

Combined Exhibits E and F

The applicant respectfully requests approval of a transfer of control of the earth station license(s) (the "Earth Stations") as set forth in this application. This application is one of several applications being concurrently submitted to the Media Bureau and Wireless Bureau in connection with the transfer of control of Perpetual Corporation and Allholdco, Inc. as a result of the death of Mr. Joe L. Allbritton. Attached hereto is the exhibit being submitted to the Media Bureau describing the transaction.

The Earth Stations are used in connection with the operations of one or more television stations listed in the attached Exhibit. Accordingly, grant of this application is in the public interest because it will allow the television stations to continue to use the Earth Stations to provide news, entertainment, and informational programming to their local audiences.

Explanation Regarding Transfer of Control

Perpetual Corporation and Allholdco, Inc. are concurrently filing seven related applications on FCC Form 316 and FCC Form 315 to transfer control of the following broadcast television stations, low power television stations, and television translators (the “Stations”) as a result of the death of Mr. Joe L. Allbritton on December 12, 2012:¹

Call Sign	Community of License	Licensee	Ultimate Parent Corporation
WCIV(TV)	Charleston, South Carolina	Charleston Television, LLC	Allholdco, Inc.
WSET-TV	Lynchburg, Virginia	WSET, Incorporated	Perpetual Corp.
W05AA-D	Roanoke, Virginia	WSET, Incorporated	Perpetual Corp.
KATV(TV)	Little Rock, Arkansas	KATV, LLC	Perpetual Corp.
WHTM-TV	Harrisburg, Pennsylvania	Harrisburg Television, Inc.	Perpetual Corp.
WJLA-TV	Washington, DC	ACC Licensee, LLC	Perpetual Corp.
KTUL-TV	Tulsa, Oklahoma	KTUL, LLC	Perpetual Corp.
WCFT-TV	Tuscaloosa, Alabama	TV Alabama, Inc.	Perpetual Corp.
WJSU-TV	Anniston, Alabama	TV Alabama, Inc.	Perpetual Corp.
WBMA-LD	Birmingham, Alabama	TV Alabama, Inc.	Perpetual Corp.

As shown in the attached charts, prior to his death Mr. Allbritton directly and indirectly owned 72% of the voting stock of Allholdco, Inc., which is the sole shareholder of Charleston Television, LLC, licensee of Station WCIV(TV). In addition, he owned 49% of the stock of Perpetual Corporation, which is the ultimate parent of the licensees of the remaining Stations.

Upon his death, Mr. Allbritton’s will created a new testamentary trust, the Barbara B. Allbritton Marital Trust (the “Trust”). Mr. Allbritton’s wife and son, Barbara Allbritton and Robert Allbritton respectively, are the trustees of the Trust, but Ms. Allbritton has the power to appoint herself as sole trustee. As a result, Ms. Allbritton controls the Trust. Under the terms of Mr. Allbritton’s will, the Trust inherited all of Mr. Allbritton’s direct and indirect ownership interest in Perpetual Corporation and Allholdco, Inc.

FCC Form 316: Perpetual Corporation Stations. Under Section 309(c)(2)(B) of the Communications Act of 1934, as amended, *pro forma* treatment of a transfer of control is appropriate if the transaction “does not involve a substantial change of ownership or control.”² The Commission has declared that a transfer of control is not “substantial” – and, thus, a licensee may use FCC Form 316 – if (1) not more than 50 percent of the voting stock is changing hands as a result of the transaction and (2) the Commission has previously “passed upon” the person acquiring the stock in a “long form” application on FCC Form 314 or Form 315.³

¹ This application is being filed on January 24, 2013, pursuant to the request for extension of time submitted by letter dated January 14, 2013. See Letter from Robert J. Folliard, counsel to Perpetual Corporation and Allholdco, Inc., to Marlene Dortch, Secretary, FCC (Jan. 14, 2013).

² 47 U.S.C. 309(c)(2)(B).

³ *Metromedia, Inc.*, 98 FCC 2d 300, ¶8 (1984), *recon. denied*, 56 RR 2d 1198 (1984).

With respect to the Stations indirectly owned by Perpetual Corporation, FCC Form 316 is appropriate for this transaction. First, Mr. Allbritton only owned 49 percent of Perpetual Corporation and, thus, has transferred less than 50 percent of its voting stock. Second, the Commission has previously passed upon Ms. Allbritton's attributable interest in each of the Perpetual Corporation Stations in the "long form" applications listed below. Ms. Allbritton continuously has been an attributable officer and attributable director of each of the Perpetual Corporation Stations since consummation of the acquisition of each such Station.

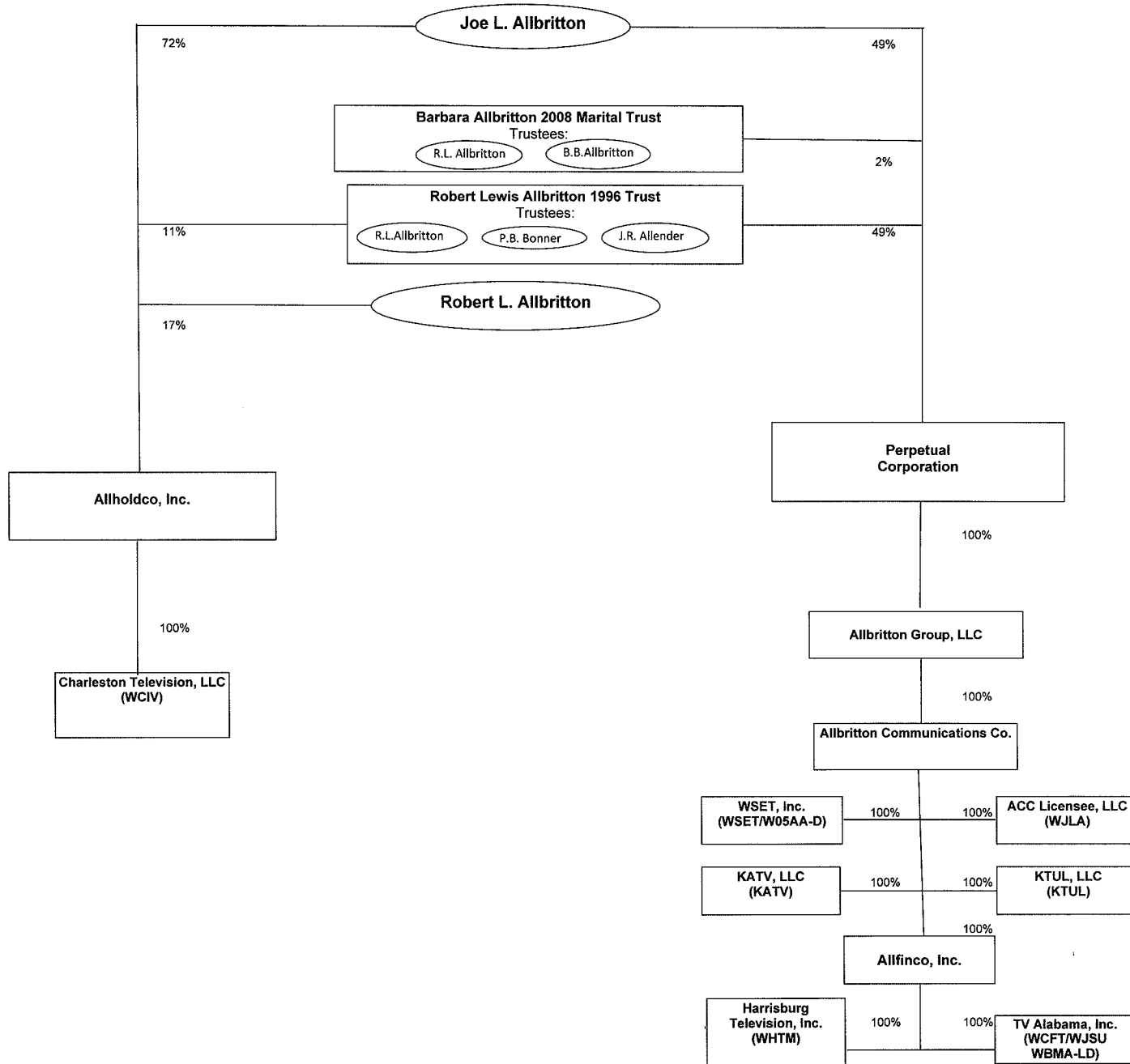
Call Sign	From	To	File No.	Granted
KATV(TV)	KATV, Inc.	Allbritton Communications Co.	BALCT-19821227LF	2/14/83
KTUL(TV)	KTUL, Inc.	Allbritton Communications Co.	BALCT-19821227LI	2/14/83
WCFT(TV)	WCFT License Subsidiary, Inc.	Allbritton Communications Co.	BALCT-19951205KG	2/28/96
WJSU-TV	Flagship Broadcasting Corporation	TV Alabama, Inc.	BALCT-19991116AJI	1/24/00
WBMA-LD	Shirley H. James	TV Alabama, Inc.	BALTTL-19970513IB	7/01/97
WHTM-TV	WHTM-TV, Inc.	Allbritton Communications Co.	BALCT-19951019KE	2/29/96
WJLA-TV	Washington Star Communications, Inc.	Perpetual Corp. of Delaware	BTC-7601	1/21/75
WSET-TV	Washington Star Communications, Inc.	Perpetual Corp. of Delaware	BTC-7602	1/21/75
W05AA-D	Washington Star Communications, Inc.	Perpetual Corp. of Delaware	BTC-7602	1/21/75

FCC Form 315: Allholdco, Inc. With respect to WCIV(TV), which is indirectly owned by Allholdco, Inc., FCC Form 315 is appropriate. Mr. Allbritton directly and indirectly owned 72 percent of the voting stock of Allholdco, Inc. Under the terms of his will, the Trust now controls that stock. Because more than 50 percent of the stock of Allholdco, Inc. has transferred to the Trust, Allholdco, Inc. must seek approval on a "long form" FCC Form 315. Moreover, at the specific direction of the FCC staff, Allholdco, Inc. is only filing a single Form 315 for WCIV(TV); Allholdco, Inc. is not first seeking approval for this transfer of control on a Form 316 as an involuntary transfer of control.

No Other Changes Proposed. Aside from reporting the death of Mr. Allbritton and transferring his interests in Perpetual Corporation and Allholdco, Inc. to the Trust, these transfers of control applications do not propose any other changes to the officers, directors, or other attributable interest holders in any Station. The Trust agreement and Mr. Allbritton's will are the only documents setting forth the terms of this transfer of control. Pursuant to Section 73.3613(b)(3)(iii), Perpetual Corporation and Allholdco, Inc. will provide a copy of the Trust agreement upon request from the Commission staff.⁴

⁴ 47 C.F.R. §73.3613(b)(3)(iii) ("However, trust agreements or abstracts thereof are not required to be filed, unless requested specifically by the FCC.").

Allbritton Voting Interests Prior to Death of Mr. Allbritton



Allbritton Voting Interests After Death of Mr. Allbritton

