

**Before the  
Federal Communications Commission  
Washington, D.C. 20554**

In the Matter of	)	
	)	MB Docket No. 13-189
Applications for Consent to Transfer of Control	)	
from Shareholders of Belo Corp. to Gannett Co.,	)	File Nos. BTCCDT - 20130619AAY <i>et seq.</i>
Inc.	)	
	)	
Applications For Consent to Assignment of	)	
Licenses from Subsidiaries of Belo Corp. to	)	
Subsidiaries of Sander Media, LLC and Tucker	)	
Operating Co., LLC	)	
	)	
	)	
	)	
	)	
	)	

**MEMORANDUM OPINION AND ORDER**

**Adopted: December 20, 2013**

**Released: December 20, 2013**

By the Chief, Media Bureau

1. This Memorandum Opinion and Order grants applications for transfer of control of subsidiaries holding television licenses from the Shareholders of Belo Corp. ("Belo") to Gannett Co., Inc. ("Gannett") and applications for assignment of license from subsidiaries of Belo Corp. ("Belo") to subsidiaries of Sander Media Co., LLC ("Sander") and Tucker Operating Co., LLC ("Tucker").<sup>1</sup> In addition, it denies a petition from public interest groups asking us not to grant the Sander and Tucker portions of the transaction, primarily on grounds related to our ownership rules. Finally, it denies a petition from multichannel video programming distributors asking us to deny the Sander and Tucker portions of the application on competition grounds.

2. The Commission, by the Chief, Media Bureau, pursuant to delegated authority, has before it for consideration Applications for Consent to Transfer of Control (FCC Form 315) of various broadcast television licenses from the Shareholders of Belo Corp. to Gannett Co., Inc.<sup>2</sup> and Applications for Consent to the Assignment (FCC Form 314) of the remaining Belo television licensee subsidiaries to

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<sup>1</sup> Collectively "Applicants."

<sup>2</sup> A complete list of the applications for Consent to Transfer of Control and the licenses is attached as Exhibit A ("Transfer of Control Applications").

subsidiaries of Sander Media, LLC and Tucker Operating Co., LLC, respectively.<sup>3</sup> The applications propose to effectuate the Gannett-Belo Merger Agreement and other contemporaneous agreements. Consolidated Petitions to Deny were filed by United Church of Christ Office of Communications, Inc., Free Press, National Association of Broadcast Employees and Technicians-Communications Workers of America, The Newspaper Guild-Communications Workers of America, and Common Cause, through their counsel, the Institute for Public Representation (collectively, "Public Interest Petitioners"), and by American Cable Association, DIRECTV LLC, and Time Warner Cable (collectively, "MVPD Petitioners").<sup>4</sup> Belo, Gannett, Sander, and Tucker opposed each Petition to Deny, and each petitioner replied to the respective oppositions.<sup>5</sup>

## I. THE TRANSACTION

3. On June 12, 2013, the Applicants entered into the three primary agreements that govern this transaction: (1) the Merger Agreement by and among Belo, Gannett, and Gannett's wholly-owned subsidiary Delta Acquisition Corp. ("Delta"); (2) the Asset Purchase Agreement between Gannett and Sander ("Sander APA"); and (3) the Asset Purchase Agreement between Gannett and Tucker ("Tucker APA," together, the "APAs").<sup>6</sup> Under the terms of the various agreements, there will be the simultaneous merger of Delta into Belo, and the sale of certain Belo stations to Sander and Tucker.<sup>7</sup> Once the transactions are consummated, Sander will have acquired six of Belo's stations, Tucker will have acquired one, and Belo, with its remaining thirteen full-power stations, will be a wholly owned subsidiary of Gannett.<sup>8</sup> Under the terms of the agreements, the consummation of the Merger Agreement and the APAs must occur simultaneously.<sup>9</sup>

4. Under section 73.3555(b)(2) of the Rules,<sup>10</sup> two television stations licensed in the same Nielsen Designated Market Area ("DMA") that have Grade B<sup>11</sup> overlap may be commonly owned if: (1)

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<sup>3</sup> A complete list of the applications for Consent of Assignment of Licenses and the licenses is included in Exhibit A ("Assignment Applications").

<sup>4</sup> In addition to the formal petitions to deny, Maneesh Pangasa filed support for the Free Press petition to deny, in addition to several news articles with accompanied commentary, which outline the transactions' alleged public interest harms.

<sup>5</sup> On July 31, 2013, the staff announced "permit-but-disclose" *ex parte* status for this proceeding. *Media Bureau Announces Permit-but-Disclose Ex Parte Status for Applications Seeking to Transfer Control of Licenses from Shareholders of Belo Corp. to Gannett Co., Inc. and For Applications Seeking to Assign Licenses from Subsidiaries of Belo Corp. to Subsidiaries of Sander Media, LLC and Tucker Operating Co., LLC*, DA 13-1666 (MB rel. July 31, 2013).

<sup>6</sup> See WFAA-TV, Inc., Application for Transfer of Control of Entity Holding Broadcast Station Construction Permit or License (FCC Form 315), WFAA(TV), File No. BTCCDT-20130619AAY, ID No. 72054, Exhibit 15A, at 1. ("WFAA Application").

<sup>7</sup> *Id.*

<sup>8</sup> *Id.*

<sup>9</sup> *Id.*

<sup>10</sup> 47 C.F.R. § 73.3555(b)(2).

<sup>11</sup> Since the digital transition, stations no longer have a Grade B contour. In these circumstances, absent substantial evidence of relevant change in the service area of the stations whose analog contours conflict with the television

(continued....)

at least one of the stations is not ranked among the top four stations in the DMA; and (2) at least eight independently owned and operating, full power commercial and non-commercial educational television stations would remain in the DMA after the merger.<sup>12</sup> Furthermore, the current newspaper-broadcast cross-ownership rule (“NBCO Rule”) prohibits common ownership of a television station and a daily newspaper if the Grade A contour of the station encompasses the entire community in which the newspaper is published.<sup>13</sup>

5. Belo’s 20 full-power television stations (“the Belo stations”) are located in 15 markets.<sup>14</sup> In ten of those markets, Gannett does not own any media properties.<sup>15</sup> In the remaining five Belo Markets—Louisville, Phoenix, Portland, St. Louis, and Tucson—Gannett owns newspaper and/or television broadcast properties.<sup>16</sup>

6. In Phoenix, Portland, Louisville, and Tucson, Gannett owns daily newspapers.<sup>17</sup> In the Phoenix<sup>18</sup> and St. Louis<sup>19</sup> DMAs, Gannett already owns full-power television stations, and acquisition of the Belo stations would not be permitted under our ownership rules.<sup>20</sup> The Applicants seek to comply with the ownership rules by assigning six of the Belo stations, including an existing duopoly in Phoenix, to Sander and one Belo station in Tucson to Tucker.<sup>21</sup>

7. Following grant of the referenced applications and consummation of the overall transaction, Gannett Co., Inc., will enter into multiple agreements with Sander and/or Tucker that vary depending on the market at issue:

- **Phoenix, Arizona** – Sander proposes to acquire stations KASW(TV) (CW) and KTVK(TV) (Ind.), Phoenix, AZ, while Gannett owns *The Arizona Republic*, published in Phoenix, AZ, as

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duopoly rule, we will presume continued conflict with the rule for those stations in digital mode. *Application of Tribune Co. & Its Licensee Subsidiaries, Debtors in Possession, et al.*, Memorandum Opinion and Order, 27 FCC Rcd 14239, 14257 n. 123 (MB 2012)(“*Tribune Bankruptcy*”).

<sup>12</sup> 47 C.F.R. § 73.3555(b)(2).

<sup>13</sup> 47 C.F.R. § 73.3555(d). Since the digital transition, stations no longer have a Grade A contour. In these circumstances, absent substantial evidence of relevant change in the service area of the station whose analog contour conflicted with the NBCO rule, we will presume continued conflict with the rule for that station in digital mode.

<sup>14</sup> *WFAA Application*, Exhibit 15A, at 1.

<sup>15</sup> *Id.*

<sup>16</sup> *Id.*

<sup>17</sup> *Id.* at 3. The newspapers are *The Arizona Republic* (Phoenix), the *Statesman Journal* (Portland), the *Courier Journal* (Louisville), and the *Tucson Citizen* and *Arizona Daily Star* (Tucson).

<sup>18</sup> KPNX(TV), Mesa-Phoenix, AZ and KNAZ-TV, Flagstaff, AZ.

<sup>19</sup> KSDK(TV), St. Louis, MO.

<sup>20</sup> 47 C.F.R. § 73.3555(b)(2).

<sup>21</sup> *WFAA Application*, Exhibit 15A, at 3-4.

well as KPNX-TV, Phoenix, AZ (NBC) and KNAZ-TV, Flagstaff, AZ (NBC).<sup>22</sup> Sander and Gannett will enter into an Option Agreement, Shared Services Agreement (“SSA”), Lease Agreement, and loan guarantee with Sander. The SSA will govern back-office and technical operations only, and will not consist of joint production of news or other programming. There will be no joint sales of advertising. The lease will cover joint usage of certain facilities.

- **St. Louis, Missouri** – Sander proposes to acquire KMOV(TV), St. Louis, MO (CBS), while Gannett will own KSDK-TV, St. Louis, MO (NBC). Gannett will be entering into an Option Agreement, SSA, Lease Agreement, and loan guarantee with Sander. Again, the SSA will only govern back-office and technical operations, and there will be no joint sales of advertising. The Department of Justice completed its review of the transaction under the Hart-Scott-Rodino Act, and filed a consent decree dated December 16, 2013 (“Consent Decree”). Under the terms of the Consent Decree, KMOV(TV) must be sold to an unrelated third party approved by the Department of Justice within 120 days of December 16, 2013. We note the Department of Justice’s determination and find that this application as modified by the Consent Decree is grantable as to St. Louis. We will, of course, review any application proposing to sell station KMOV(TV) to a third party.
- **Portland, Oregon** – Sander will be acquiring KGW(TV), Portland, OR (NBC), while Gannett owns the *Statesman Journal*, which is published in and primarily serves Salem, Oregon. Gannett will enter into an Option Agreement, SSA, Lease Agreement, Joint Sales Agreement (JSA), and loan guarantee with Sander. As part of the JSA, which governs the joint sales of advertising time on station KGW(TV), Gannett will also be providing “delivered programming” consisting of local news broadcasts not to exceed 15% of the station’s weekly broadcasting time.
- **Louisville, Kentucky** – Sander will be acquiring WHAS-TV, Louisville, KY (ABC), while Gannett owns *The Courier Journal*, which is published in Louisville, KY. Gannett will enter into an Option Agreement, SSA, Lease Agreement, JSA, and loan guarantee with Sander. As part of the JSA, which governs the joint sales of advertising time on station WHAS-TV, Gannett will also be providing “delivered programming” consisting of local news broadcasts not to exceed 15% of the station’s weekly broadcasting time.
- **Tucson, Arizona** – Belo currently owns stations KMSB(TV) (Fox) and KTTU(TV) (MyNet), Tucson, AZ. A subsidiary of Raycom Media, Inc., licensee of station KOLD-TV, Tucson, AZ, holds an SSA with both KMSB(TV) and KTTU(TV), under which it provides certain back-office support and joint production of news not to exceed 15% of weekly broadcast hours. Sander, which will acquire station KMSB(TV) (Fox), and Tucker, which will acquire KTTU(TV), will assume Belo’s role in the respective SSAs. Gannett owns the newspapers the *Tucson Citizen* and the *Arizona Daily Star*, both published in Tucson. Gannett will hold Option Agreements and loan guarantees with Tucker and Sander for their respective stations. Certain limited back-office and administrative services currently provided by Belo will be provided by Gannett via a Transition Services Agreement (“TSA”). The initial term of the TSA is one year and cannot be extended more than one additional year. Sander and Tucker will enter into a JSA governing joint sales of advertising time.

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<sup>22</sup> KNAZ-TV operates as a satellite of KPNX-TV, even though common ownership is permitted under our local television ownership rule. Station KNAZ-TV’s signal does not encompass Phoenix.

## II. PETITIONS TO DENY

8. *Public Interest Petitioners.* Public Interest Petitioners have not challenged the overall transfer of control of the Belo stations, but have opposed the assignments in the markets where Belo and Gannett currently have overlapping interests, in particular the sharing arrangements that would exist between Gannett and Sander or Tucker. The purpose of these arrangements, according to the Public Interest Petitioners, is to allow Gannett to influence or control media outlets in markets where purchase of the outlet would otherwise violate Commission rules.<sup>23</sup> In this case, Public Interest Petitioners maintain that the Commission has never approved the use of such sharing arrangements in a situation where common ownership would implicate the NBCO Rule.<sup>24</sup> They argue that the arrangements would put Gannett in control of the day-to-day decision-making of the Sander and Tucker stations.<sup>25</sup> Public Interest Petitioners also challenge the terms of the transaction in the five overlap markets, point out that physical properties and certain station functions would be shared, and note that the stations would need to hire fewer employees.

9. The Public Interest Petitioners “acknowledge that the Media Bureau has allowed similar sharing arrangements in the past,”<sup>26</sup> but argue that the transactions in the five “overlap” markets would not be in the public interest in this case because they would diminish “diversity of media voices, competition among broadcasters, and localism.”<sup>27</sup> They maintain that the transaction is harmful to diversity because the sharing arrangements will reduce the number of independent voices available to the public; that competition will be harmed because stations entering into such arrangements will not compete for advertising and viewership; and that localism is diminished because fewer outlets will originate local news content, and, thus, the stations will represent less of the public.<sup>28</sup> Further, they maintain that such arrangements lead to job losses and harm the quality of journalism. Thus, even though the arrangements may comply with the rules and applicable precedent, they argue the agreements will frustrate or impair the objectives of the Commission’s multiple and cross-ownership rules and should be denied under the public interest standard. They acknowledge that many of these issues are being addressed in the Commission’s pending *2010 Quadrennial Review of the Media Ownership Rules*.<sup>29</sup>

10. The Public Interest Petitioners’ primary concern, with respect to the individual markets, is that Gannett would have a role in a top-four affiliate and a strong local newspaper. In Phoenix, Public Interest Petitioners contend that allowing the purchase of stations KASW(TV) and KTVK(TV) by Sander would not only permit Gannett to own the major daily newspaper and a top-four affiliate, but also allow Gannett

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<sup>23</sup> Public Interest Petitioners Petition to Deny, MB Dkt. No. 13-189, at i (filed July 24, 2013).

<sup>24</sup> *Id.* at 8.

<sup>25</sup> *Id.* at 6-7.

<sup>26</sup> *Id.* at 8.

<sup>27</sup> Public Interest Petitioners Joint Reply to Opposition, MB Dkt. No. 13-189, at i.

<sup>28</sup> *Id.*

<sup>29</sup> *Id.* at 12-16. *2010 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; Promoting Diversification of Ownership in the Broadcasting Services*, Notice of Proposed Rulemaking, 26 FCC Rcd 17489 (2011) (“*2010 Quadrennial Review of the Media Ownership Rules*”).

to play a significant role in operating and influencing two other broadcast stations.<sup>30</sup> In the St. Louis Market, Public Interest Petitioners assert that, “if the Commission grants Belo’s application to assign KMOV(TV)’s license to Sander, Gannett will own or operate the news operations of the CBS, NBC, and ABC affiliates (all of which are top-four affiliates) in St. Louis.”<sup>31</sup> They assert that, in the Portland market, Gannett would “own or control two news sources that are critical to the Portland market’s news diversity and competition: a daily newspaper and a top-four affiliate television station.”<sup>32</sup> With respect to Louisville, Public Interest Petitioners contend that the net result of the transaction will be that “Gannett’s viewpoint will be presented on both the ABC station and the only daily newspaper [the *Courier Journal*].”<sup>33</sup>

11. Finally, in the Tucson market, Public Interest Petitioners contend that Gannett will continue to own both the *Tucson Citizen* and the *Arizona Star*, and will provide operational support to KMSB(TV) and KTTU(TV) under a TSA.<sup>34</sup> Public Interest Petitioners note that the SSA with Raycom is already in effect and that “if this transaction is approved, the increase in diversity that would result from breaking up the Belo duopoly will not occur because Raycom will continue to provide services to both stations.”<sup>35</sup> Finally, Public Interest Petitioners, with respect to station KTTU(TV), contend that “Tucker, it appears, has few, if any, obligations once the transfer takes place,” as Gannett will provide operational support for the station through a TSA, Sander will provide advertising support under a JSA, and Raycom will provide programming support under a “legacy” SSA.<sup>36</sup>

12. Both Belo and Gannett respond that the sharing arrangements at issue in the five markets are both limited and carefully drawn to comply with staff guidance and precedent, and that the Public Interest Petitioners are using this adjudicatory proceeding to advance a policy agenda more properly addressed within the context of the *2010 Quadrennial Review of the Media Ownership Rules*.<sup>37</sup> Gannett notes that, in the Phoenix, St. Louis, and Tucson markets, the service agreements do not provide for Gannett to

<sup>30</sup> Public Interest Petitioners Petition to Deny at 19. Public Interest Petitioners state that we should address the pending petition for reconsideration of the Commission’s grant of a permanent waiver of the NBCO rule for Gannett’s *KPNX/Republic* combination in the context of this proceeding. Petition for Reconsideration of Common Cause et al., *2006 Quadrennial Review*, MB Docket No. 06-121 (Mar. 24, 2008); *2006 Quadrennial Review*, Report and Order and Order on Reconsideration, 23 FCC Rcd 2010, MB Docket No. 06-121, ¶ 77 (Feb. 4, 2008) (“*2006 Quadrennial Review*”). We disagree, the pending petition for reconsideration of Gannett’s permanent NBCO waiver for the *KPNX/Republic* combination is a part of the *2006 Quadrennial Review* proceeding and therefore will be addressed in that proceeding.

<sup>31</sup> Public Interest Petitioners Petition to Deny at 31.

<sup>32</sup> *Id.*

<sup>33</sup> *Id.* at 22.

<sup>34</sup> *Id.* at 27.

<sup>35</sup> *Id.* at 26.

<sup>36</sup> *Id.* at 27. Public Interest Petitioners request that the Commission take this opportunity to review whether the Raycom SSAs are in the public interest. Belo has amended the relevant application to include Raycom’s existing SSA. Upon review of the agreement, we find that it is consistent with precedent and does not result in Raycom exercising *de facto* control over stations KMSB(TV) or KTTU(TV).

<sup>37</sup> Gannett Opposition to Petition to Deny, at MB Dkt. No. 13-189 at 1-2 (filed Aug. 8, 2013); Belo Opposition to Petition to Deny, at MB Dkt. No. 13-189 at 2-3 (filed Aug. 8, 2013).

supply any programming; and in Phoenix and St. Louis, there are no JSAs.<sup>38</sup> In Louisville and Portland, Gannett states that the JSAs provide that Gannett will provide only up to 15% of the weekly programming for Sander's station.<sup>39</sup> Both Belo and Gannett argue that the attribution rules are clear and thus there is no *de novo* issue raised by the fact that some of the service agreements involve Gannett's newspapers. Belo notes that, "[o]ver the past decade, . . . the Commission has continued to consider applications for consent to television station transactions involving joint sales agreements, other types of shared services agreements, options and similar contingent interests, and guarantees of third party debt financing, and has routinely approved them because such agreements and interests are not attributable under existing regulations."<sup>40</sup> To the extent that Public Interest Petitioners argue that the agreements nonetheless violate the public interest, Belo and Gannett argue that the appropriate forum is an industry-wide rulemaking.

13. Gannett argues that its "acquisition of Belo's stations...will allow Gannett to achieve economies of scale and employ infrastructure that will support its mission of local public service and its strong commitment to local journalism across all communities that its stations serve."<sup>41</sup> Gannett states that, in those markets where Sander and Tucker are acquiring stations, the service arrangements will enhance the ability of these small entities to compete and provide service to the public.<sup>42</sup> According to Gannett, Public Interest Petitioners' argument that the agreements would result in loss of employment is speculative, and, moreover, not relevant to whether grant of these applications would serve the public interest.<sup>43</sup>

14. Both Sander and Tucker filed separate oppositions. Sander states that it will be owned by Jack Sander, who has been working in the broadcast industry since 1965, including leadership positions in local stations in Toledo, New Orleans, Phoenix, Atlanta, the corporate offices of Taft Broadcasting, and more recently the position of Vice-Chairman of Belo, from which he retired in 2006.<sup>44</sup> He has also served as the President-Chairman of NBC Television Affiliates, Vice-Chairman of the Fox Board of Governors, Chairman of the Television Bureau of Advertising, Chairman of Broadcast Music, Inc., Chairman of the National Association of Broadcasters' Joint Board, and a Member of Citadel Broadcasting's Board of Directors.<sup>45</sup> Sander states that Jack Sander will use his experience, and his demonstrable service to local broadcasting as evidenced by his many public statements, to improve service in the Phoenix, St. Louis, Portland, Louisville, and Tucson markets.<sup>46</sup>

<sup>38</sup> Gannett Opposition to Petition to Deny at 5-6.

<sup>39</sup> *Id.*

<sup>40</sup> Belo Opposition to Petition to Deny at 5 (citing *Malara Broadcasting Group of Duluth Licensee LLC*, Memorandum Opinion and Order, 19 FCC Rcd 24070 (MB 2004); *SagamoreHill of Corpus Christi Licenses, LLC*, Letter, 25 FCC Rcd 2809 (MB 2010); *Piedmont Television of Springfield License LLC*, Memorandum Opinion and Order, 22 FCC Rcd 13910 (MB 2007)).

<sup>41</sup> Gannett Opposition to Petition to Deny at 3-4.

<sup>42</sup> *Id.* at 4.

<sup>43</sup> *Id.* at 8, n. 18.

<sup>44</sup> Sander Opposition to Petition to Deny, MB Dkt. No. 13-189, at 5 (filed August 8, 2013).

<sup>45</sup> *Id.*

<sup>46</sup> *Id.* at 5-6.

15. Tucker, the proposed licensee of station KTTU(TV), Tucson, AZ, will be owned by Ben Tucker, a “nearly 40-year veteran of the TV broadcast business.”<sup>47</sup> According to Tucker, Ben Tucker has long been an advocate of broadcast localism, as evidenced by his ownership of the licensee of station WGTU(TV), Traverse City, Michigan, which had aired only very limited local news when Mr. Tucker acquired it.<sup>48</sup> Tucker states that the station subsequently entered into an SSA with Barrington Broadcasting that allowed WGTU(TV) to introduce a full weeknight evening newscast in 2010, and that, instead of being a rebroadcast, the newscast originated from station WGTU(TV) with its own news staff.<sup>49</sup>

16. *MVPD Petitioners.* MVPD Petitioners challenge the Gannett – Sander/Tucker sharing arrangements in the St. Louis, MO; Phoenix, AZ; and Tucson, AZ markets and state that the Commission must either deny or condition the grants to prevent collusive arrangements affecting retransmission agreements in the particular markets at issue.<sup>50</sup> MVPD Petitioners allege that Gannett’s intention is to “negotiate retransmission consent for multiple stations in a single DMA,” which will in turn drive up retransmission consent fees.<sup>51</sup> They conclude that the Commission should order the Applicants to terminate any agreement that would result in one station being able to negotiate for both the Gannett and Tucker and/or Sander stations in a particular market.<sup>52</sup>

17. Applicants assert that the MVPD Petitioners’ arguments should be addressed in the *Retransmission Consent Proceeding*.<sup>53</sup> Belo, for example, asserts that MVPD Petitioners’ “arguments are nothing more than a stale and overblown rehash of policy positions they have advanced in the ... Commission’s ongoing proceeding concerning the retransmission consent negotiations.”<sup>54</sup> Applicants also collectively argue that MVPD parties have repeatedly been told by the Bureau that restrictions on agency relationships in retransmission consent negotiations will not be adopted in proceedings addressing

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<sup>47</sup> Tucker Opposition to Petition to Deny, MB Dkt. No. 13-189, at 2 (filed August 8, 2013).

<sup>48</sup> *Id.* at 3.

<sup>49</sup> *Id.*

<sup>50</sup> MVPD Petition to Deny at 9 – 14. MVPD Petitioners allege that the proposed sharing arrangements violate the Sherman Act and therefore are not consistent with the Commission’s public interest standard. MVPD Petition to Deny at 9-10. Gannett, in its reply, states that MVPD Petitioners’ antitrust argument “is speculative on its face and does not form a valid basis for a petition to deny.” Belo Opposition to Petition to Deny at 14 (citing *Acme Television Licenses of Ohio, LLC* 26 FCC Rcd 5198, 5199 n.6.). While antitrust violations may be considered in certain circumstances, we find that this adjudicatory proceeding is not the proper forum to consider such allegations. As we have already noted, the Department of Justice has undertaken its own review of the transaction.

<sup>51</sup> MVPD Petition to Deny at 9 -12.

<sup>52</sup> MVPD Petition to Deny at 13-14.

<sup>53</sup> Tucker Opposition to Petition to Deny at 2, 9; Sander Opposition to Petition to Deny at 2, 8; Belo Opposition to Petition to Deny at 3, 7-9; Gannett Opposition to Petition to Deny at 9-15; *Amendment of the Commission’s Rules Related to Retransmission Consent*, Notice of Proposed Rulemaking, 26 FCC Rcd 2718 (2011) (“*Retransmission Consent Proceeding*”).

<sup>54</sup> Belo Opposition to Petition to Deny at 3 (citing *Retransmission Consent Proceeding*); see also Gannett Opposition at 9.



the assignment of television stations.<sup>55</sup>

18. In their reply, MVPD Petitioners object to Applicant's contention that their retransmission consent argument should be addressed only in the pending retransmission consent and media ownership rulemakings and assert they are alleging transaction-specific harms ripe for review.<sup>56</sup> In addition they claim that their arguments are not identical to those presented by other parties in other broadcast transactions, which were previously denied.<sup>57</sup>

### III. DISCUSSION

19. *Standing.* Belo alleges that both Public Interest Petitioners and MVPD Petitioners (collectively, "Petitioners") lack the standing to be a "party in interest" qualified to file a petition to deny.<sup>58</sup> In regard to the Public Interest Petitioners, Belo states that the D.C. Circuit has previously rejected a claim of organizational standing derived from "broad and conclusory assertions"<sup>59</sup> and an allegation that "common control of two licensees necessarily or even probably affects their programming."<sup>60</sup> Belo then claims that the MVPD Petitioners'<sup>61</sup> claims of economic harm are remote and speculative and, therefore, inadequate to make a concrete showing that they are likely to suffer financial harm.<sup>62</sup> Furthermore, Belo states that neither Petitioner can demonstrate causation or redressability because Sander and Tucker could enter into the very same types of agreements with each other, in the very same markets, that they will enter into with Gannett.<sup>63</sup>

20. In their reply, the Public Interest Petitioners give multiple examples of concrete harms to the public interest that they claim would result from grant of the applications, recited in the affidavits attached to their petition to deny.<sup>64</sup> Similarly, MVPD Petitioners have alleged specific competitive harms, supported by affidavits, that they claim would occur if the transaction is approved.<sup>65</sup> This is in contrast to

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<sup>55</sup> Sander Opposition to Petition to Deny at 6-8 (citing *High Maintenance Broadcasting, LLC*, FCC File No. BALCDT-20120315ADD, rel. Aug. 28, 2012; *ACME Television Licenses of Ohio, LLC*, Letter, 26 FCC Rcd 5198 (2011); *Free State Communications, LLC*, Letter, 26 FCC Rcd 10310 (2011); *ACME Television, Inc.*, Letter, 26 FCC Rcd 5189 (2011); *see also* Belo Opposition to Petition to Deny at 8-9; Gannett Opposition to Petition to Deny at 11-13; Tucker Opposition to Petition to Deny at 9.

<sup>56</sup> MVPD Reply at 2-4.

<sup>57</sup> *Id.* at 5.

<sup>58</sup> Belo Opposition to Petition to Deny at 9-10.

<sup>59</sup> *Id.* (citing *Rainbow/PUSH Coalition v. FCC*, 30 F.3d 539, 544 (D.C. Cir. 2003)).

<sup>60</sup> *Id.* at 545.

<sup>61</sup> Time Warner does not claim to have standing and has joined in the MVPD Opposition to Petition to Deny as an informal objector. MVPD Opposition to Petition to Deny at 8.

<sup>62</sup> Belo Opposition to Petition to Deny at 10-11 (citing *Pub. Citizen v. NHSTA*, 489 F.3d 1293 (D.C. Cir. 2007); *KERM, Inc. v. FCC*, 353 F.3d 57, 60-61 (D.C. Cir. 2004)).

<sup>63</sup> Belo Opposition to Petition to Deny at 11.

<sup>64</sup> Public Interest Petitioners Reply at 4-5.

<sup>65</sup> *See, e.g.*, MVPD Petition to Deny, Declaration of Ross J. Lieberman at para. 5, n.1.; MVPD Parties Petition to Deny, Declaration of Linda Burakoff, Vice President, Programming Acquisitions, DIRECTV at para. 3.

the speculative and conclusory assertions and the overall vagueness of the declarations that the Court found inadequate in denying standing to the petitioners in *Rainbow/Push Coalition*.<sup>66</sup> In light of the detailed declarations provided by the parties, we find that *Rainbow/Push* is inapposite here. Furthermore, we are unpersuaded by Applicant's argument that there is no causation or redressability because Sander and Tucker could enter into the same agreements in the same markets. We are required to review all of the elements of the transaction before us to determine if it is in the public interest.<sup>67</sup>

21. We find that Public Interest Petitioners and MVPD Petitioners<sup>68</sup> have standing. Both Public Interest Petitioners and MVPD Petitioners have alleged that grant of the applications will have specific, negative effects on their members, and they claim that those harms can be cured by dismissal or denial of the applications. We find that denial of the Applicants' applications would afford the Petitioners the relief they seek, and the Petitioners therefore have standing.<sup>69</sup>

22. *Standard of Review.* Pursuant to Section 310(d) of the Communications Act (the "Act"), we must determine whether the proposed applications for transfer of control and assignment of licenses presently held and controlled by Belo Corp. will serve "the public interest, convenience, and necessity."<sup>70</sup> In making this determination, we must assess whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's Rules. If the transaction would not violate a statute or rule, the Commission considers whether a grant could result in public interest harms (by substantially frustrating or impairing the objectives or implementation of the Act or related statutes) or public interest benefits. Where, as here, the Commission has adopted rules to promote diversity, competition, localism, or other public interest concerns, those rules may form a basis for determining whether the transfer and assignment applications are on balance in the public interest.

23. Our standard of review requires us to determine whether granting the proposed transactions is in the public interest, in ruling on the applications. Our findings are based on the record before us, and we must incorporate into our analysis issues raised by petitions to deny and other comments filed in this proceeding. The Applicants bear the ultimate burden of demonstrating that the transaction (including the grant of waivers, if any) is in the public interest.

24. The Commission applies a two-step analysis of any petition to deny opposing an application. The Commission must first determine whether the petition contains specific allegations of fact sufficient to show that granting the application would be *prima facie* inconsistent with the public interest.<sup>71</sup> The first step "is much like that performed by a trial judge considering a motion for directed verdict: if all the supporting facts alleged in the [petition] were true, could a reasonable fact finder conclude that the

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<sup>66</sup> *Rainbow/PUSH Coalition v. FCC*, 30 F.3d 539, 544 (D.C. Cir. 2003).

<sup>67</sup> 47 C.F.R. § 310(d).

<sup>68</sup> As noted above, Time Warner is an informal objector.

<sup>69</sup> The other grounds for standing, such as the necessity of being a viewer-resident or the adequacy of declarations, have not been challenged. See 47 U.S.C. § 309(d).

<sup>70</sup> 47 U.S.C. § 310(d).

<sup>71</sup> 47 U.S.C. § 309(d)(1); *Astroline Communications Co., Ltd. Partnership v. FCC*, 857 F.2d 1556 (D.C. Cir. 1988) ("*Astroline*").

ultimate fact in dispute had been established.”<sup>72</sup> If the petition meets this first step, the Commission must determine whether, “on the basis of the application, the pleadings filed, or other matters which [the Commission] may officially notice,” the petitioner has raised a substantial and material question of fact as to whether the application would serve the public interest.<sup>73</sup> For the reasons discussed below, we find that all of the Petitioners have failed to meet their burden.

25. *Service Agreements in Overlap Markets.* Section 310(d) of the Act prohibits the transfer of control of a license, either *de jure* or *de facto*, without prior Commission consent. The Commission analyzes *de facto* control issues on a case-by-case basis.<sup>74</sup> In determining whether an entity has *de facto* control of an applicant or a licensee, we have traditionally looked beyond legal title and financial interests to determine who holds operational control of the station.<sup>75</sup> The Commission, in particular, examines the policies governing station programming, personnel, and finances. The Commission has long held that a licensee may delegate day-to-day operations without surrendering *de facto* control, so long as the licensee continues to set the policies governing these three indicia of control.<sup>76</sup> Thus, entering into one or multiple cooperative agreements with a same-market entity does not in itself indicate an unauthorized transfer of control. All of the agreements contain provisions asserting that the relevant licensee, whether it be Gannett, Sander, or Tucker, will control the operations of the station they own consistent with FCC rules.

26. The Commission’s rule-based attribution benchmarks, which are set forth in Note 2 to Section 73.355 of the Commission’s rules<sup>77</sup> and related precedent, have a slightly different purpose in that they seek to identify those ownership interests that subject the holders to compliance with the multiple and cross-ownership rules because they confer a degree “of influence or control such that the holders have a realistic potential to affect the programming decisions of licensees or other core operating functions.”<sup>78</sup> The Commission has stated in the past that SSAs covering technical and other back-office operations typically do not raise an issue under the Commission’s attribution rules. The Commission has determined that the contingent interests applicable to all the overlap markets in this case, the guarantee and option, are not attributable unless exercised.<sup>79</sup> The considerations for such contingent interests are included in the Commission’s Equity-Debt Plus (EDP) attribution standard, but in this case do not rise to 33% of the total asset value of the stations at issue, which would be necessary to find attribution.<sup>80</sup> Thus,

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<sup>72</sup> *Gencom, Inc. v. FCC*, 832 F.2d 171, 181 (D.C. Cir. 1987) (“*Gencom*”).

<sup>73</sup> *Astroline*, 857 F.2d at 1561; 47 U.S.C. § 309(e).

<sup>74</sup> See *Shareholders of Hispanic Broadcasting Corporation*, Memorandum Opinion and Order, 18 FCC Rcd 18834, 18843 (2003); *Chase Broadcasting, Inc.*, Memorandum Opinion and Order, 5 FCC Rcd 1642, 1643 (1990).

<sup>75</sup> See *WHDH, Inc.*, Memorandum Opinion and Order, 17 F.C.C.2d 856, 863 (1969), *aff’d sub nom.*, *Greater Boston Television Corp. v. FCC*, 444 F.2d 841 (D.C. Cir. 1970).

<sup>76</sup> *WGPR, Inc.*, Memorandum Opinion and Order, 10 FCC Rcd 8140, 8142 (1995); *Choctaw Broadcasting Corp.*, Memorandum Opinion and Order, FCC Rcd 8534, 8539 (1997); *Southwest Texas Broadcasting Council*, Memorandum Opinion and Order, 85 F.C.C.2d 713, 715 (1981).

<sup>77</sup> 47 C.F.R. § 73.3555, note 2.

<sup>78</sup> *Review of The Commission’s Regulations Governing Attribution of Broadcast and Cable/MDS Interests*, Report and Order, 14 FCC Rcd 12559, 12560 (1999), *subsequent hist. omitted* (“1999 Attribution Order”).

<sup>79</sup> *Id.* at 1112.

the arrangements are within, and do not approach, the limits we have previously set forth in our attribution rulemakings governing individual financial interests.

27. There will be no programming component to the relationship between Gannett and Sander in the Phoenix market as has become common in more recent SSAs. In Tucson, the existing SSA between Raycom and Belo that Sander and Tucker will assume does provide for joint production of news programming, but such programming is limited to 15% of weekly broadcasting time and thus is not attributable under our rules. The Commission has approved applications for consent to television station transactions involving a combination of joint sales agreements, other types of shared services agreements, options and similar contingent interests, and guarantees of third-party debt financing, and has found these cooperative arrangements not to rise to the level of an attributable interest.<sup>81</sup> We find the combination of interests presented here falls within those combinations previously approved.

28. As acknowledged by Public Interest Petitioners, we have also found that financial arrangements more extensive than those at issue here do not rise to an unauthorized transfer of *de facto* control.<sup>82</sup> The Commission has stated that it must determine based on the record whether a licensee's profits align with its operation of the station. In other words, we must determine whether a licensee has the economic incentive to control its own programming.<sup>83</sup> Public Interest Petitioners fail to raise a substantial and material question of fact as to whether Sander and Tucker will have an economic incentive to control programming. We note, in this regard, that advertising revenue will not be shared between

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<sup>80</sup> See, e.g., *Review of the Commission's Regulations Governing Attribution of Broadcast and Cable/MDS Interests*, Report and Order on Reconsideration, 16 FCC Rcd 1097, 1112 (2001).

<sup>81</sup> See, e.g., *Malara Broadcasting Group of Duluth Licensee LLC*, 19 FCC Rcd at 24070 (SSA with programming not to exceed 15% of weekly broadcast hours, JSA, Option, Lease of Facilities, and Guarantee of debt); *SagamoreHill of Corpus Christi Licenses, LLC*, 25 FCC Rcd at 2809 (SSA with programming not to exceed 15% of weekly broadcast hours, JSA with 30 % of revenues going to broker, Option, Studio Lease, Guarantee); *Piedmont Television of Springfield License LLC*, 22 FCC Rcd at 13910 (SSA with programming not to exceed 15% of weekly broadcast hours, JSA, Option, Studio Lease, Guarantee and sale of non-license assets to broker); *Chelsey Broadcasting Company of Youngstown, LLC*, Letter, 22 FCC Rcd 13905 (Vid. Div 2007) (SSA with programming not to exceed 15% of weekly broadcast hours, Option and Guarantee).

<sup>82</sup> Public Interest Petitioners cite the *Raycom Hawai'i Order*. In that case, the broker held an SSA with a 15% programming component, lease, Option, Term Loan Note, and, while not formally a JSA, the broker did lease advertising employees to the licensee. *KHNL License Subsidiary, LLC*, Memorandum Opinion and Order, 26 FCC Rcd 16087, 16089 (MB 2011) ("*Raycom Hawai'i Order*").

<sup>83</sup> *Id.* at 16093 (In determining financial control, concluded, "based on the entire record before us, that the payment terms operate in a manner that aligns the profits arising from operation of the station with HITV's ownership and, thus, HITV has had sufficient economic incentive to control programming aired on Station KFVE(TV)."); see also, *Shareholders of Ackerley Group, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 10828, 10841 (2002) ("*2002 Ackerley Order*") (finding no economic incentive to control programming where broker programmed 15% of weekly broadcast hours and retained 100% of revenue under JSA); *SagamoreHill of Corpus Christi Licenses, LLC*, 24 FCC Rcd at 2810 (finding no unauthorized transfer of control where, "[i]n exchange for its sales representation, broker will retain the lesser of the revenues it collects minus a set Base Rate, or 30% of all revenues"); *Nexstar Broadcasting, Inc.*, Letter, 23 FCC Rcd 3528, 3534 (Vid. Div. 2008) (finding no unauthorized transfer of control where licensee receives "70% of all revenue attributable to commercial advertisements").

Gannett and Sander and/or Tucker in three of the five overlap markets.<sup>84</sup> We find based on our review of the terms of the agreements in these and the remaining two markets that Sander's and Tucker's profits would align with their ownership of the stations in the overlap markets. With respect to programming and personnel, even in those markets where there will be some programming relationship, the terms of the various cooperative agreements are consistent with those approved in the past, and each station will have enough personnel to meet the minimum staffing requirements of the Main Studio Rule.<sup>85</sup> Of course, applicants will be required to comply with any future rules, attribution standards, and/or procedural requirements related to ownership and/or attribution.

29. The gravamen of Public Interest Petitioners' petition, however, is that grant of the applications in the five overlap markets will substantially frustrate the objectives of the multiple and cross-ownership rules by harming competition, diversity, and localism, even though the transaction complies with past precedent and the Commission's rules. Public Interest Petitioners stress that the Act requires a finding that a transaction serves the public interest, not merely that the transaction does not violate our rules and shares particular factual elements with other transactions previously approved relating to our attribution and control analysis. We find force to that contention. The parties to this transaction have relied on an expectation, generated by prior decisions in the broadcast context, that conformity of individual elements of the transaction to our rules and to other transactions previously approved would warrant approval here.

30. At the same time, of course, Congress' express statutory command is that license transfers must satisfy the "public interest, convenience, and necessity," a standard that is always informed by regulatory standards, but which necessarily involves, as our licensing decisions have long noted, the use of a "case-by-case" approach.<sup>86</sup> Nor is the public-interest standard limited to the goals established by the core antitrust laws.<sup>87</sup> That is why applicants and interested parties should not forget that our public interest mandate encompasses giving careful attention to the economic effects of, and incentives created by, a proposed transaction taken as a whole and its consistency with the Commission's policies under the Act, including our policies in favor of competition, diversity, and localism.<sup>88</sup>

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<sup>84</sup> See, e.g., *Raycom Hawai'i Order*, 26 FCC Rcd at 16089 (Raycom, as broker, received 30% of revenue in addition to a flat fee of \$208,333 per month).

<sup>85</sup> The Commission has long permitted brokers to place employees at brokered stations, as long as the licensee complies with its obligation to retain ultimate control of station operations and maintains the minimum staffing requirements set forth in the Main Studio Rule. *2002 Ackerley Order*, 17 FCC Rcd at 10842; *Shareholders of Hispanic Broadcasting Corporation*, 18 FCC Rcd at 18848.

<sup>86</sup> *Supra* ¶¶ 22, 25, citing *Shareholders of Hispanic Broadcasting Corporation*, 18 FCC Rcd at 18843; *Chase Broadcasting, Inc.*, 5 FCC Rcd at 1643 (The Commission analyzes *de facto* control issues on a case-by-case basis).

<sup>87</sup> See Clayton Antitrust Act, 15 U.S.C. § 18; 47 U.S.C. § 310(d).

<sup>88</sup> As the Commission noted in the *1999 Attribution Order*, the Commission "retain[s] discretion to review individual cases that present unusual issues on a case-by-case basis where it would serve the public interest to conduct such a review. Such cases might occur, for example, when there is substantial evidence that the combined interests held are so extensive that they raise an issue of significant influence such that the Commission's multiple ownership rules should be implicated, notwithstanding the fact that these combined interests do not come within the parameters of the EDP rule." *1999 Attribution Order*, para. 44.

31. *Retransmission Consent.* MVPD Petitioners assert that the joint negotiation of retransmission consent agreements by separately owned broadcast television licensees in the same market harms cable operators by reducing their bargaining power and that the Commission should act to prohibit it. This issue is now before the Commission in the *Retransmission Consent Proceeding* and the *2010 Quadrennial Review of the Media Ownership Rules*.<sup>89</sup> Indeed, despite MVPD Petitioners' protest that they are concerned solely with the likelihood of market- and transaction-specific harms,<sup>90</sup> the evidence they marshal in support of their position consists of reports and comments filed in the *Retransmission Consent Proceeding*.<sup>91</sup> We decline to address in this licensing order an issue posed in that rulemaking proceeding, at the behest of parties that petitioned to commence it. Aside from the issue of joint negotiation of retransmission consent agreements, MVPD Petitioners fail to demonstrate that the proposed assignments and related cooperative agreements violate our rules or our policies as embodied in precedent.

32. *Current Renewals.* It is Commission policy, in multi-station transactions, to grant transfer of control applications while renewal applications are pending as long as there are no basic qualification issues pending against the transferor or transferee that could not be resolved in the context of the transfer proceeding, and the transferee explicitly assents to standing in the stead of the transferor in the pending renewal proceeding.<sup>92</sup> Some of the Belo licensees have applications pending before the Commission for renewal of broadcast licenses.<sup>93</sup> None of these renewals has petitions or other matters currently pending that present a basic character qualification issue. Gannett has submitted a statement explicitly agreeing to stand in the stead of the transferor in any renewal application that is pending at the time of the consummation of the transfer.<sup>94</sup> Therefore, we will apply the policy set out in *Shareholders of CBS* to those applications. We recognize that other stations to be transferred to Gannett may need to file their renewal applications prior to closing. This situation is also encompassed by the precedent established by *Shareholders of CBS*.<sup>95</sup>

#### IV. ORDERING CLAUSES

33. We have reviewed the transfer of control and assignment applications, the petition to deny, replies, and related filings. We conclude that the transferees and assignees are fully qualified to hold the licenses, and that grant of the applications and overall transaction, as modified in the Consent Decree entered into with the Department of Justice, will serve the public interest, convenience, and necessity.

34. ACCORDINGLY, IT IS ORDERED, that the petitions to deny jointly filed by United Church of Christ Office of Communications, Inc.; Free Press; National Association of Broadcast Employees and

<sup>89</sup> *Retransmission Consent Proceeding*, 26 FCC Rcd 2718; *2010 Quadrennial Review of the Media Ownership Rules*, 26 FCC Rcd 17489.

<sup>90</sup> MVPD Reply at 3-4, 13.

<sup>91</sup> MVPD Petition to Deny at nn.33, 34.

<sup>92</sup> *Shareholders of CBS Corporation*, Memorandum Opinion and Order, 16 FCC Rcd 16072, 16072-73 (2001).

<sup>93</sup> Stations WFAA(TV), Dallas, TX; KHOU(TV), Houston, TX; WCNC-TV, Charlotte, NC; W30CR-D, Biscoe, NC; W24AY-D, Linesville/ Wadesboro, NC; WVEC(TV), Hampton, VA; WWL-TV, New Orleans, LA.

<sup>94</sup> *WFAA-TV Application*, Exhibit 15A, at 5.

<sup>95</sup> See *Cumulus Media, Inc. and Citadel Broadcasting Corp.*, Memorandum Opinion and Order, 26 FCC Rcd 12956, 12959 (2011).

Technicians-Communications Workers of America; The Newspaper Guild-Communications Workers of America; and Common Cause, through their counsel, the Institute for Public Representation and jointly by American Cable Association, DIRECTV LLC, and Time Warner Cable ARE DENIED.

35. IT IS FURTHER ORDERED, that the Applications for Consent to Transfer of Control of various broadcast television licensee subsidiaries of Belo Corp. from the Shareholders of Belo Corp. to Gannett Co., Inc. ("Gannett")<sup>96</sup> and Applications for Consent to the Assignment of the remaining Belo television licensee subsidiaries to subsidiaries of Sander Media, LLC and to Tucker Operating Co., LLC respectively,<sup>97</sup> pursuant to Part 73 of the Commission's Rules, are GRANTED.

36. These actions are taken pursuant to Section 0.61 and 0.283 of the Commission's rules, 47 C.F.R. §§ 0.61, 0.283, and Sections 4(i) and (j), 303(r), 309, and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 303(r), 309, 310(d).

FEDERAL COMMUNICATIONS COMMISSION



William T. Lake  
Chief  
Media Bureau

<sup>96</sup> A complete list of the applications for Consent of Transfer of Control and the licenses is attached as Exhibit A ("Transfer of Control Applications").

<sup>97</sup> A complete list of the applications for Consent of Assignment of Licenses and the licenses is included in Exhibit A ("Assignment Applications").

## Exhibit A

Station	Fac. ID	Community	Assignor/ Transferor	Assignee/ Transferee	Application Number
KASW(TV)	7143	Phoenix, AZ	KASW-TV, Inc.	Sander Operating Co. II LLC D/B/A KTVK Television	BALCDT-20130619AFJ
KTVK (TV)	40993	Phoenix, AZ	KTVK, Inc.	Sander Operating Co. II LLC D/B/A KTVK Television	BALCDT-20130619AFA
K11LC-D	2756	Prescott, AZ	KTVK, Inc.	Sander Operating Co. II LLC D/B/A KTVK Television	BALCDT-20130619AFB
K38AI-D	2754	Cottonwood, AZ	KTVK, Inc.	Sander Operating Co. II LLC D/B/A KTVK Television	BALCDT-20130619AFC
K15HY	5323	Williams-Ashfork, AZ	KTVK, Inc.	Sander Operating Co. II LLC D/B/A KTVK Television	BALCDT-20130619AFD
K25MG-D	2753	Flagstaff, AZ	KTVK, Inc.	Sander Operating Co. II LLC D/B/A KTVK Television	BALCDT-20130619AFE
K14NA-D	13087	Globe & Miami, AZ	KTVK, Inc.	Sander Operating Co. II LLC D/B/A KTVK Television	BALCDT-20130619AFF
K34EE-D	56142	Prescott-Cottonwood, AZ	KTVK, Inc.	Sander Operating Co. II LLC D/B/A KTVK Television	BALCDT-20130619AFG
K41JE	126160	Williams-Ashfork, AZ	KTVK, Inc.	Sander Operating Co. II LLC D/B/A KTVK Television	BALCDT-20130619AFH
KMOV(TV)	70034	St. Louis, MO	KMOV-TV, INC.	Sander Operating Co. IV, LLC	BALCDT - 20130619AEZ
KGW(TV)	34874	Portland, OR	King Broadcasting Company	Sander Operating Co. III, LLC	BALCDT - 20130619AFN
K48MP-D	34851	Corvallis, OR	King Broadcasting Company	Sander Operating Co. III, LLC	BALCDT - 20130619AFO
K29AZ-D	34865	Newport, OR	King Broadcasting Company	Sander Operating Co. III, LLC	BALCDT - 20130619AFP
K40EG	34881	Tillamook, OR	King Broadcasting Company	Sander Operating Co. III, LLC	BALCDT - 20130619AFQ
K46AK-D	34864	Prineville, etc., OR	King Broadcasting Company	Sander Operating Co. III, LLC	BALCDT - 20130619AFR



K25KS-D	34844	The Dalles, OR	King Broadcasting Company	Sander Operating Co. III, LLC	BALCDT - 20130619AFS
K35HU-D	34870	Grays River, WA	King Broadcasting Company	Sander Operating Co. III, LLC	BALCDT - 20130619AFT
K17HA-D	130923	Astoria, OR	King Broadcasting Company	Sander Operating Co. III, LLC	BALCDT - 20130619AFU
KGWZ-LD	30810	Portland, OR	King Broadcasting Company	Sander Operating Co. III, LLC	BALCDT - 20130619AFV
WHAS-TV	32327	Louisville, KY	Belo Kentucky, Inc.	Sander Operating Co. I, LLC	BALCDT - 20130619AFM
KMSB(TV)	44052	Tucson, AZ	KMSB-TV, Inc.	Sander Operating Co. V, LLC	BALCDT - 20130619AFL
KTTU(TV)	11908	Tucson, AZ	KTTU-TV, Inc.	Tucker Operating Co., LLC	BALCDT - 20130619ADJ
WFAA(TV)	72054	Dallas, TX	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619AAY
KHOU(TV)	34529	Houston, TX	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619AAW
KING-TV	34847	Seattle, WA	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619AAZ
K41FJ-D	34861	Coeur D'Alene, ID	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619ABB
K45AC	34873	Wenatchee, WA	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619ABC
K21CC	50532	Lewiston, ID	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619ABD
KTFT-LD	167056	Twin Falls, ID	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619ABF
K05DC	34875	Cambridge, Etc., ID	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619ABG
K16JE-D	188132	Glenns Ferry, ID	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619ABH
K26LE-D	34884	Cascade, ID	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619ABI
K15IO-D	34869	McCall & New Meadows, ID	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619ABJ

K23KY-D	11446	Council, ID	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619ABK
KONG(TV)	35396	Everett, WA	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619AAM
WCNC-TV	32326	Charlotte, NC	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619AAS
W30CR-D	32317	Biscoe, NC	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619AAT
W24AY-D	32316	Lilesville/ Wadesboro, NC	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619AAU
KENS(TV)	26304	San Antonio, TX	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619AAP
WVEC(TV)	74167	Hampton, VA	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619AAR
KVUE(TV)	35867	Austin, TX	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619AAV
WUPL(TV)	13938	Slidell, LA	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619AAN
WBXN-CA	70419	New Orleans, LA	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619AAO
WWL-TV	74192	New Orleans, LA	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619AAQ
KREM(TV)	34686	Spokane, WA	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619ABA
KSKN(TV)	35606	Spokane, WA	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619AAX
KTVB(TV)	34858	Boise, ID	Shareholders of Belo Corp.	Gannett Co., Inc.	BTCCDT - 20130619ABE