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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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November 9, 1992

Donna Searcy, Secretary
Federal Communications Commission
1919 M Street, N. W.
Washington, D. C. 20554

Dear Ms. Searcy:

Transmitted herewith, on behalf of Gabelli Funds, Inc., Mario J. Gabelli, and the Chief, Mass Media Bureau, is their Joint Motion for Approval of Memorandum of Understanding in MM Docket Number 92-201. Also transmitted herewith, on behalf of Gabelli Funds, Inc. and Mario J. Gabelli, is their Motion for Waiver of Section 73.3555(c) of the Commission's Rules.

In the event there are any questions concerning this matter, please communicate with this office.

Very truly yours,

Alan Y. Naftalin

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

BEFORE THE

FEDERAL COMMUNICATIONS COMMISSION

Washington, D. C. 20554

IN RE ORDER TO SHOW CAUSE DIRECTED AGAINST MARIO J. GABELLI AND GABELLI FUNDS, INC.	MM Docket No. 92-201

TO: Honorable Joseph Stirmer
Chief Administrative Law Judge

JOINT MOTION FOR APPROVAL OF MEMORANDUM OF UNDERSTANDING

Gabelli Funds, Inc.[1] and Mario J. Gabelli ("Investors") and the Chief, Mass Media Bureau (Bureau) file herewith, by their attorneys, their Joint Motion for Approval of Memorandum of Understanding.

By *Order to Show Cause* released on August 21, 1992 (FCC 92-377), this proceeding was designated for hearing on an expedited basis to determine whether Investors should be ordered to cease and desist from violating Sections 73.3555 and 76.501 of the Commission's Rules, 47 C.F.R §§ 73.3555 and 76.501, and Section 613 of the Communications Act of 1934, as amended, 47 U.S.C. § 533.

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[1] Gabelli Funds, Inc. is an Investment Advisor registered with the Securities and Exchange Commission.

On September 8, 1992, Investors submitted information directed by Paragraph 6 of the *Order to Show Cause*, which they thereafter supplemented in response to informal requests from the Bureau. A Prehearing conference was held on September 9, 1992 and a hearing was scheduled to commence on October 27, 1992 (*Order*, FCC 92M-947). On October 27, 1992, a postponement of the hearing was granted to permit the parties to prepare and submit the attached Memorandum of Understanding by no later than November 3, 1992.

Investors and the Bureau have held extensive discussions in an attempt to resolve the matters addressed by the *Order to Show Cause* in an expedited fashion, and believe that approval of the attached Memorandum of Understanding and grant of the other relief here requested will fully accomplish that purpose.

For purposes of this proceeding and for purposes of the implementation of the attached Memorandum of Understanding, Investors have agreed in Paragraph 8 of the attached Memorandum of Understanding that they and the relevant voting interests which they now or from time to time may hereafter hold are subject to the provisions of §§73.3555 and 76.501 of the Commission's Rules (as they may from time to time be amended or waived by the Commission or construed by the Commission or by a court of competent jurisdiction), and that they will not assert any contrary position as to the applicability of §§73.3555 and 76.501 in response to any Commission enforcement action, notwithstanding the fact that they may not be applicants for, or permittees or licensees of broadcast or other Commission

regulated media facilities, and notwithstanding the fact that they may not own, operate, or control a broadcast station, daily newspaper, or cable television system.

While not admitting any violation of any law, rule, or policy, Investors have agreed in Paragraph 8 of the attached Memorandum of Understanding, subject to the grant of a waiver of the Commission's Rules requested in the attached Motion for Waiver, to come into full compliance with the cited sections of the Communications Act and the Commission's Rules within eight months of the date on which an order or orders granting this Joint Motion shall become final and, in Paragraph 9, except to the extent that the rules cited above may hereafter be waived or amended by the Commission or construed by the Commission or by a court of competent jurisdiction as not applicable to them, to remain in compliance with them through the internal monitoring processes set forth in Paragraph 10 of the Memorandum of Understanding.

Investors have represented that all of the attributable interests of Investors are set forth in Attachment A, and that all of the partnership interests and five percent or greater voting stock interests of Investors which are not attributable are set forth in Attachment B, to the Memorandum of Understanding, and the Bureau has stated that it has no basis for disagreement with those representations. All of Investors' media interests addressed in the *Order to Show Cause* are addressed in either Attachment A or Attachment B to the Memorandum of Understanding.

All of the agreements set forth in the Memorandum of Understanding are expressly conditioned upon issuance of an order or orders approving the Memorandum of Understanding, granting the waiver referenced in Paragraph 13 thereof, and terminating this proceeding only, and upon the subsequent finality of that order or of those orders. In the event that any of the referenced actions are not taken, or do not become final, or in the event that any Cease and Desist Order is entered or any finding of violation is made in this proceeding, the Memorandum of Understanding shall be null and void and may not be relied upon for any purpose whatever.

Approval of the attached Memorandum of Understanding, grant of the waivers requested in the Attached Motion for Waiver, and termination of this proceeding without further action will serve the public interest by a more prompt resolution of the matters addressed in the *Order to Show Cause* than would otherwise be possible, and as a result Investors will come into compliance with Sections 73.3555 and 76.501 of the Commission's Rules, 47 C.F.R §§ 73.3555 and 73.501, and Section 613 of the Communications Act of 1934, as amended, 47 U.S.C. § 533, as recited in the attached Memorandum of Understanding.

Conclusion

It is, therefore, requested that an order or orders be issued approving the attached Memorandum of Understanding, granting the attached Motion for Waiver, and terminating this proceeding without further action.

Respectfully submitted,

Gabelli Funds, Inc. and
Mario J. Gabelli

By _____
Alan Y. Naftalin

By _____
Herbert D. Miller, Jr.

By _____
M. Anne Swanson

KOTEEN & NAFTALIN
SUITE 1000
1150 CONNECTICUT AVENUE, N. W.
WASHINGTON, D. C. 20036
Their attorneys
November 9, 1992

Roy J. Stewart, Chief
Mass Media Bureau

By _____
for Charles E. Dziedzic
Chief, Hearing Branch

By _____
Larry A. Miller

By _____
Gary P. Schonman

ATTORNEYS, MASS MEDIA BUREAU
FEDERAL COMMUNICATIONS COMMISSION
2025 M STREET, N.W.
SUITE 7212
WASHINGTON, D. C. 20554

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding is made this 3d day of November, 1992 by and among Gabelli Funds, Inc. and Mario J. Gabelli, hereinafter referred to as "Investors[1]" and the Chief, Mass Media Bureau, hereinafter referred to as "Bureau," hereinafter sometimes collectively referred to as "the Parties."

WHEREAS, pursuant to *Order to Show Cause,* FCC 92-377, MM Docket No. 92-201 (released August 21, 1992), Investors were directed to show cause why they should not be ordered to cease and desist from violating Sections 73.3555 and 76.501(a) of the Commission's Rules, 47 C.F.R. §§ 73.3555 and 76.501(a), and Section 613 of the Communications Act of 1934, as amended, 47 U.S.C. § 533.

WHEREAS, the Chief, Mass Media Bureau is a party to the proceeding in MM Docket No. 92-201.

WHEREAS, the *Order to Show Cause, supra,* at ¶ 8, ordered that the proceeding in MM Docket No. 92-201 be conducted on as expedited a basis as due process, the Act, and the Commission's Rules permit.

---

[1] All references herein to "Investors" shall be deemed to be to the individual Investors as well as to both of them.

WHEREAS, the Parties believe that this Memorandum of Understanding would be in the public interest in that it would expedite the final resolution of the matters raised in the *Order to Show Cause, supra.*

NOW THEREFORE, in consideration of the mutual promises herein contained, the Parties agree as follows:

1. The Parties admit to the jurisdiction of Chief Administrative Law Judge Stirmer over the proceedings in MM Docket No. 92-201, and agree that all of the agreements set forth herein are conditioned upon his issuance of an order or orders approving this Memorandum of Understanding, granting the waiver(s) referenced in Paragraph 13 hereof, and terminating this proceeding only, and upon the subsequent finality of that order or of those orders. In the event that any of the referenced actions are not taken, or do not become final, or in the event that any Cease and Desist Order is entered or any finding of violation is made in this proceeding, this Memorandum of Understanding shall be null and void and may not be relied upon for any purpose whatever. The Parties agree that promptly upon the execution of this Memorandum of Understanding, they shall prepare and file with the Chief Administrative Law Judge a Joint Request that this Memorandum of Understanding be approved, that the waiver(s) be granted, and that the proceeding be terminated.

2. The Parties waive the usual procedures for preparation and review of an Initial Decision in MM Docket No. 92-201.

3. The Parties waive the right of judicial review and waive the right otherwise to challenge or contest the validity of the final order terminating the proceeding in MM Docket No. 92-201 in accordance with the terms and conditions of this Memorandum of Understanding.

4. The *Order to Show Cause, supra,* may be used in construing any order issued as a result of this Memorandum of Understanding.

5. This Memorandum of Understanding shall become part of the record in MM Docket No. 92-201 only if an order (or orders) approving it on all of its terms and conditions and terminating this proceeding in accordance with the terms and conditions of this Memorandum of Understanding is signed by the Presiding Judge and becomes final. For the purposes of this Memorandum of Understanding, such an order will be deemed "final" when the time for review has passed without rejection or modification of the order by the Commission.

6. This Memorandum of Understanding is for purposes of settlement only, and its execution does not constitute an admission by any party of any violation of law, rule or policy.

7. The Parties agree that the Commission has fully complied with §503(b)(5)(B) of the Communications Act of 1934, as amended.

8. For purposes of this proceeding and for purposes of the implementation of this Memorandum of Understanding, Investors agree that they and the relevant voting interests which they now or from time to time may hereafter hold are subject to the provisions of §§73.3555 and 76.501 of the Commission's Rules (as they may from time to time be amended or waived by the Commission or construed by the Commission or by a court of competent jurisdiction), and will not assert any contrary position as to the applicability of §§73.3555 and 76.501 of those rules in response to any Commission enforcement action, notwithstanding the fact that they may not be applicants for, or permittees or licensees of broadcast or other Commission regulated media facilities, and notwithstanding the fact that they may not own, operate, or control a broadcast station, daily newspaper, or cable television system. Investors further agree that they shall within eight (8) months of the finality of the order(s) referred to in Paragraph 1 of this Memorandum of Understanding come into and remain in compliance with such provisions. To the extent that the rules cited above may hereafter be waived or amended by the Commission or construed by the Commission or by a court of competent jurisdiction as not applicable to them, Investors shall be under no further obligation to comply with them.

9. Investors agree that during the eight (8) month period referenced in Paragraph 8 of this Memorandum of Understanding, they will follow the procedures set forth in Paragraph 10 of this Memorandum of Understanding to preclude investing in media interests which would create any new non-compliance, or increase any existing (as of August 27, 1992) non-compliance, with §§73.3555 and 76.501 of the Commission's Rules.

10. Investors agree that no later than the date upon which the Order(s) referred to in Paragraph 1 of this Memorandum of Understanding shall have become final, and continuing thereafter, they shall develop and maintain an internal monitoring and compliance system structured and implemented in good faith in order to produce and continue their compliance with the provisions of §§73.3555 and 76.501 of the Commission's Rules in accordance with Paragraph 8 of this Memorandum of Understanding. In particular but not by way of limitation, Investors shall not acquire or increase any media holdings such that their interests therein would become actually or potentially attributable (*e.g.*, a five percent holding under present rules) under the cited Commission Rules until after review and approval of such acquisition by outside communications counsel. Investors represent that all of the attributable interests of Investors are set forth in Attachment A hereto, and the Bureau has no basis for disagreement. Investors represent that partnership interests and the five percent or greater voting stock interests of Investors which are not attributable are set forth in Attachment B

hereto, and the Bureau has no basis for disagreement. A copy of the August 15, 1992 13(f) filing of Investors is provided in Attachment C hereto.

11. Investors agree that if, at any time after the eight (8) month period referenced in Paragraphs 8 and 9 of this Memorandum of Understanding has passed, they are not in compliance with the provisions of §§73.3555 and 76.501 of the Commission's Rules in accordance with Paragraph 8 of this Memorandum of Understanding, they shall report such non-compliance in writing to the Bureau promptly upon discovery and endeavor in good faith to remedy such non-compliance promptly.

12. Investors agree that any violation by them of this Memorandum of Understanding or of the *Order*(s) referred to in Paragraph 1 of this Memorandum of Understanding may be deemed by the Commission to constitute a separate violation of a Commission order, entitling the Commission to exercise all rights and remedies attendant to the enforcement of a Commission order, including but not limited to those specified in Section 503(b) of the Communications Act of 1934, as amended, 47 U.S.C. § 503(b).

13. The Bureau agrees that waiver of the provisions of §73.3555 of the Commission's Rules as set forth in the "Motion for Waiver" at Attachment D to this Memorandum of Understanding would be in the public interest, and will support the grant of that Motion for Waiver to be submitted to

the Chief Administrative Law Judge by Investors contemporaneously with the Joint Request for Approval of Memorandum of Understanding referred to in Paragraph 1 hereof.

14. The Parties agree that this Memorandum of Understanding may be executed in counterparts, all of which together, so executed, shall constitute one and the same instrument.

15. Each Party hereto expressly warrants that it has the full power and authority to enter into this Memorandum of Understanding and to execute the same, and that there is no constraint upon such Party's legal ability to perform its responsibilities hereunder.

IN WITNESS WHEREOF, the parties have affixed their signatures to this Memorandum of Understanding on and as of the date first above written.

Gabelli Funds, Inc.

By _____
J. Hamilton Crawford, Jr.,
Senior Vice President and General Counsel

Mario J. Gabelli

By _____
Mario J. Gabelli

Chief, Mass Media Bureau

By _____
Roy J. Stewart

the Chief Administrative Law Judge by Investors contemporaneously with the Joint Request for Approval of Memorandum of Understanding referred to in Paragraph 1 hereof.

14. The Parties agree that this Memorandum of Understanding may be executed in counterparts, all of which together, so executed, shall constitute one and the same instrument.

15. Each Party hereto expressly warrants that it has the full power and authority to enter into this Memorandum of Understanding and to execute the same, and that there is no constraint upon such Party's legal ability to perform its responsibilities hereunder.

IN WITNESS WHEREOF, the parties have affixed their signatures to this Memorandum of Understanding on and as of the date first above written.

Gabelli Funds, Inc.

By _____
J. Hamilton Crawford, Jr.,
Senior Vice President and General Counsel

Mario J. Gabelli

By _____
Mario J. Gabelli

Chief, Mass Media Bureau

By Roy J. Stewart
Roy J. Stewart

MEMORANDUM OF UNDERSTANDING

ATTACHMENT A

Attachment A

Associated Communications Corporation ("Associated"), through a subsidiary, owns WSTV(AM) and WRKY(FM) in Steubenville, Ohio. As of August 27, 1992,[1] Investors held 1,052,149 Class A shares in Associated representing 5.07 percent of the voting power in the company.

Chris-Craft Industries, Inc. ("Chris-Craft"), through subsidiaries, owns the following television broadcast stations:

-- KMSP-TV, Minneapolis, Minnesota
-- KTVX(TV), Salt Lake City, Utah
-- KUTP(TV), Phoenix, Arizona
-- KBHK-TV, San Francisco, California
-- KMOL-TV, San Antonio, Texas
-- KCOP(TV), Los Angeles, California
-- KPTV(TV), Portland, Oregon
-- WWOR(TV), Secaucus, New Jersey

Investors hold 5,361,810 shares of common stock and 1,232,801 shares of Class B stock. These represent 11.45 percent of the voting power in the company.[2]

Hector Communications Corporation ("Hector"), through subsidiaries, operates cable television systems in Pine Island, Minnesota; New Haven, Minnesota; and Oronoco, Minnesota. Another subsidiary is about to begin operations on a new cable system in Hudson Township, Wisconsin. Investors hold 512,245 shares of Hector stock, representing 22.70 percent of the voting power in the company. Investors may exchange their voting interests in Hector for convertible non-voting preferred shares.

The Liberty Corporation ("Liberty"), through a subsidiary, owns the following television broadcast stations:

-- KAIT-TV, Jonesboro, Arkansas
-- KPLC-TV, Lake Charles, Louisiana
-- WAVE-TV, Louisville, Kentucky
-- WFIE-TV, Evansville, Indiana
-- WIS-TV, Columbia, South Carolina
-- WSFA-TV, Montgomery, Alabama
-- WTOL-TV, Toledo, Ohio

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[1] Unless noted otherwise, all share totals and percentages in this Attachment A are reported as of August 27, 1992.

[2] The number of shares and the percentage voting interests that Investors hold in CCII are reported as of October 29, 1992. As of October 29, 1992, the number of shares that Investors held in CCII was less than the number of shares that Investors held as of August 27, 1992; however, the number of issued and outstanding shares reported by Chris-Craft and used by Investors to calculate their voting power has declined from that used in making the August 27, 1992 calculations.

Investors hold 1,474,952 shares in Liberty, representing 9.00 percent of the voting power in the company.

Lynch Corporation ("Lynch"), through a subsidiary, holds a twenty-percent interest as a general partner in the licensee of WHBF-TV, Rock Island, Illinois. Investors hold 479,989 shares in Lynch, representing 38.00 percent of the voting power in the company. Mario J. Gabelli is chairman of the board of directors and chief executive officer of Lynch.

Outlet Communications, Inc. ("Outlet"), through a subsidiary, owns WCMH(TV), Columbus, Ohio, and WJAR-TV, Providence, Rhode Island. Investors hold 785,311 shares, representing 11.98 percent of the voting power in the company.

Rockland Communicators, Inc. and West-Land Communicators, Inc., are the licensees of WRKL(AM), New City, New York, and WXPS(FM), Briarcliff Manor, New York. Investors are entitled to vote stock interests in these companies representing 20 percent of the voting power in each.

61 Communications Associates ("61 CA") holds limited partnership interests in the following six limited partnerships that own interests in cable television systems:

Mark Twain Cablevision, L.P. (18.6%)
Masada Cable Partners, L.P. (9.9%)
Masada Cable Partners II, L.P. (20.5%)
Pacific Sun Cable Partners, L.P. (98.9%)
61 RAP Associates, L.P. (29.1%)
Low Country Cablevision, L.P. (19.1%)

The communities for which these limited partnerships provide cable television service include those listed on the excerpts from the Cable TV Branch's "Operator Mail Address/Reference List" ("Cable Branch List") that are attached as Exhibit 1. Investors hold a one-percent general partnership interest in 61 CA, which in turn is a limited partner in each of these limited partnerships and holds the percentage interest shown in parentheses.[3]

61 Communications II Associates ("61 CA II") holds limited partnership interests in the following limited partnerships that own interests in cable television systems:

---

[3] Although the percentage values shown in parentheses are current, we do not know whether they were accurate as of August 27, 1992.

Mid-Tennessee CATV, L.P. (9.5%)
White River Cablevision, L.P. (32.5%)

The communities for which these limited partnerships provide cable television service include those listed on the excerpts from the Cable Branch List that are attached as Exhibit 2. Investors hold a one-percent general partnership interest in 61 CA II, which in turn is a limited partner in each limited partnership and holds the percentage interest shown in parentheses.[4]

JK Media ("JKM") holds a limited partnership interest in Falcon Cable Systems Company ("Falcon"). The communities for which that entity provides cable television service are listed on the excerpts from the Cable Branch List attached as Exhibit 3. Investors hold a 1.17 percent limited partnership interest in JKM, which in turn holds approximately a 1.32 percent interest in Falcon.

[4] Although the percentage values shown in parentheses are current, we do not know whether they were accurate as of August 27, 1992.

MEMORANDUM OF UNDERSTANDING

ATTACHMENT B

Attachment B

C-TEC Corporation,[1/] through its subsidiaries, owns cable systems in the following communities:

Florida

Port St. Lucie

Michigan

Allendale
Baldwin
Bear Lake
Bellaire
Benzie County
Big Star Lake
Blendon Twp.
Cadillac
Caledonia
Caro
Carson City
Cass City
Custer
Delton
Durand
Elk Rapids
Empire
Evart
Fife Lake
Fowler
Gladwin
Grand Haven
Grand Lake
Grant
Grayling
Greenville
Harrison
Holland Twp.
Houghton Lake
Howard City
Hudsonville
Indian River
Ionia
Kaleva (village)
Kalkaska
Kingsley

1/ Interest is nonattributable because of existence of "single majority shareholder."

Lake Ann
Lakeview
Lapeer
Mancelona
Manistee
Manton
Marion
McBain
Mesick
Middleville
Morley
Nashville
Pellston
Pentwater
Posen
Reed City
Riverdale
Rockford
Rogers City
Roscommon
Rutland
Sand Lake
Sanford
Skidway Lake
St. Helen
Standish
Stanton
Suttons Bay
Traverse City
Vassar
West Branch
Whitehall

Minnesota

Bayport
New Folden

New Jersey

Bernardsville
Far Hills (franchise)
Flemington
Gladstone
Hillsborough
Princeton

New York

Mahopac

Pennsylvania

Forest City

(According to its 1991 annual Report, C-TEC holds almost twenty percent of the stock of Mercom, Inc., a Michigan-based cable television company in which Mario J. Gabelli and/or companies he directly or indirectly controls held, as of August 27, 1992, less than a five-percent interest.)

Media General, Inc.,[2/] operates cable television systems in Fairfax County, Virginia, and Fredericksburg, Virginia. Through subsidiaries, Media General, Inc. owns WCBD-TV, Charleston, South Carolina; WJKS(TV), Jacksonville, Florida; and WFLA-TV, Tampa, Florida. Subsidiaries of Media General, Inc. publish the following daily newspapers:

Tribune, Tampa, Florida

Journal, Winston-Salem, North Carolina

Times-Dispatch, Richmond, Virginia

In addition, Media General, Inc. holds forty-percent of the common stock of Garden State Newspapers, Inc., which either directly itself or indirectly through subsidiaries publishes the following daily newspapers:

Times-Star, Alameda, California
Argus, Fremont, California
Daily Review, Hayward, California
Tri-Valley Herald, Pleasanton, California
Bristol Press, Bristol, Connecticut
North Jersey Herald News, Passaic, New Jersey
Las Cruces Sun-News, Las Cruces, New Mexico
Tribune Democrat, Johnstown, Pennsylvania
Dispatch and Sunday News, York, Pennsylvania
The Potomac News, Woodbridge, Virginia

2/ Interest is nonattributable because of existence of single majority shareholder.

Paramount Communications, Inc.,[3] through its subsidiaries, owns the following television broadcast stations:

-- KTXH(TV), Houston, Texas
-- KRRT(TV), Kerrville, Texas
-- KTXA(TV), Arlington, Texas
-- WTXF-TV, Philadelphia, Pennsylvania
-- WDCA-TV, Washington, D.C.
-- WLFL-TV, Raleigh, North Carolina

Through Paramount Pictures Corporation, a wholly-owned subsidiary, Paramount Communications, Inc. holds an attributable interest (between five percent and less than ten percent of the voting stock) in Combined Broadcasting, Inc. ("Combined"), the licensee of WGBS-TV, Philadelphia, Pennsylvania; WBFJ-TV, Miami, Florida; and WGBO-TV, Joliet, Illinois. Investors' direct interest in Combined, through their Paramount holdings, is less than five percent.

Television Station Partners, L.P.,[4] owns the following television broadcast stations:

-- WRDW-TV, Augusta, Georgia
-- WEYI-TV, Saginaw, Michigan
-- WTOV-TV, Steubenville, Ohio
-- WROC-TV, Rochester, New York

Sandler Media Partners, L.P. ("SMP"),[5] owns an interest in WWL-TV, New Orleans, Louisiana. In addition, SMP has cable interests in companies described in the excerpts from the Cable TV Branch's "Operator Mail Address/Reference List," which are attached as Exhibit 4.

3/ Interest is nonattributable because Investors vote shares representing less than a five-percent interest.

4/ Interest is nonattributable because partnershp has filed a certification that its limited partners are not materially involved, directly or indirectly, in the management or operation of the media-related activities of the partnership.

5/ Interest is nonattributable because partnership has filed a certification that its limited partners are not materially involved, directly or indirectly, in the management or operation of the media-related activities of the partnership.

61 New Orleans Associates Limited Partnership,[6] owns an interest in WWL-TV, New Orleans, Louisiana.

6/ Interest is nonattributable because partnership has filed a certification that its limited partners are not materially involved, directly or indirectly, in the management or operation of the media-related activities of the partnership.

MEMORANDUM OF UNDERSTANDING

ATTACHMENT C