

DESCRIPTION OF THE TRANSACTION

This application is one of a series of applications being filed seeking the prior consent of the Federal Communication Commission to the proposed internal corporate restructuring of The E.W. Scripps Company that intends to reassign certain station licenses (acquired in early 2021 from ION Media) from wholly-owned subsidiary Scripps Media, Inc., to a new wholly-owned subsidiary, Scripps National Division Holding Company.

The following is a list of the licenses currently held by the ION licensees which will be transferred in connection with this transaction:

Licensee	Call Sign	Community of License	Facility ID
ION MEDIA BOSTON LICENSE, LLC	WPBX-TV	Boston, MA	7692
ION MEDIA BOSTON LICENSE, LLC	WDPX-TV	Woburn, MA	6476
ION MEDIA BOSTON LICENSE, LLC	WPXG-TV	Concord, NH	48406
ION MEDIA LICENSE COMPANY, LLC	WPXN-TV	New York, NY	73356
ION MEDIA LICENSE COMPANY, LLC	KILM	Inglewood, CA	63865
ION MEDIA LICENSE COMPANY, LLC	WXPX-TV	Bradenton, FL	6601
ION MEDIA LICENSE COMPANY, LLC	KWPX-TV	Bellevue, WA	56852
ION MEDIA LICENSE COMPANY, LLC	WPXD-TV	Ann Arbor, MI	5800
ION MEDIA LICENSE COMPANY, LLC	WPXM-TV	Miami, FL	48608
ION MEDIA LICENSE COMPANY, LLC	WRBU	East St. Louis, IL	57221
ION MEDIA LICENSE COMPANY, LLC	WFPX-TV	Archer Lodge, NC	21245
ION MEDIA LICENSE COMPANY, LLC	WNPX-TV	Franklin, TN	28468
ION MEDIA LICENSE COMPANY, LLC	WPXR-TV	Roanoke, VA	70251
ION MEDIA LICENSE COMPANY, LLC	WZRB	Columbia, SC	136750
ION MEDIA LICENSE COMPANY, LLC	WIPL	Lewiston, ME	48408
ION MEDIA LICENSE COMPANY, LLC	KPXR-TV	Cedar Rapids, IA	21156
ION TELEVISION LICENSE, LLC	KPXN-TV	San Bernardino, CA	58978
ION TELEVISION LICENSE, LLC	WCPX-TV	Chicago, IL	10981
ION TELEVISION LICENSE, LLC	WPPX-TV	Wilmington, DE	51984
ION TELEVISION LICENSE, LLC	KPXD-TV	Arlington, TX	68834
ION TELEVISION LICENSE, LLC	KKPX-TV	San Jose, CA	22644
ION TELEVISION LICENSE, LLC	WPXW-TV	Manassas, VA	74091
ION TELEVISION LICENSE, LLC	WWPX-TV	Martinsburg, WV	23264
ION TELEVISION LICENSE, LLC	KPXB-TV	Conroe, TX	58835
ION TELEVISION LICENSE, LLC	WPXA-TV	Rome, GA	51969
ION TELEVISION LICENSE, LLC	KPXM-TV	St. Cloud, MN	35907

Licensee	Call Sign	Community of License	Facility ID
ION TELEVISION LICENSE, LLC	WOPX-TV	Melbourne, FL	67602
ION TELEVISION LICENSE, LLC	KSPX-TV	Sacramento, CA	52953
ION TELEVISION LICENSE, LLC	KPXG-TV	Salem, OR	5801
ION TELEVISION LICENSE, LLC	WINP-TV	Pittsburgh, PA	41314
ION TELEVISION LICENSE, LLC	WRPX-TV	Rocky Mount, NC	20590
ION TELEVISION LICENSE, LLC	KUPX-TV	Provo, UT	57884
ION TELEVISION LICENSE, LLC	KPXL-TV	Uvalde, TX	61173
ION TELEVISION LICENSE, LLC	WSFJ-TV	London, OH	11118
ION TELEVISION LICENSE, LLC	WPXE-TV	Kenosha, WI	37104
ION TELEVISION LICENSE, LLC	KMCC	Laughlin, NV	41237
ION TELEVISION LICENSE, LLC	WPXC-TV	Brunswick, GA	71236
ION TELEVISION LICENSE, LLC	WPXL-TV	New Orleans, LA	21729
ION TELEVISION LICENSE, LLC	WPXQ-TV	Newport, RI	50063
ION TELEVISION LICENSE, LLC	KTPX-TV	Okmulgee, OK	7078
ION TELEVISION LICENSE, LLC	WQPX-TV	Scranton, PA	64690
ION TELEVISION LICENSE, LLC	WPXK-TV	Jellico, TN	52628
ION TELEVISION LICENSE, LLC	WKOI-TV	Richmond, IN	67869
ION TELEVISION LICENSE, LLC	KFPX-TV	Newton, IA	81509
ION TELEVISION LICENSE, LLC	WLPX-TV	Charleston, WV	73189
ION TELEVISION LICENSE, LLC	WSPX-TV	Syracuse, NY	64352
ION TELEVISION LICENSE, LLC	WEPX-TV	Greenville, NC	81508
ION TELEVISION LICENSE, LLC	WPXU-TV	Jacksonville, NC	37971
ION TELEVISION LICENSE, LLC	WTPX-TV	Antigo, WI	86496

In addition to corporate documents to be executed only post-consent of the Commission, included as attachments to this application are a pre-reorganization organization chart and a proposed post-reorganization chart reflecting the proposed change.

As this is a corporate restructure which will result in no ultimate ownership changes in the effected licenses, this proposed change is a *pro forma* transfer of control pursuant to Section 310(d) of the Communications Act and 47 CFR § 73.3540(f). It is therefore appropriately filed on the Commission's "short-form" application on Form 2100, Schedule 316.

Changes in Interest and Parties to the Application

Following the proposed *pro forma* transfer of control, Scripps National Division Holding Company will replace Scripps Media, Inc. as a 100% indirect parent of the ION licensee entities. Below are the attributable officers, directors, shareholders and members of the Scripps entities involved in the proposed transaction. The reported percentages represent the interests both before and after the transfer of control.

Scripps National Division Holding Company

Name and Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
Scripps National Division Holding Company c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	Delaware Corporation	Proposed Transferee	100% indirect parent of licensee	100%
The E.W. Scripps Company c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	Ohio Corporation	Stockholder	100% interest in proposed transferee	100%
Adam P. Symson c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer, Director	0	0
Lisa A. Knutson c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer, Director	0	0
Jason Combs c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer, Director	0	0
Julie McGehee c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Rebecca A. Riegelsberger c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer	0	0

The E.W. Scripps Company

Name and Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
The E.W. Scripps Company c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	Ohio Corporation	Parent of Proposed Transferee		
Scripps Family Shareholders 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S. Family Voting Agreement	Shareholder	93%	30%
William Appleton c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Marcellus W. Alexander, Jr. c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Director	0	0
Charles L. Barmonde c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Director	0	0
Jason Combs c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Kelly B. Conlin c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Director	0	0
Lauren Rich Fine c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Director	0	0
David Giles c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer	0	0
John Hayden c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Director	0	0

Name and Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
Lisa Knutson c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Carolyn P. Micheli c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Mark Koors c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Anne M. La Dow c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Director	0	0
Brian G. Lawlor c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Wonya Lucas c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Director	0	0
Douglas F. Lyons c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Julie McGehee c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Daniel Perschke c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Rebecca Riegelsberger c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Robert M. Scagliotti c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Director	0	0
Adam Symson c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer, Director	0	0

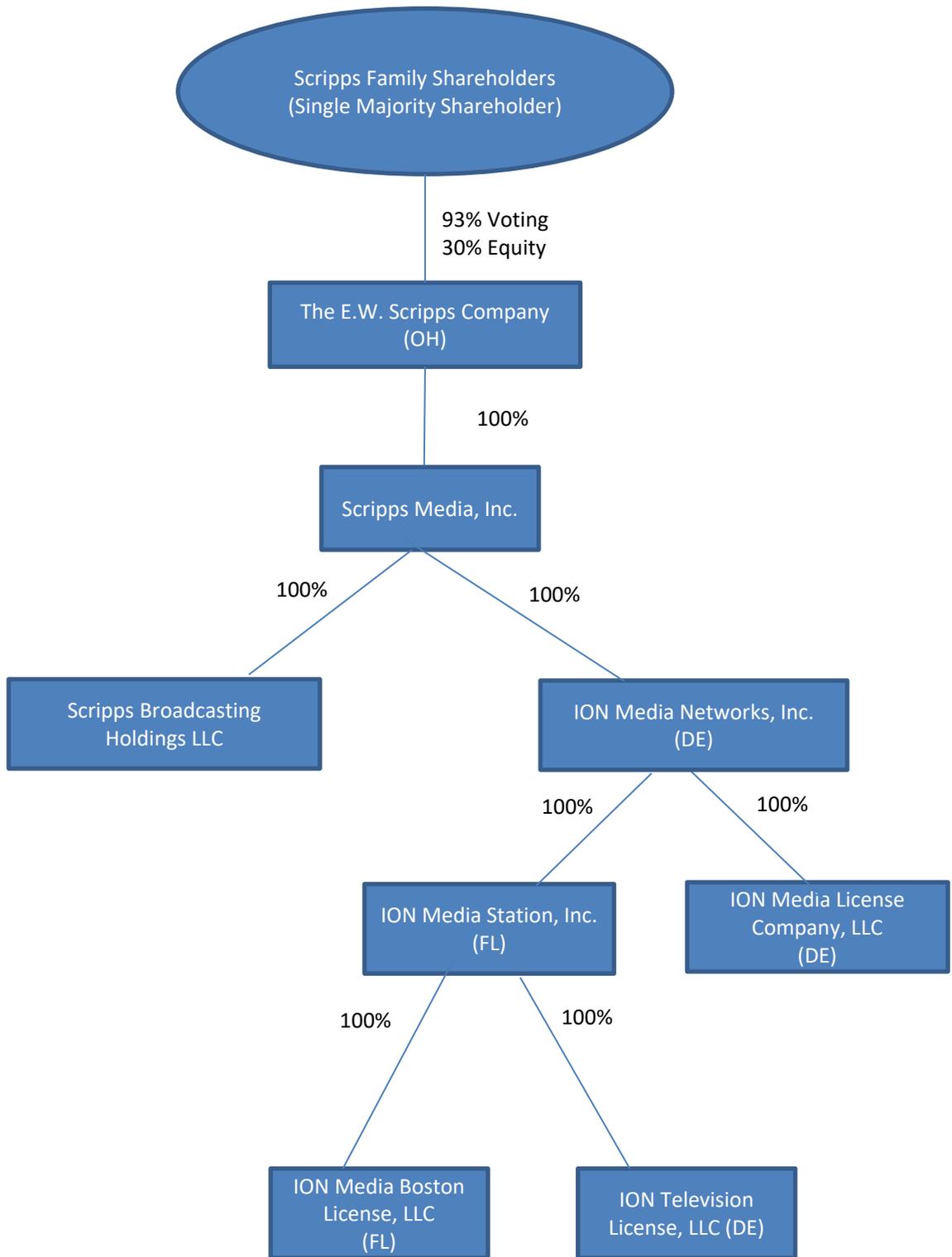
Name and Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
Laura M. Tomlin c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Kim Williams c/o Scripps Media, Inc. 312 Walnut St., 28 th Floor Cincinnati, OH 45202	U.S.	Director	0	0

Scripps Family Shareholders

Name and Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
Scripps Family Shareholders 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S. Family Voting Agreement	Ultimate Parent of Proposed Transferee		
Anne M. LaDow 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder	6.922%	1.0%
Austin Heidt 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder, Family Council Member	0.00001%	0.00001%
Robert M. Scagliotti 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder, Family Council Member	2.401%	0.4%
Barbara V. Scripps 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder	6.935%	0.9%
Charles E. Scripps, Jr. 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder	5.546%	1.7%
Eaton Scripps 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder, Family Council Member	5.546%	2.3%

Name and Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
Edward W. Scripps 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder	5.546%	1.6%
Jonathan L. Scripps 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder, Family Council Member	0.801%	0.2%
Paul Scripps 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder	6.769%	1.1%
William H. Scripps 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder, Family Council Member	4.804%	0.8%
Virginia S. Vasquez 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder	6.833%	1.7%
Mary Ann S. Sanchez 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder	7.203%	2.7%
Charles L. Barmonde 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder	5.262%	1.5%

Pre-Reorganization Ownership Structure



Post-Reorganization Ownership Structure

