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ROSEMARY C. HAROLD

December 17, 2012

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Room TW-A325
Washington, DC 20554

Re: *Notice of Ex Parte Presentation, MB Dockets No. 09-182 and 07-294*

Dear Ms. Dortch:

Pursuant to Section 1.1206 of the Commission Rules, this is a notice of an ex parte presentation made in the above-referenced dockets. On December 13, 2012, Thomas Walker, a representative of the Mid-West Family Stations, David D. Oxenford of Wilkinson Barker Knauer, LLP, and the undersigned spoke by telephone with Elizabeth Andron and Lyle Elder, advisors to Chairman Julius Genachowski, concerning a limited issue in the media ownership proceeding. As we discussed, Mid-West Family believes that the Commission, in defining circumstances in which waivers of the ownership rules adopted by the FCC should be granted, needs to take into account situations where closely held companies pass their ownership interest, on the death or departure of individual owners, to others in the company on the basis of contract rights. Mid-West has argued in many ownership proceedings since the adoption of the 2003 multiple ownership rules that grandfathered combinations of radio stations should not be broken up when there is a transfer event in these kinds of ownership structures.

The Commission already has held that grandfathered combinations need not be broken up when a transfer of control of a broadcast licensee is caused by the death of an owner, and the owner's interests in the broadcast company pass to his or her heirs or estate. Mid-West believes that the Commission also should, in the case of closely held companies where the owners of the station are involved in their operations, waive divestiture obligations if the ownership interests are transferred not by will or intestacy, but instead by a contract obligating the owners to sell their stock back to the company or its shareholders on death or disassociation with the stations.

Marlene H. Dortch
December 17, 2012
Page 2

The five companies that make up the Mid-West Family stations provide an example of a situation where this issue arises.¹ Shares in these companies are sold only to employees and others directly involved in the operations of the stations. If a shareholder dies or leaves the company, his or her stock is required, by shareholders' agreements signed by each shareholder, to be sold b8 -1. -2s.6I Td-2(nvolk-2(oye)-)3(a)-1(t)-21(hi)-7(i)-1()-1(t)-2y. E and

Marlene H. Dortch
December 17, 2012
Page 3

defined markets, new grandfathering situations can arise. For example, questions may emerge when Arbitron creates and begins to measure new markets in areas where ownership considerations are now based on contour overlaps, or where Arbitron changes the counties that are included in an Arbitron market. It is important that the FCC recognize this situation, and therefore Mid-West Family asks the Commission to explicitly recognize that a waiver is appropriate in circumstances such as that set out above.

Mid-West Family provided a suggestion for language to be included in the upcoming multiple ownership order. A copy of that draft language is attached.

A copy of this notice is being submitted in the relevant dockets. Should there be any questions concerning this matter, please contact the undersigned.

Respectfully submitted,

_____/s/_____
Rosemary C. Harold

Attachment