

**DISSENTING STATEMENT OF  
COMMISSIONER JONATHAN S. ADELSTEIN**

Re: *Applications of Shareholders of Tribune Company, Transferors and Sam Zell, et al., 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, et al.*

Pursuant to Sections 214(a) and 310(d) of the Act, the fundamental standard of review of a transfer of control by the Commission is whether the proposed transfer will serve the public interest, convenience, and necessity. Faced with any merger, it is our obligation to analyze the record evidence and determine whether the public will be served better by the transaction being approved or being denied, and what conditions, if any, may be necessary to mitigate harms to consumers. The box being checked off by the majority for Today's order reads "None of the above." Instead, today's order is a regulatory hostage taking -- a desperate maneuver to use the Tribune transaction as a human shield, while the Commission marches down the treacherous path toward greater media consolidation. Notwithstanding congressional rebuke and widespread public opposition, this Commission is determined to use any conceivable ploy to achieve its misguided goals.

The ploy in today's order involves "denying" the requested waivers of the cross ownership rules, with the exception of one market - Chicago - where a permanent waiver is granted. In a feat of rare regulatory contortionism, the majority grants the applicants a two-year waiver of any revised cross ownership rules for the New York, Los Angeles, Miami and Hartford markets *if "the Commission adopts a revised NBCO [newspaper broadcast cross ownership] rule before January 1, 2008."* For safe measure, the item also ties any appeal of this order by Tribune to the media ownership proceeding under review by granting a waiver of our media ownership rules until the longer of six months post any litigation or two years.

While I disagree with the final decision in this case, I am more disappointed with the majority's disregard for Commission precedent and legacy. A simple two-year waiver would have accomplished the goals of the majority and the applicants. But instead, the Order employs certain novel, ill-advised and back-breaking legal gymnastics that will surely leave observers with their heads spinning.