

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	
Shareholders of Tribune Company, Transferors)	MB Docket No. 07-119
)	
and)	
)	
Sam Zell, <i>et al.</i> Transferees)	
)	
For Consent to the Transfer of Control of The Tribune Company)	
)	
and)	
)	
Applications for the Renewal of License of KTLA(TV), Los Angeles, California, <i>et al.</i>)	File Nos. BRCT-20060811ASH, <i>et al.</i>
)	

**JOINT OPPOSITION TO MOTION FOR LEAVE TO FILE SUPPLEMENT TO
PETITION FOR RECONSIDERATION AND OPPOSITION TO SUPPLEMENT TO
PETITION FOR RECONSIDERATION**

Tribune Company (“Tribune”), and 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”), by their undersigned counsel and pursuant to Section 1.106(g) of the Commission’s rules, 47 C.F.R. § 1.106(g), hereby jointly oppose the Motion for Leave to File Supplement to Petition for Reconsideration and the Supplement to Petition for Reconsideration (“Supplement”) filed by The Office of Communication of the United Church of Christ, Inc., Media Alliance, and Charles Benton (collectively, “Petitioners”).

On November 30, 2007, the Commission granted applications to transfer control of Tribune from its existing shareholders to the Transferees.¹ On December 31, 2007, Petitioners sought reconsideration of the *MO&O* (the “Petition”), challenging the Commission’s partial denial of standing and the grant of a “permanent” waiver for common ownership in Chicago. Tribune and the Transferees (the “Applicants”) separately opposed the Petition on January 15, 2008 (collectively, the “Oppositions”).² Petitioners now seek leave to file a Supplement regarding Tribune’s proposed sale of *Newsday*.³ Because Petitioners’ Motion and Supplement is irrelevant to their Petition and the underlying *MO&O*, the Motion should be denied or, if the Supplement is considered, summarily rejected in any order on reconsideration.

I. The Supplement Does Not Relate to the Petition.

The mere fact that Tribune has proposed to sell *Newsday* is not a new event or a changed circumstance that affects the arguments raised in the Petition, much less addresses the analysis of the Commission in the *MO&O*.⁴ As an initial matter, Petitioners did not provide any argument in their Petition regarding the temporary waiver granted to the Applicants for the ownership of *Newsday* in the New York DMA.⁵ Despite the fact that Petitioners had argued at length in their pleadings addressing the underlying applications -- to no successful effect in the *MO&O* -- that there were other potential buyers for Tribune’s properties in New York, Los

¹ *Shareholders of Tribune Company, Transferors, and Sam Zell, et al., Transferees*, Memorandum Opinion and Order, FCC 07-211 (rel. Nov. 30, 2007) (the “*MO&O*”).

² Tribune Company’s Opposition to Petition for Reconsideration, filed Jan. 15, 2008 (“Tribune’s Opposition”); Transferees’ Opposition to Petition for Reconsideration, filed Jan. 15, 2008 (“Transferees’ Opposition”).

³ See 47 C.F.R. § 1.106(f).

⁴ See 47 C.F.R. §§ 1.106(c), 1.106(b)(2).

⁵ As both Tribune and the Transferees noted in their Oppositions, Petitioners provided one sentence summary requests for reconsideration of those portions of the *MO&O* that dealt with the temporary waivers, and did not support these requests with any argument or fact that could form the basis for a proper request for reconsideration. Tribune’s Opposition, at n.3; Transferees’ Opposition, at 6.

Angeles and Hartford,⁶ the Petitioners did not make any timely argument in their Petition challenging the Commission's treatment of those arguments. Accordingly, Petitioners have not provided any basis for supplementing their Petition and their motion seeking acceptance of the Supplement should be denied.⁷

II. The Petitioner's Supplement is Irrelevant to the *MO&O*.

Even if the Supplement is entitled to consideration, it should be summarily dismissed because it is irrelevant to the *MO&O* and the waivers granted to the Applicants. The Applicants never claimed that bidders could not be found for *Newsday*, and they did not seek a waiver of the newspaper-broadcast cross-ownership rule ("NBCO Rule") based on any standard affected by such argument or fact. Instead, the Applicants sought a temporary waiver under the standard for interim waivers pending completion of rulemakings, which does not require any showing of financial hardship or inability to divest such property.⁸ Moreover, in granting temporary relief from the NBCO Rule in the *MO&O*, the Commission did not make any finding

⁶ Petition to Deny, filed June 11, 2007, at 23-25.

⁷ *21st Century Telesis Joint Venture and 21st Century Bidding Corporation For Facilities in the Broadband Personal Communications Services, Petition for Reconsideration*, 16 FCC Rcd. 17257, 17263-64 (2001) ("Given the statutory restrictions on our jurisdiction to hear petitions for reconsideration, we are not inclined to exercise our discretion to hear late-filed supplements when a petitioner offers no plausible explanation as to why supplemental arguments were not made in an initial petition.").

⁸ See, e.g., Application, FCC File No. BTCCT-20070501AEY, Transferees' Exhibit 18 at 12-15 (filed May 1, 2007) ("Transferees' Exhibit 18"). As discussed at length in the underlying application, the standard for such waivers was adopted during the Commission's first Biennial Review. See *1998 Biennial Regulatory Review*, Notice of Inquiry, 13 FCC Rcd. 11276, 11294 (1998) ("*Notice of Inquiry*"). Alternatively, Tribune and the Transferees demonstrated that they were entitled to similar relief under the fourth criterion of the NBCO Rule's waiver standard. Transferees' Exhibit 18 at 15. Neither standard requires a licensee to show that its properties are not saleable or that there is only a limited pool of potential buyers. Instead, the Commission is permitted to grant an "interim" waiver if the "public interest would be served by a grant" based in part on the protracted nature of the proceeding, the scope of the record and circumstances surrounding prospective relief, see *Notice of Inquiry*, 13 FCC Rcd. at 11294-95, or under the fourth criterion under the 1975 waiver standard "for whatever reason" if the "purposes of the rule would be disserved by divestitures" and the rule "would be better served by continuation of the current ownership pattern." 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, 1085 (1975); see also *MO&O* ¶ 23.

that suggested it believed Tribune could not find a buyer for *Newsday*.⁹ Petitioners' assertions that there were multiple bidders for *Newsday* and that *Newsday* can be sold to a third party therefore have no bearing on whether Tribune and the Transferees were entitled to the temporary waivers granted in the *MO&O*.¹⁰ To the contrary, the Applicants demonstrated, and the Commission agreed to a more limited extent, that the Transferees were entitled to temporary waivers of the NBCO Rule because the NBCO rulemaking process created substantial uncertainty as to whether divestitures ultimately would be required.¹¹

In granting temporary waivers of the NBCO Rule, and specifically in granting such a waiver for the common ownership of WPIX and *Newsday* in New York, the Commission determined that forced divestitures were inappropriate given the uncertainty created by the then-pending rulemaking and the anticipated litigation.¹² Whether or not there were potential bidders for Tribune's properties had no bearing on the Commission's grant of temporary waivers. The Supplement therefore provides no basis to reconsider the *MO&O*. To the extent that Tribune completes the sale of *Newsday*, the temporary relief provided by the Commission in New York obviously no longer will be necessary, but the possibility of such a sale is irrelevant to the appropriate nature of the grant of the temporary waiver.

⁹ In fact, the Commission's analysis did not make any such presumption regarding any other media property in the five cross-ownership markets for that matter, with the exception of WTXX(TV) in Waterbury, Connecticut.

¹⁰ While completely irrelevant even to Petitioners' own argument, the fact that Cablevision's offer reportedly exceeded those of News Corporation and Mortimer Zuckerman is hardly a sufficient basis on which to opine that *Newsday* was sold at a "premium price."

¹¹ See *MO&O* ¶¶ 34-36.

¹² *Id.*

CONCLUSION

For the reasons presented herein, in Tribune Company’s Opposition to the Petition for Reconsideration, and in the Transferees’ Opposition to the Petition for Reconsideration, the Petitioners’ Motion for Leave to File Supplement to Petition for Reconsideration and the Petition for Reconsideration should be denied.

Dated: June 3, 2008

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on June 3, 2008, I caused the foregoing document to be served by first class mail, postage pre-paid, on the following:

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