

**EXHIBIT 4A**

**EXPLANATION REGARDING PROPOSED TRANSACTION**

The instant transaction ("Radio Transaction"), involving the assignment of license of KQMT(FM), Denver, Colorado from Tribune Denver Radio, Inc. ("Tribune Denver") to Entercom Communications Corp. and its affiliates ("Entercom") is related to another transaction ("Portland Television Transaction"), involving the assignment of the license of KWBP(TV), Salem, Oregon (and its associated television translators) from Acme Television Licenses of Portland, LLC to Tribune Broadcasting Company ("TBC"). Tribune Denver is a wholly owned subsidiary of TBC.

The Portland Television Transaction is also related to an additional transaction ("St. Louis Television Transaction") filed concurrently with the Portland Television Transaction application. The St. Louis Transaction involves the transfer of control of KPLR-TV, St. Louis, Missouri, from Acme Television Licenses of Missouri, LLC ("Acme Missouri") to TBC. However, the St. Louis Television Transaction is not otherwise related to the Radio Transaction.

Consistent with the Internal Revenue Code and the rules and regulations of the Internal Revenue Service, the Portland Television Transaction and the Radio Transaction constitute a like kind exchange. In order to achieve such treatment, certain contractual rights are being assigned to Chicago Deferred Exchange Corporation ("Exchanger"); however, none of the station licenses will at any time be assigned to the Exchanger. At closing, the license of KWBP(TV) will be assigned directly to Tribune Denver and the license of KQMT(FM) will be assigned directly to Entercom.

In order to achieve the desired tax treatment, it is necessary that the closing of the Radio Transaction take place before or simultaneously with the closing of the Portland Television Transaction. In fact, the parties anticipate that all three closings will take place on the same date. Accordingly, it is essential that the grant of the Portland and St. Louis Television Transactions occur on or about the same date as the grant of the Radio Transaction.

The application for the Portland Television Transaction was filed on January 13, 2003. See FCC File No. BALCT-20030113ACJ. The application for the St. Louis Television Transaction was also filed on January 13, 2003. See FCC File No. BTCCT-20030113ACH. The parties respectfully request that the three applications be processed together and that the grants for each be issued on or about the same date.