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Federal Communications Commission Washington, D.C. 20554	Approved by OMB 3060-0032 (September 2004)	FOR FCC USE ONLY
FCC 31		
APPLICATION FOR CONS CONTROL OF ENTITY HO STATION CONSTRUCTION	DLDING BROADCAST	FOR COMMISSION USE ONLY FILE NO. BTCCT - 20070501AEY
Read INSTRUCTIONS Bef	Fore Filling Out Form	

<u> </u>	tion 1 - General Intol mation						
1.	Legal Name of the Licensee/Permittee WPIX, INC.						
	Mailing Address 220 EAST 42ND STREET						
	City State or Country (if foreign address) Zip Code NY 10017 -						
	Telephone Number (include area code) 2129491100	E-Mail Address (if available)					
	FCC Registration Number: 0002850147	Call Sign WPIX	Facility ID Number 73881				
2.	Contact Representative (if other than l R. CLARK WADLOW	licensee/permittee)	Firm or Company Name SIDLEY AUSTIN LLP				
	Mailing Address 1501 K STREET NW						
City State or Country (if foreign address) ZIP Code 20005 -							
	Telephone Number (include area code) 2027368215	(include area E-Mail Address (if available) RWADLOW@SIDLEY.COM					
3.	If this application has been submitted without a fee, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114):  Governmental Entity Noncommercial Educational Licensee/Permittee Other N/A (Fee Required)						
4.	Purpose of Application:						
	Transfer of control of licensee						
	Transfer of control of permitte						
	C Amendment to pending application	n					
	File number of pending application: -						
	If an amendment, <b>submit as an Exhibit</b> a listing by Section and Question Number of the portions [Exhibit 1] of the pending application that are being revised.						
5.		re the subject of this application obtained through the					
	If yes, list pertinent authorizations in	ocedures (see 47 C.F.R. Sections 1.2111(a) and 73.5 an Exhibit.	[Exhibit 2]				
6.		are the subject of this application obtained through erved channel noncommercial educational stations (s					

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b	C.F.R. Sections 73.7001 and 73.7003)?  If yes to 6(a), have all such stations operated for at least 4 years with a minimum operating	⊙ Yes C No
	schedule since grant pursuant to the point system?  If no, list pertinent authorizations in an Exhibit and include in the Exhibit a showing that the	[Exhibit 3]
	transaction is consistent with the holding period requirements of 47 C.F.R. Section 73.7005(a).	

# Section II - Transferor(s)

1. Certification. Transferor(s) cer based on its (their) review of the that where it (they) have made an (their) representation that the app in the application instructions and	application instructi affirmative certification satisfies each	ons and workshee ation below, this o	ets. Transferor(s) fur certification constitu	rther certify ates its	O No	
2. Legal Name of the Transferor						
Mailing Address 435 NORTH MICHIGAN AVE						
City CHICAGO I	State or Country (if f L	Foreign address)		Zip Code 60611 -		
Telephone (include are 312222333	ea code)	E-Mail A	ddress (if available)			
3. Contact Representative (if other R. CLARK WADLOW	than transferor)		Firm or SIDLE	Company Name Y AUSTIN LLP		
Mailing Address 1501 K STREET NW						
City State WASHINGTON DC	e or Country (if fore	ign address)	Zip Coo 20005 -			
Telephone Number (include area 2027368030	code)		E-Mail	Address (if available LOW@SIDLEY.Co		
If more than one transferor, subn transferor.	nit the information r	equested in questi	•		[Exhibit 4]	
4. Changes in interests as a result of	transfer.					
[Enter Changes in Interests Information of the Changes in Interest Information of Interest In	mation]					
	Changes in Interests as a Result of Transfer					
(A) NAMES AND	(B) CITIZENSHIP			ST HELD		
ADDRESSES OF ANY PARTY TO APPLICATION	(C) BEFORE TRANSFER OR ASSIGNMENT (D) AFTER TRANSFER OR ASSIGNMENT			ER OR ASSIGNMENT		
HOLDING AN ATTRIBUTABLE INTEREST		(1) Percentage Votes	(2) Percentage Total Assets (Equity plus Debt)	(1) Percentage Votes	(2) Percentage Total Assets (Equity plus Debt)	
SEE EXHIBIT 5	NA					
		<u>-</u>				
	or [Exhibit 5]					

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I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

71	Typed or Printed Title of Person Signing SECRETARY
Signature	Date 05/01/2007

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

### **Section III - Licensee/Permittee**

1.	based on its re where it has m	eview of the appli nade an affirmativation satisfies each	ttee certifies that it has answered each question instructions and worksheets. Lice we certification below, this certification och of the pertinent standards and criteria	nsee further certifi onstitutes its repre	es that sentation	• Yes O No
2.	Authorization assigned. Prov Number and the assigned. Include booster station  [Enter Station]					
	List the author Identification of the Constru stations, FM a	e Number in				
	Facility ID Number	Call Sign	or Construction Permit File Number	City	State	
	73881	WPIX	-	NEW YORK	NY	
3.	~		trol of Station. Licensee/permittee certi			O Yes O No
			spection file(s) and submitted an an exhibit of the station(s);	bit to this item cop	ies of all	Can Frantanation in
	"	ments embody th	e complete and final understanding betw	een transferor(s) a	nd	See Explanation in [Exhibit 6]
c. these agreements comply fully with the Commission's rules and policies.						
L	Exhibit Requ		11 . 1 10	C 11 .1 1 1		
4.			Il signs, locations and facility identifiers nittee or any party to the application has			□ N/A
			[Exhibit 7]			
5.	Character Iss application ha	ty to the	• Yes O No			
	resolved ac	dversely against t	any proceeding where character issues he applicant or any party to the applicati	on; or	d or were	See Explanation in [Exhibit 8]
	b. any pendin	g broadcast appli	cation in which character issues have be	en raised.		

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6	Adverse Findings. Licensee/permittee certifies that, with respect to the licensee/permittee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.	Yes No  See Explanation in  [Exhibit 9]
7	Local Public Notice. Licensee/permittee certifies that it has or will comply with the public notice requirements of 47 C.F.R. Section 73.3580.	⊙ Yes O No
8	Auction Authorization. Licensee/permittee certifies that more than five years have passed since the issuance of the construction permit for the station being assigned, where that permit was acquired in an auction through the use of a bidding credit or other special measure.	
		See Explanation in [Exhibit 10]
9	Anti-Drug Abuse Act Certification. Licensee/permittee certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.	• Yes O No

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

11 71	Typed or Printed Title of Person Signing SECRETARY
- 8	Date 05/01/2007

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## Section IV - Transferee(s)

	<b>Certification.</b> Transferee(s) certify that it (they) have answered each question in this application based on its (their) review of the application instructions and worksheets. Transferee(s) further certify that where it (they) have made an affirmative certification below, this certification constitutes its (their) representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.
2.	Legal Name of the Transferee(s)
	SAMUEL ZELL (SEE EXHIBIT 11)
	Mailing Address
	TWO NORTH RIVERSIDE PLAZA
	SUITE 600 City State or Country (if foreign address) Zip Code
	City State or Country (if foreign address) Zip Code CHICAGO IL 60606 -
	Telephone Number E-Mail Address (if available) (include area code) 3124540100
3.	Contact Representative (if other than transferee) Firm or Company Name
	JOHN R. FEORE, JR. DOW LOHNES PLLC
	Mailing Address 1200 NEW HAMPSHIRE AVENUE, NW SUITE 800
	City State or Country (if foreign address) Zip Code
	WASHINGTON DC 20036 -
	Telephone Number (include area code) E-Mail Address (if available)

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	2027762786 JFEORE@DOWLOHNES.COM					
	If more than one transferee, submit the information requested in questions 2 and 3 for each transferee. [Exhibit 11]					xhibit 11]
4.	4. Nature of Applicant. Each transferee is:					
an individual a general partnership				C a for-	profit corporation	on
	a limited partnership	a not-for-pi	rofit corporation	C a lim	ited liability com	npany
	O other					
	a. If "other", describe nature of transferee	in an Exhibit.			ſEx	hibit 12]
5.	Agreements to Transfer Control of Sta		certifies that:			Yes O No
	a. the written agreements in the licens Commission embody the complete specified in Section III, question 2;	and final agreen and	nent to transfer c	ontrol of the station	o the   [E	exhibit 13]
6.	b. these agreements comply fully with	the Commission	n's rules and pol	icies.		
	a. List each transferee, and, if other than a natural person, its officers, directors, stockholders with attributable interests, no insulated partners and/or members. If a corporation or partnership holds an attributable interest in any transferee, list separately its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. Create separate row for each individual or entity. Attach additional pages if necessary.				sferee, list	
	(1) Name and address of the transfered party to the application holding an interest (if other than individual all address and citizenship of natural authorized to vote the stock or hold attributable interest). List the trans officers next, then directors and, the remaining stockholders and other attributable interests, and partners.	attributable so show name, person ding the feree first, pereafter,	partner, L. Commissi (4) Percentage	Interest: Officer, di LC member, investo on's <b>equity/debt pl</b>	or/creditor attribus standard, etc.	partner, limited utable under the
	[Enter Parties/Owners Information]					
		6a. Part	ies to the Applic	cation		
	List each transferee, and, if other than a natural person, its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in any transferee, separately its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. Creat separate row for each individual or entity.			transferee, list mbers. Create a		
	<ul> <li>(1) Name and address of the transferee and each party to the application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the transferee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners.</li> <li>(2) Citizenship.</li> <li>(3) Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's equity/debt plus standard, etc.</li> <li>(4) Percentage of votes.</li> </ul>			ng the nolders and		
	(5) Percentage of total assets (equity plus debt).			10		
				(5) Percentage of total assets (equity plus debt).		
	SEE EXHIBIT 14					

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	b. Applicant certifies that equity interests not set forth above are non-attributable.	⊙ Yes C No			
		C <sub>N/A</sub>			
		See Explanation in [Exhibit 15]			
7.	Other Authorizations. List call signs, locations, and facility identifiers of all other broadcast stations in which transferee or any party to the application has an attributable interest.	□ <sub>N/A</sub>			
		[Exhibit 16]			
8.	Multiple Ownership.				
	a. Is the transferee or any party to the application the holder of an attributable radio joint sales agreement or an attributable radio or television time brokerage agreement for the subject station (s) or any other stations in the same market as the station(s) subject to this application?	O Yes ⊙ No			
	(s) of any other sumions in the same market as the station(s) subject to this approach.	[Exhibit 17]			
	If "Yes," radio applicants must submit as an Exhibit a copy of each such agreement for radio stations.				
	b. Transferee certifies that the proposed transfer complies with the Commission's multiple ownership rules and cross-ownership rules.	C Yes © No			
	Radio Applicants Only: If "Yes," submit an Exhibit providing information regarding the market, broadcast station(s), and other information necessary to demonstrate compliance with 47 C.F.R. § 73.3555(a).	[Exhibit 18]			
	All Applicants: If "No," submit as an Exhibit a detailed explanation in support of an exemption from, or waiver of, 47 C.F.R. § 73.3555.				
	c. Transferee certifies that the proposed transfer:	⊙ Yes O No			
	1. does not present an issue under the Commission's policies relating to media interests of immediate family members;	See Explanation in			
	2. complies with the Commission's policies relating to future ownership interests; and 3. complies with the Commission's restrictions relating to the insulation and nonparticipation of	[Exhibit 19]			
	non-party investors and creditors.				
9.	Character Issues. Transferee certifies that neither transferee nor any party to the application has or has had any interest in, or connection with:	€ Yes C No			
	a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or	See Explanation in [Exhibit 20]			
	b. any pending broadcast application in which character issues have been raised.				
10.	Adverse Findings. Transferee certifies that, with respect to the transferee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any	⊙ Yes C No			
	court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.	See Explanation in [Exhibit 21]			
11.	Alien Ownership and Control. Transferee certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign	• Yes O No			
	governments.	See Explanation in [Exhibit 22]			
12.	<b>Financial Qualifications.</b> Transferee certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the station(s) for three	⊙ Yes O No			
	months.	See Explanation in [Exhibit 23]			

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13	<b>Program Service Certification.</b> Transferee certifies that it is cognizant of and will comply with its obligations as a Commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area.	• Yes O No
14	Auction Authorization. Transferee certifies that where less than five years have passed since the issuance of the construction permit and the permit had been acquired in an auction through the use of a bidding credit or other special measure, it would qualify for such credit or other special measure.	O Yes O No  O N/A
		See Explanation in [Exhibit 24]
15	Anti-Drug Abuse Act Certification. Licensee/permittee certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.	• Yes O No
16	<b>EEO.</b> Does the applicant propose to employ five or more full-time employees?	⊙ Yes O No
	If the answer is Yes, the applicant must include an EEO program called for in the separate Model EEO Program Report ( FCC Form 396-A)	

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations. I hereby waive any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

11	Typed or Printed Title of Person Signing INDIVIDUAL
- 8	Date 05/01/2007

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

## **Exhibits**

Exhibit 5

**Description:** EXHIBIT 5

EXHIBIT 5--NARRATIVE DESCRIPTION OF THE TRANSACTION AND CHANGES IN INTERESTS AS A RESULT OF THE TRANSFER

#### Attachment 5

## Description

Exhibit 5-Narrative Description of the Transaction and Changes in Interests as a Result of the Transfer

Exhibit 6

**Description: EXHIBIT 6 AND EXHIBIT 6A** 

EXHIBIT 6-PART 1 - AGREEMENTS TO TRANSFER OF CONTROL EXHIBIT 6-PART 2 - AGREEMENTS TO TRANSFER OF CONTROL EXHIBIT 6A-REQUEST FOR 'PERMIT BUT DISCLOSE' STATUS

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## **Attachment 6**

## **Description**

Exhibit 6-Part 1-Agreements to Transfer of Control

Exhibit 6-Part 2-Agreements to Transfer of Control

Exhibit 6A-Request for 'Permit but Disclose' Status

Exhibit 7

**Description:** EXHIBIT 7

**EXHIBIT 7-OTHER BROADCAST INTERESTS** 

#### Attachment 7

## **Description**

**Exhibit 7-Other Broadcast Interests** 

Exhibit 11

**Description: OTHER TRANSFEREES** 

TRANSFEREE #2:

THE TRIBUNE EMPLOYEE STOCK OWNERSHIP PLAN AS IMPLEMENTED THROUGH THE TRIBUNE EMPLOYEE STOCK OWNERSHIP TRUST

THE ADDRESS FOR TRANSFEREE 2 IS:

TRIBUNE EMPLOYEE STOCK OWNERSHIP TRUST

C/O GREATBANC TRUST COMPANY, TRUSTEE

1301 WEST 22ND STREET, SUITE 702

OAK BROOK, IL 60523

ATTENTION: MARILYN MARCHETTI AND DANIELLE MONTESANO

630-572-5121/5120

THE CONTACT REPRESENTATIVE FOR TRANSFEREE 2 IS:

MARC S. MARTIN

MARTIN L. STERN

KIRKPATRICK & LOCKHART PRESTON GATES ELLIS LLP

1601 K STREET, NW

WASHINGTON, DC 20006

202-778-9859/202-661-3700

MARC.MARTIN@KLGATES.COM

MARTY.STERN@KLGATES.COM

TRANSFEREE #3:

EGI-TRB, L.L.C.

THE ADDRESS FOR TRANSFEREE 3 IS:

TWO NORTH RIVERSIDE PLAZA

SUITE 600

CHICAGO, ILLINOIS 60606

312-454-0100

THE CONTACT REPRESENTATIVE FOR TRANSFEREE 3 IS:

JOHN R. FEORE, JR.

DOW LOHNES PLLC

1200 NEW HAMPSHIRE AVENUE, NW

SUITE 800

WASHINGTON, DC 20036

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202-776-2786 JFEORE@DOWLOHNES.COM

### Attachment 11

Description

ESOP Trust Certification

EGI-TRB, L.L.C. Certification

Exhibit 12

**Description:** TRANSFEREES

TRANSFEREE #2 (THE TRIBUNE EMPLOYEE STOCK OWNERSHIP PLAN AS IMPLEMENTED THROUGH THE TRIBUNE EMPLOYEE STOCK OWNERSHIP TRUST) IS A TRUST. TRANSFEREE #3 (EGI-TRB, L.L.C.) IS A LIMITED LIABILITY COMPANY.

#### **Attachment 12**

Exhibit 13

**Description:** EXHIBIT 13

SEE LICENSEE'S EXHIBIT 6

EXHIBIT 13A: AGREEMENTS FOR TRANSFER OF CONTROL

**EXHIBIT 13B: PENDING RENEWAL APPLICATIONS** 

EXHIBIT 13C: REQUEST FOR PERMIT-BUT-DISCLOSE STATUS

## **Attachment 13**

Description

Agreements for Transfer of Control

Pending Renewal Applications

Request for Permit-but-Disclose Status

## Attachment 14

## **Description**

Description of Transaction and Parties to the Application

Exhibit 18

**Description:** EXHIBIT 18

COMPLIANCE WITH MULTIPLE OWNERSHIP RULES

EXHIBIT 18-REQUEST FOR WAIVER

EXHIBIT 18-DECLARATION OF MARK R. FRATRIK

### **Attachment 18**

Description
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Exhibit 18-Request for Waiver

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Exhibit 18-Declaration of Mark R. Fratrik