801. generally

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March 4, 1998

Joseph G. Krauss, Esquire
Assistant Director for Premerger Notification
Bureau of Competition
Federal Trade Commission
Washington, D.C. 20580

> Re: *Hart-Scott-Rodino Act treatment of acquisitions and divestitures of
> broadcasting properties by ████████████████████████ and its
> parent,* ██████████████████████

Dear Joe:

The purpose of this letter is to request your concurrence in the continuation of a procedure under which acquisitions and divestitures by ████████████████████ have been reported under the Hart-Scott-Rodino Act ("HSR Act") by ██ and its parent, ████████████████████ This procedure is outlined in my letter to John Sipple dated February 18, 1993, a copy of which is enclosed.

advised by a group of counselors who are appointed by the ████████ and the ████████ and counselors are collectively referred to as "█████████

██████conducts all of the commercial radio and television broadcasting operations of the ████████ For several reasons, the licenses to the broadcast properties owned by the ████th and

arrangement that we proposed back in 1993, and that John accepted, characterizes any reportable transfers of licenses and operating assets as being undertaken by ███ alone. My letter to John explains the details of how that is reflected on the HSR Act Notification and Report Form.

As part of a recent restructuring of ███████, a newly-created trust (called the ████

trusts is controlled by ███████████ which has the power to appoint and remove the trustees. Under this reorganization, the ██████████████ exercises ultimate control over both ████ and █████ just as he did prior to the creation of the two new trusts.

Since this reorganization does not result in any change of control of either ██████████ we would propose to continue to adhere to the procedures outlined in my letter of February 18, 1993. Please let me know whether this is acceptable, and please feel free to call me if you should have any questions about the reorganization.

Thanks very much for your help.

Sincerely yours,

Enclosure

3/12/98

Confirmed w/ writer that same procedure should be followed; namely that ████ does not have to file, but filing may be made by ████ and ████.

JGKrauss