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November 15, 2007

**FILED ELECTRONICALLY**

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th St., S.W.
Washington, DC 20554

**Re: MB Docket No. 07-119**
***Ex parte***

Dear Ms. Dortch:

On October 31, 2007, the Vice President of the International Brotherhood of Teamsters, George Tedeschi, testified at the Commission's hearing focusing on media ownership and localism hearing. The testimony has a bearing on the applications in the above-referenced proceedings seeking the Commission's consent to a transfer of control of the Tribune Company and its television stations, because Mr. Tedeschi showed how the proposed transaction would violate the prohibition against a broadcast licensee giving third parties ultimate control over station personnel, programming, and finances.

A summary of the points made by Mr. Tedeschi is attached. It is respectfully requested that these points be taken into account in the Commission's deliberations.

Sincerely,

Henry Goldberg

Henry Goldberg
Joseph A. Godles
*Counsel to International Brotherhood of Teamsters*

**POINTS COVERED BY GEORGE TEDESCHI**

- I'm here today to urge the FCC to NOT be too quick to grant the Tribune's applications, this could violate FCC rules and policies.

- Section 310(d) of the FCC's rules forbids a broadcast licensee from giving third parties ultimate control over station personnel, programming, and finances. In other words, the owners of a station must be the ones who have ultimate management responsibility for the station. The Tribune-Zell transaction turns this requirement on its head:

  - The party controlling the Tribune, Sam Zell, would not own the Tribune. Although a trust established for the benefit of Mr. Zell's family would hold notes and warrants and would have the right to designate two of nine members of the Tribune's board, neither Mr. Zell nor his family trust would be owners of Tribune stock.

  - The owners of the Tribune would not control the Tribune. The ostensible owners would be the Tribune's employees, as beneficiaries of the Tribune ESOP Plan that would hold 100 percent of the Tribune's stock, but the employees

    - would have no role in the selection of the Tribune's directors, who establish company policy and appoint the officers who run the company.

    - would have no opportunity or ability to select the Tribune ESOP Plan trustee, who would vote the plan's Tribune stock, or to replace the trustee.

- This separation of ownership and management is UNPRECEDENTED and would set a new, and very low, standard for compliance with the Communications Act's public interest requirements, which are the basis for the localism and diversity principles in broadcasting.