

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Applications of)	MB Docket No. 13-190
)	
Local TV Holdings, LLC,)	BTCCDT-20130715AGP
)	BTCCDT-20130715AGQ
and)	BTCCDT-20130715AGR
)	
Dreamcatcher Broadcasting, LLC)	
)	
For Consent to Transfer Control of Certain)	
Licensee Subsidiaries of Local TV Holdings, LLC)	

**OPPOSITION OF TRIBUNE BROADCASTING COMPANY II, LLC
TO APPLICATION FOR REVIEW**

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February 21, 2014

SUMMARY

Pursuant to a Memorandum Opinion and Order released on December 20, 2013, and File Nos. BTCCDT-20130715AGP, *et al.*, Dreamcatcher Broadcasting, LLC (“Dreamcatcher”) acquired three television stations formerly owned by subsidiaries of Local TV Holdings, LLC. Tribune Broadcasting Company II, LLC (“Tribune”) and Dreamcatcher entered into contractual arrangements pursuant to which Tribune provides certain operational and business services to the Dreamcatcher stations. Tribune has no involvement in the sale of advertising time on, and does not provide any news programming to, the stations.

The Media Bureau approved the transaction, correctly concluding that the arrangements do not afford Tribune an attributable level of influence over the Dreamcatcher stations under the Commission’s established attribution standards and precedent. Because Tribune does not have an attributable interest in the Dreamcatcher stations, the transaction does not implicate any of the Commission’s structural ownership limitations, including the Newspaper Broadcast Cross Ownership Rule.

The Review Application does not identify any error in the Media Bureau’s analysis. It does not adduce any fact that would cause Tribune to be deemed to have an attributable interest in the Dreamcatcher stations. Indeed, the Review Application does not address the transaction at all, except to offer a rehash of arguments the Media Bureau already considered and properly rejected variously as inaccurate, irrelevant or speculative. Instead, and in an apparent concession that the Commission’s attribution standards permit the business arrangements under review, Free Press has asked the Commission to adopt *new* attribution standards that would prohibit them. As it has done in prior cases, the Commission should forcefully reject this attempt to end run the Commission’s processes. The Application for Review should be dismissed or denied.

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**OPPOSITION OF TRIBUNE BROADCASTING COMPANY II, LLC
TO APPLICATION FOR REVIEW**

Tribune Broadcasting Company II, LLC (together with its affiliates, “Tribune”) hereby opposes the Application for Review filed by Free Press¹ seeking the reversal of the Media Bureau’s decision granting the captioned applications.² The applications were properly granted, as they are fully consistent with the established attribution standards and the Commission’s rules and precedents.

In the Review Application, Free Press mischaracterizes the attribution standards applicable to the media multiple and cross-ownership rules and utterly fails to demonstrate that the transaction violates the Commission’s structural rules. Unable to establish that the transaction implicates novel legal issues, and failing to offer any evidence that the transaction

¹ Application for Review, MB Docket No. 13-190 (filed Jan. 22, 2014) (“Review Application”). This Opposition is timely filed pursuant to a Joint Motion for Extension of Time filed by Tribune and Dreamcatcher Broadcasting, LLC (“Dreamcatcher”), on February 3, 2014.

² *Local TV Holdings, LLC, et al.*, MB Docket No. 13-190, Memorandum Opinion and Order, DA 13-2422 (MB Dec. 20, 2013) (“Bureau Order”).

violates the Commission's structural ownership rules, Free Press instead contends that the Commission should establish entirely new attribution standards for shared services agreements ("SSAs"). The appropriate forum for such arguments is a rulemaking proceeding, not the review of a particular transaction. The Commission therefore should dismiss or deny the Application for Review.

BACKGROUND

Pursuant to a June 29, 2013, Securities Purchase Agreement (the "SPA"), Tribune and Local TV Holdings, LLC (together with its affiliates, "Local TV"), jointly filed multiple applications (the "Tribune Applications") seeking Commission consent to a transaction pursuant to which Tribune proposed to acquire from Local TV sixteen full power television stations (plus a full power "satellite" station), in fourteen markets. *See* File Nos. BTCCDT-20130715AER, *et al.*, and MB Docket No. 13-190. The Tribune Applications were unopposed.

Concurrently, pursuant to a permitted assignment of certain of Tribune's rights and obligations under the SPA and a July 15, 2013, Asset Purchase Agreement among Dreamcatcher, Local TV and Tribune, Dreamcatcher proposed to acquire three Local TV stations in two markets where Tribune currently has newspaper interests.³ *See* File Nos. BTCCDT-20130715AGP, AGR and MB Docket No. 13-190 (the "Dreamcatcher Applications") As explained in the Dreamcatcher Applications, Tribune and Dreamcatcher proposed to enter into

³ The Dreamcatcher Stations are WTKR(TV), Norfolk, Virginia, and WGNT(TV), Portsmouth, Virginia, both located in the Norfolk-Portsmouth-Newport News DMA; and WNEP-TV, Scranton, Pennsylvania, located in the Wilkes Barre-Scranton DMA. We note for the record that on December 9, 2013, Tribune commenced a process that will culminate in the spin-off of its publishing assets to an independent, publicly-traded company, Tribune Publishing Company. *See* Tribune Publishing Company, SEC Form 10 (General Form for Registration of Securities) filed Dec. 9, 2013, as amended on Feb. 12, 2014. Upon completion of that process, Tribune's current publishing and broadcasting businesses will be separately owned, each with its own board of directors and management

substantively identical shared services agreements relating to the Virginia stations and WNEP pursuant to which Tribune would provide certain operational and business services and have a contingent right to deliver a limited amount of programming to Dreamcatcher in connection with its operation of the Stations. Tribune did not propose to provide any advertising sales services to Dreamcatcher or the Stations. Free Press opposed the Dreamcatcher Applications.⁴

The Tribune Applications and the Dreamcatcher Applications were granted pursuant to the *Bureau Order* on December 20, 2013. The transactions were consummated on December 27, 2013.

ARGUMENT

The Dreamcatcher Applications fully comply with the structural ownership rules. Tribune does not have an attributable interest in the Dreamcatcher Stations under the Commission's established attribution standards. Indeed, the relationship between Dreamcatcher and Tribune is well within the bounds of even the most stringent criteria applicable to shared services agreements. Under the SSAs, Tribune provides Dreamcatcher with back-office services and *may* provide a limited amount of programming — no more than 15 percent per week — while having *no* involvement in the Dreamcatcher Stations' advertising sales. Limited arrangements of this sort are not attributable under the Rules and applicable precedent, and these

⁴ Although the Review Application is styled as a challenge to the entire *Bureau Order*, the underlying Petition to Deny objected only to the Dreamcatcher Applications. *See* Petition to Deny, MB Docket No. 13-190, at 1 (filed Aug. 19, 2013). Because Free Press declined to participate in the consideration of the Tribune Applications below, it has no standing to challenge them at this stage. *See* 47 C.F.R. § 1.115(a). To the extent the Review Application purports to seek reversal of the grant of the Tribune Applications, it should be dismissed without consideration.

Tribune notes that, because Free Press failed to establish standing to object to the transfer of control of WNEP-TV, it was treated as an informal objector with respect to that application. *See Bureau Order* at ¶ 8. Free Press does not challenge the Bureau's standing analysis. *See* Review Application at 6 n.22. Accordingly, Free Press cannot seek review of the Bureau's grant of the WNEP application. *See Sagittarius Broad. Corp.*, 18 FCC Rcd 22551, 22555 (2003) ("An informal objector may appropriately bring an initial challenge to an application filed by a distant station," but "such persons lack standing to seek redress beyond the initial staff decision.").

arrangements therefore do not implicate any of the structural ownership limitations.⁵

Accordingly, the Media Bureau properly granted the Dreamcatcher Applications.

The Review Application fails to identify any error in the Media Bureau's analysis of the Dreamcatcher Applications under the Commission's attribution rules and precedents. It barely addresses the specifics of the transaction. Rather, and in an apparent concession that the Commission's existing attribution standards permit the business arrangements under review, Free Press wants the Commission to adopt *new* attribution standards that would prohibit them. This is not the appropriate forum for considering whether new or modified attribution standards are either necessary or appropriate; the Commission's pending 2010 Quadrennial Review proceeding,⁶ in which Free Press and allied organizations have played an active role,⁷ is. Because the Dreamcatcher Applications raise no novel issues under the existing attribution standards or ownership rules, the Review Application should be dismissed or denied.

I. THE ARRANGEMENTS BETWEEN TRIBUNE AND DREAMCATCHER DO NOT PRESENT A NOVEL QUESTION UNDER THE COMMISSION'S ATTRIBUTION STANDARDS OR MEDIA OWNERSHIP RULES.

Claims by Free Press that the Dreamcatcher transaction presents a novel question of law rest on a fundamental misapprehension of the interplay between the Commission's media

⁵ See 47 C.F.R. § 73.3555 Note 2(j) and (k); *SagamoreHill of Corpus Christi Licenses, LLC*, 25 FCC Rcd 2809, 2814 (Media Bureau 2010) (shared services agreement involving back-office support and newscasts that do not exceed 15 percent of weekly programming is non-attributable); *Nexstar Broadcasting, Inc.*, 23 FCC Rcd at 2813 (operating arrangement involving delivered content accounting for less than 15 percent of station's weekly programming is non-attributable).

⁶ See *2010 Quadrennial Regulatory Review -- Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, Notice of Proposed Rulemaking, 26 FCC Rcd at 17489, at 17564-70 (2011) ("2010 Quadrennial Review NPRM").

⁷ See, e.g., Comments of Office of Communication of United Church of Christ, *et al.*, MB Docket Nos. 09-182 and 07-294 (March 5, 2012) (proposing seven-factor test for attribution of shared services agreements under Section 73.3555 of the Rules); Comments of Free Press, MB Docket Nos. 09-182 and 07-294 (March 5, 2012) (endorsing United Church of Christ, *et al.*, attribution proposal).

attribution standards and structural ownership rules. Free Press asserts that “the Commission has not yet addressed whether the newspaper-broadcast cross-ownership rule may legally be circumvented by a sharing arrangement.”⁸ On the contrary, the Commission *has* promulgated a unified set of attribution standards applicable to *all* of its media ownership rules, including the Newspaper Broadcast Cross Ownership (“NBCO”) Rule.⁹

The attribution standards delineate which financial, positional, contractual or other interests must be taken into account in applying the media ownership rules by identifying interests “that confer on their holders a degree of ‘influence or control such that the holders have a realistic potential to affect the programming decisions of licensees or other core operating functions.’”¹⁰ Accordingly, as with any of the structural ownership rules, whether a particular ownership interest or relationship will give rise to a prohibited television-newspaper combination depends on whether that interest is cognizable under the attribution standards. Contrary to Free Press’s insistence, structuring a transaction that is not attributable does not connote a “circumvention” or “evasion” of the rules. The attribution standards were promulgated precisely in order to provide certainty and predictability for applicants in structuring transactions -- and for the Commission itself in reviewing proposed transactions.¹¹

⁸ Review Application at 1.

⁹ See 47 C.F.R. § 73.3555, Note 2.

¹⁰ 2010 Quadrennial Review NPRM, 26 FCC Rcd at 17564 (quoting *Review of the Commission’s Regulations Governing Attribution of Broadcast and Cable/MDS Interests*, MM Docket No. 94-150, Report and Order, 14 FCC Rcd 12559, 12560, ¶ 1 (1999) (“1999 Attribution Order”), *recon. granted in part*, Memorandum Opinion and Order on Reconsideration, 16 FCC Rcd 1097 (2001), *stayed*, Order, 16 FCC Rcd 22310 (2001)).

¹¹ See, e.g., *Review of the Commission’s Regulations Governing Attribution of Broadcast and Cable/MDS Interests*, Report and Order, 14 FCC Rcd 12559, 12562-63 (1999) (in adopting bright-line attribution standards, the Commission sought to ensure that its rules “are clear to our broadcast regulatees, provide reasonable certainty and predictability to allow transactions to be planned, ensure ease of processing, and provide for the reporting of all the information we need in order to make our public interest finding with respect to broadcast applications” (internal quotations omitted)). See also *id.* at 12581 (a bright-line attribution standard is preferable to an “*ad hoc* approach,” (continued...))

A. The Dreamcatcher Agreements are Not Cognizable Under the Attribution Standards Applicable to Shared Services Agreements.

The attribution criteria set out in the detailed notes to Section 73.3555 of the Rules establish bright-line standards for assessing whether a party's influence or control over a station should be treated as ownership of the station for purposes of the Commission's structural media ownership rules. Under these standards, the Dreamcatcher SSAs do not provide Tribune with an attributable level of influence over the Dreamcatcher Stations.

With respect to in-market service sharing arrangements, the Commission has determined that a 15 percent threshold for television or radio station programming services, and a 15 percent threshold for radio station advertising sales services, is "the level of control or influence that would realistically allow holders of such influence to affect core operating functions of a station, and give them an incentive to do so."¹² Below those levels, service sharing arrangements are presumptively non-attributable, irrespective of the back-office, technical or operational functions they entail. The standards reflect the Commission's careful balancing of the dual policy objectives of ensuring diversity of voices while, at the same time, enabling media companies to raise capital effectively.¹³ The Dreamcatcher SSAs were deliberately structured to stay well within these established bounds — and the record reflects

which "might lead to complicated interpretation and processing difficulties and would likely add uncertainty to resolution of attribution cases").

¹² *2002 Biennial Regulatory Review -- Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, Report and Order and Notice of Proposed Rulemaking, 18 FCC Rcd 13620, 13745-46 (2003); *see also Review of the Commission's Regulations Governing Attribution of Broadcast and Cable/MDS Interests*, Report and Order, FCC 99-207 (1999) at ¶ 83 (adopting 15 percent programming benchmark for attribution of television time brokerage agreements).

¹³ *1999 Attribution Order*, 14 FCC Rcd at 12562-63.

that they do. Indeed, under the Dreamcatcher SSAs Tribune does not produce any news programming or engage in any advertising sales for any of the Dreamcatcher stations.¹⁴

Free Press's opposition to the Dreamcatcher Applications is grounded not in the specifics of the Dreamcatcher transaction or in the purportedly "novel" application of the attribution standards to the facts of the case, but rather in its policy-based objection to the non-attribution of in-market cooperative arrangements involving *de minimis* amounts of programming or advertising sales.¹⁵ Free Press does not point to a single feature of the Dreamcatcher SSAs in support of its objections. Instead, it relies on *ad hominem* attacks on Dreamcatcher's principal, supposed facts at issue in other, unrelated adjudicatory proceedings that it believes were wrongly decided¹⁶ and a study purporting to document the public interest harms of "news sharing," which is not a feature of the Dreamcatcher SSAs.

B. The Media Bureau Properly Applied the Attribution Standards in Granting the Dreamcatcher Applications.

Free Press's objections to the attribution standards and to the way the Bureau has applied them are without merit. The determination of whether a licensee ultimately exercises effective, independent control over core station operations derives not only from Bureau

¹⁴ The Commission has under consideration a proposal to subject television station advertising sales services agreements to the 15 percent weekly sales attribution threshold applicable to radio stations. *See Rules and Policies Concerning Attribution of Joint Sales Agreements in Local Television Markets*, Notice of Proposed Rulemaking, FCC 04-173 (rel. Aug. 2, 2004). Because the Dreamcatcher SSAs do not entail the provision of advertising sales services by Tribune, they would not be affected by adoption of this proposal.

¹⁵ *See* 47 C.F.R. § 73.3555, Note 2(j)-(k).

¹⁶ Much of the Review Application is given over to a discussion of the facts of unrelated cases that Free Press appears to believe support its view that the current attribution standards should be modified. *See* Section II below.

precedents but also from a long, well-established line of Commission-level decisions.¹⁷ Here, the Bureau correctly concluded that the provisions of the Dreamcatcher SSAs are well within the precedents governing non-attributable services arrangements.¹⁸

In its Review Application, Free Press asserts that an extensive line of Bureau precedents creates no more reliance interest than informal “staff advice.”¹⁹ This is nonsense. Bureau decisions issued under delegated authority have “the same force and effect . . . as actions of the Commission” unless and until they are overturned on review.²⁰ As Free Press concedes, none of the Bureau’s decisions regarding SSAs has been overturned by the Commission.²¹ Accordingly, and appropriately, broadcasters such as Tribune, Dreamcatcher, and others have justifiably relied on the attribution standards as interpreted and applied by the Bureau’s orders.

C. The Media Bureau Engaged in a Thorough, “Totality of Circumstances” Review and Properly Granted the Dreamcatcher Applications.

The Bureau fully considered all the terms of the Dreamcatcher SSAs in its review, and properly granted the Dreamcatcher Applications. Free Press, relying on the Commission’s *Ackerley* decision,²² accuses the Bureau of considering individual SSA provisions in isolation

¹⁷ See, e.g., *Secret Communications II, LLC*, Memorandum Opinion and Order, 18 FCC Rcd 9139, 9145 (2003); *Shareholders of Hispanic Broadcasting Corp.*, Memorandum Opinion and Order, 18 FCC Rcd 18834, 18843 (2003); *Stereo Broadcasters, Inc.*, Decision, 87 F.C.C. 2d 87, 95 (1981).

¹⁸ *Bureau Order* at ¶ 16.

¹⁹ Review Application at 15.

²⁰ 47 C.F.R. §§ 0.203(b), 1.115.

²¹ Review Application at 3.

²² Review Application at 11.

rather than evaluating “the cumulative effect of the transaction.”²³ That simply is not the case with the Dreamcatcher Applications.

The Bureau fully considered all of the terms of the Dreamcatcher SSAs. It also considered the additional “facts” alleged by Free Press, such as Dreamcatcher principal Ed Wilson’s former affiliation with Tribune, the timing of Dreamcatcher’s formation, and Tribune’s supposed intention to exercise control over functions explicitly excluded from the SSA. The Bureau properly concluded that these allegations, at best, were irrelevant or inaccurate and, at worst, were mere speculation or surmise unsupported by extrinsic evidence.²⁴ Free Press has failed to present any credible evidence that the substance of the services arrangements, in context, would give Tribune an attributable interest in the Dreamcatcher Stations.

D. The Media Bureau Engaged in an Appropriate Public Interest Analysis and Correctly Granted the Dreamcatcher Applications.

Free Press asserts that the Bureau unlawfully failed to conduct a public interest analysis of whether the transaction, though compliant with the Act and applicable rules, “would ‘result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes.’”²⁵ Here, too, Free Press misstates the applicable legal standard in an effort to discredit the *Bureau Order*.

²³ See *Shareholders of Ackerley Group, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 10828, 10839-41 (2002) (finding that time brokerage and joint sales agreements at issue, in combination with service provider’s admitted involvement in programming decisions outside the TBA, rendered the TBA’s nominal 15 percent limitation on programming insufficient to avoid attribution).

²⁴ *Bureau Order* at ¶¶ 15-16. See also *Secret Communications II*, 18 FCC Rcd at 9149 (allegations based on station website’s reference to service provider “are speculative and inadequate to raise a substantial and material question of fact concerning abdication of control by” licensee).

²⁵ Review Application at 9-10 (quoting *Bureau Order* at ¶ 9) (alteration in Review Application).

In the context of assignments and transfers of control, “the Commission has incorporated the consideration of [public interest] issues into its application process.”²⁶

Accordingly, the Commission’s consent to a completed application — at either the Bureau or Commission level — in conjunction with its discussion of any specific issues raised in objections or petitions to deny, “provide a sufficient articulation of the grounds for the Commission’s decision” under Section 310(d) of the Act.²⁷ Here, the Bureau properly considered the application and addressed the issues raised by the Petition to Deny. Nothing further was or is required.

II. THIS PROCEEDING IS NOT THE PROPER FORUM IN WHICH TO ADOPT NEW ATTRIBUTION STANDARDS FOR SHARED SERVICES AGREEMENTS.

Free Press has little interest in the specifics of the transaction at issue, and instead bootstraps a baseless and half-hearted objection to the Dreamcatcher SSAs in order to promote broad changes to the existing attribution standards. As noted above, most of the Review Application is devoted to criticizing the Bureau’s approval of sharing arrangements in other transactions and to cataloguing the supposedly deleterious effects of sharing arrangements on the media landscape.²⁸ The Review Application devotes barely a page of text to a discussion of the terms of the Dreamcatcher transaction itself,²⁹ yet nonetheless asserts that the transaction “would

²⁶ *Committee to Save WEAM v. FCC*, 808 F.2d 113, 118 (D.C. Cir. 1988).

²⁷ *See id.*

²⁸ *See, e.g.*, Review Application at 3-4 (detailing criticisms of transactions at issue in *Malara Broadcast Group of Duluth Licensee, LLC*, Letter, 19 FCC Rcd 24070 (MB 2004), and *KHNL/KGMB License Subsidiary, LLC*, Memorandum Opinion and Order, 26 FCC Rcd 16087, 16095 (MB 2011); *id.* at 5-6 (discussing general industry trends regarding sharing arrangements and mergers); *id.* at 12-13 (summarizing two studies by Danilo Yanich on sharing arrangements).

²⁹ *See* Review Application at 6-7, 11-12. The Review Application alleges that “Tribune entered into various sharing arrangements (including Shared Service Agreements)” with Dreamcatcher. Review Application at 6. This is incorrect. The only sharing arrangements involved in the transaction are the two substantively identical SSAs.

result in reduced competition and localism, as well as a loss of diversity of news sources,” because Tribune supposedly will maintain “significant control of” Dreamcatcher.³⁰

Like the Petition to Deny, the Review Application fails to support this prediction with any credible evidence, relying instead on speculation, surmise and innuendo:

- The Review Application argues that programming provided by Tribune under either SSA “*could* constitute the station’s entire local news programming.”³¹ In fact, Tribune is not providing any news programming under the SSAs.
- The Review Application notes that Tribune will provide “back-office and payroll support” and “assistance with distribution matters,”³² but wisely makes no serious attempt to claim or demonstrate that these routine services — alone or as part of the overall transaction — would have any effect on competition, localism or program diversity.
- Like the Petition to Deny, the Review Application notes that (1) Dreamcatcher acquired the Stations from Tribune, rather than from Local TV directly, and (2) Ed Wilson, Dreamcatcher’s principal, was a Tribune executive more than three years ago, and alleges that these unremarkable facts “create[] serious doubts as to who truly controls Dreamcatcher.”³³ The Bureau correctly concluded that these factors, unaccompanied by any extrinsic evidence of undue influence or control by Tribune, do not give rise to attribution.³⁴
- The Review Application states that Tribune “controls all technical, promotional, and marketing services.”³⁵ In fact, and leaving aside whether these activities affect control over core station functions, all such services are carried out by Tribune employees acting under Dreamcatcher’s supervision. Free Press has presented no evidence to

³⁰ Review Application at 11.

³¹ Review Application at 11 (emphasis added).

³² Review Application at 7.

³³ *Id.* at 11-12.

³⁴ *Bureau Order* at ¶¶ 13 n.49, 15-16.

³⁵ Review Application at 11.

the contrary. As noted above, the SSAs by their terms provide that Dreamcatcher conducts and manages its own advertising sales.³⁶

Free Press's goal is to effect changes in the Commission's attribution standards, not to raise any meaningful issue relating to this particular transaction's compliance with those standards. The Commission has forcefully rejected such attempts to end run the rulemaking process in the past and should do so again here. In *Hispanic Broadcasting Corporation*, the National Hispanic Policy Institute filed a petition to deny applications to transfer control of licensee subsidiaries from HBC to Univision Communications Inc., arguing that the proposed ownership structure, though facially compliant with the ownership rules, actually would be a "sham."³⁷ The Commission denied the petition, in part because it viewed the petition as a veiled attempt to effect broad changes to the attribution rules:

Rather than applying the [Equity Debt Plus] attribution standard in this case, NHPI appears to argue that EDP is inadequate as both a measure of Clear Channel's current influence over HBC and its potential influence over Univision. We disagree. The Commission created the EDP attribution standard to address the kind of influence alleged here, namely, multiple contractual arrangements and relationships that confer a cognizable level of influence for purposes of our multiple and cross-ownership rules. To the extent that NHPI argues that we should disregard or alter our EDP Rule in this case, we decline to do so. It has long been Commission practice to make decisions that "alter fundamental components of broadly applicable regulatory schemes in the context of rule making proceedings, not adjudications."³⁸

This reasoning demonstrates the impropriety of Free Press's procedural maneuver here. Tribune's role as service provider under the Dreamcatcher SSAs is non-attributable under the Commission standards that determine whether certain contractual arrangements confer a

³⁶ See Shared Services Agreement at §§ 3.3, 6, 6.2.

³⁷ *Hispanic Broadcasting Corp.*, Memorandum Opinion and Order, 18 FCC Rcd 18834, 18840 (2003).

³⁸ *Id.* at 18841 (footnote omitted) (quoting *Sunburst Media, L.P.*, 17 FCC Rcd 1366, 1368 (2002)).

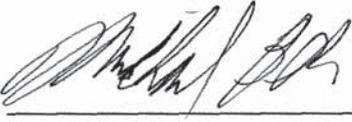
cognizable level of influence for purposes of applying the multiple and cross-ownership rules. Free Press has failed to demonstrate otherwise. Like NHPI, Free Press believes the existing standards are inadequate. But the appropriate means of addressing its concerns is through rulemaking, not on an *ad hoc* basis in analyzing a particular transaction.

CONCLUSION

Free Press is dissatisfied with the Commission's attribution standards. But it has failed to identify any error in the Media Bureau's application of those standards to the facts of this case, nor has it presented any other basis on which to conclude that the Dreamcatcher Applications contravene the Act, the Rules, or the public interest. Accordingly, the Application for Review should be dismissed or denied.

Respectfully submitted,

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February 21, 2014

DECLARATION OF LARRY WERT

I, Larry Wert, do hereby declare under penalty of perjury:

1. I am President of Tribune Broadcasting Company II, LLC.
2. I have read the foregoing Opposition to Application for Review, and the facts stated therein, of which the Federal Communications Commission may not take official notice, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.


Larry Wert

Dated: February 21, 2014

CERTIFICATE OF SERVICE

I, Jean Weeks, a secretary at Covington & Burling LLP, hereby certify that on this 21st day of February, 2014, I caused a copy of this Opposition to Application for Review to be served by U.S. First Class mail, postage prepaid, upon the following:

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