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March 28, 2001

VIA HAND DELIVERY

Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: *Ex Parte Communication*: DA 00-2246
Fox Television Stations, Inc. Application for Assignment of Broadcast
Licenses and Assets of Chris-Craft Industries, Inc.
File Nos. BALCT-20000918ABB-ABD; BALCT-20000918ABF-ABS;
BALCT-20000918ABU-ASBZ; BALCT-20000918ACA-ACE

Dear Ms. Salas:

On Tuesday, March 27, 2001, Angela Campbell, Christopher Day and Jennifer Mercer of the Institute for Public Representation spoke with Commissioner Susan Ness and David Goodfriend of the Commissioner's legal staff and Susan Eid of Chairman Michael Powell's staff on behalf of the Office of Communication, Inc. of the United Church of Christ, Academy of Latino Leaders in Action, Black Citizens for a Fair Media, Center for Media Education, Consumer Federation of America, Consumers Union, New York Metropolitan Association of the United Church of Christ, Rainbow/PUSH Coalition, and Valley Community Access Television ("Petitioners"), regarding the above-referenced proceeding.

During the meetings, Petitioners' counsel discussed issues of concern with regard to Fox Television Stations, Inc.'s ("Fox") application. First, Petitioners' counsel discussed concerns regarding Fox's factual showings with regard to the Newspaper/Broadcast Cross-Ownership rule. In particular, Petitioners' counsel expressed concern that Fox has failed to make the factual showing required under applicable Commission precedent. Second, Petitioners' counsel

Magalie Roman Salas

March 28, 2001

Page 2

discussed Fox's lack of responsiveness to Commission requests for information. In particular, Petitioners' counsel detailed Fox's failure to provide complete information regarding its level of foreign ownership. Third, Petitioners' counsel pointed out Fox's failure to respond to the Commission's request to view Hart-Scott-Rodino ("HSR") documents currently at the U.S. Department of Justice ("DOJ"). Petitioners' counsel also detailed the fact that they have neither received nor reviewed a copy of any letter from DOJ stating that the HSR review of this transaction has been completed. Finally, Petitioners' counsel discussed concerns that Fox had failed to adequately respond to the Commission's request for further evidence showing that the transaction is in the public interest.

A chart summarizing some of the above-referenced issues were distributed at the meeting. A copy of this chart is attached to this letter.

In compliance with the Commission's rules regarding ex parte communications, an original and one (1) copy of this letter is being filed with the Commission. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,



Christopher R. Day
Angela J. Campbell

Counsel to the Petitioners

cc: Commissioner Susan Ness
David Goodfriend
Susan Eid
David Roberts, MMB
David Brown, MMB
James R. Bird, OGC
International Transcription Services, Inc.
John C. Quale
William S. Reyner, Jr.
Marvin J. Diamond

**LEGAL PROBLEMS IN FOX'S APPLICATION TO
ACQUIRE THE LICENSES AND BROADCAST ASSETS OF
CHRIS-CRAFT INDUSTRIES**

Angela J. Campbell
Christopher R. Day
Jennifer L. Mercer

Institute for Public Representation
Georgetown University Law Center

March 27, 2001

NEWSPAPER/BROADCAST CROSS-OWNERSHIP

FACTORS SUPPORTING PERMANENT WAIVERS	FOX'S SHOWING
<p>1. Unsuccessful efforts to sell the media entity to be acquired.</p> <p>a. In all previous permanent waiver cases detailed evidence of efforts to sell the entity to be acquired have been presented.</p>	<p>Neither Fox nor Chris-Craft have presented information suggesting that WWOR cannot be sold. Media reports indicate that a sale of WWOR would be highly lucrative. Similarly, there is no indication that the <i>New York Post</i> cannot be sold.</p>
<p>2. Financially troubled status of the media entity to be acquired.</p> <p>a. In all previous cases audited financial information, including tax returns, was presented to prove that the entity was on its "deathbed."</p> <p>b. In the 1993 WNYW/<i>Post</i> waiver case, such evidence was not required because the <i>Post</i> was in bankruptcy.</p>	<p>WWOR is a highly successful VHF station.</p> <p>In response to a Commission request for financial information on the <i>Post</i>, Fox failed to submit tax returns or any audited financial information.</p> <p>Furthermore, the one line of confidential information supplied by Fox does not rise to the level required in <i>all</i> earlier cases.</p>
<p>3. Common ownership limited to one newspaper and one AM station (as in <i>Columbia Montour</i> and <i>Kortes Comm.</i>)</p> <p>a. All previous permanent waiver cases involved <i>one</i> radio or television station and <i>one</i> daily newspaper.</p>	<p>Fox seeks a waiver to hold <i>two</i> large VHF television stations along with a daily newspaper.</p>
<p>4. High level of media diversity in the market.</p> <p>a. The FCC has never found that media diversity in and of itself is sufficient to allow a waiver.</p>	<p>Unlike the 1993 waiver case, Fox fails to present an extraordinary and compelling reason as to why a second permanent waiver is advisable here. Media diversity in and of itself has never been an extraordinary and compelling reason.</p>
<p>5. Entity to be acquired not a significant competitive force.</p>	<p>WWOR is one of the top 6 television stations in the New York market. In addition, Fox fails to prove that the <i>Post</i> is not a competitive force. To the contrary, Fox's information reveals an increasingly viable newspaper.</p>
<p>6. Proposed combination is unlikely to have an adverse effect on competition.</p>	<p>Fox fails to show how combined ownership of two large VHF stations in New York, in addition to a large daily newspaper, are unlikely to have an adverse effect on competition.</p>

OTHER INFORMATION REQUESTED BY THE COMMISSION

REQUEST FROM THE COMMISSION	RESPONSE FROM FOX
<p>Foreign Ownership</p> <p>1. "[P]rovide information that details the level of foreign investment and control in Newco, FEG and their parent companies."</p>	<p>1. Fox failed to provide the Commission with information on:</p> <ul style="list-style-type: none">a. Citizenship of the outside investors of FEG (Newco's parent company).b. Ownership of News Corp. Fox included a small footnote in its amended application stating that Mr. Murdoch controls 20%-30% of News Corp. However, Mr. Murdoch is not listed as a shareholder on News Corp's Australian Financial Report. Available information (gathered without Fox's aid) suggests that Mr. Murdoch may not actually control the 20%-30% of News Corp stock listed in the amended application.
<p>Hart-Scott-Rodino</p> <p>2. "[R]equest . . . permission to access and review the documents submitted to the U.S. Department of justice in connection with Hart-Scott-Rodino review of the transaction."</p>	<p>2. Fox refused to:</p> <ul style="list-style-type: none">a. Allow the FCC to review the HSR documents filed with DOJ.b. Provide a copy of a letter that it claims to have received from DOJ terminating the "review of this transaction, subject to News Corp's agreement . . . [to divest] one of the stations in the Salt Lake City market."
<p>Public Interest Showing</p> <p>3. "We therefore require the applicants to supplement the record with an explanatory statement illustrating how the proposed transaction will serve the public interest."</p>	<p>3. Fox claims that no response is needed because the request "does not reflect the law."</p> <ul style="list-style-type: none">a. Notwithstanding the above, however, Fox reiterated its earlier claim that the Chris-Craft stations' ability to access "Fox News Edge," a centralized news service, satisfies the public interest standard delineated in Section 310(d) of the Act.