

TRANSFEREES' EXHIBIT 18

Request For Waiver

The Tribune Employee Stock Ownership Plan as implemented through the Tribune Employee Stock Ownership Trust, EGI-TRB, L.L.C., and Sam Zell (collectively the “Transferees”), proposed transferees of KTLA Inc., licensee of television station KTLA-TV, Los Angeles, California (“KTLA”), hereby request a temporary waiver of Section 73.3555(d), the newspaper-broadcast cross-ownership rule (the “Rule”), pending completion of the ongoing Commission rulemaking addressing the Rule.¹ Transferees request this temporary waiver of the Rule to permit the common ownership of KTLA and the *Los Angeles Times* (the “*LA Times*”), a daily newspaper published in Los Angeles. The Commission eliminated the Rule in 2003, and the United States Court of Appeals for the Third Circuit upheld that elimination in 2004. Three years later, in one of the two largest and most competitive media markets in the world, Tribune Company (“Tribune”) must be permitted to maintain its ability to broadcast and publish news in Los Angeles pending completion of the FCC’s extended proceedings to establish relaxed cross-ownership limits.

KTLA operates in one of the most diverse and competitive media markets in the United States, and from the time it came under common ownership with the *LA Times* in March 2000, the already-abundant sources from which the public can obtain local news and information in Los Angeles have multiplied. Common ownership of KTLA, the sixth-ranked television

¹ The Rule, adopted in 1975, provides that “[n]o license for [a] . . . TV broadcast station shall be granted to any party . . . if such party directly or indirectly owns, operates or controls a daily newspaper and the grant of such license will result in: [t]he Grade A contour of a TV station . . . encompassing the entire community in which such newspaper is published.” 47 C.F.R. § 73.3555(d)(3)(2002). In its *Further Notice of Proposed Rulemaking*, 21 FCC Rcd. 8834 (2006) (“*FNPRM*”), see *infra* n.11, the Commission is reviewing the cross-media limits that were adopted when the Rule was repealed in 2003.

station in Los Angeles, and the *LA Times* has caused no measurable diminution to diversity in one of the nation's largest television markets, and has resulted in journalistic synergies that contribute to the public interest. Under any applicable standard, the Transferees are entitled to a temporary waiver of the Rule until the Commission completes its review of the Rule, and that action becomes a final order no longer subject to judicial review.

I. Introduction and Summary

KTLA is a wholly-owned subsidiary of Tribune Broadcasting Company, which in turn is a wholly-owned subsidiary of Tribune. In March of 2000, Tribune merged with The Times Mirror Company ("Times Mirror"), the publisher of several newspapers, including the *LA Times*. Under Commission precedent and policy, Tribune is permitted to own both KTLA and the *LA Times* through the license term for KTLA, which expired on December 1, 2006.² KTLA's license renewal application, timely filed on August 11, 2006, included a request for a permanent waiver of the Rule, or a temporary waiver pending the outcome of the FCC's ongoing review of the Rule.³ In the instant transfer of control application, Tribune requests only a temporary waiver of the Rule pending final action on the Commission's *FNPRM*.⁴

² See *Amendment of Sections 73.34, 73.240, and 73.636 of the Commission's Rules Relating to Multiple Ownership of Standard, FM, and Television Broadcast Stations*, Second Report and Order, 50 F.C.C.2d 1046, 1076 n.25 (1975) ("1975 Order"), *aff'd sub nom. FCC v. National Citizens Committee for Broadcasting*, 436 U.S. 775 (1978) ("FCC v. NCCB").

³ See BRCT-20060811ASH. The Times Community News, a division of Los Angeles Times Communications LLC, the publisher of the *LA Times*, also publishes eight community papers, which generally are circulated one or two days per week. The *Glendale News-Press* and the *Daily Pilot* are circulated six days and seven days per week, respectively, to approximately 20,000 subscribers each. However, these two publications would not be deemed daily newspapers under the Rule because they are distributed with the *LA Times*. Subscription to these newspapers requires a subscription to the *LA Times*; these community publications are delivered to subscribers with their delivery of the *LA Times*. Both publications cover only community news. For these reasons, while no waiver of the Rule should be necessary because these two publications are not "daily newspapers" under the Rule, Transferees request

The Commission eliminated the Rule in 2003, and as the Third Circuit emphatically stated, the “Commission’s decision not to retain a ban on newspaper/broadcast cross-ownership is justified under § 202(h) and is supported by record evidence.”⁵ The Third Circuit also held that reasoned analysis supported the Commission’s conclusion that the blanket cross-ownership ban was “no longer in the public interest” because newspaper-broadcast combinations actually “can promote localism.”⁶ The Commission, affirmed by the court, found that the blanket prohibition “is not necessary to protect diversity,” especially in the nation’s largest markets.⁷ Based on the very standard pronounced by the Commission in its initial biennial review, Tribune is entitled to the requested temporary waiver as the Commission endeavors to fulfill its decade-long commitment to revise the Rule to be consistent with today’s marketplace.⁸

KTLA is the sixth-ranked television station in the Los Angeles DMA. The Los Angeles DMA is the second largest in the nation, with a television and media marketplace that is as diverse and competitive as any in the country. The DMA includes more than five and one-

that the waiver of the Rule to permit common ownership of KTLA and the *LA Times* also include common ownership of community publications and editions that accompany the *LA Times*.

⁴ As demonstrated in its Request for Waiver filed with its renewal application, Tribune believes that even under the Rule and the fourth criterion for its waiver, it is entitled to a permanent waiver of the Rule in Los Angeles, or at a minimum, a temporary waiver pending final Commission action on the *FNPRM*. Notwithstanding that belief and the showing made in its renewal application, Tribune’s proposed transaction can be consummated if it receives a temporary waiver pending completion of the rulemaking, the minimum relief that is justified in these circumstances.

⁵ *Prometheus Radio Project v. FCC*, 373 F.3d 372, 398 (3d Cir. 2004), *cert denied*, 125 S. Ct. 2902-03 (2005) (“*Prometheus*”).

⁶ *Id.*

⁷ *Id.* at 398-99.

⁸ *See infra* at 6.

half million television households, and is served by more than one hundred independent
broadcasters and daily newspaper publishers:

- * 26 full-service television stations broadcast in the DMA, with 21 of these television stations separately and independently owned.
- * 17 of 21 commercial television stations are owned independently, and at least 10 of these television stations provide regularly-scheduled local news programs.
- * Approximately 85% of the television households in the DMA receive service from cable television systems, direct broadcast satellite operators or other providers of multichannel video programming service.
- * At least 21 daily newspapers are published and circulated in the Los Angeles DMA by at least 12 independent publishers, with at least five major publishers of daily newspapers serving the Los Angeles area.
- * In the Los Angeles DMA, there are 195 radio stations owned by 86 separate and distinct owners. Even if the count is limited to the FCC's newly-defined radio market, there are 90 radio stations with 43 separate owners that provide news, information, talk and entertainment programming.
- * Finally, broadband access to the Internet provides news and information at the touch of a consumer's fingertips. In Los Angeles, Google, Yahoo and MSNBC provide by far the highest-accessed local news and information services through local portals containing unique locally-originated content and by serving as aggregators that provide and structure access to hundreds of local websites and weblogs ("blogs") originating from and focusing on the greater Los Angeles area.

Further, economic analysis confirms that the broadcast and newspaper markets in Los Angeles are among the most competitive in the nation.⁹ First, examination of media owners' revenue shares in the Los Angeles advertising market reveals fierce competition; indeed, Los Angeles is one of only two markets in which nine media companies each have a 5% or

⁹ See generally, Mark R. Fratrik, Ph. D., BIA Financial Network, *Report on Los Angeles, California Media Advertising Markets: Traditional Media Revenue Share and Concentration Analysis in Support of the Request for Waiver of Station KTLA* (May 1, 2007) ("BIA Report") (attached hereto as Attachment 1).

greater advertising market share.¹⁰ Second, an assessment of concentration in this market using the Herfindahl-Hirschman Index (“HHI”) relating only to traditional media (newspapers, broadcast television and radio) reveals a market that is essentially unconcentrated at 1003, and significantly less concentrated than the average of the top-10 markets and the national average for all media markets. Moreover, that level of concentration has declined during the six years since the Tribune acquired the *LA Times*. Of course, the concentration of the Los Angeles media market is much lower than is reflected even by this HHI, because this analysis does not account for advertising revenue that flows to non-traditional media, including local cable systems, satellite channels and Internet websites.

The combination of KTLA and the *LA Times* has not measurably or adversely affected diversity or competition. Rather, the combination of television broadcast stations like KTLA and daily newspapers like the *LA Times* benefits consumers by making possible the presentation of more and higher quality news and public affairs programs, as the Commission has recognized. During the period of common ownership, KTLA has increased its news coverage from 24.5 to 32 hours per week of regularly-scheduled news programming. KTLA also has enhanced its prime time and other regularly scheduled public affairs programming, its public service announcements, and its community service projects.

Given the procedural posture of the Rule and the substantial delay replacing it, Tribune is entitled to a temporary waiver of the Rule pending the final outcome of the

¹⁰ Moreover, any market share analysis of traditional media is overstated in light of the proliferation of alternative media, including cable and satellite television, satellite radio, and the Internet.

Commission's decision on remand from the Third Circuit in the *FNPRM*.¹¹ As the Commission indicated in its first biennial review nine years ago, temporary waivers pending the completion of rulemaking proceedings are warranted where (1) the rulemaking proceedings are of protracted length, (2) a substantial record exists on which to base a preliminary inclination to relax or eliminate a rule, (3) the Commission can conclude that the application before it falls within the scope of the proposals in the proceeding, and (4) a grant of a temporary waiver would be consistent with the goals of competition and diversity.¹² Four years ago, the Commission found that enforcement of the Rule as it was adopted in 1975 no longer serves the public interest, a finding that has been upheld by the United States Court of Appeals for the Third Circuit.¹³ The Commission recognized that newspaper-broadcast combinations, especially in the largest markets, do not adversely affect competition but promote the public interest by delivering more and better local coverage of news and public affairs without seriously affecting diversity of viewpoint or programming. The Commission eliminated the Rule and established new "cross-media limits," under which Tribune would be permitted to own KTLA and the *LA Times*. The Commission either will reaffirm the limits adopted in 2003 or establish revised limits. In such circumstances, Tribune is entitled to a temporary waiver pending completion of proceedings on

¹¹ See 2006 *Quadrennial Regulatory Review -- Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*; 2002 *Biennial Regulatory Review -- Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*; *Cross-Ownership of Broadcast Stations and Newspapers*; *Rules and Policies Concerning Multiple Ownership of Radio Broadcast Stations in Local Markets*; *Definition of Radio Markets*, Further Notice of Proposed Rulemaking, 21 FCC Rcd. 8834 (2006) ("FNPRM").

¹² See *supra* at 13.

¹³ See 2002 *Biennial Regulatory Review - Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, 18 FCC Rcd. 13620, 13760 (2003) ("2003 Order"), *aff'd in part, remanded in part*, *Prometheus Radio Project v. FCC*, 373 F.3d 372, 398-400 (3d Cir. 2004), *cert denied*, 125 S. Ct. 2902-03 (2005).

the *FNPRM*, and any application of the Rule to compel either KTLA or the *LA Times* to be sold or shut down would disserve the public interest, would be arbitrary and capricious, and would be unconstitutional under the First and Fifth Amendments.

II. Tribune Is Entitled To A Temporary Waiver Of The Rule.

The history of the Rule, from 1975 to the present, supports Tribune's request for a temporary waiver pending completion of the Commission's remand proceedings to revise the Rule as compelled by the Third Circuit's clear mandate that "the Commission's decision not to retain a ban on newspaper/broadcast cross-ownership is justified under § 202(h) and is supported by record evidence."

A. Background Of The Rule.

1. Adoption of the Rule and Application of its Waiver Policy.

In 1975, the Commission adopted the Rule prohibiting ownership of a daily newspaper and a broadcast station serving the same community, seeking both to enhance diversity and foster competition.¹⁴ In adopting the Rule, the Commission contemplated processing a "number of waiver requests" and set forth a general policy to govern these requests.¹⁵ In doing so, the Commission first enumerated three examples involving financial hardship or distress: (1) an inability to sell a station; (2) a potential sale, but only at an artificially depressed price; or (3) where separate ownership and operation of the newspaper and station

¹⁴ See *1975 Order*, 50 F.C.C.2d at 1070-74.

¹⁵ See *id.* at 1085. In affirming the reasonableness and constitutionality of the Rule in 1978, the Supreme Court relied upon the Commission's adoption of its waiver policy. See *FCC v. NCCB*, 436 U.S. at 802 n.20.

could not be supported in the locality.¹⁶ The Commission also established a fourth and independent basis for waiver: if it can be shown “*for whatever reason* that the purposes of the rule would be disserved by divestiture, if the rule, in other words, would be better served by continuation of the current ownership pattern, then waiver would be warranted.”¹⁷

2. *Two Decades Later, One Decade Ago – Proposed Revision of the Rule.*

Two decades after the adoption of the Rule, and in recognition of the significant changes to the media landscape over that period, the Commission more than 10 years ago began calling for a change in the Rule. In 1996, in explaining its grant to Capital Cities of a temporary waiver (in lieu of the requested permanent waiver) of the Rule, the Commission said that it would “proceed expeditiously with an open proceeding to consider revising [its] newspaper broadcast cross-ownership policies.”¹⁸ Chairman Reed E. Hundt separately observed that the Rule “is right now impairing the future prospects of an important source of education and information: the newspaper industry,” and stated his belief that the Commission should be able

¹⁶ *1975 Order*, 50 F.C.C.2d at 1085. In discussing these cases of financial hardship or distress, the Commission noted that in “any of these instances we contemplate waivers of reasonable duration, so that we shall not always be bound by a result based on outdated information.” *Id.*

¹⁷ *Id.* (emphasis added). The Commission has subsequently encapsulated its waiver policy as counseling in favor of waivers “if: (1) a combination could not sell a station; (2) a combination could not sell a station except at an artificially depressed price; (3) separate ownership and operation of a newspaper and a station could not be supported in a locality; or (4) for whatever reason, the purposes of the rule would be disserved.” *Cross-Ownership of Broadcast Stations and Newspapers; Newspaper/Radio Cross-Ownership Waiver Policy*, 16 FCC Rcd. 17283, 17284-85 (2001) (“*Newspaper-Broadcast NPRM*”). Despite its recognition that its waiver policy applied to combinations proposed or created after adoption of the Rule, during the next 30 years, the Commission granted only two permanent waivers involving newspaper and television station combinations, each of which involved significant elements of financial distress. *See Field Communications Corp.*, 65 F.C.C.2d 959 (1977) (“*Field*”); *Fox Television Stations Inc.*, 8 FCC Rcd. 5341 (1993), *aff’d sub nom. Metropolitan Council of NAACP Branches v. FCC*, 46 F.3d 1154 (D.C. Cir. 1995) (“*Fox Stations*”).

¹⁸ *Capital Cities/ABC, Inc.*, 11 FCC Rcd. 5841, 5851 (1996) (“*Capital Cities*”).

to complete the rulemaking within one year — before the expiration of the waiver granted to Capital Cities.¹⁹

The very next year (in 1997), Tribune proposed to acquire six stations owned by Renaissance Communications Corp. The Commission eventually granted Tribune a temporary waiver of the Rule pending the outcome of the promised rulemaking to permit the cross-ownership of a Miami television station acquired in the transaction and a Fort Lauderdale-based daily newspaper already owned by Tribune.²⁰ In their decisions, both the Commission and the United States Court of Appeals for the District of Columbia Circuit recognized the need for modification of the Rule, but held that the promised rulemaking was the appropriate venue.²¹

As required by the Telecommunications Act of 1996,²² the Commission in 1998 undertook its first Biennial Review, which it completed in the form of the *1998 Biennial Regulatory Review*.²³ There, consistent with the statements of all of the Commissioners in *Capital Cities* and *Renaissance*, the Commission again concluded that the Rule needed to be

¹⁹ *Id.* at 5906 (Separate Statement of Chairman Reed E. Hundt). The Commission did not complete the promised proceeding within the year, and Capital Cities was then granted a temporary waiver pending the outcome of the promised rulemaking proceeding.

²⁰ *Renaissance Communications Corp.*, 13 FCC Rcd. 4717 (MMB 1998). The Commission initially granted Tribune a finite period to come into compliance with the Rule, but after review of the D.C. Circuit's opinion, extended the waiver until the completion of the rulemaking.

²¹ *Renaissance Communications Corp.*, 12 FCC Rcd. 11866 (1997), *aff'd sub nom., Tribune Co. v. FCC*, 133 F.3d 61 (D.C. Cir. 1998) ("*Renaissance*"). The Newspaper Association of America ("NAA"), of which Tribune is a member, formally filed a Petition for Rulemaking on April 28, 1997.

²² See Telecommunications Act of 1996, P.L. 104-104, § 202(h); see also 47 U.S.C. § 161. Section 202(h) requires the Commission to determine whether a rule is "necessary in the public interest as the result of competition" and to "repeal or modify any regulation it determines to be no longer in the public interest."

²³ *1998 Biennial Regulatory Review*, 15 FCC Rcd. 11058 (2000).

modified, and promised to initiate a rulemaking proceeding to amend the Rule.²⁴ The Commission failed to initiate such a rulemaking, but did launch its 2000 Biennial Review, the report for which was issued in 2001.²⁵ The Commission once more committed to issuing a notice of proposed rulemaking.²⁶ It was against this background of repeated assurances and promises of expeditiously launching a rulemaking to bring the Rule in line with current competitive and technological realities that Tribune merged with Times Mirror.

3. *Five Years Later, Five Years Ago – An NPRM.*

More than five years ago, in September 2001, the Commission issued its Notice of Proposed Rulemaking regarding the modification or elimination of the Rule.²⁷ Approximately one year after taking a full set of public comments on the proposed modification of the Rule, the Commission in 2002 consolidated the *Newspaper-Broadcast NPRM* into an omnibus multiple ownership proceeding tied to the 2002 Biennial Review and its review of several cases remanded to it from the D.C. Circuit, and relaunched the inquiry (the “Omnibus Proceeding”).²⁸ The Commission took a further round of public comment, commissioned market studies, and held field hearings regarding the revision of the Rule and other issues of common media ownership.

²⁴ *Id.* at 11109 (“we recognize that there may be situations in which the rule may not be necessary to protect the public interest in diversity and competition”). As part of the biennial review, the Commission specifically recognized that it had granted Tribune a temporary waiver for its Miami television station pending completion of the proposed rulemaking, and extended that temporary waiver pending the resolution of the rulemaking it was proposing to initiate. *Id.* at 11110-11111.

²⁵ *2000 Biennial Regulatory Review*, 16 FCC Rcd. 1207 (2001).

²⁶ *Id.* at 1218.

²⁷ *Newspaper-Broadcast NPRM*, 16 FCC Rcd. at 17283.

²⁸ *2002 Biennial Regulatory Review - Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996, Cross-Ownership of Broadcast Stations and Newspapers, Rules and Policies Concerning Multiple Ownership of Radio Broadcast Stations in Local Markets*, Notice of Proposed Rulemaking, 17 FCC Rcd. 18503 (2002).

After a year of comprehensive study, the Commission completed its Omnibus Proceeding and in June 2003 released the *2003 Order* that revised many of the FCC's ownership rules (including the Rule).²⁹

4. *Four Years Ago – The Order Repealing And Relaxing The Rule.*

In the *2003 Order*, the Commission once more found that the Rule was no longer justifiable under the standard set forth in Section 202(h) of the Telecommunications Act of 1996, as amended.³⁰ The Commission concluded that “television stations that are co-owned with daily newspapers tend to produce more, and arguably better, local news and public affairs programming than stations that have no newspaper affiliation.”³¹ The Commission further concluded that the public interest in localism and local programming supported the repeal of the Rule because the “evidence suggests that the rule actually works to inhibit such programming.”³² Regarding viewpoint diversity, the Commission concluded that “the synergies and efficiencies that can be achieved by commonly located newspaper/broadcast combinations can and do lead to the production of more and qualitatively better news programming and the presentation of diverse viewpoints, as measured by third-parties.”³³ The Commission also found that “relaxing

²⁹ *2003 Order*, 18 FCC Rcd. at 13760.

³⁰ *See supra* at 6 n.13.

³¹ *See 2003 Order*, 18 FCC Rcd. at 13802. The Commission concluded that “in light of the overwhelming evidence that combinations can promote the public interest by producing more and better overall local news coverage... the current rule is not necessary to promote our localism goal, and that it, in fact, is likely to hinder its attainment.” *Id.* at 13759.

³² *Id.* at 13753.

³³ *Id.* at 13761. The FCC's conclusions were supported by independent studies requested by the Commission. *See* David Pritchard, *Viewpoint Diversity in Cross-Owned Newspaper and Television Stations: A Study of News Coverage of the 2000 Presidential Campaign* (FCC Media Ownership Working Group Report #2), September 2000; Thomas C. Spavins, et al, *The Measurement of Local Television News and Public Affairs Programs* (FCC Media Ownership Working Group Report #7);

the cross-ownership rule could lead to an increase in the number of newspapers in some markets and foster the development of important new sources of local news and information.”³⁴

Accordingly, the Commission replaced Section 73.3555 with a new set of cross-media limits, under which Tribune was entitled to retain common ownership of KTLA and the *LA Times*.

5. *Three Years Ago – Remand of The Order Relaxing The Rule*

The United States Court of Appeals for the Third Circuit remanded the *2003 Order* after it was challenged on appeal by a number of parties. The Court, however, affirmed the Commission’s decision to repeal the Rule and its blanket ban on newspaper-broadcast cross-ownership.³⁵ As the Third Circuit emphatically stated, “[t]he Commission’s decision not to retain a ban on newspaper/broadcast cross-ownership is justified under § 202(h) and is supported by record evidence.”³⁶ Concluding that “reasoned analysis supports the Commission’s determination that the blanket ban on newspaper/broadcast cross-ownership was no longer in the public interest,” the Court blessed the Commission’s decision to modify the newspaper/broadcast cross-ownership prohibition.³⁷ In doing so, the Court supported the Commission’s goal of increased localism by recognizing that “[n]ewspaper/broadcast combinations can promote localism” and that the existing ban actually “undermined” this important goal.³⁸ In addition, the Court agreed with the Commission that “[a] blanket prohibition on newspaper/broadcast

September 2002; Scott Roberts, et al, *A Comparison of Media Outlets and Owners for Ten Selected Markets* (1960, 1980, 2000) (FCC Media Ownership Working Group Report #1), September 2002.

³⁴ *2003 Order*, 18 FCC Rcd. at 13760-61.

³⁵ *Prometheus*, 373 F.3d at 398.

³⁶ *Id.*

³⁷ *Id.*

³⁸ *Id.* at 398-99.

combinations is not necessary to protect diversity.”³⁹ The Court found that “the Commission reasonably concluded that it did not have enough confidence in the proposition that commonly owned outlets have a uniform bias to warrant sustaining the cross-ownership ban.”⁴⁰ The Court thus upheld the Commission’s finding that retaining the ban was no longer in the public interest, and rejected challenges to the Commission’s conclusions that cross-ownership can increase the quantity and quality of local news programming and that commonly-owned media outlets frequently present diverse viewpoints.⁴¹

The Third Circuit remanded the FCC’s 2003 *Order* in June 2004; the Commission did not take any further official action until two years later. On June 21, 2006, the Commission adopted the *FNPRM*, and asked whether it should revise the 2003 cross-media limits, or whether it could justify those limits based upon additional evidence or analysis.⁴² The Commission now has received comments and reply comments on the *FNPRM*, and has conducted four further formal field hearings on media ownership. It is within the context of its 11-year-old commitment to revise the Rule, its six-year-old initiation of the proceedings to revise the Rule, its nearly four-year-old action repealing the Rule and adopting a rule that would permit Tribune’s continued common ownership of KTLA and the *LA Times*, and its pending *FNPRM* that the Commission must evaluate Tribune’s request for a waiver of the Rule.

³⁹ *Id.* at 399.

⁴⁰ *Id.* at 399-400.

⁴¹ Although the Court rejected certain elements of the rationale underlying the new cross-media limits, including some components of a “diversity index,” the Court did not question the Commission’s finding that the public interest benefits that can be realized in larger markets significantly outweigh the impact of a decrease in the count of independently owned outlets or voices.

⁴² The full text of the *FNPRM* was released on July 24, 2006. Comments were filed on October 23, 2006 and reply comments were filed on January 16, 2007.

B. The Standard For Granting A Temporary Waiver Pending Action On The FNPRM.

Tribune is entitled to a temporary waiver of the Rule pending action on the *FNPRM* under the Commission's standard for a such waiver. Nine years ago, when the Commission in its first biennial review called for the initiation of a proceeding to examine the Rule, it acknowledged that it retained "both the right and obligation" to review any request for conditional waiver of the Rule pending the rulemaking "based upon the specific facts in a particular case."⁴³ The Commission stated emphatically that "[w]hat is important is whether the public interest would be served by a grant of a waiver."⁴⁴ The Commission recognized that it had granted temporary waivers pending proceedings examining some of the ownership rules at issue, including the television duopoly geographic market standards,⁴⁵ but indicated that such waivers were not appropriate where the Commission was just initiating its review, as it was for the first time at that time in 1998.⁴⁶

Despite the fact that it was initiating its very first biennial review, the Commission did set forth standards suggesting when the grant of a conditional waiver of the Rule pending the rulemaking would be appropriate. As the Commission envisioned, "[t]his is

⁴³ See *1998 Biennial Regulatory Review*, Notice of Inquiry, 13 FCC Rcd. 11276, 11294 (1998) ("*Notice of Inquiry*").

⁴⁴ *Id.* at 11294-95.

⁴⁵ *Id.* at 11294, citing *Second Further Notice*, 11 FCC Rcd. 21655, 21681 ("Commission states that granting waivers satisfying the proposed standard would not adversely affect its competition and diversity goals in the interim").

⁴⁶ *Id.* at 11294 ("In contrast to those situations, in our first biennial review of broadcast ownership rules, we do not believe it appropriate to provide for conditional waiver of any of the ownership rules under review in this proceeding solely because of the pendency of this review. *Here, for example, we do not have a protracted proceeding or substantial record on any of these rules that leads us to initial conclusions about any specific proposals to modify or eliminate any of the rules at issue here.*") (emphasis added).

most likely to occur where protracted rulemaking proceedings are involved and where a substantial record exists on which to base a preliminary inclination to relax or eliminate a rule.”⁴⁷ The Commission indicated that its precedent supported granting temporary waivers pending proceedings where the “Commission concludes that the application before it falls within the scope of the proposals in the proceeding, and a grant of an interim waiver would be consistent with the goals of competition and diversity.”⁴⁸

Given these pronouncements nine years ago, this Commission must recognize that in the instant application Tribune proposes a temporary waiver that is grounded on the precise basis foretold by the Commission in 1998. In assessing this waiver request, the Commission cannot ignore the conclusions reached in the *2003 Order*, especially given that the Third Circuit upheld that portion of the Commission’s findings. More than three years ago, on the basis of exhaustive inquiry, review of thousands of public comments, and numerous empirical studies, the Commission fulfilled its commitment and replaced the Rule with less prohibitive limits that reflected the significant competitive and technological changes in the media marketplace. The Commission recognized that newspaper-broadcast combinations (1) do not adversely affect competition in the market, (2) promote the public interest by delivering more and better local coverage of news and public affairs, and (3) do not pose a widespread threat to diversity of viewpoint or programming.⁴⁹ Given these conclusions, and their confirmation by the facts described below, Tribune is entitled to a grant of the requested waiver. Having found the Rule outdated and counterproductive to the public interest, the Commission must recognize the

⁴⁷ *Id.*

⁴⁸ *Id.*

⁴⁹ *See supra* at 9-11; *2003 Order*, 18 FCC Rcd. at 13748-49, 13752-54, 13756-57, 13759-60, 13767.

protracted length of this proceeding, acknowledge the conclusions that were adopted and upheld by the Third Circuit, and realize that Tribune complies with the rules that were adopted and are being examined on remand. Under the standard enunciated for temporary waivers pending the rulemaking, it would be contrary to the public interest to force Tribune to divest KTLA or the *LA Times* merely because it seeks to transform itself from a publicly traded corporation to one owned by the ESOP Plan.⁵⁰

If the Commission needed any other basis for concluding that the requested temporary waiver was warranted to preserve the *status quo* while it completes its remand proceeding on the *FNPRM*, it need look no further than the waiver standard adopted with the Rule. As the Commission indicated more than thirty years ago, waivers are warranted even in situations that do not involve economically distressed media properties where, “for whatever reason,” the “purposes of the rule would be disserved by divestiture” because the Rule “would be better served by continuation of the current ownership pattern.”⁵¹ This criterion independently establishes a basis for waivers in situations where neither the broadcast station nor the newspaper is in financial distress. As Tribune will show, retention of Tribune’s common ownership of

⁵⁰ This request, therefore, is far from the situation where an applicant seeks a waiver pending completion of a biennial or quadrennial rulemaking. The Commission already has found that the Rule must be replaced, and has been upheld by a court of appeals in that finding. The Commission adopted a replacement rule that, although requiring review on remand, clearly permits the present cross-ownership. Tribune thus is entitled to a “hard look” at its request for an interim waiver pending completion of the rulemaking. See *WAIT Radio v. FCC*, 418 F.2d 1153, 1157 (D.C. Cir. 1969). Additionally, the Commission cannot blindly apply a rule that would force Tribune to divest its interests in media where the Commission has affirmatively recognized that the facts underlying the rule and its application have changed and warrant a different result. At a minimum, the Commission must justify its departure from its previous conclusions. See *Radio-Television News Directors Association v. FCC*, 184 F.3d 872, 887 (D.C. Cir. 1999) (“*RTNDA*”).

⁵¹ See *supra* at 6; 1975 Order, 50 F.C.C.2d at 1085.

KTLA and the *LA Times* pending the Commission's review of the *FNPRM* on remand better serves the public interest than forced divestiture under the Rule.

C. Six Years of Common Ownership of KTLA and the *LA Times* Demonstrates That Potential Harms From Common Ownership Do Not Exist.

Given the competitive nature of the Los Angeles market and the abundance of media outlets available to consumers in the Los Angeles DMA, a temporary waiver of the Rule to permit common ownership of the *LA Times* and KTLA, the sixth-ranked television station in the market, will not adversely affect competition or diversity. In fact, as illustrated in the next Section, six years of common ownership demonstrate the contrary: there are significant benefits realized from this common ownership. The Los Angeles DMA is the second-largest in the United States, consisting of 5,536,430 television households,⁵² and as discussed below, the population is served by more than 100 traditional local media outlets, including 26 television stations and at least 21 daily newspapers. The Los Angeles DMA contains 195 radio stations, with 90 radio stations in the FCC's newly-defined Los Angeles radio market. More than 70 independent "voices" operate these traditional media outlets, with 21 independently-owned television stations (including 17 separate commercial station operators) in the DMA. The cross-media limits adopted in 2003 clearly permitted KTLA to be commonly-owned with the *LA Times*.⁵³ Even if the cross-media limits are ignored, the Commission should find that the requested waiver of the Rule is in the public interest based on the incredible diversity of media outlets in the market, where economic analysis confirms the presence of vibrant competition.

⁵² See BROADCASTING & CABLE YEARBOOK 2007 at B-176.

⁵³ See 2003 Order, 18 FCC Rcd. at 13804 ("With respect to markets with nine or more TV stations ('large markets'), we impose no cross-media restrictions. To begin with, markets of this size today tend to have robust media cultures characterized by a large number of outlets and a wide variety of owners.").

Moreover, these traditional media outlets provide news, information and entertainment, and seek advertisers, in a market that has been revolutionized by widespread access to the Internet. Last year, more than 60% of people residing in the DMA accessed the Internet, and 74.9% of these online users accessed the Internet via a broadband connection.⁵⁴ Last month, 56.5% of the people in the Los Angeles DMA logged onto the Internet from home, and on average, spent more time on the Internet than they did reading newspapers. As shown below, MSNBC, Google and Yahoo! provide the most significant competition in the online delivery of local news and information and sale of advertising, and aggregate content from hundreds, if not thousands, of local websites and bloggers. More than ever before, consumers control their access to news, information and entertainment, and KTLA is just one of hundreds of local outlets competing for their attention. Moreover, the combination of KTLA and the *LA Times* has had and will have no significant adverse impact on the diversity of viewpoints available in the market. Indeed, the reach of KTLA and the *LA Times* — separately and in combination — has fallen during the six years of their common ownership.

1. *Television Stations in the Los Angeles DMA.*

The abundance of television stations in the DMA alone supports a waiver permitting common ownership of KTLA and the *LA Times*. KTLA, an affiliate of the CW network, is one of 26 full-service television stations serving the Los Angeles DMA.⁵⁵ Of these

⁵⁴ See *infra* at 30.

⁵⁵ Sources for television station counts include BROADCASTING & CABLE YEARBOOK 2007, BIA and FCC databases.

26 television stations, 21 are owned by separate and independent broadcasters.⁵⁶ Tribune's common ownership of the *LA Times* and KTLA thus complies with the cross-media limits adopted in the 2003 Order by a very wide margin; the number of independently-owned television stations in the DMA alone is *more than twice* as many as the nine television stations the Commission required to permit the common ownership of a daily newspaper and a television station.⁵⁷

Full Service Television Stations – Los Angeles DMA

Source: Nielsen Household May 2006

<u>Station</u>	<u>Owner</u>	<u>Network Affiliation</u>	<u>Channel</u>	<u>Rating/Share</u>
KCBS-TV, Los Angeles	CBS Broadcasting, Inc.	CBS	2	2.4 - 6.1
KCAL-TV, Los Angeles	CBS TV Stations Group	Independent	9	1.3 - 3.4
KNBC, Los Angeles	NBC TV Stations Division	NBC	4	2.3 - 5.9
KWHY-TV, Los Angeles	Telemundo Group Inc.	Telemundo	22	0.5 - 1.3
KVEA, Corona	Telemundo Group Inc.	Telemundo	52	0.8 - 2.2
KTLA, Los Angeles	Tribune Broadcasting Co.	WB (CW)	5	1.4 - 3.7
KABC-TV, Los Angeles	ABC, Inc.	ABC	7	3.3 - 8.6
KTTV, Los Angeles	Fox Television Stations	FOX	11	2.3 - 5.9
KCOP, Los Angeles	Fox Television Stations	My Network TV	13	0.9 - 2.3
KSCI, Long Beach	Asian Media Group	Independent	18	0.1 - 0.3
KVCR-TV, San Bernardino	San Bernardino Cty College	Educational	24	0.1 - 0.1
KCET, Los Angeles	Community TV of S'th'n Cal	Educational	28	0.8 - 2.1
KPXN, San Bernardino	Paxson Communications	ION	30	0.1 - 0.1
KVMD, Twenty-Nine Palms	Ronald L. Ulloa	Independent	31	<0.1-<0.1
KMEX-TV, Los Angeles	Univision Communications	Univision	34	3.1 - 7.9
KFTR, Ontario	Univision Communications	Telefutura	46	0.8 - 2.1
KTBN-TV, Santa Ana	Trinity Broadcasting Network	TBN	40	0.1 - 0.3
KXLA, Rancho Palos Verdes	RPVB Lender Inc.	Independent	44	0.1 - 0.2
KOCE-TV, Huntington Beach	Coast Community College	Educational	50	0.2 - 0.6
KAZA-TV, Avalon	Pappas Television Cos.	Azteca America	54	0.4 - 0.9
KDOC-TV, Anaheim	Pat Boone and Calvin Brack	Independent	56	0.3 - 0.8

⁵⁶ Twenty-two of these 26 television stations are commercial allocations, with 17 separate and independent owners. CBS Broadcasting, Fox Television Stations, NBC TV Stations/Telemundo Group and Univision operate duopolies (Telemundo has two stations) in the Los Angeles DMA.

⁵⁷ See 2003 Order, 18 FCC Rcd. at 13804. There are *eight more* independent commercial station operators than the *nine total television stations* called for in the rule adopted in the 2003 Order.

<u>Station</u>	<u>Owner</u>	<u>Network Affiliation</u>	<u>Channel</u>	<u>Rating/Share</u>
KJLA, Ventura	LATV LLC	Independent	57	<0.1 - 0.1
KLCS, Los Angeles	LA Unified School District	Educational	58	0.2 – 0.4
KRCA, Riverside	Liberman Broadcasting	Independent	62	0.5 – 1.3
KBEH, Oxnard	Bela, LLC	Independent	63	<0.1 – 0.1
KHIZ, Barstow	Marry Ellen Zenz	Independent	64	<0.1 - <0.1

KTLA's ratings history, especially during the period of common ownership with the *LA Times*, also supports the grant of a waiver, because it shows that common ownership has not increased KTLA's reach, and that television broadcasting has become more diverse and competitive during the past six years. For the May 2006 Nielsen ratings period, KTLA was the sixth-ranked station in the market, receiving a 1.4 rating and a 3.7 share in total household all-day ratings (7:00 a.m. to 1:00 a.m.).⁵⁸ KTLA's share has decreased from a 7 share in May 2001, when it was the fifth-rated television station in the market, to its share below 4 in May 2006. It is also worth noting that KTLA earned a 9 share in 1975, and thus has seen its audience share decrease by more than 50% since the time the Rule was adopted. These ratings strongly suggest that KTLA does not have any cognizable market power over viewership, and that its combination with the *LA Times* has not enabled it to adversely impact competition in the market.

The ratings history of the other television stations in the market confirms that the Los Angeles television market has grown increasingly diverse and competitive since 1975, a trend that has continued since 2000, when Tribune acquired the *LA Times*. In May 2006, the highest-rated television station in the market received an 8.6 share, and only one other station earned better than a 7 share. Five years ago, in May 2001, KNBC received a 12 share, KABC-

⁵⁸ Ratings from Nielsen Household May 2006; Nielsen Research, May 2001; Nielsen Station Index, May 1975.

TV received an 11 share, and four other stations, including KTLA, earned approximately a 7 share. Despite the decline in ratings for broadcast television stations market-wide, in May 2006, 11 stations received a 2 share or better, one more than five years ago, in May 2001. By contrast, in 1975, when the highest-rated station in the Los Angeles DMA earned a 22 share (KNBC), of the 15 television stations in the market at the time, five earned a 9 share or better, including KTLA (with a 9 share). At that time, however, only seven stations earned better than a 2 share, compared to the eleven stations at the present time. As the shares of the top-rated stations decline, there has been some gain in the shares of newer and lower-ranked stations, but not KTLA.⁵⁹ Thus, even ignoring the multiplicity of viewing options that cable and satellite provide, viewers have more options to choose from and are taking advantage of them.

Significantly, the combination of KTLA and the *LA Times* must compete with four television duopolies, including pairings owned and operated by CBS, Fox, NBC and Univision with stations ranked in the top-4. All of the duopolies are permitted under the existing FCC rules and can share news production and other resources; this is a benefit denied to KTLA under the Rule and is an unwarranted competitive disadvantage that was correctly rejected by the *2003 Order*. KTLA submits that there are clear benefits to its combination with a newspaper, but no more diminution in diversity of programming than results from duopolies.

Finally, viewers in the Los Angeles market have access to vast amounts of local news programming. KTLA produces 32 hours of regularly-scheduled local news per week, up from 24.5 hours at the time KTLA acquired the *LA Times*. At least nine other television stations

⁵⁹ For example, the share of KMEX-TV has increased from a 1 share in 1975, to a 7 share in 2001, to a 7.9 share in 2006. While the shares of several other television stations have increased less markedly, most of the audience has shifted to cable and satellite television programming, as discussed below.

provide news, with six separate and independently owned full-service television operators in Los Angeles providing at least 17 hours or more per week of news programming.⁶⁰ Five of these television stations and four separate television station owners exceed 27 hours per week of regularly-scheduled news programming, not including KTLA. In total, Los Angeles television stations will produce and provide 255 local hours of local news programming each week.⁶¹ As these facts and trends show, while viewership of broadcast television has decreased, the delivery of news in the Los Angeles market is more plentiful, and competition is more intense, than ever. Competition for the provision of television news is not adversely affected, but is enhanced, by the common ownership of KTLA and the *LA Times*.⁶²

2. *Impact of Cable Television Systems in the Los Angeles DMA.*

The Los Angeles DMA is heavily served by MVPDs, including cable television systems, telephone company video service providers, and direct broadcast satellite systems, further increasing diversity and competition. Aggregate MVPD penetration is approximately 85%, with cable penetration just over 56% and direct broadcast satellite penetration at 28%.⁶³

⁶⁰ The source for news program hours other than KTLA is Los Angeles Nielsen Galaxy System, May & July 2006.

⁶¹ The stations and their hours of news: KABC (40 hours); KNBC (33 hours)/KVEA (17 hours)/KWHY (9.5 hours); KCBS (28 hours)/ KCAL (38.5 hours); KTTV (33 hours)/KCOP (7 hours); KMEX (17 hours) and KTLA (32 hours). Approximately 15 hours of the broadcasts from non-KTLA stations are repeated newscasts.

⁶² While not included in the traditional “voice” count, there are also sixty-one (61) low-power television stations licensed to the Los Angeles DMA, none of which is owned by Tribune or its affiliates. Appendix 1 contains a list of these low-power stations from the FCC’s database. Under the Commission’s rules, it is possible that one or more of these stations could obtain Class A status, further increasing competition in the market.

⁶³ Los Angeles has the highest direct broadcast satellite penetration of any urban area in the country. “L.A. Story for Time Warner Cable,” Multichannel News, May 10, 2006. In the same article, Multichannel News also reported that Los Angeles also has one of the highest digital subscriber line

MVPDs provide robust competition to broadcast stations, offering hundreds of channels of programming, including news, information and entertainment. Many of these channels achieve ratings comparable to or better than their broadcast competitors. For example, in May 2006, TNT received ratings higher than KTLA, despite the smaller number of households able to receive it, and four cable channels made the top 15 channels viewed in the market, earning a 2 share or better:

Top 40 Video Channels and Cable/Satellite Channel Ratings – Los Angeles DMA⁶⁴

<u>Stations/Channels</u>	<u>Ratings/Share</u>	<u>Stations/Channels</u>	<u>Ratings/Share</u>
KABC-TV (Disney)	3.3 - 8.6	TBS (Time Warner)	0.5 - 1.3
KMEX-TV (Univision Communications)	3.1 - 7.9	KRCA-TV (Lieberman Broadcasting)	0.5 - 1.3
KCBS-TV (CBS Broadcasting)	2.4 - 6.1	KWHY-TV (NBC Universal)	0.5 - 1.3
KNBC-TV (NBC Universal)	2.3 - 5.9	HGTV (Scripps Howard)	0.5 - 1.3
KTTV-TV (Fox –News Corp.)	2.3 - 5.9	Comedy Central (Viacom)	0.4 - 1.0
TNT (Time Warner)	1.5 - 4.0	A & E (Hearst/Disney/NBC Universal)	0.4 - 1.0
KTLA-TV (Tribune Company)	1.4 - 3.7	FX (Fox – News Corp.)	0.4 - 1.0
KCAL-TV (CBS Broadcasting)	1.3 - 3.4	HBO (Time Warner)	0.4 - 1.0
Nickelodeon (Viacom)	1.2 - 3.1	History Channel (Hearst/Disney/NBC Universal)	0.4 - 1.0
The Disney Channel (Disney)	0.9 - 2.4	Lifetime (Hearst - 50%/Disney - 50%)	0.4 - 1.0
KCOP-TV (Fox –News Corp.)	0.9 - 2.3	TCM (Time Warner)	0.4 - 1.0
KVEA-TV (NBC Universal)	0.8 - 2.2	ABC Family Channel (Disney)	0.4 - 1.0
The Cartoon Network (Time Warner)	0.8 - 2.2	KAZA (Pappas Television Stations)	0.4 - 0.9
KFTR-TV (Univision Communications)	0.8 - 2.1	CNN (Time Warner)	0.4 - 0.9
KCET-TV (Community TV of Southern Cal)	0.8 - 2.1	Discovery Channel (Liberty Media/Cox/Newhouse)	0.3 - 0.9
ESPN (Disney–80%; Hearst -20%)	0.8 - 2.0	KDOC (Golden Orange Broadcasting)	0.3 - 0.8
USA Network (NBC Universal)	0.7 - 1.8	American Movie Classics (Cablevision)	0.3 - 0.8
MTV (Viacom)	0.6 - 1.6	Food Network (Scripps Howard-70%/Tribune-30%)	0.3 - 0.8
Univision East Coast Feed (Univision Comms)	0.6 - 1.6	SciFi Channel (NBC Universal)	0.3 - 0.8
Fox News Channel (Fox – News Corp.)	0.5 - 1.4	Spike TV (Viacom)	0.3 - 0.8

(“DSL”) penetration rates in the nation at 30%, making it clear that competition from telephone companies in the delivery of video programming is at the doorstep.

⁶⁴ As with television station ratings, the source for ratings is Nielsen LPM Household May 2006.

As the table reveals, the high MVPD penetration gives viewers in the Los Angeles DMA an abundant number of program choices and viewing is spread amongst the choices. While a dozen over-the-air television stations in the market receive at least a 1 share, 21 cable networks also garner at least a 1 share. In addition to the four cable networks in the top 15, four others (USA Network, MTV, Fox News Channel and TBS) also make the top 20, earning a 1 share or better. Other cable networks also received approximately a 1 share or better, including HGTV, Comedy Central, the History Channel, CNN, and the Discovery Channel, and thus were viewed more than at least three of the broadcast television stations in the Los Angeles DMA. Cable and satellite clearly provide alternative source of news, information and entertainment in the Los Angeles DMA, with viewership in many instances comparable to that of their broadcast competitors. The diversity of viewpoint and programming options reflected in the television broadcast market is increased significantly by the MPVD penetration in the market, and the viewing options MVPDs provide. At the same time, as local ratings demonstrate, MVPDs have lessened the market shares of local broadcast voices, individually and collectively.

3. *Newspapers Published in the Los Angeles DMA.*

The availability of daily news in print in the Los Angeles area is no less vast than the amount of television news. There are at least 21 daily newspapers published and distributed in the Los Angeles DMA, with at least 12 published by separate and distinct owners. Of these publishers, at least five publish major dailies in the Los Angeles area, where the *LA Times* competes for readers and advertisers with *The Los Angeles Daily News*, *The Orange County Register*, *The Press-Enterprise* (Riverside), *La Opinion* and others. While the *LA Times* is the most widely circulated daily newspaper in the market with a daily circulation slightly in excess

of 850,000, the Los Angeles News Group (sometimes listed as the MediaNews Group) reaches almost 550,000 daily readers, Freedom Communications reaches more than 335,000 daily readers, E.W. Scripps Company reaches approximately 200,000 daily readers, and Belo (Press-Enterprise Company) reaches 185,000 readers per day through their various publications in the greater Los Angeles area.⁶⁵ While the FCC does not regulate newspaper publishers, it must recognize the large number of publishers in the Los Angeles area, who collectively circulate their papers to just over 50% of the households in the DMA, or 2,650,628 households:

Daily Newspapers – Greater Los Angeles Area (DMA)⁶⁶

<u>Newspaper</u>	<u>Publisher</u>	<u>Community</u>	<u>Daily Circulation</u>
Antelope Valley Press	Antelope Valley Press	Palmdale	26,355
Daily Breeze	The Copley Press Inc.	Torrance	69,264
Daily Independent	Liberty Group Publishing	Ridgecrest	7,900
Daily News	LA Newspaper Group	Los Angeles + 5 Editions	157,020 + 75,988
County Sun	LA Newspaper Group	San Bernardino	66,826
Inland Valley Daily Bulletin	LA Newspaper Group	Ontario	59,552
Press-Telegram	LA Newspaper Group	Long Beach	91,462
Redlands Daily Facts	LA Newspaper Group	Redlands	7,071
San Gabriel Valley Tribune	LA Newspaper Group	West Covina	44,049
Star-News	LA Newspaper Group	Pasadena	30,493
Whittier Daily News	LA Newspaper Group	Whittier	16,100
La Opinion	Lozano Enterprises	Los Angeles	123,447
The Orange County Register	Freedom Communications	Santa Ana	299,824
Daily Press	Freedom Communications	Victorville	31,941
Desert Dispatch	Freedom Communications	Barstow	4,836

⁶⁵ The *LA Times* reaches more than 1,225,000 homes with its Sunday edition, but at least 15 other newspapers publish Sunday editions, collectively reaching more than 1,325,000 homes.

⁶⁶ The sources for the daily and weekly newspapers and their circulations include the California Newspaper Publishers Association 2006-07 Directory, FasFax 2006 Directory, Center for Public Integrity Media Ownership Summary, and Tribune and BIA databases. Not included in the list above are *The Hollywood Reporter* (31,626) published by VNU eMedia, Inc., the *Daily Commerce* (1,254) published by the Los Angeles Daily Commerce, the *Los Angeles Bulletin* (4,100) and *Metropolitan News Enterprise* (2,000) published by the Metropolitan News Company, and the *Los Angeles Daily Journal* (12,500) published by the Daily Journal Corporation, although these dailies are published in Los Angeles by independent publishers.

<u>Newspaper</u>	<u>Publisher</u>	<u>Community</u>	<u>Daily Circulation</u>
Los Angeles Times	Tribune Company	Los Angeles	851,832
North County Times, California	Lee Enterprises	Temecula	15,649
Star Newspapers	The E.W. Scripps Co.	Ventura + 3 Editions	184,289
The Press-Enterprise	Press-Enterprise Comp (Belo)	Riverside + 6 Editions	185,053
Palm Springs Desert Sun	Gannett Co., Inc.	Palm Springs	131,300
The Santa Clarita Signal	Morris Multimedia Inc.	Santa Clarita	12,000

While the *LA Times* has the most significant circulation, it does not dominate its competitors, either alone or in combination with KTLA.⁶⁷ Since the Times Mirror merger, the circulation of the *LA Times*, like that of many other daily newspapers, has decreased. From September 2001 to May 2006 (a span of less than six years), the daily circulation of the *LA Times* fell nearly 15% from 1,001,610 to 851,832; this is a rate faster than the circulation declines of some of its larger competitors in Los Angeles.⁶⁸

In addition to the daily newspapers, at least 128 weekly newspapers are published and distributed within the Los Angeles DMA.⁶⁹ The Commission has recognized that local weekly publications can add measurably to the diversity of viewpoints in a market, and the weekly publications in Los Angeles prove this point. Weekly publications reach more than 40% of the households in the DMA, or approximately 2,156,000 homes. Tribune publishes eight of these community papers through the Times Community News, a division of the *LA Times*'

⁶⁷ The competition and diversity shown in the number of local publishers is matched by the abundance of national daily newspapers serving the greater Los Angeles area. These daily newspapers include *The New York Times*, *USA Today*, the *Washington Post*, the *Washington Times*, the *Financial Times*, *Investor's Business Daily*, *The Wall Street Journal*, and the *Christian Science Monitor*.

⁶⁸ "Newspaper Circulation Continues On A Downward Slide," Los Angeles Business Journal (May 9, 2005). Moreover, some competitors have experienced periodic circulation gains. For example, from March 2004 to March 2005, circulation of the *LA Times* fell from 970,802 to 907,997, a decrease of 6.5%. *Id.* During the same period, the circulations of the *Los Angeles Daily News*, the *Long Beach Press-Telegram*, and the *Torrance Daily Breeze* increased slightly, between 0.1% and 2.7%. *Id.*

⁶⁹ Appendix 2 contains a list of weekly publications, compiled from sources listed above at 22 n.47.

publisher.⁷⁰ Other major publishers, however, also have weekly publications that are as significant. Freedom Communications and the Los Angeles News Group have weekly publications that are widespread, and other independent weekly publishers add significant new voices to the media landscape in the market, including Brehm Communications, Community Media, Belo, Century Group Newspapers, Grace Communications, and Wave Newspapers.⁷¹

4. *AM, FM and Satellite Radio Service in the Los Angeles DMA.*

As the Table included below demonstrates, there are 195 radio stations serving the Los Angeles DMA, with 86 separate owners. Within the FCC's defined Los Angeles radio market alone, there are 90 stations with 43 separate owners.⁷² Of these 90 stations, 31 English-language stations operated by 20 different broadcasters have formats that focus on news, talk, sports, information, education and religion. Some 27 stations operated by 11 different broadcasters are identified with Hispanic or ethnic formats. Some 31 stations operated by 21 different broadcasters are identified with music formats, and one station has a children's format.⁷³ In addition to these outlets, both XM and Sirius offer subscription satellite radio

⁷⁰ While no waiver of the Rule should be necessary because these community publications are not "daily newspapers" under the Rule, Transferees request that the waiver of the Rule to permit common ownership of KTLA and the *LA Times* also include common ownership of community publications and editions that accompany the *LA Times*. See *supra* n.3.

⁷¹ In addition, approximately 70 local magazines are published and distributed in the greater Los Angeles area. Appendix 3 contains a list of these magazines.

⁷² Radio station counts and data have been supplied from the BIA database.

⁷³ Of these 195 stations in the DMA, 40 English-language radio stations, operated by 29 different broadcasters, have varied formats that focus on news, talk, sports, information, education and religion. Some 48 stations, operated by 22 different broadcasters, are identified with Hispanic or ethnic formats. Some 99 stations, operated by 48 different broadcasters, are identified with a variety of music formats, and two stations owned by two different broadcasters are identified with a children's format. Digital radio offers listeners additional programming choices.

programming in Los Angeles, with XM offering 149 channels and Sirius offering 117 channels of seemingly endless format and variety.⁷⁴

Radio Stations in the Los Angeles DMA

*Denotes station is located in the FCC Geographic Market Definition for Los Angeles, CA.

Station	Owner	Format	Station	Owner	Format
KABC –AM*	Citadel/ABC	Talk	KFOX –AM*	Chagal Communications	Korean
KAEH –FM	Moon Broadcasting	Mexican	KFRG –FM	CBS Radio	Country
KAHZ –AM*	Multicultural Best	BNw/Eth/Ast	KFRJ –FM	Family Stations Inc	Religion
KALI –AM*	Multicultural Best	Variety	KFRN –AM*	Family Stations Inc	Religion
KALI –FM*	Multicultural Best	Variety	KFSH –FM*	Salem Communications	ChrsContemp
KATJ –FM	Clear Channel	Country	KFWB –AM*	CBS Radio	News
KATY –FM	All Pro Broadcasting	AC	KFYV –FM	Point Broadcasting Company	CHR/Rhyme
KAVL –AM*	Clear Channel	Sports/Talk	KGBM –FM	Educational Media Foundation	ChrsContemp
KAXL –FM	Skyride Unlimited Inc	AC/Insp	KGGI –FM	Clear Channel	Top 40
KAZN –AM*	Multicultural Best	Asian	KGMX –FM*	Point Broadcasting Company	Bright AC
KBBY –FM	Cumulus	AC	KHAY –FM	Cumulus	Country
KBHR –FM	Parallel Bestg	AAA	KHHT –FM*	Clear Channel	Urban/RhyBl
KBIG –FM*	Clear Channel	AC	KHJ –AM*	Liberman Broadcasting Inc	Mexican
KBLA –AM*	Multicultural Best	Talk/Varty	KHMS –FM	Faith Communications	ChrsContemp
KBOV –AM	Great Country Broadcasting	Oldies	KHRI –FM	Educational Media Foundation	Chrst/Rock
KBPK –FM*	Buena Park School District	AC	KHRQ –FM	KHWY Inc	Rock
KBRT –AM*	Crawford Broadcasting	Chrst/Talk	KHTS –AM*	Jeri Lyn Broadcasting Inc	FuSvc/AC
KBTW –FM	Lazer Broadcasting Corporation	Spanish AC	KHWY –FM	KHWY Inc	Lite AC
KBUA –FM*	Liberman Broadcasting Inc	Mexican	KHWZ –FM	KHWY Inc	Rock
KBUE –FM*	Liberman Broadcasting Inc	Mexican	KHYZ –FM	KHWY Inc	Lite AC
KCAA –AM	Broadcast Management	News/Talk	KIBS –FM	Great Country Broadcasting	Country
KCAL –AM	Lazer Broadcasting	Mexcn/Oldes	KIIS –FM*	Clear Channel	Top 40
KCAL –FM	Anaheim Broadcasting Corp	Rock	KIQQ –AM	Moon Broadcasting	Mexican
KCAQ –FM	Point Broadcasting Company	HpHop/RhyBl	KIQQ –FM	Moon Broadcasting	Mexican
KCBS –FM*	CBS Radio	Jack	KIRN –AM*	Lotus Communications Corp	Eth/Tlk/Spt
KCDZ –FM	Morongo Basin Broadcasting	AC	KISL –FM*	City of Avalon Comm Serv	Variety
KCEL –FM	Point Broadcasting	Mexican	KIXA –FM	Clear Channel	Rock
KCLU –FM	California Lutheran Univ.	Jazz	KIXF –FM	KHWY Inc	Country
KCRY –FM*	Santa Monica Comm College	Educa/News	KIXW –AM	Clear Channel	Talk
KCRW –FM*	Santa Monica Comm College	Educa/News	KIXW –FM	KHWY Inc	Country
KCSN –FM*	California State University	ClscI/Amerc	KJLH –FM*	Taxi Productions Inc	Urban
KCXX –FM	All Pro Broadcasting	Alternative	KKBT –FM*	Radio One Inc	Urban AC
KDAI –FM	Styles Media Group LLC	Urban	KKDD –AM	Clear Channel	Children
KDAR –FM	Salem Communications	Chrst/Talk	KKGO –AM*	Mt Wilson FM Broadcasters	Adlt Stndrd
KDAY –FM*	Styles Media Group LLC	Urban	KKJZ –FM*	California State University	Jazz

⁷⁴ Attached as Appendix 4 are the program offerings for XM and Sirius.

Station	Owner	Format	Station	Owner	Format
KDGL –FM	MCC Radio LLC	Clsc Hits	KKLA –FM*	Salem Communications	Chrst/Talk
KDIF –AM	Clear Channel	Mex/Spn/Var	KKZQ –FM	Point Broadcasting Company	Alternative
KDIS –AM*	ABC/Disney	Children	KKZZ –AM	Point Broadcasting Company	Adlt Stndrd
KDLD –FM*	Entravision Holdings LLC	Alternative	KLAC –AM*	Clear Channel	Sports
KDLE –FM*	Entravision Holdings LLC	Alternative	KLAX –FM*	Spanish Broadcasting System	Mexican
KDSC –FM	Univ. of Southern California	Classical	KLFH –FM	Shepherd Comm Inc	ChrsContemp
KDUC –FM	Dos Costas Communications	70s Oldies	KLIT –FM*	Amaturo Group Ltd	Adult Hits
KDUQ –FM	Dos Costas Communications	70s Oldies	KLJR –FM	Lazer Broadcasting	Span/Oldes
KEBN –FM*	Liberman Broadcasting Inc	Mexican	KLKX –FM	Point Broadcasting Company	Clsc Rock
KEDD –FM*	Adelman Broadcasting Inc	Span/Trpcl	KLOA –FM	Adelman Broadcasting Inc	Country
KELT –FM	Amaturo Group Ltd	Adult Hits	KLOA –AM	Adelman Broadcasting Inc	Nostalgia
KEZY –AM	Hi-Favor Broadcasting LLC	Span/Relgn	KLOS –FM*	Citadel/ABC	AOR
KFI –AM*	Clear Channel	News/Talk	KLRD –FM	Educational Media Foundation	ChrsContemp
KLSX –FM*	CBS Radio	Talk	KSSI –FM	Sound Enterprises	AOR
KLTX –AM*	Hi-Favor Broadcasting LLC	Span/Relgn	KSZL –AM	Dos Costas Communications'	Talk
KLUK –FM	Cameron Broadcasting Inc	Clsc Rock	KTDD –AM	Clear Channel	Country
KLVE –FM*	Univision	Spanish AC	KTIE –AM	Salem Communications	Nws/Tlk/Inf
KLYY –FM*	Entravision Holdings LLC	Span/Trpcl	KTLK –AM*	Clear Channel	Talk
KMET –AM	Sunset Broadcasting Inc	SmJaz/Sprts	KTLW –FM*	Life On The Way Commun.	Religion
KMLA –FM	Gold Coast Radio LLC	Mexican	KTNQ –AM*	Univision	Spn/Nws/Tlk
KMLT –FM	Amaturo Group Ltd	Adult Hits	KTOX –AM	Creative Broadcasting Services	News/Talk
KMPC –AM*	Rose City Radio Corporation	Sprts/Talk	KTPI –AM	Clear Channel	Adlt Stndrd
KMRB –AM*	Multicultural Best	Variety	KTQX –FM	Radio Bilingue Inc	Span/Varty
KMRJ –FM	Mitchell, Daniel P.	Modern Rock	KTWV –FM*	CBS Radio	NAC/Jazz
KMRO –FM	Assoc.or Community Educ.	Span/Chrst	KTYM –AM*	Trans-America Broadcasting	Relgn/Ethnc
KMXE –AM*	LAA 1 LLC	Spn/Tlk/Spt	KUCI –FM*	University of California	Variety
KMZT –FM*	Mt Wilson FM Broadcasters	Classical	KUNX –AM	Point Broadcasting Company	Span/Talk
KNKK –FM	Cameron Broadcasting Inc	Hot AC	KUOR –FM	University of Redlands	Jazz
KNWH –AM	MCC Radio LLC	News/Talk	KUSC –FM*	Univ. of Southern California	Classical
KNX –AM*	CBS Radio	News	KUTY –AM*	Point Broadcasting Company	News/Talk
KOCP –FM	Point Broadcasting Company	Clsc Rock	KVCR –FM	San Bernardino Commun.Coll.	Educational
KOLA –FM	Anaheim Broadcasting Corp	Oldes/70&80	KVEN –AM	Cumulus	Oldies
KOST –FM*	Clear Channel	AC	KVFG –FM	CBS Radio	Country
KOXR –AM	Lazer Broadcasting Corporation	Mexican	KVID –FM	Ondas de Vida Network Inc	ChrsContemp
KPCC –FM*	Pasadena Area Community Coll.	Nws/Tlk/Inf	KVNR –AM*	Liberman Broadcasting Inc	Asian
KPFK –FM*	Pacifica Foundation	Nws/Tlk/Ecl	KVTA –AM	Point Broadcasting Company	Talk
KPRO –AM	Impact Radio Inc	Inspiration	KWDJ –AM	Knudsen, James & Donna	News/Talk
KPRX –FM	White Ash Broadcasting Inc	Clsc/NPR	KWIE –FM	Styles Media Group LLC	CHR/Rhyme
KPWR –FM*	Emmis Communications	Rhyme/CHR	KWIZ –FM*	Liberman Broadcasting Inc	Span/Varty
KQCM –FM	Copper Mountain Broadcasting	CHR	KWJL –AM*	Point Broadcasting Company	Big Band
KRAJ –FM	Adelman Broadcasting Inc	Hot AC	KWKU –AM*	Lotus Communications Corp	Span/Sprts
KRAK –AM	CBS Radio	Nostalgia	KWKW –AM*	Lotus Communications Corp	Span/Sprts
KRCD –FM*	Univision	Span/Oldes	KWRM –AM	Major Market Stations Inc	Mex/Var/Spt
KRCV –FM*	Univision	Span/Oldes	KWRN –AM	Major Market Stations Inc	Mexican

Station	Owner	Format	Station	Owner	Format
KRHV –FM	Digerness, David	Variety	KWTH –FM	Living Proof Inc	Religion
KRLA –AM*	Salem Communications	News/Talk	KWTY –FM	Miller, Mark A.	Clsc Rock
KROQ –FM*	CBS Radio	Alternative	KWVE –FM*	Calvary Chapel of Costa Mesa	Christian
KRSX –AM	RuDex Broadcasting Limited	Country	KXCM –FM	Copper Mountain Broadcasting	Country
KRSX –FM	Clear Channel	CHR	KXFG –FM	CBS Radio	Country
KRTH –FM*	CBS Radio	Oldies	KXLM –FM	Lazer Broadcasting	Mexican
KRXV –FM	KHWY Inc	Lite AC	KXLU –FM*	Loyola Marymount University	Educational
KSAK –FM*	Mt. San Antonio Commun. Coll.	Rck/CHR/Urb	KXXM –AM*	Salem Communication	Ethnic
KSBR –FM*	South Orange Cnty Comm. Coll.	Jazz	KXOL –FM*	Spanish Broadcasting System	Span/Rhyme
KSCA –FM*	Univision	Mexican	KXRD –FM	Educational Media Foundation	ChrsContemp
KSDT –AM	RuDex Broadcasting Limited	Mexican	KXRS –FM	Lazer Broadcasting	Mexcn/Varty
KSGN –FM	KSGN Inc	ChrsContemp	KXSB –FM	Lazer Broadcasting	Mexcn/Varty
KSPA –AM	Astor Broadcast Group	Adlt Stndrd	KXXZ –FM	Dos Costas Communications	Span/Varty
KSPC –FM*	Pomona College Radio Station	Alternative	KYPA –AM*	Multicultural Bcst	Korea/Asian
KSPN –AM*	ABC/Disney	Sports	KYSR –FM*	Clear Channel	Modern AC
KSRW –FM	Kessler, Benett	AC/SmJaz	KZIQ –FM	Knudsen, James & Donna	Country
KSSC –FM	Entravision	Span/CHR	KZLA –FM*	Emmis Communications	Country
KSSS –FM*	Entravision	Span/CHR	KZXY –FM	Clear Channel	Hot AC

5. *Traditional Media Revenue Share and Concentration Analyses.*

Beyond this traditional media “voice count” for Los Angeles, analysis of the advertising revenues and concentration for broadcasters and newspaper publishers further demonstrates that common ownership of KTLA and the *LA Times* has not adversely affected, and will not so affect, competition in this market. First, revenue shares for traditional media in Los Angeles are more balanced than the national average, or even the average of the top 10 markets, illustrating “vibrant” competition.⁷⁵ Second, in Los Angeles, the top revenue share in the market is less than the national average and the average of the top 10 markets, with significant shares spread across a larger number of owners. While Tribune, with the *LA Times* and KTLA, has the largest share, that share is only 22%, compared to the national average that is

⁷⁵ BIA Report at 6-7. In Los Angeles, newspapers earn 38.6% of advertising dollars, television stations earn 33.8% of advertising dollars, and radio stations earn 27.7% of advertising dollars, while those figures average 48.3%, 27.6%, and 24.1%, respectively, across the nation.

over 30%.⁷⁶ The average market revenue share for the top media owner in the top 10 markets is 24.4%.⁷⁷ Most significantly, in Los Angeles nine media owners each have at least a five percent share of the “traditional” advertising market, a statistic matched only in New York.⁷⁸ This wide distribution of advertising revenues supports a “healthy, competitive market for advertising dollars” in Los Angeles.⁷⁹

Finally, the analysis of traditional media revenues in the Los Angeles market also shows “a large number of strong competitors owning several media outlets.”⁸⁰ The HHI for the broadcast and newspaper media in Los Angeles in 2005 was 1,003, significantly lower than the average of 1,175 for the top ten markets, and lower still than the national average of 1,495.⁸¹ Moreover, the level of concentration in the Los Angeles market has decreased steadily in recent years, from 1,084 in 2002 to 1,003 in 2005.⁸² Absent any forced divestiture, the level of concentration for traditional media advertising revenue in Los Angeles will reflect a market that is not concentrated; indeed, this analysis and trend do not even include the effects of cable advertising and non-traditional media such as the Internet, which when considered, further dilute

⁷⁶ *Id.* at 8-9. During the period of common ownership of KTLA and the *LA Times*, Tribune’s combined share has fallen from 25.8% of all revenue generated by traditional media, to 22.1%. *Id.* at 10.

⁷⁷ *Id.* at 8 & Figure 3.

⁷⁸ *Id.* at 9.

⁷⁹ *Id.*

⁸⁰ *Id.* at 13.

⁸¹ *Id.*

⁸² *Id.* at 14.

the level of concentration, making it abundantly clear that a waiver of the Rule is in the public interest.⁸³

6. *The Internet and Its Impact on the Local Market*

In recent years, high-speed Internet access in the United States has skyrocketed, fundamentally changing the way Americans receive news and information. In 2002, the Commission readily acknowledged the “important role [of the Internet] in the available media mix” as “a commonly-used source for news, commentary, community affairs, and national/international information.”⁸⁴ Today, the prevalence of the Internet as a primary source of news and public affairs information is unmistakable. As of August 2005, North American consumers spent more hours each week using the Internet (5.9 hours) than reading newspapers (3.4 hours).⁸⁵ And although home broadband subscribers spend more time watching local and national television and listening to the radio, they still rely on online news sources more than their local newspaper.⁸⁶

These trends will continue as consumers purchase high-speed Internet access. According to the Pew Internet & American Life Project, home broadband adoption increased by 40 percent from 60 million Americans in March 2005 to 84 million Americans in March 2006.⁸⁷ Indeed, approximately one-quarter of the growth of daily online news consumption since 2002

⁸³ *Id.* at 15.

⁸⁴ 2003 Order, 18 FCC Rcd. at 13765-66.

⁸⁵ Forrester Research, August 2005; ClickZ, August 2005.

⁸⁶ John B. Horrigan, Associate Director for Research, Pew Internet & American Life Project, Online News, at ii (Mar. 22, 2006) (“Online News”).

⁸⁷ John B. Horrigan, Associate Director for Research, Pew Internet & American Life Project, Home Broadband Adoption 2006, at i (May 28, 2006) (“Home Broadband Adoption 2006”).

can be attributed to the rise in residential broadband adoption.⁸⁸ Today's Internet users have a multitude of online news sources from which to receive a diversity of information and commentary, not only including local daily newspaper, television station, and radio news sites, but also national television news sites from CNN and MSNBC with local pages, portals and aggregators such as Google and Yahoo, international news sites such as BBC, local news blogs, alternative news sites such as Alternet or Newsmax, and news listservs.⁸⁹ Users' ability to control the amount and type of content they receive, as well as the method through which they receive it (for example, PDA or mobile phone alert, podcast, or streaming video file), will continue to fuel the popularity of online news sources over traditional print and broadcast media.

Internet usage in the Los Angeles market reflects national trends showing increasing adoption and use. In Los Angeles, more than 62% of the population in the DMA have access to the Internet.⁹⁰ Approximately 74.9% of Los Angeles online users have a residential broadband connection, well above the national average of 61.6%.⁹¹ In Los Angeles, websites owned and operated by Google, Yahoo, and Microsoft lead audience measurement metrics, with their reach, number of pages viewed and used, and average usage days per month exceeding those of websites from traditional broadcasters and newspapers. The content available on these websites includes not only national news and information, but local news and issues as well, because they each have "local portals" (akin to local editions) offering news, information and entertainment pertaining to the locality, such as Los Angeles. Local portals, by design, compete

⁸⁸ Online News at 4.

⁸⁹ *Id.* at 10-12.

⁹⁰ Scarborough Research, February 2005 – January 2006.

⁹¹ Nielsen/NetRatings, @Plan, Summer 2006 release.

head-to-head with local newspapers and cater to younger consumers who tend to access news content online rather than via traditional media (such as newspapers, television and radio) more readily and frequently than older consumers.

For example, as reflected in the Table below, in March 2006 in the Los Angeles market, new Internet media companies led the way:

Websites and Key Comparative Statistics with Internet Leaders in Los Angeles⁹²

Website	Average Reach Over 12 Months	Average Pages Viewed	Average Pages Used/Day	Average Usage Days
Yahoo! News	24.4%	65.0	6.0	5.5
My Yahoo!	23.1%	97.6	5.5	9.7
Yahoo! Local	8.8%	4.6	3.7	1.8
Google News	6.1%	6.2	4.2	3.1
Google Local	15.0%	7.3	3.1	2.0
MSNBC.COM	17.6%	34.5	5.9	4.1
CITYSEARCH.COM	10.7%	6.9	5.6	1.6
NYTIMES.COM	5.3%	6.7	5.7	2.6
LATIMES.COM	7.6%	8.6	5.9	2.3

- * For March 2006 alone, “Yahoo! News” and “My Yahoo!” had a reach of 27.9% and 26.5% respectively, and MSNBC.COM had a reach of 18.1%. “Yahoo! Local” also had a reach of 11.5%, while Google Local had a reach of 15% and CITYSEARCH.COM had a reach of 11.9%. All of these independent websites thus had a reach exceeding that of the LATIMES.COM, which had a reach of 10.3%.
- * March 2006 was the first time that LATIMES.COM’s reach exceeded 10%. On the other hand, from March 2005 to March 2006, the five dominant websites (“Yahoo News,” “My Yahoo!,” and “Yahoo! Local,” MSNBC.COM and “Google Local”) each more than doubled LATIMES.COM’s average reach, as did MSNBC.COM and “Google Local.”

⁹² The source for Internet data is MyMetrix, 2006 comScore Networks, Inc.

- * While LATIMES.COM had an average of 8.6 pages viewed each month and 5.9 average pages used per day, “Yahoo! News” had averages of 73 pages viewed and 6.0 average pages used per day, while MSNBC.COM had 33 pages viewed and 5.9 average pages used per day.
- * While LATIMES.COM had 2.3 average usage days per month per visitor, “My Yahoo!,” “Yahoo! News,” MSNBC.COM, and Google News/Google Local had averages of 9.7, 5.5, 4.1, and 5.1, respectively.

In addition to providing original content, these websites also serve as aggregators of news. They direct users to stories and content of interest on other websites, thereby allowing consumers to choose the source of information that best meets their needs and interests. While some of these news websites are affiliated with traditional newspapers and broadcast stations, countless independent websites carry reports, commentary and information that compete with the more traditional outlets. These national and local websites not only include the powerhouses identified above, but also include national and local sites:

New York Times Digital	Sba.gov/ca/la	LA.COM
The Weather Channel	Time.Com Sites	AT-LA.COM
CNN	WSJ.COM	Lacity.org
AOL News	AP.ORG	L.A. County Online
Weatherbug Property	ImpreMedia	Lacma.org
USATODAY Sites	SUNTIMES.COM	Lacvb.com
MILITARY.COM	Village Voice Media	Laavengers.com
Internet Broadcasting	PASADENASTARNEWS.COM	Lapdonline.org
Vegas.Com Sites	NewsMax.com Sites	Nhm.org
SLATE.COM	STARONLINE.COM	Sclarc.org
NPR.ORG	MYWEATHER.NET	Fashiondistrict.org
SF Gates Sites	DAILYBULLETIN.COM	Ncjwla.com
WUNDERGROUND.COM	Bell Globemedia	Art Institute of California, Los Angeles
ACCUWEATHER.COM	Y2M	Museum of Contemporary Art – LA
Netscape What’s New	Planetout	Los Angeles Conservancy
DAILY BREEZE.COM	WIRED.COM	Griffith Observatory
WorldNow.Com Sites	TMZ.COM	Meditateinla.org
BUSINESSWEEK.COM	WEATHERSTUDIO.COM	Farmersmarketla.com
Court TV Online	INQ7.NET	Lamusicawards.com
SignonSanDiego Sites	National Geographic News	Folar.org

Illustrating the changes in local media, the news story concerning actor-director Mel Gibson's behavior and anti-Semitic remarks during a police stop in Los Angeles, and the alleged concealment of details by local authorities, was credited to TMZ.com, a Los Angeles-based website owned by Time Warner. Search engines provide fingertip access to thousands of additional websites created by governmental, cultural, sports, religious, educational and other organizations providing news and information directly to consumers.

Finally, many websites allow visitors to provide comments or engage in debate on an endless number of local topics through email, chat rooms, discussion boards, and blogs. According to Los Angeles blogsite trackers, there are at least 54 Los Angeles blog websites on the Internet.⁹³ In short, the Internet provides a strong source of competition for the eyes and

⁹³ These blogsites include LA Observed, <http://www.laobserved.com>; Ron Fineman's On the Record, <http://www.ronfineman.com>; The Huffington Post, <http://www.huffingtonpost.com>; Defamer, the L.A. Gossip Rag, <http://www.defamer.com>; FishBowLA, <http://www.mediabistro.com/fishbowla>; Insider's Guide to Los Angeles, <http://www.la.com/blog/weblog.php>; LAist, <http://www.laist.com>; Metroblogging Los Angeles, <http://blogging.la>; Keeping Los Angeles Fun, <http://www.losanjealous.com>; Los Angeles Speaks Here, <http://lavoices.org>; The Hollywood Liberal, www.thehollywoodliberal.com; Patterico's Pontifications, <http://patterico.com>; Starked LA, www.starked.com; Rough & Tumble, www.rumble.com; The Roundup, <http://www.capitolbasement.com>; Capitol Weekly, <http://www.capitolweekly.net>; California Insider, <http://www.sacbee.com/static/weblogs/insider/>; The California Observer, <http://caobserver.blogspot.com>; Joe Scott, <http://www.joescott3.com>; Pineda Consulting, <http://www.pinedaconsulting.com>; Greg Dewar.com, <http://gregdewar.com>; Dodger Thoughts, <http://dodgerthoughts.baseballtoaster.com>; Hollywood, Interrupted Premium, www.hollywoodinterrupted.com; TrojanWire, www.trojanwire.com; Tonypierce.com + busblog, www.tonypierce.com/blog/blogg.htm; Michael Williams—Master of None, www.mwilliams.info; Art.blogging.la, <http://art.blogging.la>; Franklin Avenue, <http://franklinavenue.blogspot.com>; Green LA girl, <http://greenlagirl.com>; SoCal Law Blog Standard Ad, www.socallawblog.com; Mayor Sam's Sister City, <http://mayorsam.blogspot.com>; Life in Downtown Los Angeles, <http://blogdowntown.com>; Lakers Blog, <http://lakersblog.latimes.com>; Curbed LA, <http://la.curbed.com>; Gridskipper-Los Angeles, <http://www.gridskipper.com/travel/los-angeles/index.php>; Cityfeeds.com-Los Angeles, <http://losangeles.cityfeeds.com>; Movie City News, <http://www.moviecitynews.com/index.html>; Hollywood Elsewhere, <http://www.hollywood-elsewhere.com>; The Aesthetic, <http://www.theaesthetic.com>; The LALA Times, <http://www.lalalimes.com>; Los Angeles Independent Media Center, <http://la.indymedia.org>; Desire LA, <http://desirelosangeles.com>; City Watch LA, <http://www.citywatchla.com/index.html>; Civil Action Press, <http://civilactionpress.blogspot.com>; Moore for Mayor, <http://waltermoore.blogspot.com>; Antonio Watch, <http://www.antoniowatch.com/home/>; LA

intellects of television viewers and newspaper readers. It provides instantaneous links, generally at no charge, to constantly growing sources of news, opinion and entertainment, and exponentially increases the diversity of viewpoints in the Los Angeles market.

D. Numerous Public Interest Benefits Result From Tribune's Ownership of KTLA and The *LA Times*.

As noted above, KTLA, a pioneer in television news since it signed on in 1947, has expanded its regularly-scheduled local news programming from 24.5 hours per week to 32 hours per week during the period of common ownership of KTLA and the *LA Times*. Over the past six years, joint efforts between KTLA and the *LA Times* have improved measurably KTLA's ability to cover news and contribute to its community. The combination provides programming and public interest benefits that no television station on its own could otherwise offer. These benefits flow directly to the public, and would have been difficult if not impossible to attain absent common ownership and Tribune's firm commitment to bringing news and public affairs programming benefits to the public.

NEWS SPECIALS. KTLA has drawn on the rich and deep resources of the *LA Times* — one of the nation's most respected newspapers with journalists stationed around the globe — to enrich and expand its local and regional news and public affairs coverage. Using these resources, KTLA can jointly produce news specials, and share personnel and resources to program news and public affairs programs. In the past, KTLA has embedded a reporter in the

City, <http://lacityorgcd11.blogspot.com/>; Eric Garcetti blog, <http://www.cd13.com/>; Janice Hahn blog, <http://janicehahn.org/>; LA Animal Services, <http://laanimalservices.blogspot.com/>; LA Fire Department blog, http://lafdblog.typepad.com/lafd_blog/; LA Brain Terrain, <http://www.labrainterrain.com/>; LA Stories, <http://lastories.com/index.html>. See http://www.blogads.com/advertise/los_angeles_blogs/order, Richard Rushfield, Jason Oberfest, www.lablogs.com.

LA Times newsroom, to gain the benefit of the *LA Times*' editorial staff, which is many times larger than that of any local television station. In this way and others, KTLA receives access to the *LA Times*' 24-hour per day newsgathering operations and the *LA Times*' nationally-recognized experts on politics, sports, and current events. With this access to the *LA Times*' reporters and its extensive newsgathering resources, KTLA has enhanced its news and public affairs programs, and its coverage of important local issues, including political campaigns. Some examples of these news specials include:

"*Saving The Homeless.*" KTLA in conjunction with the *LA Times* produced a prime-time news special on homelessness in Los Angeles, entitled "Saving the Homeless." The program, broadcast on February 15, 2006, examined the plight of Los Angeles' Skid Row residents and proposed solutions for reversing the downward spiral of their lives into drugs and violence.

"*Special on Gang Problems in LA.*" In December 2004, KTLA and the *LA Times* jointly produced a special on the gang problem in Los Angeles. KTLA preempted its regular programming to air the program. The program, which included discussions with students and community leaders, was produced at the *LA Times* and was promoted both on-air and in the newspaper. Too often, public-service specials reach smaller than hoped-for audiences because of inadequate promotion. The station's and the newspaper's joint roles in the production and execution of the special gave both an incentive to promote the broadcast widely, increasing its reach.

"*When Disaster Strikes.*" KTLA's relationship with the *LA Times* also has enabled the station's journalism and its public-service efforts to reach a broader audience.

On April 9, 2006, KTLA produced a 90-minute news special on emergency preparedness entitled “When Disaster Strikes,” a guide to surviving California disasters, particularly earthquakes. As part of the effort, the newspaper distributed a 32-page print guide, prepared by the University of Southern California and the California Earthquake Authority, in the *LA Times* on the day after the special aired on KTLA. The guide was promoted in the program and at other times on the station to alert a wider audience to the special, the important advice offered, and the valuable additional information available in the printed materials.

2002 Gubernatorial Debate. Common ownership with the *LA Times* also has enabled KTLA to expand its political coverage. In the 2002 California election for Governor, KTLA and the *LA Times* jointly produced and televised a debate between Gray Davis and Bill Simon. Hal Fishman, KTLA’s Managing Editor and prime-time anchor, served as moderator. Panelists included the *LA Times*’ editorial page editor and its Sacramento bureau chief. The debate was made available live to broadcasters in other cities in California, and was broadcast by KTLA’s sister stations in Sacramento (KTXL) and San Diego (KSWB-TV).

NEWS COVERAGE. KTLA’s relationship with the *LA Times* also has enabled the newspaper’s stories to reach broader audiences, and to use the video news medium to greater effect. For several years, KTLA permanently assigned reporter Ron Olsen to the *LA Times* newsroom. His reports featured interviews with writers as well as subjects of news stories that would appear in the next day’s newspaper, promoting the in-depth coverage only a newspaper can provide, while providing insights into the story through video interviews that provided the

immediacy and visual impact of television. In this way, KTLA's joint news coverage also draws attention to many important stories that otherwise might go unrecognized.

King-Drew Medical Center Story. As a prime example, in December 2004, KTLA aired nightly reports on its prime-time newscast that paralleled a five-part series in the *LA Times* about wasteful spending and poor medical care at Los Angeles County's King-Drew Medical Center. Working closely with *LA Times* reporters following a year-long investigation by the newspaper, KTLA aired interviews with victims of negligent medical treatment at the hospital, public officials and the reporters themselves. KTLA's reports highlighted the startling and important findings of the newspaper series about the "culture of mismanagement" at the hospital, which triggered public investigations and reforms at the facility. The *LA Times* won a Pulitzer Prize for the series.

Indian Gaming Coverage. KTLA reporter Ron Olsen also worked with *LA Times* reporters in providing video coverage of an exclusive series by the *LA Times* on the Indian gaming industry in southern California.

Regular News Interviews and Coverage. In addition to the special news stories, through the combination, Los Angeles-area television viewers have gained access to nationally-recognized experts on local, national and international news, politics, sports, economics, urban affairs, and the arts from the *LA Times* and its Washington bureau, which shares resources and facilities with Tribune Broadcasting's news bureau in Washington, D.C. *LA Times* reporters, who cover specialized fields that television news departments are unable to staff in depth, add to KTLA's news and public affairs programs by relating their insights into local and world news events beyond those that are

available from the station's staff or Tribune Broadcasting's company-wide news service.

As a result of these synergies, KTLA can cover more stories in greater depth.⁹⁴

PUBLIC SERVICE PROJECTS. In addition to news and public affairs program benefits, KTLA and the *LA Times* have jointly developed other public service programs and initiatives that benefit the community, such as public service announcement campaigns and community outreach programs and events. Some examples of these programs include:

Annual Journalism Contest. The *LA Times* promotes KTLA's annual Stan Chambers Journalism Award contest for southern California high school seniors. Entrants write original essays for the competition, the topic of which is "what matters most" in the student's life. Winners are selected by a panel of journalists and are offered the opportunity to produce a video based on their essay. The video essays are then broadcast on KTLA's prime-time news program. Each winner also receives a \$1,000 college scholarship.

"Reading by 9." KTLA has produced "Reading by 9" public service announcements that provide helpful resources for childhood reading and promote the *LA Times*' special newspaper section, which is designed to promote literacy. KTLA also has featured the director of the "Reading by 9" program on its weekly public affairs program, "Pacesetters."

⁹⁴ Notwithstanding these synergies, the station and the newspaper act independently. KTLA news managers control when and how the newspaper's contributions will be used in the station's newscasts, and the newspaper decides whether and how it will collaborate with KTLA on a story. Each organization exercises its own news judgment throughout, and KTLA's news commentaries regularly disagree with the *LA Times*' editorial positions.

The LA Times Holiday Fund. The *LA Times* holiday fund buys gifts for underprivileged children. KTLA promotes this fund-raising effort on behalf of the newspaper, expanding the reach of the program, with on-air announcements.

Children's Events. KTLA and the *LA Times* jointly produce and promote events for children in the Los Angeles area, including KTLA Kids Day and *LA Times* Kids City. These public events feature educational and recreational activities for children.

Los Angeles Festival of Books. KTLA and the *LA Times* also jointly contribute public service announcements, coverage and participation in the Los Angeles Festival of Books, held every spring over two days on the UCLA campus. The festival features more than 400 authors and 175 educational activities. This event attracts more than 100,000 people each year and promotes the benefits of reading. KTLA produced and broadcast a one-hour Festival of Books special in 2004 and has featured the Festival in interviews on its news and public affairs programs.

LA Times Summer Camp Campaign. KTLA has aired promotional announcements and featured program leaders from the *LA Times* on its "Pacesetters" series to support the newspaper's annual program to raise funds and make grants to organizations that run summer camps for children. The campaign has raised more than \$28 million and sent nearly 400,000 low-income and inner-city children to camp. The camps teach teamwork, fair play, and leadership skills.

Tribune and its broadcast stations are committed to maintaining the highest standards of news and public affairs programming. Since Tribune acquired the *LA Times*, KTLA

has succeeded in providing the public with enhanced news specials, news coverage, public affairs programs, and public interest projects, as the examples discussed above demonstrate. The grant of a permanent waiver of the Rule to permit continued common ownership will allow Tribune to continue to develop quality news and public affairs programs for the greater Los Angeles area.

III. Tribune Should Be Permitted To Own KTLA And the *LA Times* Pending Completion of the Commission's Action On The *FNPRM*.

Under the standard announced by the Commission in its *Notice of Inquiry* in 1998, a waiver pending a rulemaking is warranted “where protracted rulemaking proceedings are involved and where a substantial record exists on which to base a preliminary inclination to relax or eliminate a rule.”⁹⁵ Temporary relief pending the completion of rulemaking proceedings is particularly appropriate where the Commission can conclude that “the application before it falls within the scope of the proposals in the proceeding, and a grant of an interim waiver would be consistent with the Commission’s goals of competition and diversity.”⁹⁶ From the facts set forth above, it is clear that the Los Angeles media marketplace is intensely competitive and diverse, and has not suffered harm as a result of Tribune’s common ownership of KTLA and the *LA Times* over the last six years. Instead, viewers in the market benefit from the enhanced news and public affairs programming that combined ownership makes possible. Thus, Tribune is entitled to a temporary waiver of the Rule pending completion of the Commission’s protracted proceeding resolving the *FNPRM*.

⁹⁵ *Notice of Inquiry*, 13 FCC Rcd. at 11294.

⁹⁶ *Id.*

A. A Substantial Record Exists In A Protracted Proceeding.

As Tribune demonstrates in this waiver request, the protracted nature of this rulemaking proceeding – “where a substantial record exists on which to base a preliminary inclination to relax or eliminate” the Rule – is uncontroverted. Almost four years ago, the Commission adopted findings that resulted in its elimination of the Rule; those findings were based on two years of proceedings that included at least three rounds of comments, and the conduct of multiple studies and hearings. As the Third Circuit’s opinion in *Prometheus* makes clear, the relaxation of the blanket prohibition on cross-ownership of newspapers and broadcast stations is not in doubt. The Commission adopted, and the court upheld, at least three salient rationales for its elimination and relaxation of the Rule. First, the Commission concluded that newspaper-broadcast combinations generally “cannot adversely affect competition in any relevant product market,” thus making the Rule no longer necessary to protect competition.⁹⁷ Second, the Commission held that newspaper-broadcast combinations promote the public interest by delivering more and better local coverage of news and public affairs, and that the Rule actually inhibits such programming and benefits.⁹⁸ Finally, the Commission found that the record in the proceeding did not support the conclusion that “common ownership of broadcast stations and daily newspapers in the same community poses a widespread threat to diversity of viewpoint or programming.”⁹⁹ The Third Circuit did not take issue with these findings and conclusions — they stand. The Commission would be acting arbitrarily and capriciously if, in the

⁹⁷ See 2003 Order, 18 FCC Rcd. at 13748-49, 13752-53, 13767.

⁹⁸ *Id.* at 13753-54, 13756-57, 13759-60.

⁹⁹ *Id.* at 13767.

context of the instant waiver request, it ignored the conclusions it reached in its rulemaking proceeding, especially those findings upheld by the Third Circuit.

The protracted procedural posture of this case, where Tribune has sought and the Commission has promised appropriate relief for more than a decade, further demonstrates the appropriateness of the grant of a temporary waiver pending the conclusion of the rulemaking proceeding:

- * More than ten years ago, in several adjudications, the Commission committed to commence a rulemaking regarding the Rule, with all Commissioners recognizing the public interest in relaxation of the rule.
- * More than seven years ago, the Commission concluded in its *1998 Biennial Regulatory Review* that the Rule needed to be modified.
- * In releasing its *2000 Biennial Regulatory Review*, the Commission confirmed this conclusion and in 2001, issued a Notice of Proposed Rulemaking to achieve this result.
- * In 2003, the Commission, after extended proceedings, including rounds of comments, studies and hearings, made detailed findings that supported its conclusion that the Rule was no longer justifiable, and repealed the Rule, replacing it with specific cross-media limits that would permit Tribune's common ownership of KTLA and the *LA Times*.
- * In 2004, the Third Circuit affirmed the portion of the Commission's *2003 Order* that the blanket ban contained in the Rule should be repealed, but remanded the proposed new rules for further support or amendment.
- * More than two years later, the Commission released its *FNPRM*, and despite a tentative conclusion not to revive the "diversity index" in its prior form, specifically asked whether it should retain the 2003 cross-media limits because they can be justified with additional evidence or analysis, or amend them.

The present case therefore involves the very type, indeed an almost unprecedented example, of the "protracted rulemaking proceeding" that the Commission envisioned warranting temporary relief for applicants; it is nothing like the situation where the Commission wished to avoid such

interim relief requested based solely on the initiation of a quadrennial review.¹⁰⁰ Tribune's request for a temporary waiver pending completion of the Commission's *FNPRM* is much more than a request based on "the mere initiation of a proceeding stating that the rule would be examined, or merely the fact that such a proceeding was on the horizon."¹⁰¹ As shown above, in extensive proceedings that have taken more than seven years, the Commission has adopted findings and conclusions that led it to repeal the Rule, and those findings were upheld by the Third Circuit.

B. Tribune's Request Is Within The Scope Of The Adopted Rule.

As part of this longstanding rulemaking proceeding, the Commission has adopted restrictions on the cross-ownership of broadcast stations and daily newspapers which, if effective, would permit the ownership combination that is the subject of Tribune's waiver request. The cross-media limits adopted to replace the Rule in the *2003 Order*, though stayed by the Third Circuit, would permit the common ownership of all of KTLA and the *LA Times*, with a wide margin of comfort. Tribune can therefore demonstrate that its request for an interim waiver pending the completion of these proceedings "falls within the scope of the proposals in the proceeding."¹⁰²

The Commission's longstanding policy, recognized in the *Notice of Inquiry*, of providing temporary waivers where specific rules have been proposed in rulemakings that, if adopted, would provide relief, is consistent with sound law and policy. As Tribune

¹⁰⁰ *Notice of Inquiry*, 13 FCC Rcd. at 11294.

¹⁰¹ *UTV of San Francisco, Inc.*, 16 FCC Rcd. 14975, 14988 (2001) quoting *Renaissance Communications*, 13 FCC Rcd. 4717, 4719 (1998).

¹⁰² *Notice of Inquiry*, 13 FCC Rcd. at 11294.

demonstrates, having adopted rules in 2003 that would not require divestiture, the Commission should not and cannot now reasonably force divestiture of one of Tribune's media properties without providing a reasoned basis for departing from the limits adopted in the *2003 Order*. As the Commission must recognize, the Rule survives only in a procedural posture: the Commission eliminated the Rule based on the conclusion that it no longer was justified in its 1975 form as the result of current media conditions. The Rule was replaced by cross-media limits that were stayed pending appeal, and which now await further action by the Commission after the Third Circuit's decision in *Prometheus*.¹⁰³ The Rule now is in effect not because the Commission believes it continues to serve the public interest, but because the Commission's action to scrap and scale back the Rule has taken years to complete. In such a procedural posture, the Commission traditionally has granted temporary waivers pending the completion of rulemaking proceedings, and should do so here, both to comport with the Commission's findings upheld by the Third Circuit, and to serve the public interest against forcing the divestiture of KTLA or the *LA Times* pending the FCC's conclusion of its longstanding rulemaking proceeding.¹⁰⁴

C. The Public Interest Would Be Served by the Temporary Waiver.

The public interest would be disserved by Tribune's divestiture of KTLA or the *LA Times*, and would be better served by continuation of the current ownership during the

¹⁰³ See *supra* at 10-11.

¹⁰⁴ *Notice of Inquiry*, 13 FCC Rcd. at 11294; see also *National Exchange Carrier Association Petition To Amend Section 69.104*, 19 FCC Rcd. 13591 n.116 (2004) ("Grant of a waiver pending the result of a rulemaking proceeding is consistent with Commission precedent"); *Administration of the North American Numbering Plan*, 20 FCC Rcd. 2957 (2005) (granting a waiver of a rule to permit obtaining numbering resources directly from NANPA after considering hardship and equities to SBC); *2000 Biennial Regulatory Review of Part 68*, 15 FCC Rcd. 10525 (2000) (recognizing public interest in grant of interim waivers in anticipation of completing rulemakings that will effectuate a change in the rules to accommodate innovations on a permanent basis).

interim period in which the Commission resolves its proposal in the *FNPRM*.¹⁰⁵ Whether under the standard for an interim waiver pending a rulemaking or the fourth criterion for a waiver of the Rule under the 1975 standard – where, “*for whatever reason*, the purposes of the rule would be disserved”¹⁰⁶ – the Commission must grant waivers in precisely the kind of situation Tribune demonstrates here: where Tribune would comply with the proposed new rule and there is no diminution in the diversity of viewpoints in the market that has occurred or is likely to occur. Here, a waiver would foster the diversity of viewpoints and programming because the media marketplace in the Los Angeles DMA already is vibrant and diverse, and the combination of KTLA and the *LA Times* has provided new and enhanced opportunities for news and public interest programming.

Indeed, the Commission has granted two *permanent* waivers of the Rule for common ownership of a newspaper and a television station in markets similar to those at issue in the present case.¹⁰⁷ In both of these cases, the Commission recognized that the large television markets at issue, New York City and Chicago, were extremely competitive and diverse.¹⁰⁸ The market at issue here in Los Angeles contains significantly more media competition and diversity than the New York City market analyzed in 1993 and the Chicago market analyzed in 1977.¹⁰⁹

¹⁰⁵ *See id.*; 1975 Order, 50 F.C.C.2d at 1085.

¹⁰⁶ *Newspaper-Broadcast NPRM*, 16 FCC Rcd. at 17285 (emphasis added).

¹⁰⁷ *Fox Stations*, 8 FCC Rcd. 5341 (1993); *Field*, 65 F.C.C.2d 959 (1977). The Commission also has granted two permanent waivers of the Rule for the common ownership of a daily newspaper and a radio station. *See Kortes Communications, Inc.*, 15 FCC Rcd. 11846 (2000); *Columbia Montour Broadcasting Co., Inc.*, 13 FCC Rcd. 13007 (1998).

¹⁰⁸ *Fox Stations*, 8 FCC Rcd. at 5351; *Field*, 65 F.C.C.2d at 959-60.

¹⁰⁹ In *Fox Stations*, the Commission analyzed the New York City television market as follows: “New York City itself is encompassed by the city-grade signals of at least 10 full-power television stations other than WNYW and it is the community of license of 24 AM and FM radio stations. Eight cable systems

In those instances, the Commission granted the applicants *permanent* waivers of the Rule, much greater relief than the temporary waiver sought by Tribune for approval of the transfer of its stock from public shareholders to participants in the ESOP Plan.¹¹⁰

Tribune thus should receive a temporary waiver of the Rule pending completion of the *FNPRM* proceeding because the combination of KTLA and the *LA Times* does not adversely alter the diversity or competitive nature of the market. As demonstrated extensively above, the Los Angeles DMA has only grown more diverse and competitive during the period of Tribune's common ownership of KTLA and the *LA Times*. There are 26 television stations, 21 daily newspapers, and 195 radio stations that serve the second-largest market in the country, and in Los Angeles alone there are more than 70 independent voices. There also are numerous other sources of news and information of local interest, including cable channels, satellite radio stations, weekly newspapers and magazines, and Internet websites. Furthermore, there are direct and measurable public interest benefits in the form of increased and improved ability to provide

serve the five boroughs of New York City, providing between 28 and 78 channels. And New York, which has four general interest daily newspapers, is the only city in the nation to support more than two dailies. Moreover, 22 weekly newspapers, many of which cater primarily to local news, are published in the city. Given the wide array of voices in New York City, any detriment to diversity caused by common ownership of the two media outlets would be negligible, even if we look only to its full-service television stations and four dailies." *Fox Stations*, 8 FCC Rcd. at 5351. In *Field*, the Commission concluded simply: "the markets in question are dominated by multiple owners and network affiliates and support numerous other media outlets." *Field*, 65 F.C.C.2d at 959.

¹¹⁰ In *Fox Stations*, the waiver was granted to ensure the continued survival of the *New York Post*. *Fox Stations*, 8 FCC Rcd. at 5345. In *Field*, the waiver was granted to provide for the reacquisition of a distressed broadcast station by the previous licensee, which also owned a daily newspaper in the market. *Field*, 65 F.C.C.2d at 959. In neither of these cases was the "catch-all" fourth criterion necessary – except for the fact that the Commission had cautioned that its grant of waivers under the first three criteria would not be of permanent duration, and it wanted to grant a permanent waiver in very diverse and competitive television markets.

news and public affairs programming on issues of local importance as a direct result of the common ownership of KTLA and the *LA Times*.

Faced with these facts and its own conclusions, the Commission must grant Tribune an interim waiver pending completion of the rulemaking. The Commission should be near the conclusion of its protracted proceeding to replace the Rule. The rule adopted in June 2003, with which Tribune would be in compliance, may be amended during the course of proceedings on the *FNPRM*, but the Commission has not yet articulated any basis for such a conclusion. Until the Commission articulates some reasoned basis for an alternative rule that is consistent with the findings that resulted in the repeal of the Rule that was upheld by the Third Circuit, the Commission's articulated standards for a temporary waiver require that Tribune be granted such relief.

The Commission should recognize that under the principles enunciated in *RTNDA*, it cannot continue to enforce the Rule without careful analysis of its application, now that the rationale for the Rule in its present form has been expressly undercut, and where facts have been shown that warrant the grant of a temporary waiver under the standard set forth in the *Notice of Inquiry*.¹¹¹ In *RTNDA*, the D.C. Circuit concluded that, having conducted rulemakings in which it found that the rationales underlying the political editorial and personal attack rules no longer survived, the Commission could not continue to enforce the rules against its television licensees without further detailed and factual support. The Commission had years earlier concluded that the balancing of objectives underlying those rules no longer supported their continued application.

¹¹¹ *RTNDA*, 184 F.3d at 887.

In the same way, the Commission has now recognized that the Rule in its present form disserves the public interest, and must, at a minimum, be replaced. Having adopted such a conclusion in 2003, as well as new limits with which Tribune complies, the Commission cannot now reasonably force divestiture of one of Tribune's media properties without providing a reasoned basis for departing from the findings made after careful analysis in the *2003 Order*.

Moreover, it would be arbitrary and capricious for Tribune to be denied a temporary waiver to own KTLA and the *LA Times* when KTLA could be owned in common with other market-leading television stations. At the time it adopted the Rule, the Commission justified its onerous restriction on the rights of newspaper owners by stating that owners of television and radio stations in the market also could not acquire a cross-ownership interest in another medium of mass communications.¹¹² The Commission already has liberalized almost all of its other broadcast ownership rules and their corresponding waiver policies in response to the same changes in the media marketplace that warrant revision of the Rule. Most specifically, the Commission relaxed the Rule's companion prohibition on combined ownership of television stations and radio stations in the same market (the "one-to-a-market rule").¹¹³ At the same time that it relaxed the one-to-a-market rule, the Commission substantially revised the television "duopoly" rule, permitting the ownership of two television stations in the same market where at least eight independently owned stations would exist after the combination.¹¹⁴ Both of these rules, which were in effect at the time of the adoption of the Rule in 1975, were adopted based

¹¹² *1975 Order*, Reconsideration Order, 53 F.C.C.2d 589 (1975).

¹¹³ *Review of the Commission's Regulations Governing Television Broadcasting*, 14 FCC Rcd. 12903, 12947 (1999) ("*Television Ownership Order*").

¹¹⁴ *Id.* at 12932.

on precisely the same rationale that underlies the Rule, and then substantially modified for precisely the same reasons that the Commission adopted when it modified the Rule.¹¹⁵

Nevertheless, absent the grant of the requested temporary waiver, Tribune, as a newspaper publisher, may be denied the right to broadcast in a market where its station could be acquired by the licensee of another television station in that market. Thus, the top-ranked television station in Los Angeles could be commonly-owned with KTLA, and both stations could be programmed with a single “voice,” perhaps decreasing the amount of independent television broadcast news in the market. Tribune, however, would be prevented from independently programming KTLA and publishing the *LA Times* in the same community. Such disparate treatment defies logic, and, consistent with the doctrine established in *Melody Music*,¹¹⁶ no longer can be supported, especially where all Tribune seeks is a waiver pending the long-overdue completion of the six-year old Commission proceeding to revise the Rule (promised for more than a decade).

The Commission also must grant Tribune’s request for a temporary waiver of the Rule because the current application of the Rule in such circumstances violates Tribune’s First Amendment right to free speech and Fifth Amendment equal protection right. The restriction violates the equal protection component of the Fifth Amendment’s Due Process Clause because the Rule singles out and subjects newspaper owners such as Tribune to restrictions on speech

¹¹⁵ See *id.* at 2948-50.

¹¹⁶ *Melody Music, Inc. v. FCC*, 345 F.2d 730 (D.C. Cir. 1965) (requiring similar treatment of similarly situated FCC applicants and licensees).

that are not applied to other speakers, including other broadcast stations.¹¹⁷ “Laws that single out the press, or certain elements thereof,” are subject to “heightened scrutiny.”¹¹⁸ To survive scrutiny under this burden, discrimination among speakers “must be tailored to serve a substantial government interest.”¹¹⁹ The Rule cannot survive such heightened scrutiny because the burden of the restrictions on newspaper owners in contrast to other owners of “major media of mass communications” is no longer justifiable. While over 25 years ago the Supreme Court held that the regulations in question “treat newspaper owners in essentially the same fashion as other owners of the major media of mass communications,”¹²⁰ today the speech of newspaper owners is singled out for unfavorable treatment in important ways not applicable to other owners of major media — cable television system owners, cable program networks, magazine publishers, or Internet website providers, for example. The Commission’s recent assessment of competition in the provision of video services, and its conclusions regarding the transformation of media over the past quarter-century, confirm that such media are “major media” free from the cross-ownership restriction.¹²¹

¹¹⁷ The Rule similarly discriminates against Tribune as a broadcaster, because cable networks can be commonly owned with newspapers and accumulate large numbers of other “voices” in ways that are unavailable to broadcasters.

¹¹⁸ *Turner Broadcasting System, Inc. v. FCC*, 512 U.S. 622, 640-41 (1994).

¹¹⁹ *Police Department of Chicago v. Mosley*, 408 U.S. 92, 99 (1972); *see also Minneapolis Star and Tribune Co. v. Minnesota Commissioner of Revenue*, 460 U.S. 575, 585, 592-93 (1983) (finding such differential regulation “presumptively unconstitutional” and that it “places a heavy burden on the [government] to justify its action”).

¹²⁰ *FCC v. NCCB*, 436 U.S. 775 (1978).

¹²¹ *See Annual Assessment of the Status of Competition in the Market for the Delivery of Video Programming*, Eleventh Annual Report, FCC 05-13, MB Docket No. 04-227 (released Feb. 4, 2005); *see also 2003 Order*, 18 FCC Rcd. at 13647-67.

The Commission has found, on the basis of an extensive record, that prohibiting common ownership of broadcast stations and newspapers in the largest markets unnecessarily restricts speech and specifically is likely to result in less local news and public affairs programming. The Third Circuit upheld the Commission's reasoning in these respects. Infringing Tribune's speech rights is particularly unjustified where Tribune media properties' market shares have declined during the period of common ownership, the Commission already has concluded that the risks to diversity are virtually non-existent, and application of the Rule would silence Tribune as a speaker in either television or newspaper publishing in Los Angeles.¹²² To the extent that the Rule is overbroad or overly restrictive in achieving its goal, prohibiting more speech than is necessary to achieve its goals, application of the Rule and the thirty-year old waiver policy unnecessarily inhibits speech. To continue to apply the rule to Tribune in these circumstances cannot be justified, and the Commission must grant Tribune a temporary waiver to permit common ownership of KTLA and the *LA Times* until its actions with respect to the *FNPRM* are final.

¹²² See 2003 Order, 18 FCC Rcd. at 13804-06. That the Third Circuit has called into question the precise basis for the Commission's line-drawing does not alter this conclusion. The Commission's conclusions regarding the harm to speech interests caused by the Rule are untouched, as are its conclusions regarding the competing sources of information.

Appendix 1: Low Power Television Stations in the Los Angeles DMA

Station	City	State	Channel
K03HS*	Morongo Valley	CA	Ch. 3
K06MU	Big Bear Lake	CA	Ch. 6
KUPS-LP	Indio	CA	Ch. 8
NEW	San Bernardino	CA	Ch. 8
KJOI-LP	Caliente	CA	Ch. 12
K14AT	China Lake	CA	Ch. 14
KUNA-LP	Indio	CA	Ch. 15
K16GE	Barstow	CA	Ch. 16
KODG-LP	Palm Springs	CA	Ch. 17
KTSK-LP	Daggett	CA	Ch. 17
KJHP-LP	Morongo Valley	CA	Ch. 18
K19CL	Inyokern	CA	Ch. 19
K19DH	Indio	CA	Ch. 19
K20HZ	Palm Springs	CA	Ch. 20
K20IM*	Barstow	CA	Ch. 20
K20IU	Big Bear Lake	CA	Ch. 20
K21GI	Morongo Valley	CA	Ch. 21
K21GR	Joshua Tree	CA	Ch. 21
KDUG-LP	Hemet	CA	Ch. 21
KIMG-LP	Ventura	CA	Ch. 23
K25AD	Victorville	CA	Ch. 25
K25GW	Indio	CA	Ch. 25
KBLM-LP	Riverside/Perris	CA	Ch. 25
KWJD-LP	Van Nuys	CA	Ch. 25
K27DS	Yucca Valley	CA	Ch. 27
KZSW-LP	Hemet	CA	Ch. 27
NEW	Banning	CA	Ch. 27
K28IE	Barstow	CA	Ch. 28
KVES-LP	Palm Springs	CA	Ch. 28
KNLZ-LP*	Forest Falls	CA	Ch. 29
KSPP-LP**	Palm Springs	CA	Ch. 29
KVKV-LP	Victorville	CA	Ch. 29
K30IZ*	Bishop	CA	Ch. 30
K32DO*	Independence	CA	Ch. 32
K32EM	Morongo Valley	CA	Ch. 32
K33DK	Lucerne Valley	CA	Ch. 33
KRVD-LP	Banning	CA	Ch. 33
KSMV-LP	Los Angeles	CA	Ch. 33
K34EU	Morongo Valley	CA	Ch. 34
K36GO	Morongo Valley	CA	Ch. 36
KHTV-LP	Inland Empire	CA	Ch. 38
KNXT-LP	Maricopa	CA	Ch. 38

Station	City	State	Channel
NEW	Palm Springs	CA	Ch. 38
K39GY	Victorville	CA	Ch. 39
K39II*	Needles	CA	Ch. 39
NEW	Palm Springs	CA	Ch. 39
K40HF*	San Buenaventura	CA	Ch. 40
K40ID	Palm Springs	CA	Ch. 40
KPCD-LP*	Big Bear Lake	CA	Ch. 40
KSCD-LP*	Big Bear Lake	CA	Ch. 40
K41CY	Daggett	CA	Ch. 41
KDUO-LP	Palm Desert	CA	Ch. 43
K45DU	Ventura	CA	Ch. 45
NEW	Indio	CA	Ch. 46
K47HZ*	Banning	CA	Ch. 47
KIJR-LP**	Lucerne Valley	CA	Ch. 47
K50EW	Lucerne Valley	CA	Ch. 50
KPSE-LP	Palm Springs	CA	Ch. 50
KTRO-LP	Lancaster	CA	Ch. 50
KILA-LP*	Cherry Valley	CA	Ch. 51
K55CW	Victorville	CA	Ch. 55
K55KD	Van Nuys	CA	Ch. 55
KRPE-LP*	Banning	CA	Ch. 55
NEW	San Bernardino	CA	Ch. 56
NEW	Palm Springs	CA	Ch. 56
NEW	Banning	CA	Ch. 57
K59AO	Ridgecrest	CA	Ch. 59
K61AJ	Palmdale	CA	Ch. 61
KSGA-LP	San Bernardino	CA	Ch. 64
NEW	Banning	CA	Ch. 64
KLAU-LP	Redlands	CA	Ch. 66
NEW	Banning	CA	Ch. 67
KNLA-LP	Los Angeles	CA	Ch. 68
K69JA*	Banning	CA	Ch. 69
KTAV-LP	Altadena	CA	Ch. 69
Sources: Federal Communications Commission (www.fcc.gov) and Warren Television and Cable Factbook: Online (warren.365media.com) Current as of April 18, 2007			
* Off the air; construction permit applied for ** Licensed and silent			

Appendix 2: Weekly Newspapers in the Los Angeles Market

Newspaper	Greater Los Angeles Location (if available)	Owner (if available)
The Acorn	Agoura Hills	J. Bee Publications
The Adelanto Bulletin	Adelanto	Valleywide Newspapers
The Alpenhorn News	Crestline	
Anaheim Bulletin	Anaheim	Freedom Communications, Inc.
Anaheim Hills News	Anaheim	Freedom Communications, Inc.
Anaheim Independent	Cypress	Community Media Corporation
Anza Valley Outlook	Anza	Carl E. Long and Dale Price
Apple Valley News	Apple Valley	Valleywide Newspapers
Arcadia Temple City Star		MediaNews Group, Inc.
The Argonaut	Marina del Ray	The Argonaut, Inc.
Azuza Herald Highlander	West Covina	
The Beach Reporter	Manhattan Beach	Copley Newspapers
The Beacon	Moreno Valley	Century Group Newspapers
Beverly Hills Weekly	Beverly Hills	
Big Bear Grizzly	Big Bear Lake	Brehm Communications, Inc.
Black Voice News	Riverside	Brown Publishing Co.
Boulevard Sentinel		
Blue Pacific News	Culver City	Community Media Corporation
Buena Park Independent	Cypress	Community Media Corporation
Burbank Leader	Glendale	Tribune Company
The Business Press	San Bernardino	Belo
California Crusader News	Inglewood	M. Megan Roi
Calimesa News Mirror	Calimesa	Century Group Newspapers
The Capistrano Dispatch	San Juan Capistrano	
Capistrano Valley News	San Juan Capistrano	Freedom Communications, Inc.
The Catalina Islander	Avalon (Catalina)	Community Media Inc.
Central News Wave	Los Angeles	
Chino/Chino Hills Champion		
City News	Ontario	MediaNews Group, Inc.
Claremont Courier	Claremont	Courier Graphics Corporation
Covina Press Courier Highlander	West Covina	MediaNews Group Inc.
Crescenta Valley Sun	La Canada Flintridge	Tribune Company
Crestline Courier-News	Lake Arrowhead	Brehm Communications, Inc.
Culver City News	Culver City	Community Media Corporation
The Current	Fountain Valley	Freedom Communications, Inc.
Dana Point News	Lake Forest	Freedom Communications, Inc.
The Desert Trail	Twentynine Palms	Brehm Communications, Inc.
Diamond Bar Highlander	West Covina	
Downtown Gazette	Long Beach	Gazette Newspapers, Inc.

Newspaper	Greater Los Angeles Location (if available)	Owner (if available)
El Segundo Herald	El Segundo	
Escondido News-Reporter	Escondido	Grace Communications, Inc.
Event News	Cypress	Community Media Corporation
Fontana Herald News	Fontana	Century Group Newspapers
Foothill Leader	Glendale	Tribune Company
Fountain Valley View	Fountain Valley	Freedom Communications, Inc.
Fullerton News Tribune	Anaheim	Freedom Communications, Inc.
Glendora Press Highlander	West Covina	
Grunion Gazette	Long Beach	Gazette Newspapers, Inc.
The Hacienda Heights Highlander	West Covina	Thomson Newspapers, Inc.
Hawthorne Press Tribune	El Segundo	
Herald-American	Los Angeles	Wave Newspapers
Hesperia Reporter	Hesperia	Valleywide Newspapers
Hi-Desert Star	Yucca Valley	Brehm Communications, Inc.
Highland Community News	Highland	Century Group Newspapers
Hollywood Independent	Los Angeles	Wave Newspapers
Huntington Beach Wave	Fountain Valley	Freedom Communications, Inc.
Huntington Park Press		
Idyllwild Town Crier	Idyllwild	Idyllwild Publications, Inc.
Independent	Huntington Beach	
Inglewood News	El Segundo	
Inyo Register	Bishop	Horizon Ca. Publications, Inc.
Irvine World News	Irvine	Freedom Communications Inc.
L.A. Watts Times Newspaper	Los Angeles	Melanie Polk
La Canada Valley Sun	La Canada Flintridge	Tribune Company
La Crescenta Valley Sun	La Crescenta	Tribune Company
La Duarte/Monrovia Star	Pasadena	MediaNews Group, Inc.
La Habra Star	Anaheim	Freedom Communications, Inc.
La Prensa	Riverside	Belo
La Puente Highlander	West Covina	
Laguna Beach Coastline-Pilot	Laguna Beach	
Laguna Beach News-Post	Lake Forest	Freedom Communications, Inc.
Laguna Niguel/Aliso Viejo News	Mission Viejo & Lake Forest	Freedom Communications, Inc.
Lawndale News	El Segundo	
The Leader	Lucerne Valley	Brehm Communications, Inc.
Leisure World Golden Rain News	Seal Beach	
Leisure World News	Laguna Hills	Freedom Communications, Inc.
Los Angeles Downtown News	Los Angeles	Susan R. Laris

Newspaper	Greater Los Angeles Location (if available)	Owner (if available)
Los Angeles Garment & Citizen	Los Angeles	New City Media
Los Angeles Sentinel	Los Angeles	
Los Angeles Wave	Northeast	
Los Angeles Wave	East	
Los Angeles Wave	West	Wave Community Newspapers
Los Cerritos Community News	Cerritos	E Co Community Newspapers, Inc.
Lynwood Press	Los Angeles	Wave Newspapers
The Malibu Times	Malibu	Arnold and Karen York
The Mojave Desert News	California City	Mocal News, Inc.
Moorpark Acorn	J.B. Publications	
The Mountain Enterprise	Frazier Park	Hometown Publishing LLC
Mountain News	Lake Arrowhead	Brehm Communications, Inc.
Needles Desert Star	Needles	Brehm Communications, Inc.
News-Enterprise Newspapers	Los Alamitos	Community Media Corporation
Ojai Valley News	Ojai	Buchanan Communications
Orange City News	Anaheim	Freedom Communications, Inc.
Orange County News	Garden Grove	Community Media Corporation
Palisadian-Post	Pacific Palisades	Small Newspaper Group, Inc.
Palo Verde Valley Times	Blythe	Western Newspapers Inc.
Palos Verdes Peninsula News	Rancho Palos Verdes	Copley Newspapers
The Paramount Journal	Paramount	Community Media Corporation
Pasadena Weekly	Pasadena	Southland Publishing
Pasadena-Altadena Star	Pasadena	MediaNews Group, Inc.
Placentia News-Times	Anaheim	Freedom Communications, Inc.
The Press	Los Angeles	Wave Community Newspapers
Rancho Santa Margarita News	Temecula	Freedom Communications, Inc.
Record Gazette	Banning	Century Group Newspapers
Riverside Bulletin & Jurupa This Week		
Rowland Heights Highlander	West Covina	
Saddleback Valley News-Lake Forest-Laguna Hills-Mission Viejo		
San Bernardino Bulletin	San Bernardino	Grace Communications, Inc.
San Clemente Sun Post	San Clemente	Freedom Communications, Inc.
San Dimas/Laverne Highlander	West Covina	
San Fernando Valley Sun	San Fernando	
San Marino Tribune	San Marino	The San Marino Tribune Co., Inc.

Newspaper	Greater Los Angeles Location (if available)	Owner (if available)
Seal Beach	Rossmoor Los Alamitos	Huntington Harbor Sun
Simi Valley Acorn	Agoura Hills	J.B. Publications
Star Progress	Anaheim	Freedom Communications, Inc.
Studio City Sun	Studio City	
Temecula Valley News	Temecula	Village News, Inc.
Thousand Oaks Acorn		J.B. Publications
The Tuscan Times	Santa Ana	
The Valley Breeze		
The Valley Chronicle		
Ventura County Reporter	Ventura	Southland Publishing
Victorville Post Express/Reporter		
Walnut Highlander	West Covina	
West Covina Highlander		
West Hollywood Independent	Los Angeles	Wave Community Newspapers
Westminster Journal	Garden Grove	Community Media Corporation
Westsider	Los Angeles	Wave Community Newspapers
Yorba Linda Star	Anaheim	Freedom Communications, Inc.
Yucaipa News Mirror	Yucaipa	Century Group Newspapers
Source: California Newspaper Publishers Association 2006-2007 Directory		

Appendix 3: Local Magazines in the Los Angeles Market

Magazine
Angeleno
Coast
Inland Empire
L.A. Confidential
Los Angeles
Orange Coast
Riviera
Tu Ciudad
Reason (Hit & Run)
Westways
The Planning Report
Metro Investment Report
L.A. Architect
Bello
Written By
Cinescape
Hollywood Life
Skeptic
LA Innuendo
Swink, Swink, Inc.
Arthur
Venice
Brentwood News
Distinction
Arkitip
X-Tra
Scram
The Book L.A.
Res
Asia Pacific Arts
Vegetarian Times
The Advocate
IN Los Angeles
Frontiers
C
Below the Line
Adore Shop
Beverly Hills Magazine
BPM Magazine
Daily Variety
Distinction Southern California

Estylo
Hotel Bel Air Magazine
L. A. Weekly
Let's Live
Los Angeles Magazine
Los Angeles Weddings
Southern California Senior Life
UCLA Magazine
Vlife
944 Magazine
Al Borde
Asian Journal (Northern California Edition)
Bel-Air View
Beverly Hills 90210
Computeruser Los Angeles
El Clasificado
L.A. Alternative
LA CityBeat
Los Angeles Downtown News
Malibu Beach
Our Weekly
Palisades 90272
Brentwood Media Group
Pink Magazine-Los Angeles
Recycler Clasificados en Espanol-Edicion Norte
Recycler Clasificados en Espanol-Edicion Sur
Recycler Classifieds Long Beach/Southeast
Recycler Classifieds North Inland Empire
Recycler Classifieds North Orange County
Source: LAObserved; SRDS Database Geographical Index for Publications; Tribune/Research on CAC/VAC

Appendix 4: Satellite Radio Stations in the Los Angeles DMA

XM Satellite Radio			Sirius Satellite Radio		
Channel Number	Channel Name	Description	Channel Number	Channel Name	Description
Ch. 4	The 40s	Big Band/Swing/40s Hits	Ch. 1	SIRIUS Hits 1	Top 40 Hits
Ch. 5	The 50s	50s Hits	Ch. 2	StarLite	Lite Pop
Ch. 6	The 60s	60s Hits	Ch. 3	SIRIUS Love	Love Songs
Ch. 7	The 70s	70s Hits	Ch. 4	Movin' Easy	Easy Listening
Ch. 8	The 80s	80s Hits	Ch. 5	SIRIUS Gold	The '50s
Ch. 9	The 90s	90s Hits	Ch. 6	'60s Vibrations	The '60s
Ch. 10	America	Classic Country	Ch. 7	Totally '70s	The '70s
Ch. 11	Nashville, Regional News and Talk	90s & Today Country	Ch. 8	Big '80s	The '80s
Ch. 12	X Country	Americana	Ch. 9	The Pulse	The '90s & Now
Ch. 13	Willie's Place	Traditional Country	Ch. 10	The Bridge	Mellow Rock
Ch. 14	Bluegrass Junction	Bluegrass	Ch. 11	BBC Radio 1	New Music from the U.K.
Ch. 15	The Village	Folk	Ch. 12	Super Shuffle	SIRIUS Super Mix
Ch. 16	Highway 16	New Country Hits	Ch. 13	Elvis Radio	All Elvis Presley
Ch. 17	US Country	Superstar Country Hits of 80's and 90's	Ch. 14	Classic Vinyl	Early Classic Rock
Ch. 20	Top 20 on 20	Top 20 Hits	Ch. 15	Classic Rewind	Later Classic Rock
Ch. 21	KISS	Contemporary Hits	Ch. 16	The Vault	Deeper Classic Rock
Ch. 22	Mix	Modern Adult Hits	Ch. 17	Jam_ON	Jam Bands
Ch. 23	The Heart	All Love Songs 24/7	Ch. 18	The Spectrum	Adult Album Rock
Ch. 24	Sunny	Soft Pop Oldies	Ch. 19	Buzzsaw	Classic Hard Rock
Ch. 26	Flight 26	Modern Hits 90s & Now	Ch. 20	Octane	Pure Hard Rock
Ch. 27	Cinemagic	Movie Soundtracks	Ch. 21	Alt Nation	Alternative Rock

XM Satellite Radio			Sirius Satellite Radio		
Channel Number	Channel Name	Description	Channel Number	Channel Name	Description
Ch. 28	On Broadway	Show Tunes	Ch. 22	First Wave	Classic Alternative
Ch. 29	U-Pop	Global Chart Hits	Ch. 23	Hair Nation	80s Hair Bands
Ch. 30	XM HitList	Today's Hits	Ch. 24	Lithium	90s Alternative
Ch. 32	The Message	Christian Pop & Rock	Ch. 25	Underground Garage	Garage Rock
Ch. 33	Spirit	Gospel	Ch. 26	Left of Center	New/College/Indie Rock
Ch. 34	enLighten	Southern Gospel	Ch. 27	Hard Attack	Heavy Metal
Ch. 40	Deep Tracks	Deep Album Rock	Ch. 28	Faction	Punk, Hip-Hop, Hard Rock Mix
Ch. 41	Boneyard	Hard Rock/Hairbands – XL	Ch. 29	Punk	Punk Rock
Ch. 42	Liquid Metal	Heavy Metal – XL	Ch. 30	The Coffee House	Singer-Songwriters and Acoustic
Ch. 43	XMU	Indie/College Rock	Ch. 31	Radio Margaritaville	Escape to Margaritaville
Ch. 44	Fred	Classic Alternative	Ch. 32	Reggae Rhythms	Reggae
Ch. 45	XM Café	Soft Alternative	Ch. 33	Area 33	Trance & Progressive House
Ch. 46	Top Tracks	Classic Rock	Ch. 34	Boombox	Breakbeats/Old Skool
Ch. 47	Ethel	Modern Rock	Ch. 35	Chill	Smooth Electronic
Ch. 48	Squizz	Hard Alternative – XL	Ch. 36	The Beat	Dance Hits
Ch. 49	Big Tracks	Later Classic Rock	Ch. 37	The Strobe	Disco/Classic Dance
Ch. 50	The Loft	Acoustic Rock	Ch. 40	Hip-Hop Nation	Non-stop Hip-Hop 24/7
Ch. 52	The Verge	New/Emerging Artists	Ch. 43	BackSpin	Old Skool Rap
Ch. 53	Fungus	Punk/Hardcore/Ska – XL	Ch. 45	Shade 45	Shady's Uncut Hip-Hop
Ch. 54	Lucy	Modern Rock Hits	Ch. 50	Hot Jamz	Hip-Hop and R&B Hits

XM Satellite Radio			Sirius Satellite Radio		
Channel Number	Channel Name	Description	Channel Number	Channel Name	Description
Ch. 60	Soul Street	Classic Soul	Ch. 51	Heart & Soul	R&B Hits
Ch. 62	Suite 62	Adult R&B Hits	Ch. 53	Soul Town	Hip-Hop/R&B
Ch. 64	The Groove	Old Skool R&B	Ch. 60	New Country	Today's Country Hits
Ch. 65	The Rhyme	Snoop Dogg's Classic Hip/Hop/Rap – XL	Ch. 61	Prime Country	'80s & '90s Country Hits
Ch. 66	RAW	New Uncut Hip-Hop – XL	Ch. 62	The Roadhouse	Classic Country
Ch. 67	The City	Urban Contemporary	Ch. 63	Outlaw Country	Outlaw country
Ch. 68	The Heat	Rhythmic Top 40	Ch. 65	Bluegrass	Bluegrass
Ch. 70	Real Jazz	Traditional Jazz	Ch. 66	Spirit	Christian Hits
Ch. 71	Watercolors	Smooth Jazz	Ch. 68	Praise	Gospel
Ch. 72	Beyond Jazz	Modern Jazz	Ch. 70	Planet Jazz	Contemporary Jazz
Ch. 73	High Standards	American Standards	Ch. 71	Jazz Café	Smooth Jazz
Ch. 74	Bluesville	Blues	Ch. 72	Pure Jazz	Classic Jazz
Ch. 75	Hear Music	The Voice of Music at Starbucks	Ch. 73	Spa 73	New Age
Ch. 76	Fine Tuning	Eclectic	Ch. 74	SIRIUS Blues	Blues
Ch. 77	Audio Visions	New Age	Ch. 75	Standard Time	Standards/ Swing
Ch. 78	Escape	Easy Listening	Ch. 77	Broadway's Best	Broadway Show Music
Ch. 80	The Move	Underground Dance	Ch. 80	Symphony Hall	Symphonic and Chamber Music
Ch. 81	BPM	Dance Hits	Ch. 85	Metropolitan Opera Radio	Opera
Ch. 82	The System	Electronica	Ch. 86	SIRIUS Pops	Classical Pops
Ch. 83	Chrome	Disco	Ch. 90	Universo Latino	Latin Pop Mix
Ch. 84	XM-Chill	Chill Music	Ch. 92	Rumbon	Reggaeton/Tropical
Ch. 90	Fuego	Reggaeton	Ch. 93	bande a part	New French-language Music

XM Satellite Radio			Sirius Satellite Radio		
Channel Number	Channel Name	Description	Channel Number	Channel Name	Description
Ch. 91	Viva	Latin Pop Hits	Ch. 94	CBC Radio 3	Canadian Indie Music
Ch. 92	Aguila	Regional Mexican	Ch. 95	Iceberg Radio	Canadian Adult Alternative
Ch. 94	Caliente	Tropical	Ch. 97	Reggae Rhythms	Reggae
Ch. 100	Air Musique	New & Emerging Music – Broadcast in French	Ch. 100	Howard 100	Howard Stern
Ch. 101	The Joint	Reggae	Ch. 101	Howard 101	Howard Stern
Ch. 102	Sur La Route	Pop Hits Broadcast in French	Ch. 102	SIRIUS Stars	The SIRIUS Difference
Ch. 110	XM Classics	Traditional Classical	Ch. 103	Blue Collar Comedy	All-American Comedy with universal appeal
Ch. 112	Vox	Opera/ Classical Vocals	Ch. 104	Raw Dog	Comedy Uncensored
Ch. 113	XM Pops	Popular Classical	Ch. 105	Laugh Break	Comedy
Ch. 115	Radio Disney	Radio Disney	Ch. 106	The Foxxhole	Comedy
Ch. 116	XM Kids	Children	Ch. 107	E! Entertainment Radio	E! Entertainment Radio
Ch. 120	XM Live	Concerts/ Festivals/ Special Features	Ch. 108	Maxim Radio	Maxim Radio
Ch. 121	FOX News	FOX News	Ch. 109	SIRIUS OutQ	America's GLBT Radio Station
Ch. 122	CNN	CNN News	Ch. 110	Court TV Radio	Court TV Radio
Ch. 123	CNN Headline News	CNN Headline News	Ch. 111	Cosmo Radio	Cosmo Radio
Ch. 124	ABC News & Talk	ABC News & Talk	Ch. 112	Martha Stewart Living Radio	How-to and homekeeping
Ch. 125	The Weather Channel	The Weather Channel	Ch. 114	LIME	Healthy living with a twist
Ch. 126	CNN en Español	CNN in Spanish	Ch. 115	Radio Disney	Radio Disney

XM Satellite Radio			Sirius Satellite Radio		
Channel Number	Channel Name	Description	Channel Number	Channel Name	Description
Ch. 127	CNBC	CNBC	Ch. 116	Kids Stuff	Kids
Ch. 129	Bloomberg Radio/Business	Bloomberg Radio/Business	Ch. 118	RadioClassics	Classic Radio Shows
Ch. 131	BBC World Service	BBC World Service	Ch. 119	Sports Play-by-Play 4	Play-by-Play
Ch. 132	C-SPAN Radio	C-SPAN Radio	Ch. 120	ESPN Radio	ESPN Radio
Ch. 133	XM Public Radio	XM Public Radio	Ch. 121	ESPNEWS	ESPN News
Ch. 140	ESPN Radio	Sports	Ch. 122	Sports Play-by-Play 1	Sports Talk and Play-by-Play
Ch. 141	ESPNEWS	The Definitive 24-hour Sports News Network	Ch. 123	SIRIUS Sports Action	Sports Talk and Play-by-Play
Ch. 142	FOX Sports Radio	Sports Talk	Ch. 124	SIRIUS NFL Radio	Nonstop NFL Talk
Ch. 143	XM Sports Guide	Sports	Ch. 125	Sports Play-by-Play 2	Play-by-Play
Ch. 144	XM Sports Nation	Sports	Ch. 126	Sports Play-by-Play 3	Play-by-Play
Ch. 145	IndyCar Series Racing	IndyCar Series Racing	Ch. 127	NBA Radio on SIRIUS	NBA Radio on SIRIUS
Ch. 146	PGA TOUR Network	Golf Talk	Ch. 128	SIRIUS NASCAR Radio	24/7/365 NASCAR
Ch. 147	XM Deportivo	Spanish Sports Talk	Ch. 129	CNBC	CNBC
Ch. 150	XM Comedy	Uncensored Comedy – XL	Ch. 130	Bloomberg Radio	Bloomberg Radio
Ch. 151	Laugh USA	Comedy	Ch. 131	Fox News Channel	Fair and Balanced News
Ch. 152	Extreme XM	Extreme Talk	Ch. 132	CNN	The Most Trusted Name in News
Ch. 153	Laugh Attack	Uncensored Comedy –XL	Ch. 133	CNN Headline News	CNN Headline News
Ch. 154	National Lampoon Comedy Radio	Comedy	Ch. 134	NPR Now	NPR Now
Ch. 155	Take Five	Women’s Talk & Lifestyle	Ch. 135	NPR Talk	NPR Talk
Ch. 156	Oprah & Friends	Oprah & Friends	Ch. 137	CBC Radio One	National/International News

XM Satellite Radio			Sirius Satellite Radio		
Channel Number	Channel Name	Description	Channel Number	Channel Name	Description
Ch. 161	WSIX	Nashville Country	Ch. 138	Premiere Plus	Canadian Current Affairs
Ch. 162	E! Entertainment Radio	Entertainment	Ch. 139	C-SPAN Radio	C-SPAN Radio
Ch. 163	Sonic Theater	Books & Drama	Ch. 140	World Radio Network	News Around the World
Ch. 164	Radio Classics	Old Time Radio	Ch. 141	BBC World Service News	BBC World Service News
Ch. 165	Talk Radio	Experts Talk	Ch. 143	ABC News & Talk	ABC News & Talk
Ch. 166	America Right	Conservative Talk	Ch. 144	SIRIUS Patriot	Conservative Values
Ch. 167	Air America Radio	Progressive Talk	Ch. 145	Fox News Talk Channel	FOX News Talk
Ch. 168	FOX News Talk	FOX News Talk	Ch. 146	SIRIUS Left	Liberal Talk
Ch. 169	The Power	African-American Talk	Ch. 147	Road Dog Trucking	Talk for Truckers
Ch. 170	FamilyTalk	Christian Talk	Ch. 150	Los Angeles	Traffic & Weather
Ch. 171	Open Road	Truckers' Channel	Ch. 159	The Catholic Channel	The Catholic Channel
Ch. 172	Sport Plus	Men's Lifestyle and Sports Talk - Broadcast in French	Ch. 160	EWTN Global Catholic Network	EWTN Radio Catholic Network
Ch. 173	WLW	News Talk	Ch. 161	Christian Talk	Christian Talk
Ch. 174	MLB Play by Play en Español	Play-by-Play MLB Action en Español	Ch. 181	ESPN Deportes	ESPN Deportes Radio
Ch. 175	MLB Home Plate	24/7 Major League Baseball Channel	Ch. 182	CNN En Español	CNN En Español
Ch. 176	MLB Play-by-Play	Play-by-Play MLB Action	Ch. 183	Radio Korea	Korean Language Radio
Ch. 177	MLB Play-by-Play	Play-by-Play MLB Action	Ch. 184	SIRIUS Weather & Emergency	SIRIUS Weather & Emergency

XM Satellite Radio			Sirius Satellite Radio		
Channel Number	Channel Name	Description	Channel Number	Channel Name	Description
Ch. 178	MLB Play-by-Play	Play-by-Play MLB Action	Ch. 185	Canada Weather	Canada Weather
Ch. 179	MLB Play-by-Play	Play-by-Play MLB Action	Ch. 187	Info Plus	All News Radio
Ch. 180	MLB Play-by-Play	Play-by-Play MLB Action	Ch. 188	RCI Plus	International Talk
Ch. 181	MLB Play-by-Play	Play-by-Play MLB Action	Ch. 192	Rock Velours	Canadian Soft Rock
Ch. 182	MLB Play-by-Play	Play-by-Play MLB Action	Ch. 193	Energie 2	Pop, Rock & Urban Music
Ch. 183	MLB Play-by-Play	Play-by-Play MLB Action	Ch. 198	Playboy Radio	Smart, sexy and sophisticated programming
Ch. 184	MLB Play-by-Play	Play-by-Play MLB Action			
Ch. 185	MLB Play-by-Play	Play-by-Play MLB Action			
Ch. 186	MLB Play-by-Play	Play-by-Play MLB Action			
Ch. 187	MLB Play-by-Play	Play-by-Play MLB Action			
Ch. 188	MLB Play-by-Play	Play-by-Play MLB Action			
Ch. 189	MLB Play-by-Play	Play-by-Play MLB Action			
Ch. 190	College Sports-ACC	ACC Sports			
Ch. 191	College Sports-ACC	ACC Sports			
Ch. 192	College Sports-ACC	ACC Sports			
Ch. 193	College Sports-PAC-10	PAC-10 Sports			
Ch. 194	College Sports-PAC-10	PAC-10 Sports			
Ch. 195	College Sports-PAC-10	PAC-10 Sports			
Ch. 196	College Sports-Big 10	Big Ten Sports			
Ch. 197	College Sports-Big 10	Big Ten Sports			
Ch. 198	College Sports-Big 10	Big Ten Sports			

XM Satellite Radio			Sirius Satellite Radio		
Channel Number	Channel Name	Description	Channel Number	Channel Name	Description
Ch. 199	College Sports-SEC	SEC Sports			
Ch. 200	College Sports-SEC	SEC Sports			
Ch. 201	College Sports-SEC	SEC Sports			
Ch. 202	The Virus	Opie & Anthony! – XL			
Ch. 203	College Sports-Big East	Big East Sports			
Ch. 204	Home Ice	NHL Talk and Play-by-Play			
Ch. 205	Home Ice	NHL Talk and Play-by-Play			
Ch. 206	Home Ice	NHL Talk and Play-by-Play			
Ch. 207	Home Ice	NHL Talk and Play-by-Play			
Ch. 208	Home Ice	NHL Talk and Play-by-Play			
Ch. 209	Home Ice	NHL Talk and Play-by-Play			
Ch. 222	Los Angeles, CA	Local Traffic and Weather			
Ch. 243	ReachMD	Channel for Healthcare Professionals			
Ch. 244	Canada 360	News & Information			
Ch. 245	Quoi de Neuf	News & Information in French			
Ch. 247	XM Emergency Alert 24/7	24/7 Emergency Information			
Sources: XM Radio, Sirius Satellite Radio Current as of April 20, 2007					