

## Explanation Regarding Transfer of Control

Perpetual Corporation and Allholdco, Inc. are concurrently filing applications for an involuntary *pro forma* transfer of control of the licensees of the following broadcast television stations, low power television stations, television translators, and related earth station and wireless licenses (the “Stations”) as a result of the death of Mr. Joe L. Allbritton:

<b>Call Sign</b>	<b>Community of License</b>	<b>Licensee</b>	<b>Ultimate Parent Corporation</b>
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.

## Background

These applications are the second set of transfer of control applications that are being filed as a result of the death of Mr. Allbritton. On January 24, 2013, Perpetual Corporation and Allholdco, Inc. filed related applications (the “January 2013 Applications”) to transfer control of the licensees of the Stations from Mr. Allbritton to the Barbara B. Allbritton Marital Trust (the “Trust”).<sup>1</sup> At that time, Perpetual Corporation and Allholdco, Inc. expected that, under the terms of Mr. Allbritton’s will, Mr. Allbritton’s direct and indirect ownership interest in Perpetual Corporation and Allholdco, Inc. would have transferred to the Trust in short order. Mr. Allbritton’s ownership interests, however, have not yet transferred to the Trust as had been expected. Thus, the transactions contemplated by the January 2013 Applications have not been consummated.<sup>2</sup>

Instead, the Estate of Mr. Allbritton remains in probate, and the applicants anticipate that Mr. Allbritton’s property will not transfer to the Trust for several more months. As a result, Perpetual Corporation and Allholdco, Inc. are filing this second set of involuntary *pro forma* applications to reflect that the interest of Mr. Allbritton in Perpetual Corporation and Allholdco, Inc. that was to pass to the Trust remains with the co-executors of his estate pending the completion of further steps in the probate of his estate. Mr. Allbritton’s widow Barbara B. Allbritton and his son Robert L. Allbritton are both the independent co-executors of Mr. Allbritton’s estate and also the trustees of the Trust.

<sup>1</sup> See FCC File No. BTCCDT-20130124ACP, ACQ, ACR, ACS, ACZ, ADB, ADD.

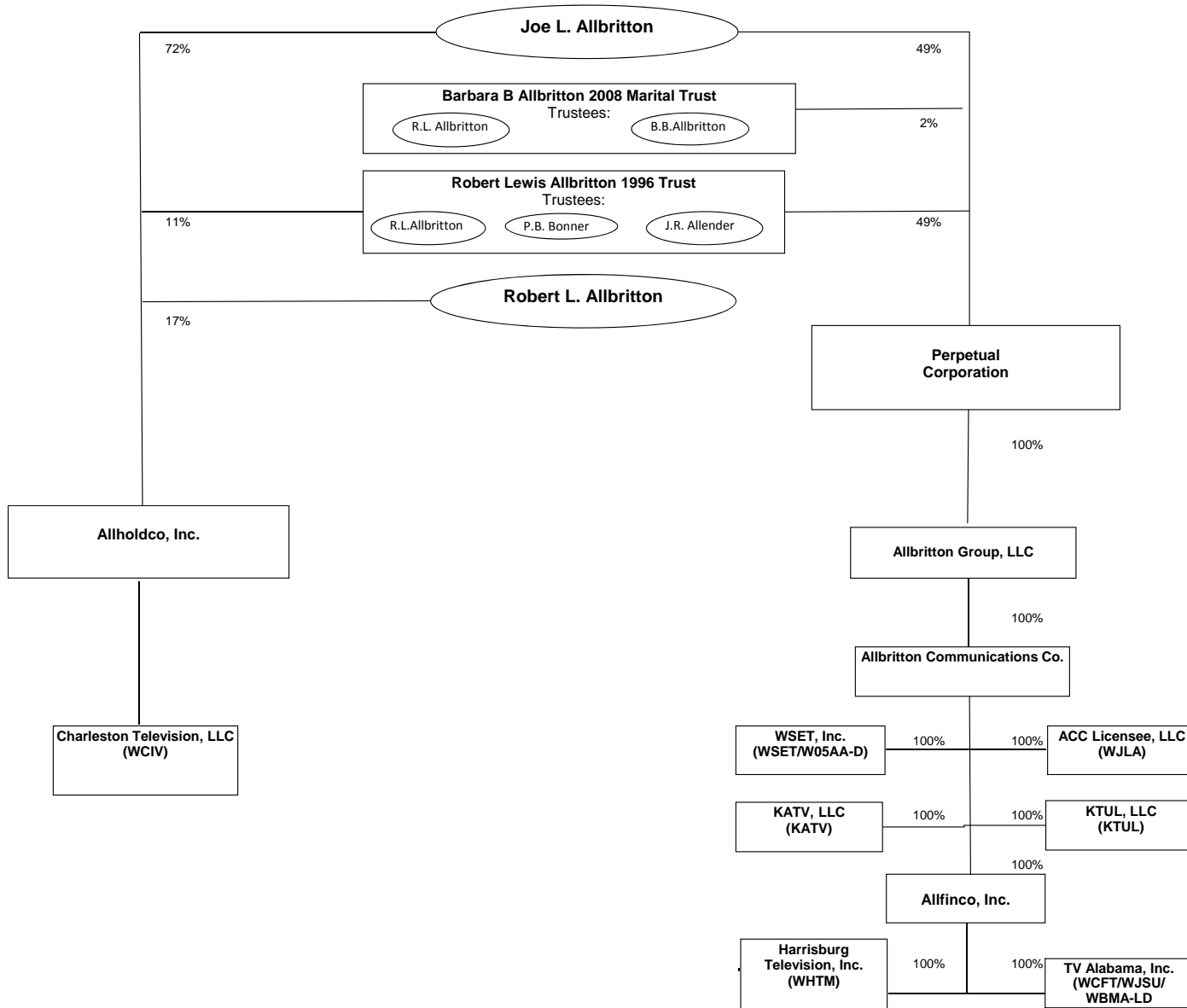
<sup>2</sup> The application to transfer control of the licensee of WCIV(TV) to the Trust remains pending. See FCC File No. BTCCDT-20130124ADD. Charleston Television, LLC, will request that the Commission dismiss that application.

### **Involuntary Transfer of Control**

As shown in the ownership chart attached as Exhibit A-1, 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 voting stock of Perpetual Corporation, which is the ultimate parent of the licensees of the remaining Stations.

Upon his death, under Texas state law, one half of Mr. Allbritton's property automatically transferred to his wife, Ms. Barbara B. Allbritton. The other half of Mr. Allbritton's property remains in his estate. The ownership chart attached as Exhibit A-2 shows the current ownership interests in the licensees of the Stations resulting from the death of Mr. Allbritton. Aside from reporting the death of Mr. Allbritton and transferring his interests in Perpetual Corporation and Allholdco, Inc., these transfers of control applications do not propose any other changes to the officers, directors, or other attributable interest holders in any Station.

**Exhibit A-1: Allbritton Voting Interests Before Death of Mr. Allbritton**



**Exhibit A-2: Allbritton Voting Interests After Death of Mr. Allbritton**

