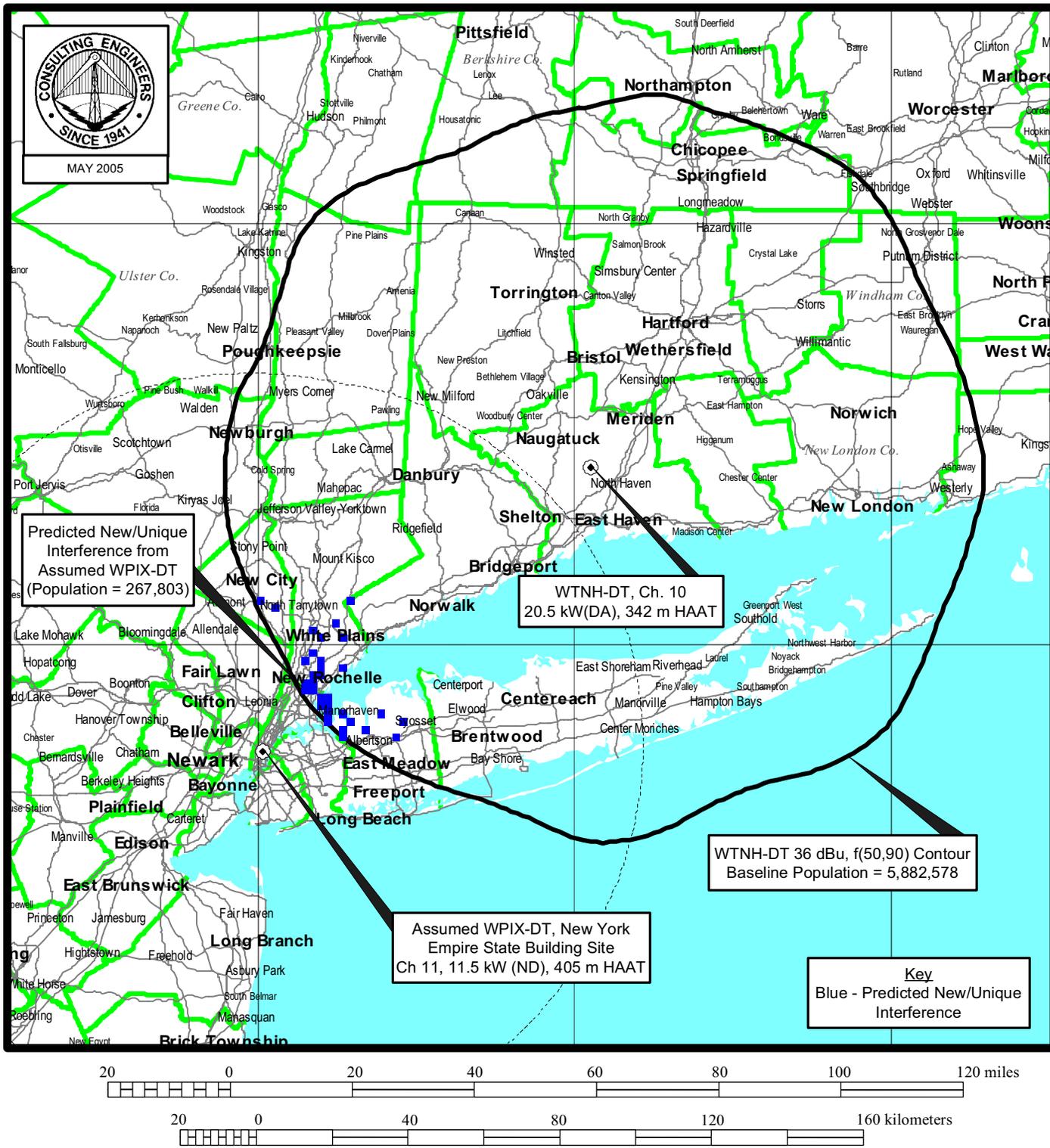
Tribune Company

By: _____
Title:

By: 
Title: CTO Tribune Broadcasting

Date:

Date: 5/16/05



PREDICTED NEW/UNIQUE INTERFERENCE BASED ON OET-69 METHOD FROM ASSUMED WPIX-DT FACILITY AT EMPIRE STATE BUILDING TO WTNH-DT