



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
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DA 19-82

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MEDIA BUREAU ESTABLISHES PLEADING CYCLE FOR APPLICATIONS TO TRANSFER CONTROL OF TRIBUNE MEDIA COMPANY TO NEXSTAR MEDIA GROUP, INC. AND PERMIT-BUT-DISCLOSE *EX PARTE* STATUS FOR THE PROCEEDING

MB Docket No. 19-30

Petition to Deny Date: March 18, 2019

Opposition Date: April 2, 2019

Reply Date: April 9, 2019

On January 28, 2019, Tribune Media Company (Tribune) and Nexstar Media Group, Inc. (Nexstar and, jointly with Tribune Applicants) filed applications (Nexstar Applications) with the Federal Communications Commission (Commission) seeking consent to the transfer of control of subsidiaries of Tribune holding the licenses of full-power broadcast television stations (and related broadcast auxiliary facilities), low-power television stations, TV translator stations, and radio stations to Nexstar.¹ Pursuant to an Agreement and Plan of Merger dated November 30, 2018, Nexstar would acquire all outstanding equity interests of Tribune in an all cash transaction. Titan Merger Sub, Inc., a wholly-owned subsidiary of Nexstar, would merge with and into Tribune, with Tribune continuing as the surviving corporation, and Tribune would become a wholly-owned subsidiary of Nexstar. The jointly filed applications are listed in the Attachment to this Public Notice.

As explained more fully in the Comprehensive Exhibit to the Nexstar Applications, in thirteen Nielsen Designated Market Areas (DMAs), Nexstar and Tribune both own full-power television stations (Overlap Markets).² The Commission's Local Television Multiple Ownership Rule³ (Duopoly Rule) permits common ownership of two full-power television stations in a DMA regardless of the number of stations in that market, but generally prohibits common ownership of two top-four stations in a market unless an applicant can demonstrate in a case-by-case review that application of the prohibition is not

¹ A list of the applications can be found in the Attachment to this Public Notice. Copies of the applications are available in the Commission's Consolidated Database System (CDBS).

² Comprehensive Exhibit to Transfer Applications at 1, 25-31.

³ See 47 CFR § 73.3555(b).

warranted based on the circumstances in a particular market or with respect to a particular transaction.⁴ The Applicants state that in two Overlap Markets the Transaction would create a permissible duopoly by combining a top-four station and a non-top-four station.⁵ In the other eleven markets (Top-Four Overlap Markets), the Transaction would create combinations of two top-four stations.⁶ In ten of the Top-Four Overlap Markets, the Applicants will not seek to make a top-four showing and will divest one top-four station.⁷ In the remaining Top-Four Overlap Market, Indianapolis, Indiana, where Nexstar is acquiring an existing top-four duopoly from Tribune, the Applicants have submitted a top-four showing and seek permission for Nexstar to retain the two Tribune stations while divesting its existing stations in that market.⁸ The Applicants assert that in five Tribune markets, Nexstar would acquire and continue to operate existing permissible duopolies pursuant to the transaction and that no new combinations would be created in those markets.⁹ The Applicants have committed “to divest stations sufficient to ensure that the post-merger company will comply with the Duopoly Rule.”¹⁰ As a result of the proposed merger, Nexstar also would acquire four radio stations in Seattle, Washington, and one radio station in Chicago, Illinois, which the Applicants state are permissible combinations under the Commission’s rules.

According to the Applicants, the proposed transaction would result in Nexstar exceeding the national television ownership limit by 8.1365% absent divestitures.¹¹ The national ownership limit prohibits the transfer of a license for a commercial broadcast station if the transfer would result in the transferee having an attributable interest in television stations that reach greater than 39% of the national audience.¹² The Applicants have committed to file “Applications to divest stations sufficient to comply with the National Television Ownership Limit . . . as soon as divestiture plans are finalized.”¹³

Finally, Nexstar seeks continuing satellite waivers in two markets and a waiver of Section 73.3518, the Commission’s inconsistent application rule.¹⁴

⁴ 47 CFR § 73.3555(b)(1)-(2). *2014 Quadrennial Regulatory Review — Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, Order on Reconsideration and Notice of Proposed Rulemaking, 32 FCC Rcd 9802, 9836-9839 (2017).

⁵ Comprehensive Exhibit to Transfer Applications at 1.

⁶ *Id.* at 1, 25-31.

⁷ *Id.* at 2, 28-31. When the Applicants file divestiture applications, those applications will be subject to public comment under the Commission’s Rules. *See* 47 CFR §§ 73.3584, 73.3587.

⁸ *Id.* at 2. Application for Transfer of Control of Tribune Broadcasting Indianapolis, LLC, File No. BTCCDT-20190107ACF, Attachment 20 Top-Four Showing.

⁹ Comprehensive Exhibit at 2.

¹⁰ *Id.* at 25.

¹¹ *Id.* at 33.

¹² *See* 47 CFR § 73.3555(b)(e)(1). In calculating an interest holder’s total ownership, the population attributed to a UHF television station is reduced by 50%. *Id.* at § 73.3555(b)(e)(2).

¹³ Comprehensive Exhibit at 34. When the Applicants file divestiture applications, those applications will be subject to public comment under the Commission’s Rules, *See* 47 CFR §§ 73.3584 73.3587.

¹⁴ 47 CFR § 73.3518 (“While an application is pending, no subsequent inconsistent or conflicting application may be filed by or on behalf of or for the benefit of the same applicant, successor, or assignee.”) Concurrently, with this Public Notice, we adopt an order granting this motion. *See Tribune Media Company and Nexstar Media Group, Applications for Transfer of Control*, Order, DA 19-81 (Med. Bur. Feb. 14, 2019) (Motion Order). As more fully explained in the Motion Order, transfer of control applications that were part of Tribune’s proposed merger with Sinclair Broadcast Group, Inc. are the subject of a Hearing Designation Order (HDO) that is pending before the Administrative Law Judge. Motion Order at 2. Because those applications are unresolved and the Media Bureau was directed to hold the remaining applications in that proceeding in abeyance pending resolution of the HDO, a

EX PARTE STATUS OF THIS PROCEEDING

In order to assure the staff's ability to discuss and obtain information needed to resolve the issues presented, by this Public Notice and pursuant to Section 1.1200(a) of the Rules,¹⁵ we establish a docket for this proceeding and announce that the *ex parte* procedures applicable to permit-but-disclose proceedings will govern our consideration of these applications.¹⁶

The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules.¹⁷ Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of data or arguments already reflected in the presenter's written comments, memoranda, or other filings in the proceeding, then the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's *ex parte* rules.¹⁸ We strongly urge parties to use the Electronic Comment Filing System (ECFS) to file *ex parte* submissions. All *ex parte* filings must be clearly labeled as such and must reference MB Docket No. 19-30.

GENERAL INFORMATION

The applications for transfer of control of licenses referred to in this Public Notice have been accepted for filing upon initial review. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules or policies. Interested persons must file petitions to deny no later than **March 18, 2019**. Oppositions to petitions to deny must be filed no later than **April 2, 2019**. Replies must be filed no later than **April 9, 2019**. Persons and entities that file petitions to deny become parties to the proceeding.

To allow the Commission to consider fully all substantive issues regarding the applications in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. Replies may only address matters raised in oppositions.¹⁹ A party or interested person

waiver of § 73.3518 is necessary to proceed with processing the applications before us here. *Id.* We remind interested parties that the applications designated for hearing in the HDO are restricted under our *ex parte* rules. *Applications of Tribune Media Company (Transferor) and Sinclair Broadcast Group, Inc. (Transferee)*, Hearing Designation Order, MB Docket No. 17-179, 33 FCC Rcd 6830, 6831, n.6 (2018). *Ex parte* presentations with respect to those applications are prohibited until the proceeding is no longer subject to administrative reconsideration or review or judicial review. 47 CFR § 1.1208.

¹⁵ *Id.* § 1.1200(a).

¹⁶ *See id.* § 1.1206.

¹⁷ 47 CFR § 1.1200 *et seq.*

¹⁸ *Id.* § 1.1206(b)(2).

¹⁹ *Id.* § 1.45(c).

seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously.²⁰ Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

All filings concerning matters referenced in this Public Notice should refer to MB Docket No.19-30, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

Submissions in this matter may be filed electronically (*i.e.*, through ECFS) or by filing paper copies.

- **Electronic Filers:** Documents may be filed electronically using the Internet by accessing the ECFS: <http://fjallfoss.fcc.gov/ecfs2/>.
- **Paper Filers:** Parties who choose to file by paper must file an original and four copies of each filing. Filings may be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission, 445 12th Street, S.W., Washington, DC 20554.
- All hand-delivered or messenger-delivered paper filings no larger than a copier paper box for the Commission's Secretary must be delivered to the Mail and Distribution Window at FCC Headquarters at 445 12th Street, S.W., Washington, D.C. 20554. The filing hours are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building.
- Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9050 Junction Drive, Annapolis Junction, MD 20701.
- U.S. Postal Service first-class, Express, and Priority mail must be addressed to 445 12th Street, S.W., Washington, DC 20554.

In addition, one copy of each submission must be sent to the following:

- David Brown, Video Division, Media Bureau, Room 2-A662, e-mail David.Brown@fcc.gov
- David Roberts, Video Division, Media Bureau, Room 2-A660, e-mail David.Roberts@fcc.gov
- Chris Robbins, Video Division, Media Bureau, Room 2-A847, e-mail Chris.Robbins@fcc.gov
- Jim Bird, Transaction Team, Office of General Counsel, Room 8-C862, e-mail Jim.Bird@fcc.gov

Any submission that is e-mailed to David Brown, David Roberts, Chris Robbins, and Jim Bird should include in the subject line of the e-mail: (1) MB Docket No. 19-30; (2) the name of the submitting party; (3) a brief description or title identifying the type of document being submitted (*e.g.*, MB Docket No. 19-30, Nexstar/Tribune Merger, *Ex Parte* Notice).

²⁰ See *id.* §§ 1.46(a) and 73.3584(e).

People with Disabilities. To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (TTY).

Availability of Documents. Documents in this proceeding will be available for public inspection and copying during business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554.

The applications are also available electronically through the Commission's ECFS, which will provide hyperlinks to the applications in the Media Bureau's Consolidated Database System (CDBS). ECFS may be accessed on the Commission's Internet website at <http://www.fcc.gov>.

For further information, contact David Brown at (202) 418-1645, David Roberts at (202) 418-1618, or Chris Robbins at (202) 418-0685. For press inquiries, contact Janice Wise at (202) 418-8165.

By: Chief, Media Bureau

Attachment

Call Sign	Facility ID No.	Community of License	Licensee	Application File Nos.
WGN(AM)	72114	Chicago, IL	WGN CBC ¹	BTC-20190107ADI
WGN-TV	72115	Chicago, IL	WGN CBC	BTCCDT-20190107ADJ
WGNO	72119	New Orleans, LA	Tribune New Orleans ²	BTCCDT-20190107ABW
WNOL-TV	54280	New Orleans, LA	Tribune New Orleans	BTCCDT-20190107ABV
WCCT-TV	14050	Waterbury, CT	Tribune Hartford ³	BTCCDT-20190107AAI
WTIC-TV	147	Hartford, CT	Tribune Hartford	BTCCDT-20190107AAH
WTTK	56526	Kokomo, IN	Tribune Indianapolis ⁴	BTCCDT-20190107ACG
WTTV	56523	Bloomington, IN	Tribune Indianapolis	BTCCDT-20190107ACH
WXIN	146	Indianapolis, IN	Tribune Indianapolis	BTCCDT-20190107ACF
WDAF-TV	11291	Kansas City, MO	WDAF License, LLC	BTCCDT-20190107AAK
WDCW	30576	Washington, DC	WDCW, LLC	BTCCDT-20190107ADG
WGHP	72106	High Point, NC	WGHP License, LLC	BTCCDT-20190107ABU
WHNT-TV	48693	Huntsville, AL	WHNT License, LLC	BTCCDT-20190107ACB
WHO-DT	66221	Des Moines, IA	WHO License, Inc	BTCCDT-20190107ACA
WITI	73107	Milwaukee, WI	WITI License, LLC	BTCCDT-20190107AAU
WJW	73150	Cleveland, OH	WJW License, LLC	BTCCDT-20190107ACT
WPHL-TV	73879	Philadelphia, PA	WPHL, LLC	BTCCDT-20190107ADM
WPIX	73881	New York, NY	WPIX, LLC	BTCCDT-20190107ADL
WPMT	10213	York, PA	WPMT, LLC	BTCCDT-20190107ABQ
WQAD-TV	73319	Moline, IL	WQAD License, LLC	BTCCDT-20190107ACE
WREG-TV	66174	Memphis, TN	WREG License, LLC	BTCCDT-20190107ABY
WSFL-TV	10203	Miami, FL	WSFL, LLC	BTCCDT-20190107ACW
WTVR-TV	57832	Richmond, VA	WTVR License, LLC	BTCCDT-20190107ABZ
WXMI	68433	Grand Rapids, MI	WXMI, LLC	BTC-20190107ABR
W17DF-D	64442	Muskegon, MI	WXMI, LLC	BTC-20190107ABT
W42CB-D	64440	Hesperia, MI	WXMI, LLC	BTC-20190107ABS
KDAF	22201	Dallas, TX	KDAF, LLC	BTCCDT-20190107ADH
KIAH	23394	Houston, TX	KIAH, LLC	BTCCDT-20190107ADF
KPLR-TV	35417	St. Louis, MO	KPLR, Inc.	BTCCDT-20190107ACM
KRCW-TV	10192	Salem, OR	KRCW, LLC	BTCCDT-20190107ACI
KRCW-LP	35151	Portland, OR	KRCW, LLC	BTCDVL-20190107ACJ
K20ES	12671	Pendleton, Etc., OR	KRCW, LLC	BTCTTL-20190107ACK
K24DX	12678	Pendleton, Etc., OR	KRCW, LLC	BTCTTL-20190107ACL
KSTU	22215	Salt Lake City, UT	KTSU License, LLC	BTCCDT-20190107AAM
KKRP-LD	70979	St. George, UT	KTSU License, LLC	BTC-20190107AAN
K14PA-D	22202	Rural Juab Cnty., UT	KTSU License, LLC	BTCDTT-20190107AAT

¹ Continental Broadcasting Company, LLC (WGN CBC).

² Tribune Television New Orleans, Inc. (Tribune New Orleans).

³ Tribune Broadcasting Indianapolis, LLC (Tribune Hartford).

⁴ Tribune Broadcasting Indianapolis, LLC (Tribune Indianapolis).

K15FQ-D	22214	Milford, Etc. UT	KTSU License, LLC	BTCDDT-20190107AAS
K17HM-D	22217	Wendover, UT	KTSU License, LLC	BTC-20190107AAR
K25HF-D	22212	Heber City, UT	KTSU License, LLC	BTC-20190107AAQ
K35OP-D	22213	Park City, UT	KTSU License, LLC	BTCDDT-20190107AAP
K43CC-D	22205	Santa Clara, UT	KTSU License, LLC	BTC-20190107AAO
KSWB-TV	58827	San Diego, CA	KSWB, LLC	BTCCDT-20190107AAJ
KTLA	35670	Los Angeles, CA	KTLA, LLC	BTCCDT-20190107ADK
KTVI	35693	St Louis, MO	KTVI License, LLC	BTCCDT-20190107ACQ
KTXL	10205	Sacramento, CA	KTXL, LLC	BTCCDT-20190107ACR
KWGN-TV	35883	Denver, CO	KWGN, LLC	BTCCDT-20190107ACS
KDVR	126	Denver, CO	Tribune Den License ⁵	BTCCDT-20190107ACV
KFCT	125	Fort Collins, CO	Tribune Den License	BTCCDT-20190107ACU
KFSM-TV	66469	Fort Smith, AR	Tribune Fort Smith ⁶	BTCCDT-20190107ACC
KXNW	81593	Eureka Springs, AR	Tribune Fort Smith	BTCCDT-20190107ACD
KAUT-TV	50182	Oklahoma City, OK	Tribune OKC ⁷	BTCCDT-20190107AAW
K15HL-D	167263	Cherokee etc., OK	Tribune OKC	BTCDDT-20190107ABP
K16DX-D	59851	Gage, OK	Tribune OKC	BTCDDT-20190107ABO
K17ID-D	167261	Cherokee, etc., OK	Tribune OKC	BTCDDT-20190107ABN
K23NH-D	167252	Seiling, OK	Tribune OKC	BTC-20190107ABM
K20BR-D	59840	Gage, etc., OK	Tribune OKC	BTCDDT-20190107ABL
K20JD-D	167259	Cherokee, etc. OK	Tribune OKC	BTCDDT-20190107ABK
K22BR-D	59849	May, Etc., OK	Tribune OKC	BTCDDT-20190107ABJ
K22ID-D	167257	Alva-Cherokee, OK	Tribune OKC	BTCDDT-20190107ABI
K25JQ-D	167251	May, Etc., OK	Tribune OKC	BTCDDT-20190107ABH
K26IS-D	167265	Woodward, Etc., OK	Tribune OKC	BTCDDT-20190107ABG
K28JX-D	167255	Alva - Cherokee, OK	Tribune OKC	BTCDDT-20190107ABF
K29HZ-D	167264	Woodward, Etc., OK	Tribune OKC	BTCDDT-20190107ABE
K31JQ-D	167262	Woodward, Etc., OK	Tribune OKC	BTCDDT-20190107ABD
K14QP-D	167258	Woodward, Etc., OK	Tribune OKC	BTC-20190107ABB
K33JM-D	167260	Mooreland, Etc., OK	Tribune OKC	BTCDDT-20190107ABC
K21MT-D	167256	Seiling, OK	Tribune OKC	BTC-20190107ABA
K16LQ-D	167254	Seiling, OK	Tribune OKC	BTC-20190107AAZ
K18LY-D	167253	Seiling, OK	Tribune OKC	BTC-20190107AAY
K36NR-D	59848	Seiling, OK	Tribune OKC	BTC-20190107AAX
KFOR-TV	66222	Oklahoma City,	Tribune OKC	BTCCDT-20190107AAV

⁵ Tribune Broadcasting Denver License, LLC (Tribune Den License).

⁶ Tribune Broadcasting Fort Smith License, LLC (Tribune Fort Smith).

⁷ Tribune Broadcasting Oklahoma City License, LLC (Tribune OKC).

		OK		
KCPQ	33894	Tacoma, WA	Tribune Seattle ⁸	BTCCDT-20190107ACX
KZJO	69571	Seattle, WA	Tribune Seattle	BTCCDT-20190107ACY
K07ZC-D	33896	Ellensburg, etc., WA	Tribune Seattle	BTCDVL-20190107ACZ
K25CG-D	33898	Aberdeen, WA	Tribune Seattle	BTCDTL-20190107ADA
K25CH-D	69575	North Bend, WA	Tribune Seattle	BTC-20190107ADB
K28KJ-D	33899	Chelan, WA	Tribune Seattle	BTCDTL-20190107ADC
K29ED-D	69574	Everett, WA	Tribune Seattle	BTCDTL-20190107ADD
K42CM-D	33895	Centralia, Etc.,WA	Tribune Seattle	BTC-20190107ADE

⁸ Tribune Broadcasting Seattle, LLC (Tribune Seattle).