

**AMENDED COMPREHENSIVE EXHIBIT**  
**(MARCH 23, 2022)**

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## I. Overview of the Transactions and Associated Applications

This application is one of a number of concurrently filed applications (the “Applications”) that seek Commission consent to four sequential transactions described below in the order they will occur (together, the “Transactions”) that will result in, among other things, the transfer of all outstanding equity interests of TEGNA Inc. (“TEGNA”), the ultimate parent of the licensees of 64 full-power television stations, two full-power radio stations, and other related FCC licenses,<sup>1</sup> to an indirect subsidiary of SGCI Holdings III LLC (“SGCI Holdings”), whose Managing Member is Soohyung Kim, the Managing Partner of Standard General L.P. (“Standard General”) (the post-Transactions entity whose subsidiaries will hold the licenses of the TEGNA stations is referred to herein as “Post-Merger TEGNA”). With Deborah A. McDermott serving as the CEO of the resulting company, the Transactions will create the largest minority-controlled and female-operated U.S. broadcast station group in history.

The proposed Transactions also will result in the transfer of control of WFXT(TV), Boston, MA, from CMG Media Corporation (f/k/a Terrier Media Buyer, Inc.) (“CMG”) to SGCI Holdings, and an indirect subsidiary of CMG acquiring control of the licenses of four full-power television stations that are currently owned by Standard General affiliate Community News Media LLC (“CNM”) and, following SGCI Holdings’ acquisition of control of TEGNA, acquiring four full-power television stations in Texas currently owned by TEGNA.

**The proposed Transactions comply with all of the Commission’s multiple ownership rules. Accordingly, no waivers of the multiple ownership rules or regulatory divestitures are required to grant the Applications.<sup>2</sup>**

Principally due to the presence of Cayman Island and similar entities in the sources of financing, a Petition for Declaratory Ruling regarding foreign investment is being filed herewith.<sup>3</sup>

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<sup>1</sup> A list of the TEGNA broadcast stations is included in Exhibit B-3. The parties have filed or soon will file separate applications with the appropriate bureaus requesting Commission consent for the transfer of control or assignment of earth station, microwave, and land mobile facilities used in the operations of the affected stations.

<sup>2</sup> Certain viewership and audience reach data referenced in this Comprehensive Exhibit will be redacted from public view and submitted to the Commission under separate cover with a request that the data be held in confidence and not be made available for public inspection pursuant to applicable rules and policies of the Commission that restrict public access to confidential and proprietary information.

<sup>3</sup> The Petition for Declaratory Ruling is being filed with certain of the Transactions applications and requests that the Commission issue a declaratory ruling permitting Teton Parent Corp. (Post-Merger TEGNA’s indirect parent) to have foreign investment in excess of the 25% benchmark contained in Section 310(b)(4) of the Communications Act of 1934, as amended. Specifically, the Petition for Declaratory Ruling seeks (1) a ruling permitting up to 100% aggregate foreign investment (voting and equity) in Teton Parent Corp., which, following consummation of the Merger, will be the indirect parent company of 38 licensee subsidiaries that hold broadcast television, radio and other FCC licenses, and (2) specific approval for certain identified foreign

The applicants note, however, that the voting interests of transferee SGC Holdings are 100% U.S.-controlled, through a “single majority shareholder” (Soohyung Kim) who is a U.S. citizen, and the Petition for Declaratory Ruling reflects that fact.

### **Local Television Multiple Ownership**

There are no Designated Market Areas (“DMAs” or “Markets”) in which both TEGNA and SGC Holdings or any of their affiliated companies currently own full-power television stations. As such, the proposed Transactions will not create any new television station combinations or “overlaps” in any of Post-Merger TEGNA’s DMAs. TEGNA itself currently operates permissible station combinations in 13 DMAs. For each of these Markets, the applicants demonstrate in Section VI and Exhibit D of this Comprehensive Exhibit continued compliance with the Commission’s Local Television Multiple Ownership Rule following the Transactions. Similarly, the WFXT Transfer create any new television station combinations, as SGC Holdings does not currently own any full-power television stations in the Boston, MA Market.

The Transactions also will not create any new television station combinations in any of the DMAs in which CMG is acquiring stations. CMG is acquiring one existing same-market station combination from CNM and one existing same-market combination from Post-Merger TEGNA,<sup>4</sup> each of which complies with the Local Television Multiple Ownership Rule. For each of the relevant Markets, the applicants demonstrate in Section VI and Exhibit D of this Comprehensive Exhibit continued compliance with the Commission’s Local Television Multiple Ownership Rule following the Transactions.

Finally, the Transactions do not involve the creation of any new joint sales, option, or time brokerage agreements between CMG’s and Post-Merger TEGNA’s stations.<sup>5</sup>

### **National Television Multiple Ownership**

As discussed in more detail in Section VII of this Comprehensive Exhibit, upon consummation of the proposed Transactions, which include the sale to CMG of four TEGNA television stations in three Markets following the merger, Post-Merger TEGNA will own 61 full-power television stations and two radio stations across 50 Markets. Calculated in accordance with the Commission’s National Television Multiple Ownership Rule, Post-Merger TEGNA will own

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entities and individuals to hold, directly or indirectly, equity and/or deemed voting interests of more than 5% (or, for passive investors, more than 10%) in Teton Parent Corp.

<sup>4</sup> CMG will also acquire one station in the Dallas-Ft. Worth, TX DMA, where TEGNA currently operates a permissible station combination through subsidiary WFAA-TV, Inc., licensee of WFAA(TV), Dallas, TX (Facility ID 72054) and KMPX(TV), Decatur, TX (Facility ID 73701). Following the transfer of control of TEGNA and its subsidiaries (including WFAA-TV, Inc.) to SGC Holdings, Post-Merger TEGNA will assign the license of KMPX(TV) to a subsidiary of CMG and retain the license of WFAA(TV).

<sup>5</sup> The applicants note, however, that short-term transition services agreements between buyers and sellers may be needed with regard to some of the station assignments and transfers.

full-power television stations covering 28.46% of U.S. television households, well below the 39% national audience reach cap specified in that rule.

Similarly, upon consummation of the proposed Transactions, CMG will own 31 full-power television stations in 26 DMAs and 54 radio stations in 11 radio markets across the country. Calculated in accordance with the Commission's National Television Multiple Ownership Rule, CMG will own full-power television stations covering 10.43% of U.S. television households, significantly below the 39% national audience reach cap specified in that rule.

## **II. Description of the Transactions and Public Interest Benefits**

### **A. The Transactions**

The Transactions consist of a series of related, sequential transactions for which FCC applications are being filed contemporaneously herewith.<sup>6</sup>

First, as illustrated in Exhibit A-1, Standard General's affiliate CNM<sup>7</sup> will transfer control of its four television stations (collectively, the "CNM Stations") to a wholly-owned subsidiary of CMG (these transfers, the "CNM Transfers").<sup>8</sup>

Second, as illustrated in Exhibit A-2, CMG will transfer control of its indirect, wholly-owned subsidiary, Teton Parent Corp. ("TPC"), a controlling parent company of the licensee of WFXT(TV), Boston, MA (Facility ID 6463), to SGCI Holdings through a recapitalization of TPC (the "WFXT Transfer"). Upon the recapitalization, SGCI Holdings will hold 100% of the voting shares of TPC (and will control WFXT(TV)), and CMG will hold only preferred, non-voting shares in TPC.<sup>9</sup>

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<sup>6</sup> For purposes of clarity, intermediate wholly-owned subsidiaries and intermediary steps occurring on the day of the respective closings have been omitted from this description.

<sup>7</sup> CNM is the sole member of CNM Television Holdings I LLC ("CNM Holdings"), which, in turn, is the sole member of Paducah Television Operations LLC ("Paducah Operations"). Through licensee subsidiaries, Paducah Operations owns and operates television broadcast stations WDKA(TV), Paducah, KY (Facility ID 39561), KBSI(TV), Cape Girardeau, MO (Facility ID 19593), WLNE-TV, New Bedford, MA (Facility ID 22591), and KLKN(TV), Lincoln, Nebraska (Facility ID 11264).

<sup>8</sup> As illustrated in Exhibit A-1, this transfer is being accomplished by merging CNM Holdings into CMG Farnsworth Television Acquisition Company, LLC ("CNM Merger Sub"), with CNM Merger Sub as the surviving entity and becoming a wholly-owned subsidiary of CMG.

<sup>9</sup> As a part of a recapitalization of TPC, CMG will be issued shares of Series B preferred non-voting stock. The Series B shares carry a fixed rate of return and provide no right or opportunity for CMG to appoint board members, participate in the operations of the Post-Merger TEGNA stations, or realize any additional economic benefits from improved financial performance by Post-Merger TEGNA. The Series B preferred shares include only limited, customary minority investor protections that are consistent with FCC precedent. See Exhibit F hereto.

Third, following consummation of these two initial transactions, as illustrated in Exhibit A-3, TEGNA will merge with and into an indirect wholly-owned subsidiary of TPC, with TEGNA being the surviving entity (the “Merger”), thereby becoming an indirect wholly-owned subsidiary of TPC (which as noted above, will be controlled by transferee SGCI Holdings, TPC’s single majority shareholder). Because Soohyung Kim is the Managing Member of SGCI Holdings, he will have ultimate control of Post-Merger TEGNA.<sup>10</sup> Neither CMG nor any of its attributable interest holders will hold an attributable interest in Post-Merger TEGNA.<sup>11</sup>

Fourth and last, immediately upon consummation of the Merger, Post-Merger TEGNA will assign the assets (including FCC broadcast licenses) of television stations KVUE(TV), Austin, TX (Facility ID 35867), KMPX(TV), Decatur, TX (Facility ID 73701), KHOU-TV, Houston, TX (Facility ID 34529), and KTBU(TV), Conroe, TX (Facility ID 28324) to indirect wholly-owned subsidiaries of CMG, as illustrated in Exhibit A-4 (the “Texas Station Sales”).<sup>12</sup>

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<sup>10</sup> All other members of SGCI Holdings are insulated pursuant to the provisions of Section 73.3555, Note 2, and SGCI Holdings hereby certifies such insulation is permitted under Delaware state law.

<sup>11</sup> In addition to utilizing loan proceeds from a consortium of bank lenders, a portion of the purchase price for the TEGNA stock will be funded through the sale of Series A non-voting preferred shares of stock in TPC to SG Media Investment LLC, Cox Enterprises, Inc. (“CEI”), an entity affiliated with Pacific Investment Management Company LLC, certain entities affiliated with Ares Management Corporation (NYSE-ARES) (“Ares”), and certain entities affiliated with Apollo Global Management (NYSE-APO) (“AGM”) (collectively, the “Preferred Investors”). For clarity, Ares and Apollo are not affiliated with each other. The Series A shares carry a fixed rate of return and provide no right or opportunity for the Preferred Investors to appoint board members, participate in the operations of the Post-Merger TEGNA stations, or realize any additional economic benefits from improved financial performance by Post-Merger TEGNA. The Series A shares include only limited, customary minority investor protections that are consistent with arrangements the Commission has approved in the past. See Exhibit F hereto. Certain Ares-managed funds (ASOF Holdings I, L.P., ASOF II Holdings I, L.P., ASOF II Holdings A (DE) Holdings I, L.P. and ASME Holdings I, L.P.) also will collectively hold the contractual right to have a TPC board observer. The Series A preferred shares and the Series B preferred shares discussed in footnote 9 will not create an attributable interest in Post-Merger TEGNA for any of the Preferred Investors or CMG because (1) TEGNA will have a single majority shareholder; (2) the non-voting preferred shares will not have any of the attributes the Commission typically associates with ownership attribution; and (3) the Preferred Investors and CMG will not hold any interest in SGCI Holdings, the single majority shareholder of TPC. The parties also note that there are only six markets in which both CMG and TEGNA own stations, and that CMG will hold only 1.86% of the combined equity and debt of Post-Merger TEGNA, and entities otherwise affiliated with Apollo will separately hold only 2.16%.

<sup>12</sup> At Commission staff’s request in order to facilitate processing and due to LMS filing limitations, the parties are seeking Commission consent for both (a) the transfer of control of these Texas stations’ licensees to SGCI Holdings (as part of the overall transfer of control of TEGNA to SGCI Holdings), and (b) the assignment of these Texas stations from Post-Merger TEGNA (as controlled

A chart illustrating the before and after corporate structures for the combined Transactions is provided as Exhibit A-5.

## **B. The Public Interest Benefits of the Transactions**

It is important to reiterate that the Transactions comply in all respects with the Commission's multiple ownership rules without the need for any waivers or regulatorily-imposed divestitures. The Transactions would not create any new station combinations or reduce the number of competitors in any of the affected Markets. Because of the benefits described below, and the fact that completion of the Transactions would facilitate investment in broadcasting, programming, local service, and innovation, all to the benefit of local viewers, the Transactions are decidedly in the public interest. The parties therefore urge the Commission to expeditiously process and grant the Applications to permit the Transactions to be consummated as promptly as possible.

### **Public Interest Benefits of the WFXT Transfer and TEGNA Merger**

The Commission has long sought to expand the diversity of broadcast station ownership through a number of rules, policies, and initiatives, and few have achieved this goal to the degree that would be achieved through approval of the Transactions. Mr. Kim, in addition to being the sole Managing Member of transferee SGCI Holdings, with 100% voting control of that entity, will also serve as Chairman of TPC following the Transactions. Ms. McDermott will serve as Chief Executive Officer of TPC. The Transactions will therefore create the largest minority-owned and female-operated U.S. broadcast station group in history, furthering the Commission's longstanding public interest goal of enhancing broadcast ownership diversity at the highest levels.

Mr. Kim and Ms. McDermott each have deep roots in the broadcast industry and have been previously approved by the Commission in numerous broadcast applications and transactions. Mr. Kim is the Managing Partner and Chief Investment Officer of Standard General. Funds managed by Standard General and controlled by Mr. Kim were collectively the majority owner of Young Broadcasting, LLC, which merged with Media General, Inc. ("Media General") in 2013,<sup>13</sup>

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by SGCI Holdings) to CMG, using Form 2100 Schedule 314 applications rather than filing "competing" transfer of control (Schedule 315) and assignment (Schedule 314) applications for these stations to implement the Transactions. The substance and sequence of the underlying transactions are unaffected and remain as described in this Comprehensive Exhibit: control of TEGNA's Austin, Dallas, and Houston station licensees will be transferred to SGCI Holdings as part of the Merger and, immediately after consummation of that transfer, the station licenses will be assigned to CMG. For clarity, the closing of the Texas Station Sales will occur immediately after, and on the same day as, the Merger closes. *See, e.g., Applications of John H. Phipps, Inc.* 11 FCC Rcd 13053, 13056 (1996) (permitting a long form application between the seller and ultimate owner, when the license will pass through an intermediary).

<sup>13</sup> *See In the Matter of J. Stewart Bryan III and Media General Communications Holdings, LLC (Transferor), Shareholders of New Young Broadcasting Holding Company, Inc., and Its Subsidiaries (Transferor) and Post-Merger Shareholders of Media General, Inc. (Transferee) for Consent to Transfer Control of Licenses*, Memorandum Opinion and Order, 28 FCC Rcd 15509 (MB 2013).

resulting in Mr. Kim controlling 29.7% of Media General's voting shares at the time. Media General subsequently merged with LIN Media LLC to create one of the largest pure-play television broadcast companies in the U.S.<sup>14</sup>

Ms. McDermott is a *Broadcasting & Cable* Hall of Fame honoree and prominent industry executive. She has led broadcasting organizations since 1996 when she became Executive Vice President of Operations for Young Broadcasting. During her tenure with Young Broadcasting, she was a member of the Board of Directors and ultimately became President and CEO of that company. Following the merger of Young Broadcasting and Media General in 2013, Ms. McDermott led operations of Media General as its Chief Operating Officer. Ms. McDermott has served as Chair of the National Association of Television Program Executives, Chair of the ABC Affiliate Board of Governors, and has been a member of the Boards of the National Association of Broadcasters and the Television Bureau of Advertising. Ms. McDermott is currently the President and CEO of Paducah Operations and each of its subsidiaries, including Standard Media Group LLC and the licensees of the CNM Stations.

Through the Transactions, these experienced broadcasters will make TEGNA, which is currently publicly-traded, a more agile private company. With committed financial resources, and outside of the quarterly pressures and vicissitudes of the public securities markets, Post-Merger TEGNA will be in position to expand on its longtime and exemplary commitment to providing award-winning service to its local communities. At both Young Broadcasting and Media General, Mr. Kim and Ms. McDermott drove expansions in local news and station capabilities.<sup>15</sup> They intend to bring those same philosophies to WFXT(TV) and TEGNA and its stations.

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<sup>14</sup> *In the Matter of Consent to Transfer Control of Licenses by Shareholders of Media Gen., Inc. & Shareholders of Lin Media, LLC to Post-Merger Shareholders of Media Gen., Inc.*, Memorandum Opinion and Order, 29 FCC Rcd 14798 (MB 2014).

<sup>15</sup> For example, under the leadership of Mr. Kim and Ms. McDermott, Media General opened a Washington, D.C. news bureau in 2015 to provide breaking news, political news and analysis, in-depth and investigative reporting, and other stories of interest to Media General's television stations. This news bureau allowed Media General to produce and distribute in-depth coverage and analysis of federal policies and issues that impacted the communities that its stations served. In approving Media General's later merger with Nexstar, the Commission specifically cited as one of the principal public interest benefits of that transaction the fact that Nexstar stations would gain access to the D.C. news bureau, stating that "[o]n balance, we find that, based on the increased access of Nexstar's existing stations to Media General's Washington, D.C. news bureau, and the commitment to establishing multiple state capital news bureaus, the applicants have adequately demonstrated how the merger would produce public interest benefits." *Consent to Transfer Control of License Subsidiaries of Media General, Inc., from Shareholders of Media General, Inc. to Nexstar Media Group, Inc.*, Memorandum Opinion and Order, 32 FCC Rcd 183, 195-196 (2017). Additionally, in June 2015, Media General announced that its Roanoke, VA station WSLs-TV won the prestigious National Edward R. Murrow Award for "Hard News Reporting," and its stations were awarded 22 regional Edward R. Murrow Awards; in November 2015, Media General's Colorado Springs, CO station KXRM-TV launched the first newsgathering drone in Colorado (one of very few in the country at that time); and in January 2016, Media General's St.

### **Public Interest Benefits of the CNM Transfers and Texas Station Sales to CMG**

CMG has long stood as another model of localism, with news and information services that are tentpoles for the cohesion and identity of the communities it serves. This identity, which arose under the longtime ownership of Cox Enterprises, Inc. (“CEI”), has been maintained and even bolstered through the ownership of funds managed by affiliates of Apollo Global Management (“AGM”). Indeed, today, CMG stations produce a number-one ranked newscast in nine major markets. In all, CMG’s decades of experience operating television and radio stations have demonstrated over that time the company’s commitment to serving its local communities with high-quality local news and national entertainment programming. Since the Commission’s approval of AGM’s assumption of control, CMG’s stations have aired hundreds of hours each week of highly viewed and often top-ranked, locally produced news that have earned numerous awards from national and local sources, including Edward R. Murrow Awards, Emmy Awards, recognition from numerous state broadcasters associations, the National Association of Black Journalists’ Salute to Excellence, and NAB Marconi Awards.

CMG remains committed to investing in the broadcasting industry. CMG stations not only produce their own market-leading local newscasts, but they also gain access to national content generated by CMG’s Washington D.C. Bureau. Access to this programming will improve the local service provided by the acquired stations on day one. CMG also has already begun to identify other opportunities for local service improvements for the stations it will acquire through the CNM Transfers and Texas Station Sales. CMG has deep experience in Texas media markets, with current operations of 11 radio stations in Houston and San Antonio. With the addition of four television stations in Texas, CMG will broaden its capacity to deliver locally produced content across its Texas broadcast outlets.

As the last two years of the COVID pandemic have made abundantly clear, local broadcast television stations serve as the most important source of local news and information for television viewers. CMG’s personnel stepped up to the plate, as they have time and time again, to ensure that viewers had the latest information to stay safe from the coronavirus. Since the AGM transaction, CMG has invested significant capital to upgrading the studios and physical plants of its stations to remain competitive in today’s highly competitive media industry. CMG will continue to explore opportunities to devote additional capital for the creation of local content, including local news, and for infrastructure improvements needed for innovative broadcasting. For example, CMG has made the capital and operational commitments necessary to transition stations in Atlanta, Orlando, Seattle, and Charlotte to the ATSC 3.0 broadcasting standard. Going forward, among other improvements, CMG will continue to identify ways it can improve its existing industry-leading local content production while growing its stations’ online presence and making the necessary investments for full deployment of ATSC 3.0.

Moreover, combining the four CNM Stations and the four TEGNA stations from the Texas Station Sales with CMG’s existing portfolio of stations will enable CMG to leverage its broadcast expertise to compete more effectively in today’s media industry.

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Petersburg, FL station, WTTA(TV) (then-affiliated with *MyNetwork*), launched an hour-long daily newscast, making it the only primetime newscast in the market.

### **III. Other Authorizations**

The other authorizations of each party to the respective transactions that together constitute the Transactions are attached hereto as follows:<sup>16</sup>

- B-1: The CNM Transfers**
- B-2: The WFXT Transfer**
- B-3: The TEGNA Merger**
- B-4: The Texas Station Sales**

### **IV. Parties to the Applications**

The parties to each of the respective transactions that together constitute the Transactions are attached hereto as follows:

- C-1: The CNM Transfers**
- C-2: The WFXT Transfer**
- C-3: The TEGNA Merger**
- C-4: The Texas Station Sales**

### **V. Transaction Documents**

The applicants are submitting with this application a copy of the Agreement and Plan of Merger dated February 22, 2022, as amended March 10, 2022 (“Merger Agreement”), as well as Exhibit A to the Merger Agreement (the Contribution, Exchange, and Merger Agreement also dated February 22, 2022 (the “Contribution Agreement”)).

The following are the other exhibits and schedules to the Merger Agreement and Contribution Agreement:

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<sup>16</sup> Certain of the stations being assigned or transferred as part of the Transactions have license renewal applications that are, or during the pendency of the Transactions will be, pending. Pursuant to the Commission’s longstanding *Shareholders of CBS* policy, the Commission nonetheless may process and grant the applications for these multi-station Transactions and the parties consummate them so long as (1) no basic qualifications issues against the seller or buyer were raised, or, if raised, were resolved favorably, and (2) the buyer explicitly agrees to stand in the shoes of the seller in any renewal proceeding that is pending at the time of consummation of the proposed transaction. *See Shareholders of CBS Corporation*, 16 FCC Rcd 16072, 16072–73 (2001); *Stockholders of CBS Inc.*, 11 FCC Rcd 3733 (1995); *see also Quincy Newspapers, Inc.*, Letter to Counsel, 30 FCC Rcd 9987, 9993 (MB Vid. Div. 2015) (applying *Shareholders of CBS* policy to approve license assignment applications). In furtherance of this request, TPC hereby agrees to succeed to the position of TEGNA with respect to any TEGNA station’s pending license renewal application upon consummation of the respective Transactions. CMG also hereby agrees to succeed to the position of (x) CNM Holdings with respect to any CNM Station’s license renewal application and (y) the current licensees with respect to any of the stations which it is acquiring through the Texas Station Sales.

**Schedules to the Merger Agreement:**

Section 1.1(a) – Knowledge  
Section 1.1(b) – Radio Stations  
Section 4.1(b) – Organization  
Section 4.1(c) – Definition of “Company Material Adverse Effect”  
Section 4.2 – Capital Stock and Indebtedness  
Section 4.4(a) – Consents and Approvals; No Violations  
Section 4.4(b) – Consents and Approvals; No Violations  
Section 4.7 – No Undisclosed Liabilities  
Section 4.8(a) – Compliance with Law; Permits  
Section 4.9 – Company Station Licenses  
    Appendix 4.9(a)  
Section 4.11(a) – Employee Benefits Plans  
    Appendix 4.11(a)(i)  
    Appendix 4.11(a)(ii)  
Section 4.11(e) – Multiemployer Plans  
Section 4.11(g) – Post-Employment Benefits  
Section 4.11(h) – Gross-ups  
Section 4.11(i) – Transaction-Related Payments  
Section 4.12 – Absence of Certain Changes or Events  
Section 4.13 – Litigation  
Section 4.15(a)(iii) – Tax Matters  
Section 4.16 – Employment and Labor Matters  
    Appendix 4.16(c)  
Section 4.17(a) – Real Property  
    Appendix 4.17(a)  
Section 4.18 – Intellectual Property  
Section 4.19(a) – Material Contracts  
Section 4.19(b) – Material Contracts  
Section 4.20 – MVPD Matters  
Section 4.21 – Finders or Brokers  
Section 6.1 – Conduct of Business  
Section 6.5(a) – Employee Matters  
Section 6.6(e) – Regulatory Approvals, Efforts

**Exhibits to the Contribution Agreement:**

Exhibit A – Form of Parent Certificate of Incorporation  
Exhibit B – Terms of Parent Series A Non-Voting Preferred Securities  
Exhibit C – Terms of Parent Series B Non-Voting Preferred Securities

**Schedules to the Contribution Agreement:**

Section 1.01 – Permitted Liens  
Section 3.03 – Governmental Authorization; Non-Contravention  
Section 3.04 – FCC and Programming Distribution Matters

Section 3.07(a) – Real Property  
Section 3.12 – Litigation  
Section 3.13 – Financial Statements  
Section 4.01 – Existence and Power  
Section 4.02 – Authorization  
Section 4.03 – Title  
Section 4.04 – Governmental Authorization; Non-Contravention  
Section 4.05 – FCC and Programming Distribution Matters  
Section 4.06 – Taxes  
Section 4.07 – Tangible Personal Property  
Section 4.08 – Real Property  
Section 4.10 – Environmental  
Section 4.11 – Intellectual Property  
Section 4.12 – Employees; Labor Matters; Employee Benefit Plans  
Section 4.13 – Compliance with Law; Governmental Authorization  
Section 4.14 – Litigation  
Section 4.15 – Financial Statements  
Section 4.16 – Absence of Changes  
Section 6.01 – Operations Pending Closing

The applicants also are submitting a copy of the Asset Purchase Agreements for the Texas Station Sales.

With respect to the acquisition of the stations in the Dallas and Houston markets, the parties attach a copy of the Amended and Restated Asset Purchase Agreement dated as of March 10, 2022, (“Dallas-Houston Agreement”). The following are the exhibit and schedules to the Dallas-Houston Agreement:

**Exhibit**

Exhibit A – Delayed Closing Consideration  
Exhibit 4.19 – Transitional Services

**Schedules**

Schedule 1.5(i) – Excluded Contracts  
Schedule 2.3 – FCC Matters

Finally, the parties are submitting a copy of the Asset Purchase Agreement dated as of February 22, 2022, as amended, for KVUE(TV) in Austin (“Austin Agreement”).

The following are the schedules to the Austin Agreement:

**Schedules**

Schedule 1.5(i) – Excluded Contracts  
Schedule 2.3 – FCC Matters

The parties have excluded from the applications the exhibits and schedules listed above (except for Dallas-Houston Agreement Exhibit 4.19 and redacted Contribution Agreement Exhibits B and C). The excluded documents and redactions contain proprietary information, duplicate information already included in the application or in the possession of the Commission or are not germane to the Commission's consideration of this application.<sup>17</sup>

Copies of excluded documents will be provided to the Commission upon request, subject to the right of the parties to ask that the material submitted be held in confidence and not be made available for public inspection pursuant to applicable rules and policies of the Commission that restrict public access to confidential and proprietary information.

## **VI. Compliance with the Local Television Multiple Ownership Rule**

As noted above, the Transactions comply with the Commission's Local Television Multiple Ownership Rule, which generally permits an entity to own two television stations licensed to the same DMA if: (i) the digital noise limited service contours of the stations (computed in accordance with § 73.622(e)) do not overlap; or (ii) at the time the application to acquire the station(s) is filed, at least one of the stations is not ranked among the top four stations in the DMA based on the most recent all-day (9 a.m. – midnight) audience share as measured by Nielsen Media Research or by any comparable professional, accepted audience ratings service.

In each of the 51 Markets in which SGCI Holdings is acquiring control of one or more full-power TEGNA stations, and in the Boston, MA DMA where SGCI Holdings is acquiring control of WFXT(TV) from CMG, the proposed acquisition complies with the Commission's Local Television Multiple Ownership Rule. Consummation of the Transactions would not result in any new station combinations in any DMA, nor would it result in SGCI Holdings owning more than one top-four rated station in any DMA. As set forth below and in Exhibit D, the proposed transfer of control to SGCI Holdings of two full-power television stations in the thirteen DMAs in which TEGNA currently operates permissible station combinations complies with the Local Television Multiple Ownership Rule.

Similarly, CMG's acquisition of stations in the CNM Transfers and the Texas Station Sales also complies with the Commission's Local Television Multiple Ownership Rule. Consummation of the CNM Transfers and the Texas Station Sales would not result in any new station combinations in any DMA, nor, as described below and in Exhibit D, would it result in CMG owning more than one top-four rated station in any DMA.

**1. Dallas-Ft. Worth, TX.** In this market, a TEGNA subsidiary is the licensee of KMPX(TV), Decatur, TX (*Estrella*) and WFAA(TV), Dallas, TX (*ABC*). As of the application filing date, only WFAA(TV) is ranked among the top four stations in the market. See Exhibit D-1.

**2. Atlanta, GA.** In this market, a TEGNA subsidiary is the licensee of WATL(TV), Atlanta, GA (*MyNetwork*) and WXIA-TV, Atlanta, GA (*NBC*). As of the application filing

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<sup>17</sup> See *LUJ, Inc. and Long Nine, Inc.*, 17 FCC Rcd 16980 (2002).

date, only WXIA-TV is ranked among the top four stations in the market. See Exhibit D-2.

**3. Houston, TX.** In this market, a TEGNA subsidiary is the licensee of KHOU(TV), Houston, TX (*CBS*) and KTBU(TV), Conroe, TX (*Quest*). As of the application filing date, only KHOU(TV) is ranked among the top four stations in the market. See Exhibit D-3.

**4. Seattle-Tacoma, WA.** In this market, a TEGNA subsidiary is the licensee of KING-TV, Seattle, WA (*NBC*) and KONG(TV), Everett, WA (Independent). As of the application filing date, only KING-TV is ranked among the top four stations in the market. See Exhibit D-4.

**5. Phoenix, AZ.** In this market, a TEGNA subsidiary is the licensee of KPNX(TV), Mesa, AZ (*NBC*) and KNAZ-TV, Flagstaff, AZ. As previously recognized by the Commission,<sup>18</sup> KNAZ-TV operates as a satellite of KPNX(TV). As of the application filing date, neither station is ranked among the top four stations in the market. See Exhibit D-5.

**6. Denver, CO.** In this market, a TEGNA subsidiary is the licensee of KTVD(TV), Denver, CO (*MyNetwork*) and KUSA-TV, Denver, CO (*NBC*). As of the application filing date, only KUSA-TV is ranked among the top four stations in the market. See Exhibit D-6.

**7. Hartford-New Haven, CT.** In this market, a TEGNA subsidiary is the licensee of WCCT-TV, Waterbury, CT (*CW*) and WTIC-DT, Hartford, CT (*Fox*). As of the application filing date, only WTIC-TV is ranked among the top four stations in the market. See Exhibit D-7.

**8. Jacksonville, FL.** In this market, a TEGNA subsidiary is the licensee of WJXX-TV, Orange Park, FL (*ABC*) and WTLV(TV), Jacksonville, FL (*NBC*). As of the application filing date, only WTLV(TV) is ranked among the top four stations in the market. See Exhibit D-8.

**9. New Orleans, LA.** In this market, a TEGNA subsidiary is the licensee of WUPL(TV), Slidell, LA (*MyNetwork*) and WWL-TV, New Orleans, LA (*CBS*). As of the application filing date, only WWL-TV is ranked among the top four stations in the market. See Exhibit D-9.

**10. Memphis, TN.** In this market, a TEGNA subsidiary is the licensee of WATN-TV, Memphis, TN (*ABC*) and WLMT(TV), Memphis, TN (*CW*). As of the application filing

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<sup>18</sup> *Applications for Consent to Transfer Control from Shareholders of Belo Corp. to Gannett Co, Inc.*, Memorandum Opinion and Order, 28 FCC Rcd 16867, 16870 (2013) (“KNAZ-TV operates as a satellite of KPNX-TV, even though common ownership is permitted under our local television multiple ownership rule. Station KNAZ-TV’s signal does not encompass Phoenix.”).

date, only WATN-TV is ranked among the top four stations in the market. See Exhibit D-10.

**11. Spokane, WA.** In this market, a TEGNA subsidiary is the licensee of KREM-TV, Spokane, WA (*CBS*) and KSKN(TV), Spokane, WA (*CW*). As of the application filing date, only KREM-TV is ranked among the top four stations in the market. See Exhibit D-11.

**12. Des Moines-Ames, IA.** In this market, a TEGNA subsidiary is the licensee of KCWI-TV, Ames, IA (*CW*) and WOI-DT, Ames, IA (*ABC*). As of the application filing date, only WOI-DT is ranked among the top four stations in the market. See Exhibit D-12.

**13. Tucson, AZ.** In this market, a TEGNA subsidiary is the licensee of KMSB(TV), Tucson, AZ (*Fox*) and KTTU-TV, Tucson, AZ (*MyNetwork*). As of the application filing date, neither station is ranked among the top four stations in the market. See Exhibit D-13.

**14. Paducah-Harrisburg-Cape Girardeau, KY-IL-MO.** In this market, a CNM subsidiary is the licensee of KBSI(TV), Cape Girardeau, MO (*Fox*) and WDKA(TV), Paducah, KY (*MyNetwork*). As of the application filing date, only KBSI(TV) is ranked among the top four stations in the market. See Exhibit D-14.

## **VII. Compliance with the National Television Multiple Ownership Rule**

As demonstrated in the attached Exhibits E-1 and E-2, the proposed Transactions comply with the Commission's National Television Multiple Ownership Rule.<sup>19</sup> The National Television Multiple Ownership Rule permits entities to own or control television stations that, in the aggregate, operate in Markets containing no more than 39% of the television households in the country after taking into account a 50% discount for UHF stations.<sup>20</sup> As demonstrated in Exhibit E-1, following consummation of the Transactions, SGCI Holdings will have a national audience reach of 28.46%—well below the national television audience limit.<sup>21</sup>

As demonstrated in Exhibit E-2, following consummation of the Transactions and an additional acquisition transaction that CMG has pending before the Commission, CMG will have a national audience reach of just 10.43%.<sup>22</sup>

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<sup>19</sup> 47 C.F.R. § 73.3555(e).

<sup>20</sup> *Id.*

<sup>21</sup> After giving effect to all of the Transactions, the national audience reach of Post-Merger TEGNA calculated without application of the UHF Discount would also fall below 39%, at 38.46%.

<sup>22</sup> After giving effect to all of the Transactions and including all other CMG acquisition transactions before the FCC, CMG's national audience reach would be 17.51% without application of the UHF Discount. See Attachment E-2. In addition to the Transactions described herein, CMG has pending an application to acquire KLSR-TV, Eugene, OR and KEVU-CD, Eugene, OR. See FCC File Nos. 0000185519 and 0000185509.

Accordingly, the proposed Transactions comply with the Commission's National Television Multiple Ownership Rule.

## **VIII. Compliance with the Local Radio Ownership Rule**

Section 73.3555(a)(1) of the Commission's Rules permits a person or entity to own at least five radio stations, including three FM stations, in any market provided that no entity may own more than 50% of the full-power radio stations in a market unless the combination consists of no more than one FM and one AM station. Here, SGCI Holdings proposes to acquire control of WBNS(AM) (Facility ID 54901) and WBNS-FM, (Facility ID 54701) in Columbus, OH. Neither SGCI Holdings nor Soohyung Kim holds an attributable interest in any radio stations in the Columbus, OH local radio market. Because this acquisition would not increase local radio ownership in any local radio market, and because TEGNA's existing ownership of two radio stations in the Columbus, OH local radio market is permitted, the Local Radio Ownership Rule is not implicated by the Transactions.

## **IX. Pending Applications and Cut-Off Rules**

The parties separately have filed or will soon file applications with the appropriate bureaus requesting Commission consent for the transfer of control of the parties' subsidiaries' earth station, microwave, and land mobile facilities. It is intended that the applications filed in connection with the Transactions include all licenses and other authorizations held by the respective license subsidiaries. Those license subsidiaries may now have on file, and may hereafter file, additional requests to acquire authorizations for new, existing, or modified facilities that may be granted before the Commission takes action on the applications described herein. Accordingly, the parties request that the Commission approval of the applications filed in connection with the Transactions include (1) any authorization issued to the parties or any of their subsidiaries while the Transactions are pending before the Commission and during the period required for consummation of the Transactions, and (2) any applications filed by the parties or any of its subsidiaries that are pending at the time of consummation of the Transactions. Inclusion of authorizations issued while the Transactions are pending and during the consummation period, and applications pending at the time of consummation, would be consistent with prior Commission decisions.<sup>23</sup>

Additionally, pursuant to Sections 1.927(h), 1.929(a)(2), and 1.933(b) of the Commission's Rules, to the extent necessary, the parties request a blanket exemption from any applicable cut-off rules in cases where amendments to pending applications are filed in order to reflect consummation of the proposed Transactions so that such amendments are not treated as disqualifying amendments. The nature of the proposed Transactions demonstrate that the ownership changes would not be made for the purpose of acquiring any particular pending application, but as part of a larger transaction undertaken for an independent and legitimate business purpose. Grant of this

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<sup>23</sup> See, e.g., *Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon Wireless*, Memorandum Opinion and Order, 25 FCC Rcd 8704, 8773 ¶ 165 (2010); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21626 ¶ 275 (2004).

request would be consistent with prior Commission decisions that routinely have granted a blanket exemption in cases involving multiple-license transactions.<sup>24</sup>

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<sup>24</sup> See, e.g., *Applications of PacifiCorp Holdings, Inc., and Century Telephone Enterprises, Inc. for Consent to Transfer Control of Pacific Telecom, Inc.*, Memorandum Opinion and Order, 13 FCC Rcd 8891, 8915-16 ¶ 47 (1997); *Applications of NYNEX Corp. and Bell Atlantic Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 19985, 20092 ¶ 234 (1997).

# Exhibit A: Pre- and Post-Transactions Structure Charts

**Exhibit A-1:** The CNM Transfers

**Exhibit A-2:** The WFXT Transfer

**Exhibit A-3:** The TEGNA Merger

**Exhibit A-4:** The Texas Station Sales

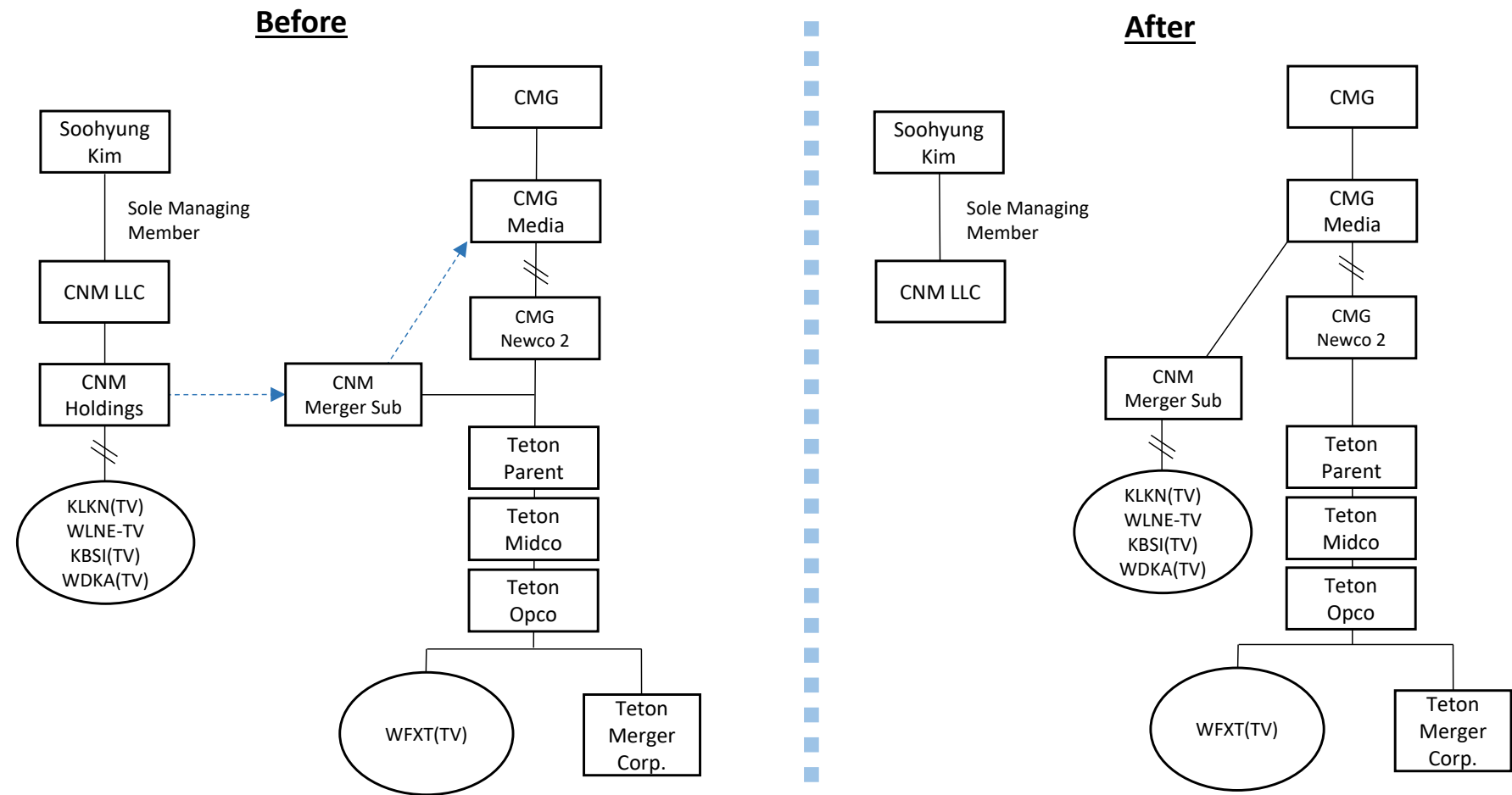
**Exhibit A-5:** Before and After (All Transactions)

## Table of Abbreviations:

CMG Farnsworth Television Acquisition Company, LLC	CNM Merger Sub
CMG Farnsworth Television Operating Company, LLC	CMG Newco 2
CMG Media Corporation	CMG
CMG Media Operating Company, LLC	CMG Media
CNM Television Holdings I LLC	CNM Holdings
Community News Media LLC	CNM LLC
SGCI Holdings III LLC	SGCI Holdings
Shareholders of TEGNA, Inc.	TEGNA Public
TEGNA Inc.	TEGNA
Teton Midco Corp.	Teton Midco
Teton Opco Corp.	Teton Opco
Teton Parent Corp.	Teton Parent

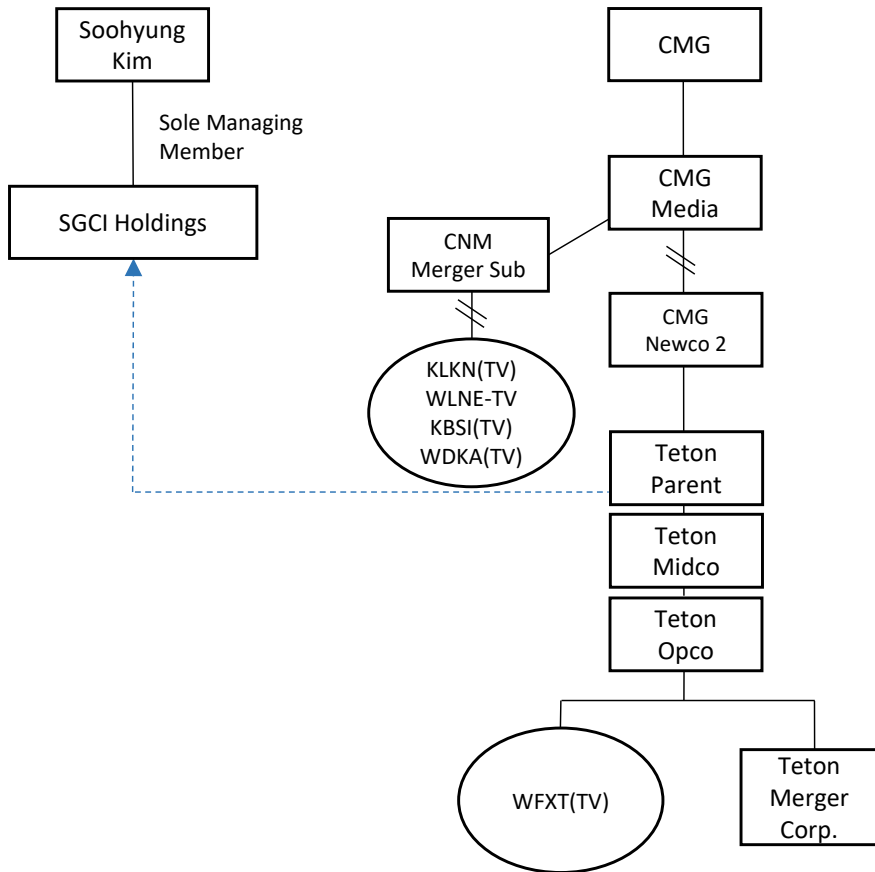
For purposes of clarity, intermediate wholly-owned subsidiaries and intermediary steps occurring on the day of the respective closings have been omitted from these charts.

Exhibit A-1: The CNM Transfers

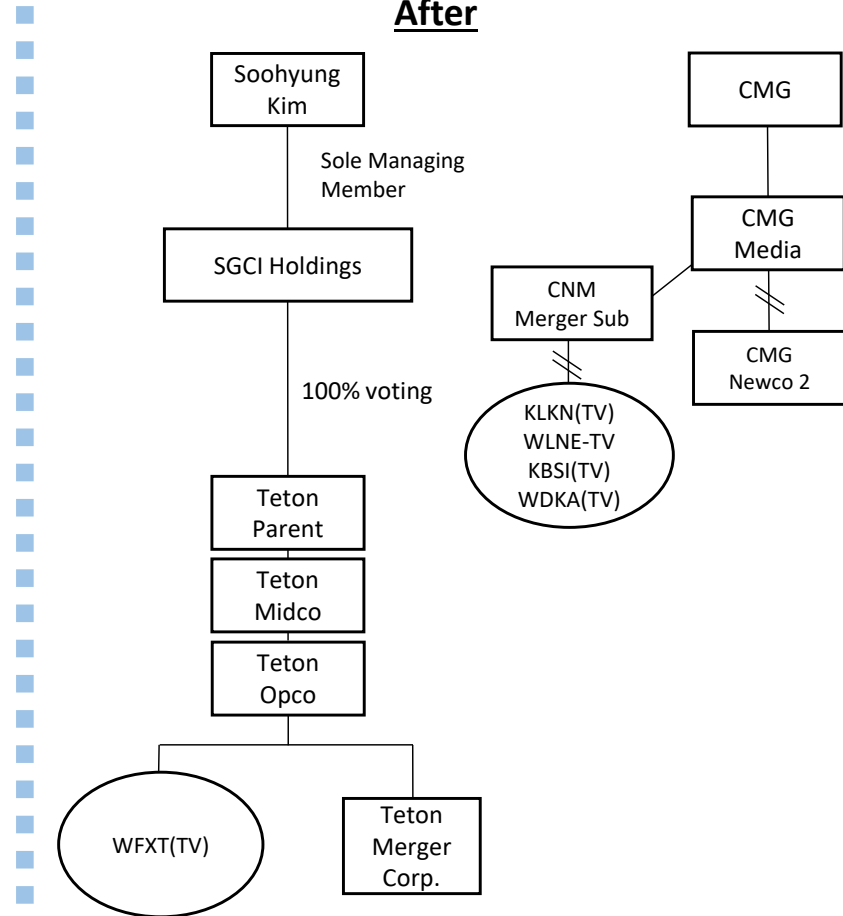


## Exhibit A-2: The WFXT Transfer

### Before

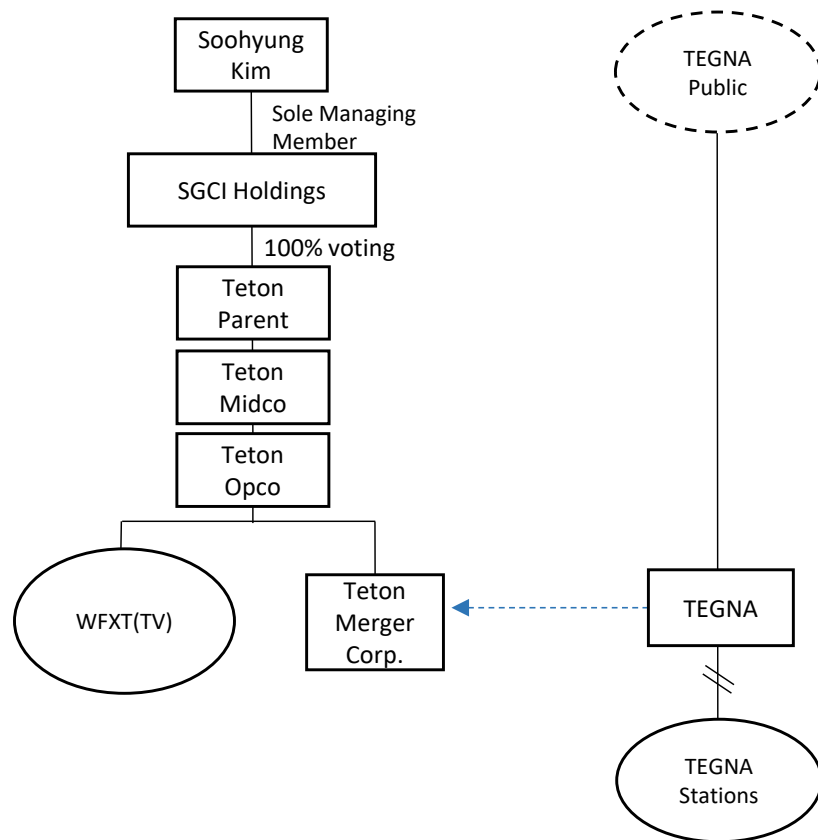


### After

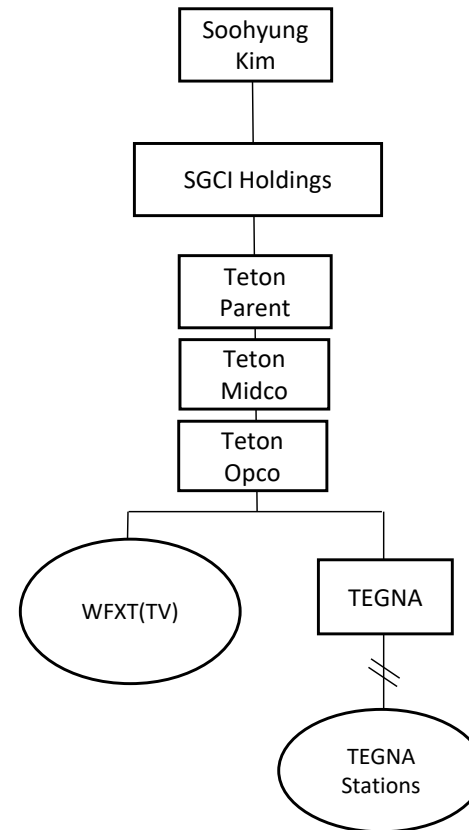


## Exhibit A-3: The TEGNA Merger

### Before

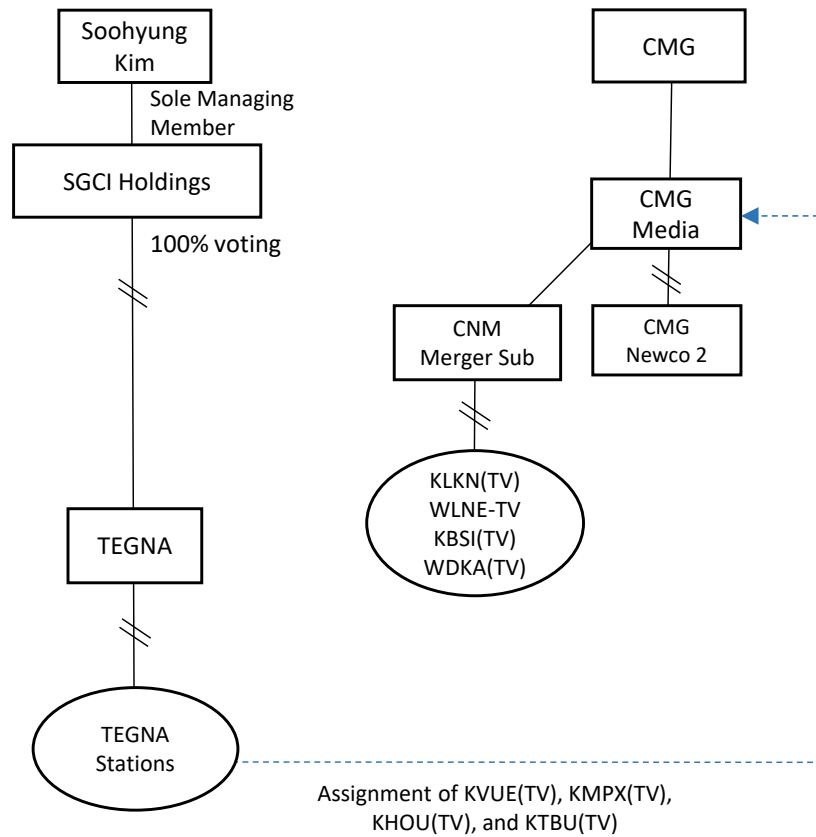


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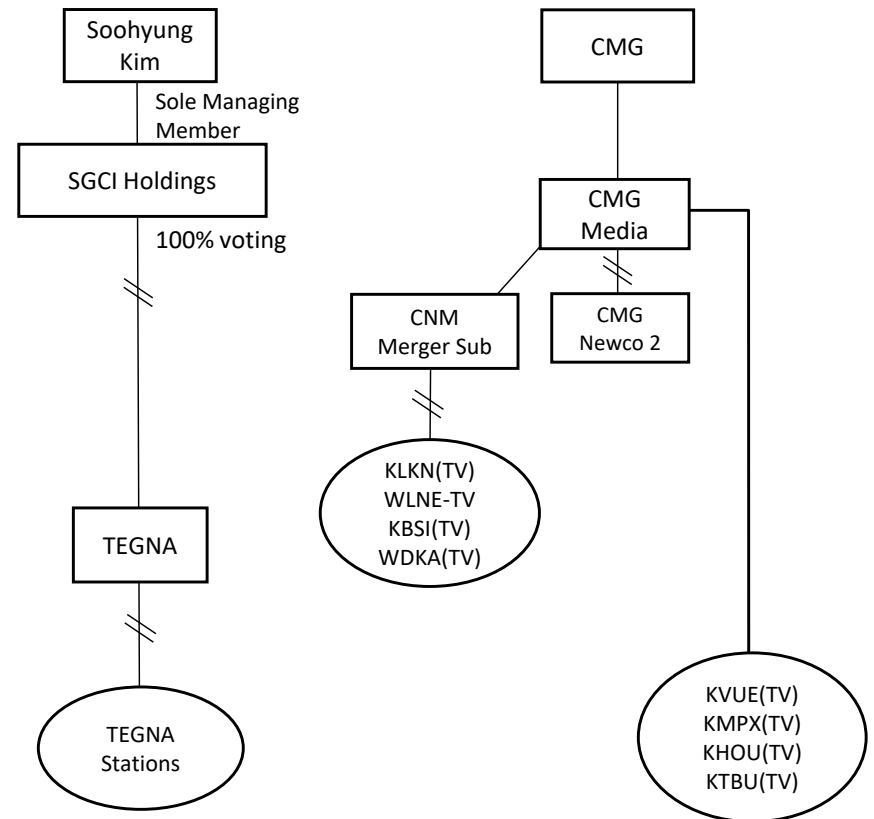


## Exhibit A-4: The Texas Station Sales

### Before

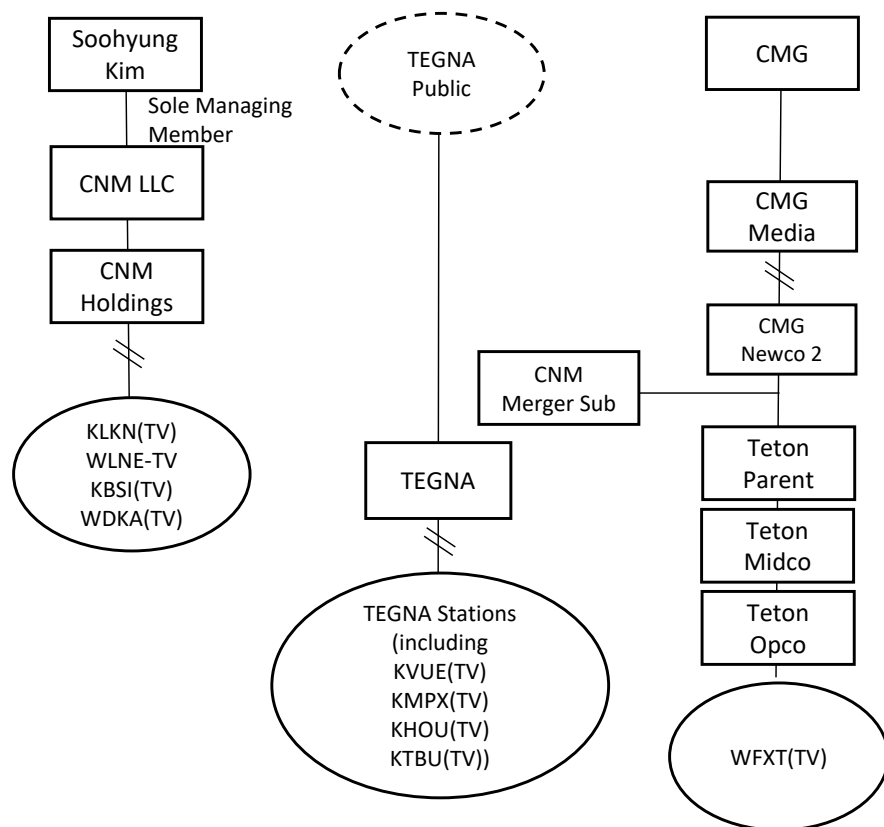


### After

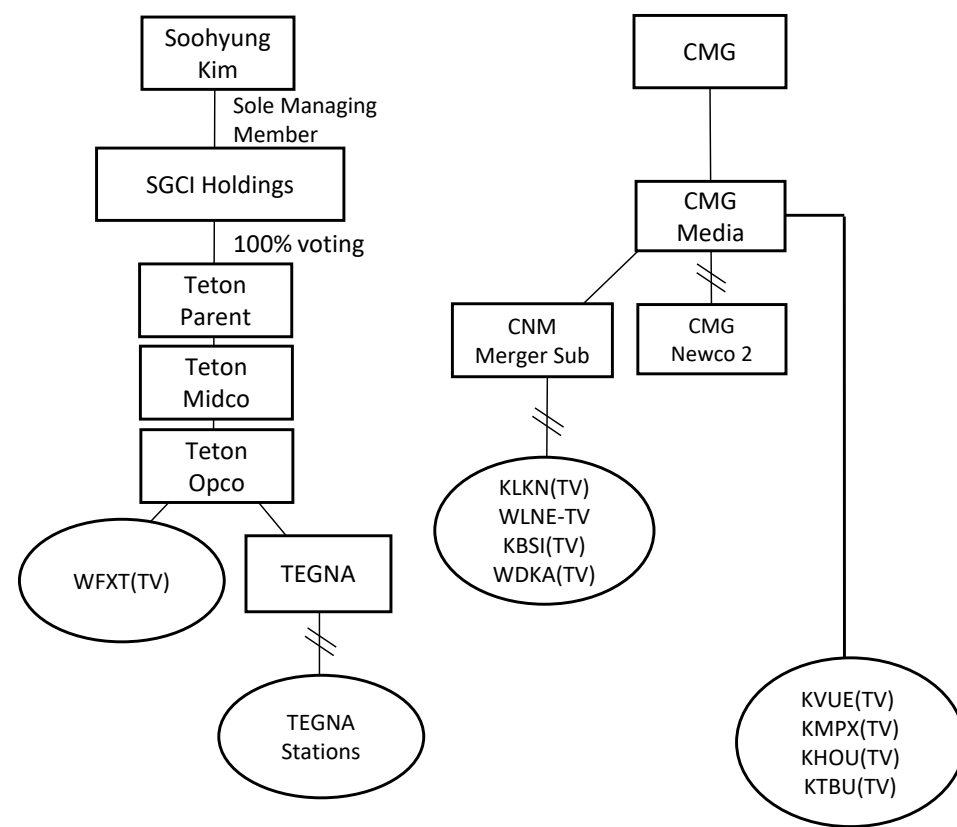


## Exhibit A-5: Pre- and Post-Transactions Structures

### Before



### After



## **Exhibit B: Other Authorizations**

**B-1: The CNM Transfers**

**B-2: The WFXT Transfer**

**B-3: The TEGNA Merger**

**B-4: The Texas Station Sales**

## Exhibit B-1

### Other Authorizations: CNM Transfers

#### A. Community News Media, LLC

Soohyung Kim and Standard General funds controlled by him currently hold attributable interests through Community News Media LLC in four television stations. They are:

- KBSI(TV), Cape Girardeau, MO (Facility ID 19593)
- KLKN(TV), Lincoln, Nebraska (Facility ID 11264)
- WDKA(TV), Paducah, KY (Facility ID 39561)
- WLNE-TV, New Bedford, MA (Facility ID 22591)

Deborah McDermott, Andrew Carington, and Stanley Knott serve as officers of the licensees of these stations and their associated operating entities.

In addition, Mr. Kim and companies controlled by him currently hold attributable interests in MediaCo Holdings Inc. (“MediaCo”) and its wholly-owned subsidiaries, which include the respective licensees of:

- WQHT(FM), New York, NY (Facility ID 19615)
- WBLS(FM), New York, NY (Facility ID 28203)

Ms. McDermott is a director and Chairman of the Board of MediaCo.

#### B. CMG

The Commission determined that Apollo Global Management, Inc. exercises *de facto* control over CMG Media Corporation (f/k/a Terrier Media Buyer, Inc.), which, through wholly-owned subsidiaries, controls the licenses for the following full-service broadcast television and radio stations:

<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
WSYT(TV)	40758	Syracuse, NY	Bristlecone Broadcasting LLC
WICZ-TV	62210	Binghamton, NY	Stainless Broadcasting, L.P.
KAYU-TV	58684	Spokane, WA	Mountain Licenses, L.P.
KFFX-TV	12729	Pendleton, OR	Mountain Licenses, L.P.
KMVU-DT	32958	Medford, OR	Broadcasting Licenses, Limited Partnership
KYMA-DT	33639	Yuma, AZ	Blackhawk Broadcasting LLC

<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
KIEM-TV	53382	Eureka, CA	Redwood Television Partners LLC
WABG-TV	43203	Greenwood, MS	Cala Broadcast Partners LLC
KPVI-DT	1270	Pocatello, ID	Idaho Broadcast Partners LLC
KLAX-TV	52907	Alexandria, LA	Lost Coast Broadcasting LLC
WSB-TV	23960	Atlanta, GA	Georgia Television, LLC
WSOC-TV	74070	Charlotte, NC	WSOC Television, LLC
WAXN-TV	12793	Kannapolis, NC	WSOC Television, LLC
WHIO-TV	41458	Dayton, OH	Miami Valley Broadcasting Corporation
WFOX-TV	11909	Jacksonville, FL	Cox Television Jacksonville, LLC
WHBQ-TV	12521	Memphis, TN	WHBQ (Memphis), LLC
WFXT(TV)	6463	Boston, MA	Teton Opco Corp.
WFTV(TV)	72076	Orlando, FL	WFTV, LLC
WRDQ(TV)	55454	Orlando, FL	WFTV, LLC
KIRO-TV	66781	Seattle, WA	KIRO-TV, Inc.
KOKI-TV	11910	Tulsa, OK	Cox Television Tulsa, LLC
KMYT-TV	54420	Tulsa, OK	Cox Television Tulsa, LLC
WPXI(TV)	73910	Pittsburgh, PA	WPXI, LLC
WHIO(AM)	14244	Dayton, OH	CMG Radio Operating Company, LLC
WHIO-FM	73908	Pleasant Hill, OH	CMG Radio Operating Company, LLC
WHKO(FM)	14245	Dayton, OH	CMG Radio Operating Company, LLC
WZLR(FM)	15649	Xenia, OH	CMG Radio Operating Company, LLC
WGAU(AM)	11709	Athens, GA	Cox Radio, LLC
WGMG(FM)	48374	Crawford, GA	Cox Radio, LLC
WNGC(FM)	60810	Arcade, GA	Cox Radio, LLC

<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
WRFC(AM)	1218	Athens, GA	Cox Radio, LLC
WXKT(FM)	3078	Maysville, GA	Cox Radio, LLC
WPUP(FM)	51120	Watkinsville, GA	Cox Radio, LLC
WSB(AM)	73977	Atlanta, GA	Cox Radio, LLC
WSB-FM	73978	Atlanta, GA	Cox Radio, LLC
WSBB-FM	11710	Doraville, GA	Cox Radio, LLC
WALR-FM	48728	Palmetto, GA	Cox Radio, LLC
WSRV(FM)	59970	Gainesville, GA	Cox Radio, LLC
WJGL(FM)	53590	Jacksonville, FL	Cox Radio, LLC
WAPE-FM	70863	Jacksonville, FL	Cox Radio, LLC
WXXJ(FM)	28894	Ponte Vedra Beach, FL	Cox Radio, LLC
WOKV-FM	72081	Atlantic Beach, FL	Cox Radio, LLC
WEZI(FM)	53602	Jacksonville, FL	Cox Radio, LLC
WOKV(AM)	53601	Jacksonville, FL	Cox Radio, LLC
WFLC(FM)	72984	Miami, FL	Cox Radio, LLC
WFEZ(FM)	40408	Miami, FL	Cox Radio, LLC
WEDR(FM)	71418	Miami, FL	Cox Radio, LLC
WHQT(FM)	72982	Coral Gables, FL	Cox Radio, LLC
WCFB(FM)	10343	Daytona Beach, FL	Cox Radio, LLC
WOEX(FM)	23443	Orlando, FL	Cox Radio, LLC
WMMO(FM)	23444	Orlando, FL	Cox Radio, LLC
WDBO(AM)	48726	Orlando, FL	Cox Radio, LLC
WWKA(FM)	48716	Orlando, FL	Cox Radio, LLC
WXGL(FM)	74199	St. Petersburg, FL	Cox Radio, LLC
WHPT(FM)	51986	Sarasota, FL	Cox Radio, LLC
WWRM(FM)	74200	Tampa, FL	Cox Radio, LLC
WPOI(FM)	66013	St. Petersburg, FL	Cox Radio, LLC
WDUV(FM)	1178	New Port Richey, FL	Cox Radio, LLC
KRAV-FM	65764	Tulsa, OK	Cox Radio, LLC
KRMG(AM)	48729	Tulsa, OK	Cox Radio, LLC
KWEN(FM)	48722	Tulsa, OK	Cox Radio, LLC
KJSR(FM)	9801	Tulsa, OK	Cox Radio, LLC
KRMG-FM	47102	Sand Springs, OK	Cox Radio, LLC

<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
WBLI(FM)	37235	Patchogue, NY	CMG NY/Texas Radio, LLC
WBAB(FM)	71199	Babylon, NY	CMG NY/Texas Radio, LLC
WHFM(FM)	72176	Southampton, NY	CMG NY/Texas Radio, LLC
KTHT(FM)	65308	Cleveland, TX	CMG NY/Texas Radio, LLC
KKBQ(FM)	23083	Pasadena, TX	CMG NY/Texas Radio, LLC
KGLK(FM)	59951	Lake Jackson, TX	CMG NY/Texas Radio, LLC
KHPT(FM)	69564	Conroe, TX	CMG NY/Texas Radio, LLC
KKYX(AM)	48723	San Antonio, TX	CMG NY/Texas Radio, LLC
KCYY(FM)	48718	San Antonio, TX	CMG NY/Texas Radio, LLC
KTKX(FM)	70357	Terrell Hills, TX	CMG NY/Texas Radio, LLC
KONO(AM)	50029	San Antonio, TX	CMG NY/Texas Radio, LLC
KONO-FM	50030	Helotes, TX	CMG NY/Texas Radio, LLC
KISS-FM	34976	San Antonio, TX	CMG NY/Texas Radio, LLC
KSMG(FM)	34977	Seguin, TX	CMG NY/Texas Radio, LLC

On February 28, 2022, California Oregon Broadcasting, Inc. and Broadcasting Licenses, Limited Partnership, a wholly-owned subsidiary of CMG Media Corporation, filed applications with the FCC requesting consent to the assignment of license of KLSR-TV, Eugene, OR and KEVU-CD, Eugene, OR. *See* File Nos. 0000185519 and 0000185509. As of filing, those applications are pending before the FCC.

## Exhibit B-2

### Other Authorizations: The WFXT Transfer

#### A. CMG

The Commission determined that Apollo Global Management, Inc. exercises *de facto* control over CMG Media Corporation (f/k/a Terrier Media Buyer, Inc.), which, through wholly-owned subsidiaries, controls the licenses for the following full-service broadcast television and radio stations:

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WICZ-TV	62210	Binghamton, NY	Stainless Broadcasting, L.P.
KAYU-TV	58684	Spokane, WA	Mountain Licenses, L.P.
KFFX-TV	12729	Pendleton, OR	Mountain Licenses, L.P.
KMVU-DT	32958	Medford, OR	Broadcasting Licenses, Limited Partnership
KYMA-DT	33639	Yuma, AZ	Blackhawk Broadcasting LLC
KIEM-TV	53382	Eureka, CA	Redwood Television Partners LLC
WABG-TV	43203	Greenwood, MS	Cala Broadcast Partners LLC
KPVI-DT	1270	Pocatello, ID	Idaho Broadcast Partners LLC
KLAX-TV	52907	Alexandria, LA	Lost Coast Broadcasting LLC
WSB-TV	23960	Atlanta, GA	Georgia Television, LLC
WSOC-TV	74070	Charlotte, NC	WSOC Television, LLC
WAXN-TV	12793	Kannapolis, NC	WSOC Television, LLC
WHIO-TV	41458	Dayton, OH	Miami Valley Broadcasting Corporation
WFOX-TV	11909	Jacksonville, FL	Cox Television Jacksonville, LLC
WHBQ-TV	12521	Memphis, TN	WHBQ (Memphis), LLC
WFXT(TV)	6463	Boston, MA	Teton Opco Corp.

<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
WFTV(TV)	72076	Orlando, FL	WFTV, LLC
WRDQ(TV)	55454	Orlando, FL	WFTV, LLC
KIRO-TV	66781	Seattle, WA	KIRO-TV, Inc.
KOKI-TV	11910	Tulsa, OK	Cox Television Tulsa, LLC
KMYT-TV	54420	Tulsa, OK	Cox Television Tulsa, LLC
WPXI(TV)	73910	Pittsburgh, PA	WPXI, LLC
WHIO(AM)	14244	Dayton, OH	CMG Radio Operating Company, LLC
WHIO-FM	73908	Pleasant Hill, OH	CMG Radio Operating Company, LLC
WHKO(FM)	14245	Dayton, OH	CMG Radio Operating Company, LLC
WZLR(FM)	15649	Xenia, OH	CMG Radio Operating Company, LLC
WGAU(AM)	11709	Athens, GA	Cox Radio, LLC
WGMG(FM)	48374	Crawford, GA	Cox Radio, LLC
WNGC(FM)	60810	Arcade, GA	Cox Radio, LLC
WRFC(AM)	1218	Athens, GA	Cox Radio, LLC
WXKT(FM)	3078	Maysville, GA	Cox Radio, LLC
WPUP(FM)	51120	Watkinsville, GA	Cox Radio, LLC
WSB(AM)	73977	Atlanta, GA	Cox Radio, LLC
WSB-FM	73978	Atlanta, GA	Cox Radio, LLC
WSBB-FM	11710	Doraville, GA	Cox Radio, LLC
WALR-FM	48728	Palmetto, GA	Cox Radio, LLC
WSRV(FM)	59970	Gainesville, GA	Cox Radio, LLC
WJGL(FM)	53590	Jacksonville, FL	Cox Radio, LLC
WAPE-FM	70863	Jacksonville, FL	Cox Radio, LLC
WXXJ(FM)	28894	Ponte Vedra Beach, FL	Cox Radio, LLC
WOKV-FM	72081	Atlantic Beach, FL	Cox Radio, LLC
WEZI(FM)	53602	Jacksonville, FL	Cox Radio, LLC
WOKV(AM)	53601	Jacksonville, FL	Cox Radio, LLC
WFLC(FM)	72984	Miami, FL	Cox Radio, LLC
WFEZ(FM)	40408	Miami, FL	Cox Radio, LLC
WEDR(FM)	71418	Miami, FL	Cox Radio, LLC

<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
WHQT(FM)	72982	Coral Gables, FL	Cox Radio, LLC
WCFB(FM)	10343	Daytona Beach, FL	Cox Radio, LLC
WOEX(FM)	23443	Orlando, FL	Cox Radio, LLC
WMMO(FM)	23444	Orlando, FL	Cox Radio, LLC
WDBO(AM)	48726	Orlando, FL	Cox Radio, LLC
WWKA(FM)	48716	Orlando, FL	Cox Radio, LLC
WXGL(FM)	74199	St. Petersburg, FL	Cox Radio, LLC
WHPT(FM)	51986	Sarasota, FL	Cox Radio, LLC
WWRM(FM)	74200	Tampa, FL	Cox Radio, LLC
WPOI(FM)	66013	St. Petersburg, FL	Cox Radio, LLC
WDUV(FM)	1178	New Port Richey, FL	Cox Radio, LLC
KRAV-FM	65764	Tulsa, OK	Cox Radio, LLC
KRMG(AM)	48729	Tulsa, OK	Cox Radio, LLC
KWEN(FM)	48722	Tulsa, OK	Cox Radio, LLC
KJSR(FM)	9801	Tulsa, OK	Cox Radio, LLC
KRMG-FM	47102	Sand Springs, OK	Cox Radio, LLC
WBLI(FM)	37235	Patchogue, NY	CMG NY/Texas Radio, LLC
WBAB(FM)	71199	Babylon, NY	CMG NY/Texas Radio, LLC
WHFM(FM)	72176	Southampton, NY	CMG NY/Texas Radio, LLC
KTHT(FM)	65308	Cleveland, TX	CMG NY/Texas Radio, LLC
KKBQ(FM)	23083	Pasadena, TX	CMG NY/Texas Radio, LLC
KGLK(FM)	59951	Lake Jackson, TX	CMG NY/Texas Radio, LLC
KHPT(FM)	69564	Conroe, TX	CMG NY/Texas Radio, LLC
KKYX(AM)	48723	San Antonio, TX	CMG NY/Texas Radio, LLC
KCYY(FM)	48718	San Antonio, TX	CMG NY/Texas Radio, LLC

<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
KTKX(FM)	70357	Terrell Hills, TX	CMG NY/Texas Radio, LLC
KONO(AM)	50029	San Antonio, TX	CMG NY/Texas Radio, LLC
KONO-FM	50030	Helotes, TX	CMG NY/Texas Radio, LLC
KISS-FM	34976	San Antonio, TX	CMG NY/Texas Radio, LLC
KSMG(FM)	34977	Seguin, TX	CMG NY/Texas Radio, LLC

On February 28, 2022, California Oregon Broadcasting, Inc. and Broadcasting Licenses, Limited Partnership, a wholly-owned subsidiary of CMG Media Corporation, filed applications with the FCC requesting consent to the assignment of license of KLSR-TV, Eugene, OR and KEVU-CD, Eugene, OR. *See* File Nos. 0000185519 and 0000185509. As of filing, those applications are pending before the FCC.

#### **B. SGCI Holdings**

Soohyung Kim and Standard General funds controlled by him currently hold attributable interests through Community News Media LLC in four television stations. They are:

- KBSI(TV), Cape Girardeau, MO (Facility ID 19593)
- KLKN(TV), Lincoln, Nebraska (Facility ID 11264)
- WDKA(TV), Paducah, KY (Facility ID 39561)
- WLNE-TV, New Bedford, MA (Facility ID 22591)

Applications are being concurrently filed to transfer control of these stations' licensees to CMG. Deborah McDermott, Andrew Carington, and Stanley Knott serve as officers of the licensees of these stations and their associated operating entities and will become officers and/or directors of TPC following consummation of the WFXT Transfer.

In addition, Mr. Kim and companies controlled by him currently hold attributable interests in MediaCo Holdings Inc. ("MediaCo") and its wholly-owned subsidiaries, which include the respective licensees of:

- WQHT(FM), New York, NY (Facility ID 19615)
- WBLS(FM), New York, NY (Facility ID 28203)

Ms. McDermott is a director and Chairman of the Board of MediaCo.

## **Exhibit B-3**

### **Other Authorizations: The TEGNA Merger**

#### **A. SGC I Holdings**

Soohyung Kim and Standard General funds controlled by him currently hold attributable interests through Community News Media LLC in four television stations. They are:

- KBSI(TV), Cape Girardeau, MO (Facility ID 19593)
- KLKN(TV), Lincoln, Nebraska (Facility ID 11264)
- WDKA(TV), Paducah, KY (Facility ID 39561)
- WLNE-TV, New Bedford, MA (Facility ID 22591)

Applications are being concurrently filed to transfer control of these stations' licensees to CMG. Deborah McDermott, Andrew Carington, and Stanley Knott serve as officers of the licensees of these stations and their associated operating entities.

Following consummation of the WFXT Transfer, Soohyung Kim and SGC I Holdings will hold an attributable interest through TPC in WFXT(TV), Boston, MA (Facility 6463). Deborah McDermott, Andrew Carington, and Stanley Knott will serve as officers and/or directors of TPC and will become officers and directors of Post-Merger TEGNA.

In addition, Mr. Kim and companies controlled by him currently hold attributable interests in MediaCo Holdings Inc. ("MediaCo") and its wholly-owned subsidiaries, which include the respective licensees of:

- WQHT(FM), New York, NY (Facility ID 19615)
- WBLS(FM), New York, NY (Facility ID 28203)

Ms. McDermott is a director and Chairman of the Board of MediaCo.

#### **B. TEGNA**

The following chart lists the broadcast licenses currently held by TEGNA through its direct and indirect licensee subsidiaries:

<b>Licensee</b>	<b>Station</b>	<b>City of License</b>	<b>State of License</b>	<b>Facility ID</b>
Belo TV, Inc.	WUPL(TV)	Slidell	LA	13938
Belo TV, Inc.	WBXN-CD	New Orleans	LA	70419
Cape Publications, Inc.	KFSM-TV	Fort Smith	AR	66469
Cape Publications, Inc.	KTHV(TV)	Little Rock	AR	2787
Combined Communications of Oklahoma, LLC	WZZM(TV)	Grand Rapids	MI	49713

KENS-TV, Inc.	KENS(TV)	San Antonio	TX	26304
KFMB-TV, LLC	KFMB-TV	San Diego	CA	42122
KHOU-TV, Inc.	KHOU(TV)	Houston	TX	34529
KHOU-TV, Inc.	KTBU(TV)	Conroe	TX	28324
KING Broadcasting Company	KING-TV	Seattle	WA	34847
KING Broadcasting Company	KREM(TV)	Spokane	WA	34868
KING Broadcasting Company	KTVB(TV)	Boise	ID	34858
KING Broadcasting Company	K15IO-D	McCall & New Meadows	ID	34869
KING Broadcasting Company	K16JE-D	Glenns Ferry	ID	188132
KING Broadcasting Company	K17KF-D	Cambridge	ID	188131
KING Broadcasting Company	K21CC-D	Lewiston	ID	50532
KING Broadcasting Company	K23KY-D	Council	ID	11446
KING Broadcasting Company	K29NB-D	Cascade	ID	34884
KING Broadcasting Company	K30QA-D	Coeur D'Alene	ID	34861
KING Broadcasting Company	KTFT-LD	Twin Falls	ID	167056
KONG-TV, Inc.	KONG(TV)	Everett	WA	35396
KSKN Television, Inc.	KSKN(TV)	Spokane	WA	35606
KTTU-TV, Inc.	KTTU(TV)	Tucson	AZ	11908
KVUE Television, Inc.	KVUE(TV)	Austin	TX	35867
KWES Television, LLC	KWES-TV	Odessa	TX	42007
KXTV, LLC	KXTV(TV)	Sacramento	CA	25048
LSB Broadcasting, Inc.	KBMT(TV)	Beaumont	TX	10150
LSB Broadcasting, Inc.	KCEN-TV	Temple	TX	10245
LSB Broadcasting, Inc.	KIDY(TV)	San Angelo	TX	58560
LSB Broadcasting, Inc.	KIII(TV)	Corpus Christi	TX	10188
LSB Broadcasting, Inc.	KXVA(TV)	Abilene	TX	62293
LSB Broadcasting, Inc.	KYTX(TV)	Nacogdoches	TX	55644
LSB Broadcasting, Inc.	K36ID-D	Beaumont	TX	168234
LSB Broadcasting, Inc.	KAGS-LD	Bryan	TX	10246
LSB Broadcasting, Inc.	KIDB-LD	Sweetwater	TX	53545
LSB Broadcasting, Inc.	KIDU-LD	Brownwood	TX	58559
LSB Broadcasting, Inc.	KIDV-LD	Albany	TX	58571
LSB Broadcasting, Inc.	KVHP-LD	Jasper	TX	168235
Multimedia Entertainment, LLC	WGRZ(TV)	Buffalo	NY	64547
Multimedia Holdings Corporation	KARE(TV)	Minneapolis	MN	23079

Multimedia Holdings Corporation	KNAZ-TV	Flagstaff	AZ	24749
Multimedia Holdings Corporation	KPNX(TV)	Mesa	AZ	35486
Multimedia Holdings Corporation	K06AE-D	Prescott	AZ	35274
Multimedia Holdings Corporation	K26OD-D	Globe	AZ	35487
Multimedia Holdings Corporation	KPSN-LD	Payson	AZ	63396
Multimedia Holdings Corporation	KTVD(TV)	Denver	CO	68581
Multimedia Holdings Corporation	KUSA(TV)	Denver	CO	23074
Multimedia Holdings Corporation	WJXX(TV)	Orange Park	FL	11893
Multimedia Holdings Corporation	WTLV(TV)	Jacksonville	FL	65046
Multimedia KSDK, LLC	KSDK(TV)	St. Louis	MO	46981
Pacific and Southern, LLC	WATL(TV)	Atlanta	GA	22819
Pacific and Southern, LLC	WLTX(TV)	Columbia	SC	37176
Pacific and Southern, LLC	WMAZ-TV	Macon	GA	46991
Pacific and Southern, LLC	WXIA-TV	Atlanta	GA	51163
RadiOhio, Incorporated	WBNS(AM)	Columbus	OH	54901
RadiOhio, Incorporated	WBNS-FM	Columbus	OH	54701
Sander Operating Co. I LLC D/B/A WHAS Television	WHAS-TV	Louisville	KY	32327
Sander Operating Co. III LLC D/B/A KGW Television	KGW(TV)	Portland	OR	34874
Sander Operating Co. III LLC D/B/A KGW Television	K16ML-D	Corvallis	OR	34851
Sander Operating Co. III LLC D/B/A KGW Television	K17HA-D	Astoria	OR	130923
Sander Operating Co. III LLC D/B/A KGW Television	K19LT-D	Prineville, etc.	OR	34864
Sander Operating Co. III LLC D/B/A KGW Television	K25KS-D	The Dalles	OR	34844
Sander Operating Co. III LLC D/B/A KGW Television	K28MJ-D	Tillamook	OR	189303
Sander Operating Co. III LLC D/B/A KGW Television	K29AZ-D	Newport	OR	34865
Sander Operating Co. III LLC D/B/A KGW Television	K35HU-D	Grays River	OR	34870
Sander Operating Co. III LLC D/B/A KGW Television	KGWZ-LD	Portland	OR	30810
Sander Operating Co. V LLC D/B/A KMSB Television	KMSB(TV)	Tucson	AZ	44052
TEGNA Broadcast Holdings, LLC	KCWI-TV	Ames	IA	51502
TEGNA Broadcast Holdings, LLC	WCCT-TV	Waterbury	CT	14050

TEGNA Broadcast Holdings, LLC	WNEP-TV	Scranton	PA	73318
TEGNA Broadcast Holdings, LLC	WOI-DT	Ames	IA	8661
TEGNA Broadcast Holdings, LLC	WPMT	York	PA	10213
TEGNA Broadcast Holdings, LLC	WQAD-TV	Moline	IL	73319
TEGNA Broadcast Holdings, LLC	WTIC-TV	Hartford	CT	147
TEGNA Broadcast Holdings, LLC	WZDX(TV)	Huntsville	AL	28119
TEGNA Broadcast Holdings, LLC	W07DC-D	Allentown/ Bethlehem	PA	73325
TEGNA Broadcast Holdings, LLC	W10CP-D	Towanda	PA	73320
TEGNA Broadcast Holdings, LLC	W14CO-D	Clarks Summit, etc.	PA	73326
TEGNA Broadcast Holdings, LLC	W15CO-D	Towanda	PA	73324
TEGNA Broadcast Holdings, LLC	W20AD-D	Williamsport	PA	73321
TEGNA Broadcast Holdings, LLC	W26CV-D	Mansfield	PA	129499
TEGNA Broadcast Holdings, LLC	W29FQ-D	Pottsville	PA	73327
Tegna East Coast Broadcasting, LLC	WTSP(TV)	St. Petersburg	FL	11290
Tegna East Coast Broadcasting, LLC	WLBZ(TV)	Bangor	ME	39644
Tegna East Coast Broadcasting, LLC	WCSH(TV)	Portland	ME	39664
Tegna East Coast Broadcasting, LLC	WGCI-LD	Skowhegan	ME	39642
TEGNA Memphis Broadcasting, Inc.	WATN-TV	Memphis	TN	11907
TEGNA Memphis Broadcasting, Inc.	WLMT(TV)	Memphis	TN	68518
VideoIndiana, Inc.	WTHR(TV)	Indianapolis	IN	70162
VideOhio, Inc.	WALV-CD	Indianapolis	IN	70161
WBIR-TV, LLC	WBIR-TV	Knoxville	TN	46984
WBNS-TV, Inc.	WBNS-TV	Columbus	OH	71217
WCNC-TV, Inc.	WCNC-TV	Charlotte	NC	32326
WCNC-TV, Inc.	W17EE-D	Lilesville/ Wadesboro	NC	32316
WCNC-TV, Inc.	W36FB-D	Briscoe	NC	32317
WFAA-TV, Inc.	KMPX(TV)	Dallas	TX	73701
WFAA-TV, Inc.	WFAA(TV)	Dallas	TX	72054
WFMY Television, LLC	WFMY-TV	Greensboro	NC	72064
WKYC-TV, LLC	WKYC(TV)	Cleveland	OH	73195
WTOL Television, LLC	WTOL(TV)	Toledo	OH	13992
WUSA-TV, Inc.	WUSA(TV)	Washington	DC	65593
WVEC Television, LLC	WVEC(TV)	Hampton	VA	74167
WWL-TV, Inc.	WWL-TV	New Orleans	LA	74192

## Exhibit B-4

### Other Authorizations: The Texas Station Sales

#### A. CMG

The Commission determined that Apollo Global Management, Inc. exercises *de facto* control over CMG Media Corporation (f/k/a Terrier Media Buyer, Inc.), which, through wholly-owned subsidiaries, controls the licenses for the following full-service broadcast television and radio stations:

<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
WSYT(TV)	40758	Syracuse, NY	Bristlecone Broadcasting LLC
WICZ-TV	62210	Binghamton, NY	Stainless Broadcasting, L.P.
KAYU-TV	58684	Spokane, WA	Mountain Licenses, L.P.
KFFX-TV	12729	Pendleton, OR	Mountain Licenses, L.P.
KMVU-DT	32958	Medford, OR	Broadcasting Licenses, Limited Partnership
KYMA-DT	33639	Yuma, AZ	Blackhawk Broadcasting LLC
KIEM-TV	53382	Eureka, CA	Redwood Television Partners LLC
WABG-TV	43203	Greenwood, MS	Cala Broadcast Partners LLC
KPVI-DT	1270	Pocatello, ID	Idaho Broadcast Partners LLC
KLAX-TV	52907	Alexandria, LA	Lost Coast Broadcasting LLC
WSB-TV	23960	Atlanta, GA	Georgia Television, LLC
WSOC-TV	74070	Charlotte, NC	WSOC Television, LLC
WAXN-TV	12793	Kannapolis, NC	WSOC Television, LLC
WHIO-TV	41458	Dayton, OH	Miami Valley Broadcasting Corporation
WFOX-TV	11909	Jacksonville, FL	Cox Television Jacksonville, LLC
WHBQ-TV	12521	Memphis, TN	WHBQ (Memphis), LLC
WFXT(TV)	6463	Boston, MA	Teton Opco Corp.

<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
WFTV(TV)	72076	Orlando, FL	WFTV, LLC
WRDQ(TV)	55454	Orlando, FL	WFTV, LLC
KIRO-TV	66781	Seattle, WA	KIRO-TV, Inc.
KOKI-TV	11910	Tulsa, OK	Cox Television Tulsa, LLC
KMYT-TV	54420	Tulsa, OK	Cox Television Tulsa, LLC
WPXI(TV)	73910	Pittsburgh, PA	WPXI, LLC
WHIO(AM)	14244	Dayton, OH	CMG Radio Operating Company, LLC
WHIO-FM	73908	Pleasant Hill, OH	CMG Radio Operating Company, LLC
WHKO(FM)	14245	Dayton, OH	CMG Radio Operating Company, LLC
WZLR(FM)	15649	Xenia, OH	CMG Radio Operating Company, LLC
WGAU(AM)	11709	Athens, GA	Cox Radio, LLC
WGMG(FM)	48374	Crawford, GA	Cox Radio, LLC
WNGC(FM)	60810	Arcade, GA	Cox Radio, LLC
WRFC(AM)	1218	Athens, GA	Cox Radio, LLC
WXKT(FM)	3078	Maysville, GA	Cox Radio, LLC
WPUP(FM)	51120	Watkinsville, GA	Cox Radio, LLC
WSB(AM)	73977	Atlanta, GA	Cox Radio, LLC
WSB-FM	73978	Atlanta, GA	Cox Radio, LLC
WSBB-FM	11710	Doraville, GA	Cox Radio, LLC
WALR-FM	48728	Palmetto, GA	Cox Radio, LLC
WSRV(FM)	59970	Gainesville, GA	Cox Radio, LLC
WJGL(FM)	53590	Jacksonville, FL	Cox Radio, LLC
WAPE-FM	70863	Jacksonville, FL	Cox Radio, LLC
WXXJ(FM)	28894	Ponte Vedra Beach, FL	Cox Radio, LLC
WOKV-FM	72081	Atlantic Beach, FL	Cox Radio, LLC
WEZI(FM)	53602	Jacksonville, FL	Cox Radio, LLC
WOKV(AM)	53601	Jacksonville, FL	Cox Radio, LLC
WFLC(FM)	72984	Miami, FL	Cox Radio, LLC
WFEZ(FM)	40408	Miami, FL	Cox Radio, LLC
WEDR(FM)	71418	Miami, FL	Cox Radio, LLC

<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
WHQT(FM)	72982	Coral Gables, FL	Cox Radio, LLC
WCFB(FM)	10343	Daytona Beach, FL	Cox Radio, LLC
WOEX(FM)	23443	Orlando, FL	Cox Radio, LLC
WMMO(FM)	23444	Orlando, FL	Cox Radio, LLC
WDBO(AM)	48726	Orlando, FL	Cox Radio, LLC
WWKA(FM)	48716	Orlando, FL	Cox Radio, LLC
WXGL(FM)	74199	St. Petersburg, FL	Cox Radio, LLC
WHPT(FM)	51986	Sarasota, FL	Cox Radio, LLC
WWRM(FM)	74200	Tampa, FL	Cox Radio, LLC
WPOI(FM)	66013	St. Petersburg, FL	Cox Radio, LLC
WDUV(FM)	1178	New Port Richey, FL	Cox Radio, LLC
KRAV-FM	65764	Tulsa, OK	Cox Radio, LLC
KRMG(AM)	48729	Tulsa, OK	Cox Radio, LLC
KWEN(FM)	48722	Tulsa, OK	Cox Radio, LLC
KJSR(FM)	9801	Tulsa, OK	Cox Radio, LLC
KRMG-FM	47102	Sand Springs, OK	Cox Radio, LLC
WBLI(FM)	37235	Patchogue, NY	CMG NY/Texas Radio, LLC
WBAB(FM)	71199	Babylon, NY	CMG NY/Texas Radio, LLC
WHFM(FM)	72176	Southampton, NY	CMG NY/Texas Radio, LLC
KTHT(FM)	65308	Cleveland, TX	CMG NY/Texas Radio, LLC
KKBQ(FM)	23083	Pasadena, TX	CMG NY/Texas Radio, LLC
KGLK(FM)	59951	Lake Jackson, TX	CMG NY/Texas Radio, LLC
KHPT(FM)	69564	Conroe, TX	CMG NY/Texas Radio, LLC
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<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
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KONO-FM	50030	Helotes, TX	CMG NY/Texas Radio, LLC
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## **B. SGC I Holdings**

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- KBSI(TV), Cape Girardeau, MO (Facility ID 19593)
- KLKN(TV), Lincoln, Nebraska (Facility ID 11264)
- WDKA(TV), Paducah, KY (Facility ID 39561)
- WLNE-TV, New Bedford, MA (Facility ID 22591)

Applications are being concurrently filed to transfer control of these stations' licensees to a subsidiary of CMG. Deborah McDermott, Andrew Carington, and Stanley Knott serve as officers of the licensees of these stations and their associated operating entities. Deborah McDermott, Andrew Carington, and Stanley Knott will serve as officers and/or directors of TPC and will become officers and directors of Post-Merger TEGNA.

Following consummation of the Tegna Merger, SGC I Holdings will hold the broadcast authorizations listed below through its indirect licensee subsidiaries.

<b>Licensee</b>	<b>Station</b>	<b>City of License</b>	<b>State of License</b>	<b>Facility ID</b>
Belo TV, Inc.	WUPL(TV)	Slidell	LA	13938
Belo TV, Inc.	WBXN-CD	New Orleans	LA	70419
Cape Publications, Inc.	KFSM-TV	Fort Smith	AR	66469
Cape Publications, Inc.	KTHV(TV)	Little Rock	AR	2787

Combined Communications of Oklahoma, LLC	WZZM(TV)	Grand Rapids	MI	49713
KENS-TV, Inc.	KENS(TV)	San Antonio	TX	26304
KFMB-TV, LLC	KFMB-TV	San Diego	CA	42122
KHOU-TV, Inc.	KHOU(TV)	Houston	TX	34529
KHOU-TV, Inc.	KTBU(TV)	Conroe	TX	28324
KING Broadcasting Company	KING-TV	Seattle	WA	34847
KING Broadcasting Company	KREM(TV)	Spokane	WA	34868
KING Broadcasting Company	KTVB(TV)	Boise	ID	34858
KING Broadcasting Company	K15IO-D	McCall & New Meadows	ID	34869
KING Broadcasting Company	K16JE-D	Glenns Ferry	ID	188132
KING Broadcasting Company	K17KF-D	Cambridge	ID	188131
KING Broadcasting Company	K21CC-D	Lewiston	ID	50532
KING Broadcasting Company	K23KY-D	Council	ID	11446
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KING Broadcasting Company	K30QA-D	Coeur D'Alene	ID	34861
KING Broadcasting Company	KTFT-LD	Twin Falls	ID	167056
KONG-TV, Inc.	KONG(TV)	Everett	WA	35396
KSKN Television, Inc.	KSKN(TV)	Spokane	WA	35606
KTTU-TV, Inc.	KTTU(TV)	Tucson	AZ	11908
KVUE Television, Inc.	KVUE(TV)	Austin	TX	35867
KWES Television, LLC	KWES-TV	Odessa	TX	42007
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LSB Broadcasting, Inc.	KIDY(TV)	San Angelo	TX	58560
LSB Broadcasting, Inc.	KIII(TV)	Corpus Christi	TX	10188
LSB Broadcasting, Inc.	KXVA(TV)	Abilene	TX	62293
LSB Broadcasting, Inc.	KYTX(TV)	Nacogdoches	TX	55644
LSB Broadcasting, Inc.	K36ID-D	Beaumont	TX	168234
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LSB Broadcasting, Inc.	KIDB-LD	Sweetwater	TX	53545
LSB Broadcasting, Inc.	KIDU-LD	Brownwood	TX	58559
LSB Broadcasting, Inc.	KIDV-LD	Albany	TX	58571
LSB Broadcasting, Inc.	KVHP-LD	Jasper	TX	168235

Multimedia Entertainment, LLC	WGRZ(TV)	Buffalo	NY	64547
Multimedia Holdings Corporation	KARE(TV)	Minneapolis	MN	23079
Multimedia Holdings Corporation	KNAZ-TV	Flagstaff	AZ	24749
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Multimedia Holdings Corporation	K26OD-D	Globe	AZ	35487
Multimedia Holdings Corporation	KPSN-LD	Payson	AZ	63396
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TEGNA Broadcast Holdings, LLC	W07DC-D	Allentown/ Bethlehem	PA	73325
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TEGNA Broadcast Holdings, LLC	W15CO-D	Towanda	PA	73324
TEGNA Broadcast Holdings, LLC	W20AD-D	Williamsport	PA	73321
TEGNA Broadcast Holdings, LLC	W26CV-D	Mansfield	PA	129499
TEGNA Broadcast Holdings, LLC	W29FQ-D	Pottsville	PA	73327
Tegna East Coast Broadcasting, LLC	WTSP(TV)	St. Petersburg	FL	11290
Tegna East Coast Broadcasting, LLC	WLBZ(TV)	Bangor	ME	39644
Tegna East Coast Broadcasting, LLC	WCSH(TV)	Portland	ME	39664
Tegna East Coast Broadcasting, LLC	WGCI-LD	Skowhegan	ME	39642
TEGNA Memphis Broadcasting, Inc.	WATN-TV	Memphis	TN	11907
TEGNA Memphis Broadcasting, Inc.	WLMT(TV)	Memphis	TN	68518
Teton Opco Corp.	WFXT(TV)	Boston	MA	6463
VideoIndiana, Inc.	WTHR(TV)	Indianapolis	IN	70162
VideOhio, Inc.	WALV-CD	Indianapolis	IN	70161
WBIR-TV, LLC	WBIR-TV	Knoxville	TN	46984
WBNS-TV, Inc.	WBNS-TV	Columbus	OH	71217
WCNC-TV, Inc.	WCNC-TV	Charlotte	NC	32326
WCNC-TV, Inc.	W17EE-D	Lilesville/ Wadesboro	NC	32316
WCNC-TV, Inc.	W36FB-D	Briscoe	NC	32317
WFAA-TV, Inc.	KMPX(TV)	Dallas	TX	73701
WFAA-TV, Inc.	WFAA(TV)	Dallas	TX	72054
WFMY Television, LLC	WFMY-TV	Greensboro	NC	72064
WKYC-TV, LLC	WKYC(TV)	Cleveland	OH	73195
WTOL Television, LLC	WTOL(TV)	Toledo	OH	13992
WUSA-TV, Inc.	WUSA(TV)	Washington	DC	65593

WVEC Television, LLC	WVEC(TV)	Hampton	VA	74167
WWL-TV, Inc.	WWL-TV	New Orleans	LA	74192

Additionally, Soohyung Kim and companies controlled by him hold attributable interests in MediaCo Holdings Inc. (“MediaCo”) and its wholly-owned subsidiaries, which include the respective licensees of:

- WQHT(FM), New York, NY (Facility ID 19615)
- WBLS(FM), New York, NY (Facility ID 28203)

Ms. McDermott is a director and Chairman of the Board of MediaCo.

## **Exhibit C: Parties to the Applications**

**C-1: The CNM Transfers**

**C-2: The WFXT Transfer**

**C-3: The TEGNA Merger**

**C-4: The Texas Station Sales**

## Exhibit C-1

### Parties to the Application: CNM Transfers

Upon consummation of the CNM Transfers, CNM Television Holdings I LLC will merge with and into CMG Farnsworth Television Acquisition Company LLC (“CMG TV LLC”). CMG TV LLC will be the surviving entity and a direct wholly-owned subsidiary of CMG Media Operating Company, LLC. The parties to the application are set forth below.

#### A. The CNM Parties:

##### KLKN Lincoln License LLC

Name/Address	Citizenship	Positional Interest	Percent of Votes	Percent of Total Assets
KLKN Lincoln License LLC  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Deborah A. McDermott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Andrew C. Carington  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Stanley C. Knott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
KLKN Lincoln Operations LLC  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Member	100	100

**KLKN Lincoln Operations LLC**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
KLKN Lincoln Operations LLC  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Deborah A. McDermott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Andrew C. Carington  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Stanley C. Knott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Standard Media Group LLC  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Member	100	100

**WLNE Providence License LLC**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
WLNE Providence License LLC  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Deborah A. McDermott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Andrew C. Carington 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Stanley C. Knott 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
WLNE Providence Operations LLC 767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Member	100	100

**WLNE Providence Operations LLC**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
WLNE Providence Operations LLC 767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Deborah A. McDermott 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Andrew C. Carington 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Stanley C. Knott 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Standard Media Group LLC	U.S.	Member	100	100

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
767 Fifth Avenue, 12th Floor New York, NY 10153				

**Standard Media Group LLC**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Standard Media Group LLC  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Deborah A. McDermott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Andrew C. Carington  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Stanley C. Knott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Paducah Television Operations LLC  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Member	100	100

**Paducah Television License LLC**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Paducah Television License LLC  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Deborah A. McDermott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Andrew C. Carington  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Stanley C. Knott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Paducah Television Operations LLC  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Member	100	100

**Paducah Television Operations LLC**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Paducah Television Operations LLC  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Deborah A. McDermott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Andrew C. Carington 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Stanley C. Knott 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
CNM Television Holdings I LLC 767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Member	100	100

**CNM Television Holdings I LLC**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
CNM Television Holdings I LLC 767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Community News Media LLC 767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Member	100	100

**Community News Media LLC**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Community News Media LLC 767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Soohyung Kim 767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Managing Member, Chief Executive Officer	100	<1

**B. The CMG Parties:**

The officers, directors, and attributable interest holders of the CMG assignee and its direct and indirect parent entities are listed below.

**KLKN Lincoln License LLC**

1	KLKN Lincoln License LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	KLKN Lincoln Operations LLC 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

<b>Name</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>% Votes</b>	<b>% Total Assets</b>
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

### KLKN Lincoln Operations LLC

1	KLKN Lincoln Operations LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	Standard Media Group LLC 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

### WLNE Providence License LLC

1	WLNE Providence License LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	WLNE Providence Operations LLC 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

### WLNE Providence Operations LLC

1	WLNE Providence Operations LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	Standard Media Group LLC 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

### Standard Media Group, LLC

1	Standard Media Group, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	Paducah Television Operations LLC 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

### Paducah Television License, LLC

1	Paducah Television License, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	Paducah Television Operations LLC 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

### Paducah Television Operations, LLC

1	Paducah Television Operations LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	CMG Farnsworth Television Acquisition Company, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

**CMG Farnsworth Television Acquisition Company, LLC**

1	CMG Farnsworth Television Acquisition Company, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	CMG Media Operating Company, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman	0%	0%
Daniel York	US	President & CEO	0%	0%
Eric Greenberg	US	VP & Secretary	0%	0%
Joseph Hannan	US	CFO & Treasurer	0%	0%

### CMG Media Operating Company, LLC

1	CMG Media Operating Company, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	CMG Media Corporation 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

### CMG Media Corporation

1	CMG Media Corporation 1 Manhattanville Road Suite 201 Purchase, NY 10577	CMG Media Holdings II, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

**CMG Media Holdings II, Inc.**

1	CMG Media Holdings II, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577	CMG Holdings, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

**CMG Holdings, Inc.**

1	CMG Holdings, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577	AP IX Titan Holdings, L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	Brian W. Brady 2111 University Park Drive Suite 650 Okemos, MI 48864	Cox Enterprises, Inc. 6205 Dunwoody Park Road Atlanta, GA 30328
2	Delaware Corporation	Delaware Limited Partnership	US	Delaware Corporation
3	N/A	Single Majority Shareholder	Director	Director Appointment Right (see Dallas Clement)
4	N/A	71.0%	5.3%	19.8%
5	N/A	71.0%	5.3%	19.8%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary	0%	0%
Joseph Hannan	US	CFO & Treasurer	0%	0%

David Sambur	US	Director	0%	0%
Aaron Sobel	US	Director	0%	0%
Betsy Morgan	US	Director	0%	0%
Bruce Rosenblum	US	Director	0%	0%
Houston McCurry	US	Director	0%	0%
Jeb Hensarling	US	Director	0%	0%
Joseph Marchese	US	Director	0%	0%
Lee Solomon	US	Director	0%	0%
Reginald Love	US	Director	0%	0%
Dallas Clement	US	Director	0%	0%

**Cox Enterprises, Inc.**

1	Cox Enterprises, Inc. 6205 Dunwoody Park Road Atlanta, GA 30328	Cox Family Voting Trust 6205 Peachtree Dunwoody Road Atlanta, GA 30328
2	Delaware Corporation	Trust
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	%Votes	% Total Assets
Michael J. Ahearn	US	Director	0%	0%
Luis Avila	US	Officer	0%	0%
Jennifer Hightower	US	Officer	0%	0%
Sanford Schwartz	US	Officer	0%	0%
Jill Campbell	US	Officer	0%	0%
Janet Clarke	US	Director	0%	0%
Dallas S. Clement	US	Officer	0%	0%
Maria L. Friedman	US	Officer	0%	0%
James C. Kennedy	US	Director	0%	0%
Charles L. Odom	US	Officer	0%	0%
Henry Parry-Okeden	US, Australia	Director	0%	0%
Alexander C. Taylor	US	Officer, Director	0%	0%
Byron D. Trott	US	Director	0%	0%
Mary Vickers	US	Officer	0%	0%
James C. Weaver	US	Director	0%	0%
Christopher Williams	US	Director	0%	0%

**Cox Family Voting Trust**

1	Cox Family Voting Trust 6205 Peachtree Dunwoody Road Atlanta, GA 30328	John Dyer 6205 Peachtree Dunwoody Road Atlanta, GA 30328	James C. Kennedy 6205 Peachtree Dunwoody Road Atlanta, GA 30328	Alexander C. Taylor 6205 Peachtree Dunwoody Road Atlanta, GA 30328
2	Trust	US	US	US
3	N/A	Trustee	Trustee	Trustee
4	N/A	33%	33%	33%
5	N/A	N/A	N/A	N/A

**AP IX Titan Holdings, L.P.**

1	AP IX Titan Holdings, L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	AP IX Titan Holdings GP, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	AIF IX (PMC Equity AIV), L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Partnership	Delaware Limited Liability Company	Delaware Limited Partnership
3	N/A	General Partner	Limited Partner
4	N/A	100%	0%
5	N/A	0%	100%

**AP IX Titan Holdings GP, LLC**

1	AP IX Titan Holdings GP, LLC 1 Manhattanville Road, Suite 201 Purchase, NY 10577	AP IX (PMC) VoteCo, LLC 1 Manhattanville Road, Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

**AIF IX (PMC Equity AIV), L.P.**

1	AIF IX (PMC Equity AIV), L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	AP IX (PMC) VoteCo, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Partnership	Delaware Limited Liability Company
3	N/A	General Partner
4	N/A	100%
5	N/A	0%

**AP IX (PMC) VoteCo, LLC**

1	AP IX (PMC) VoteCo, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Apollo Global Management, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Partnership	Delaware Limited Liability Company
3	N/A	Member
4	N/A	de facto control
5	N/A	0%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Scott Kleinman	US	Managing Member	33.3%	33.3%
John Suydam	US	Managing Member	33.3%	33.3%
David Sambur	US	Managing Member/ Officer	33.4%	33.4%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Katherine Newman	US	Officer	0%	0%

**Apollo Global Management, Inc.**

1	Apollo Global Management, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company
3	Member
4	de facto control
5	0%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Joshua Harris	US	Director	6.7%	0%
Marc Rowan	US	Officer, Director	6.2%	0%
Scott Kleinman	US	Director	0.6%	0%
John Suydam	US	Officer	0%	0%
James Zelter	US	Director	0.6%	0%
Martin Kelly	US	Officer	0%	0%
Richard Emerson	US	Director	0%	0%
Michael Ducey	US	Director	0%	0%
Pamela Joyner	US	Director	0%	0%
Alvin Krongard	US	Director	0.1%	0%
Pauline Richards	Canada, UK, Bermuda	Director	0%	0%
Walter Clayton III	US	Director	0%	0%
Kerry Murphy Healey	US	Director	0%	0%
David Simon	US	Director	0%	0%
James Belardi	US	Director	1.0%	0%
Marc Beilinson	US	Director	0%	0%
Mitra Hormozi (Legal Name Mitra O'Neill)	US	Director	0%	0%
Lynn Swann	US	Director	0%	0%
Leon Black	US	N/A	15.1%	0%

## Exhibit C-2

### Parties to the Application: The WFXT Transfer

Upon consummation of the WFXT Transfer, SGCI Holdings will hold 100% percent of the votes and 20.6% of the total assets of Teton Parent Corp. The parties to the application are set forth below.

#### **A. The CMG/Teton Parent Corp Parties:**

##### **Teton Opco Corp.**

1	Teton Opco Corp. 1601 West Peachtree Street, NE Atlanta, GA 30309	Teton Midco Corp. 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

**Teton Midco Corp.**

1	Teton Midco Corp. 1601 West Peachtree Street, NE Atlanta, GA 30309	Teton Parent Corp. 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

**Teton Parent Corp.**

1	Teton Parent Corp. 1601 West Peachtree Street, NE Atlanta, GA 30309	CMG Farnsworth Television Operating Company, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Delaware Corporation	Delaware Limited Liability Company
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

**CMG Farnsworth Television Operating Company, LLC**

1	CMG Farnsworth Television Operating Company, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	CMG Farnsworth Television Holdings, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman	0%	0%
Daniel York	US	President & CEO	0%	0%
Eric Greenberg	US	VP & Secretary	0%	0%
Joseph Hannan	US	CFO & Treasurer	0%	0%

**CMG Farnsworth Television Holdings, LLC**

1	CMG Farnsworth Television Holdings, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	CMG Media Operating Company, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman	0%	0%
Daniel York	US	President & CEO	0%	0%
Eric Greenberg	US	VP & Secretary	0%	0%
Joseph Hannan	US	CFO & Treasurer	0%	0%

**CMG Media Operating Company, LLC**

1	CMG Media Operating Company, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	CMG Media Corporation 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

### CMG Media Corporation

1	CMG Media Corporation 1 Manhattanville Road Suite 201 Purchase, NY 10577	CMG Media Holdings II, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

**CMG Media Holdings II, Inc.**

1	CMG Media Holdings II, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577	CMG Holdings, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

**CMG Holdings, Inc.**

1	CMG Holdings, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577	AP IX Titan Holdings, L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	Brian W. Brady 2111 University Park Drive Suite 650 Okemos, MI 48864	Cox Enterprises, Inc. 6205 Dunwoody Park Road Atlanta, GA 30328
2	Delaware Corporation	Delaware Limited Partnership	US	Delaware Corporation
3	N/A	Single Majority Shareholder	Director	Director Appointment Right ( <i>see</i> Dallas Clement)
4	N/A	71.0%	5.3%	19.8%
5	N/A	71.0%	5.3%	19.8%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary	0%	0%
Joseph Hannan	US	CFO & Treasurer	0%	0%
David Sambur	US	Director	0%	0%
Aaron Sobel	US	Director	0%	0%
Betsy Morgan	US	Director	0%	0%
Bruce Rosenblum	US	Director	0%	0%
Houston McCurry	US	Director	0%	0%
Jeb Hensarling	US	Director	0%	0%
Joseph Marchese	US	Director	0%	0%
Lee Solomon	US	Director	0%	0%
Reginald Love	US	Director	0%	0%
Dallas Clement	US	Director	0%	0%

**Cox Enterprises, Inc.**

1	Cox Enterprises, Inc. 6205 Dunwoody Park Road Atlanta, GA 30328	Cox Family Voting Trust 6205 Peachtree Dunwoody Road Atlanta, GA 30328
2	Delaware Corporation	Trust
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	%Votes	% Total Assets
Michael J. Ahearn	US	Director	0%	0%
Luis Avila	US	Officer	0%	0%
Jennifer Hightower	US	Officer	0%	0%
Sanford Schwartz	US	Officer	0%	0%
Jill Campbell	US	Officer	0%	0%
Janet Clarke	US	Director	0%	0%
Dallas S. Clement	US	Officer	0%	0%
Maria L. Friedman	US	Officer	0%	0%
James C. Kennedy	US	Director	0%	0%
Charles L. Odom	US	Officer	0%	0%
Henry Parry-Okeden	US, Australia	Director	0%	0%
Alexander C. Taylor	US	Officer, Director	0%	0%
Byron D. Trott	US	Director	0%	0%
Mary Vickers	US	Officer	0%	0%
James C. Weaver	US	Director	0%	0%
Christopher Williams	US	Director	0%	0%

**Cox Family Voting Trust**

1	Cox Family Voting Trust 6205 Peachtree Dunwoody Road Atlanta, GA 30328	John Dyer 6205 Peachtree Dunwoody Road Atlanta, GA 30328	James C. Kennedy 6205 Peachtree Dunwoody Road Atlanta, GA 30328	Alexander C. Taylor 6205 Peachtree Dunwoody Road Atlanta, GA 30328
2	Trust	US	US	US
3	N/A	Trustee	Trustee	Trustee
4	N/A	33%	33%	33%
5	N/A	N/A	N/A	N/A

**AP IX Titan Holdings, L.P.**

1	AP IX Titan Holdings, L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	AP IX Titan Holdings GP, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	AIF IX (PMC Equity AIV), L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Partnership	Delaware Limited Liability Company	Delaware Limited Partnership
3	N/A	General Partner	Limited Partner
4	N/A	100%	0%
5	N/A	0%	100%

**AP IX Titan Holdings GP, LLC**

1	AP IX Titan Holdings GP, LLC 1 Manhattanville Road, Suite 201 Purchase, NY 10577	AP IX (PMC) VoteCo, LLC 1 Manhattanville Road, Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

**AIF IX (PMC Equity AIV), L.P.**

1	AIF IX (PMC Equity AIV), L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	AP IX (PMC) VoteCo, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Partnership	Delaware Limited Liability Company
3	N/A	General Partner
4	N/A	100%
5	N/A	0%

### AP IX (PMC) VoteCo, LLC

1	AP IX (PMC) VoteCo, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Apollo Global Management, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Partnership	Delaware Limited Liability Company
3	N/A	Member
4	N/A	de facto control
5	N/A	0%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Scott Kleinman	US	Managing Member	33.3%	33.3%
John Suydam	US	Managing Member	33.3%	33.3%
David Sambur	US	Managing Member/ Officer	33.4%	33.4%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Katherine Newman	US	Officer	0%	0%

#### **B. SGCI Holdings**

Name/Address	Citizenship	Positional Interest	Percent of Votes	Percent of Total Assets
Soohyung Kim  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Sole Managing Member	100	<1

## Exhibit C-3

### Parties to the Application: The TEGNA Merger

Upon consummation of the TEGNA Merger, Teton Parent Corp., as controlled by SGCI Holdings, will hold 100% percent of the ultimate votes and equity of Post-Merger TEGNA. The parties to the application are set forth below.

#### **(Pre-Merger) TEGNA INC.**

Because TEGNA is a publicly-traded company, the number of shares held by any one shareholder is subject to change at any time. Currently TEGNA is aware of only one shareholder that holds an attributable interest in TEGNA. To the extent that TEGNA learns that any shareholder obtains an attributable interest during the pendency of the applications, the applicants will submit an appropriate amendment. The attributable shareholder and current officers and directors of TEGNA are listed below.

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Boston Partners Global Investors, Inc.  One Beacon Street, 30th Floor Boston, MA 02108	U.S.	Shareholder	5.16	5.16
Lynn Beall  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0
Victoria D. Harker  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0
Akin S. Harrison  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0
Ed Busby  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Tom Cox  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0
Julie Heskett  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0
Cam McClelland  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0
Adam Ostrow  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0
Jeffrey Newman  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0
Anne Bentley  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0
Karen Thompson  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0
Karthik Rao  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0
Cherbury H. Chesser  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Grady Tripp  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0
Marc S. Sher  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer	0	0
David T. Lougee  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Officer, Director	0	0
Gina Bianchini  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Director	0	0
Howard D. Elias  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Director	0	0
Stuart Epstein  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Director	0	0
Lidia Fonseca  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Director	0	0
Karen Grimes  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Director	0	0

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Scott K. McCune  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Director	0	0
Henry McGee  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Director	0	0
Bruce P. Nolop  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Director	0	0
Susan P. Ness  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Director	0	0
Neal Shapiro  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Director	0	0
Melinda Witmer  8350 Broad Street, Suite 2000 Tysons, VA 22102	U.S.	Director	0	0

**(Post-Merger) TEGNA INC.**

The officers, directors, and attributable interest holders of Post-Merger TEGNA and entities in its ownership chain are listed below.

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Deborah A. McDermott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Andrew C. Carington  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Stanley C. Knott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Teton Opco Corp.  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Shareholder	100	100

**Teton Opco Corp.**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Deborah A. McDermott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Andrew C. Carington  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Stanley C. Knott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Teton Midco Corp.  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Shareholder	100	100

**Teton Midco Corp.**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Deborah A. McDermott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Andrew C. Carington  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Stanley C. Knott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Teton Parent Corp.  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Shareholder	100	100

**Teton Parent Corp.**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Deborah A. McDermott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Andrew C. Carington  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer	0	0
Stanley C. Knott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer	0	0
Soohyung Kim  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Director	0	0
Amit Thakrar  767 Fifth Avenue, 12th Floor New York, NY 10153	CA	Director	0	0
Ellen McClain  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Director	0	0
Colleen Brown  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Director	0	0
Elizabeth Tumulty  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Director	0	0

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
SGCI Holdings III LLC  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Shareholder	100	4.2 <sup>25</sup>

**SGCI Holdings III LLC**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Soohyung Kim  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Sole Managing Member	100	<1

All other members of SGCI Holdings are insulated pursuant to the provisions of Section 73.3555, Note 2.

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<sup>25</sup> Calculated as a percentage of the combined debt and equity of Post-Merger TEGNA (\$8.6 Billion).

## Exhibit C-4

### Parties to the Application: The Texas Station Sales

#### A. TEGNA INC.

The officers, directors, and attributable interest holders of Post-Merger TEGNA and entities in its ownership chain are listed below.

Name/Address	Citizenship	Positional Interest	Percent of Votes	Percent of Total Assets
Deborah A. McDermott 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Andrew C. Carington 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Stanley C. Knott 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Teton Opco Corp. 767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Shareholder	100	100

#### Teton Opco Corp.

Name/Address	Citizenship	Positional Interest	Percent of Votes	Percent of Total Assets
Deborah A. McDermott 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Andrew C. Carington 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Stanley C. Knott 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Teton Midco Corp.  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Shareholder	100	100

**Teton Midco Corp.**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Deborah A. McDermott 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Andrew C. Carington 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Stanley C. Knott 3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Teton Parent Corp.  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Shareholder	100	100

**Teton Parent Corp.**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Deborah A. McDermott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer, Director	0	0
Andrew C. Carington  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer	0	0
Stanley C. Knott  3102 West End Ave., Suite 400 Nashville, TN 37203	U.S.	Officer	0	0
Soohyung Kim  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Director	0	0
Amit Thakrar  767 Fifth Avenue, 12th Floor New York, NY 10153	CA	Director	0	0
Ellen McClain  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Director	0	0
Colleen Brown  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Director	0	0
Elizabeth Tumulty  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Director	0	0

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
SGCI Holdings III LLC  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Shareholder	100	4.2 <sup>26</sup>

**SGCI Holdings III LLC**

<b>Name/Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent of Votes</b>	<b>Percent of Total Assets</b>
Soohyung Kim  767 Fifth Avenue, 12th Floor New York, NY 10153	U.S.	Sole Managing Member	100	<1

All other members of SGCI Holdings are insulated pursuant to the provisions of Section 73.3555, Note 2.

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<sup>26</sup> Calculated as a percentage of the combined debt and equity of Post-Merger TEGNA (\$8.6 Billion).

## B. The CMG Parties

The officers, directors, and attributable interest holders of the CMG assignee and its direct and indirect parent entities are listed below.

### CMG Media Operating Company, LLC

1	CMG Media Operating Company, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	CMG Media Corporation 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

### CMG Media Corporation

1	CMG Media Corporation 1 Manhattanville Road Suite 201 Purchase, NY 10577	CMG Media Holdings II, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

### CMG Media Holdings II, Inc.

1	CMG Media Holdings II, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577	CMG Holdings, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	100%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary, Director	0%	0%
Joseph Hannan	US	CFO & Treasurer, Director	0%	0%

**CMG Holdings, Inc.**

1	CMG Holdings, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577	AP IX Titan Holdings, L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	Brian W. Brady 2111 University Park Drive Suite 650 Okemos, MI 48864	Cox Enterprises, Inc. 6205 Dunwoody Park Road Atlanta, GA 30328
2	Delaware Corporation	Delaware Limited Partnership	US	Delaware Corporation
3	N/A	Single Majority Shareholder	Director	Director Appointment Right (see Dallas Clement)
4	N/A	71.0%	5.3%	19.8%
5	N/A	71.0%	5.3%	19.8%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Exec. Chairman, Director	0%	0%
Daniel York	US	President & CEO, Director	0%	0%
Eric Greenberg	US	VP & Secretary	0%	0%
Joseph Hannan	US	CFO & Treasurer	0%	0%
David Sambur	US	Director	0%	0%
Aaron Sobel	US	Director	0%	0%
Betsy Morgan	US	Director	0%	0%
Bruce Rosenblum	US	Director	0%	0%
Houston McCurry	US	Director	0%	0%
Jeb Hensarling	US	Director	0%	0%
Joseph Marchese	US	Director	0%	0%
Lee Solomon	US	Director	0%	0%
Reginald Love	US	Director	0%	0%
Dallas Clement	US	Director	0%	0%

**Cox Enterprises, Inc.**

1	Cox Enterprises, Inc. 6205 Dunwoody Park Road Atlanta, GA 30328	Cox Family Voting Trust 6205 Peachtree Dunwoody Road Atlanta, GA 30328
2	Delaware Corporation	Trust
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	%Votes	% Total Assets
Michael J. Ahearn	US	Director	0%	0%
Luis Avila	US	Officer	0%	0%
Jennifer Hightower	US	Officer	0%	0%
Sanford Schwartz	US	Officer	0%	0%
Jill Campbell	US	Officer	0%	0%
Janet Clarke	US	Director	0%	0%
Dallas S. Clement	US	Officer	0%	0%
Maria L. Friedman	US	Officer	0%	0%
James C. Kennedy	US	Director	0%	0%
Charles L. Odom	US	Officer	0%	0%
Henry Parry-Okeden	US, Australia	Director	0%	0%
Alexander C. Taylor	US	Officer, Director	0%	0%
Byron D. Trott	US	Director	0%	0%
Mary Vickers	US	Officer	0%	0%
James C. Weaver	US	Director	0%	0%
Christopher Williams	US	Director	0%	0%

**Cox Family Voting Trust**

1	Cox Family Voting Trust  6205 Peachtree Dunwoody Road  Atlanta, GA 30328	John Dyer  6205 Peachtree Dunwoody Road  Atlanta, GA 30328	James C. Kennedy  6205 Peachtree Dunwoody Road  Atlanta, GA 30328	Alexander C. Taylor  6205 Peachtree Dunwoody Road  Atlanta, GA 30328
2	Trust	US	US	US
3	N/A	Trustee	Trustee	Trustee
4	N/A	33%	33%	33%
5	N/A	N/A	N/A	N/A

**AP IX Titan Holdings, L.P.**

1	AP IX Titan Holdings, L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	AP IX Titan Holdings GP, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	AIF IX (PMC Equity AIV), L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Partnership	Delaware Limited Liability Company	Delaware Limited Partnership
3	N/A	General Partner	Limited Partner
4	N/A	100%	0%
5	N/A	0%	100%

**AP IX Titan Holdings GP, LLC**

1	AP IX Titan Holdings GP, LLC 1 Manhattanville Road, Suite 201 Purchase, NY 10577	AP IX (PMC) VoteCo, LLC 1 Manhattanville Road, Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

**AIF IX (PMC Equity AIV), L.P.**

1	AIF IX (PMC Equity AIV), L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	AP IX (PMC) VoteCo, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Partnership	Delaware Limited Liability Company
3	N/A	General Partner
4	N/A	100%
5	N/A	0%

### AP IX (PMC) VoteCo, LLC

1	AP IX (PMC) VoteCo, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Apollo Global Management, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Partnership	Delaware Limited Liability Company
3	N/A	Member
4	N/A	de facto control
5	N/A	0%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Scott Kleinman	US	Managing Member	33.3%	33.3%
John Suydam	US	Managing Member	33.3%	33.3%
David Sambur	US	Managing Member/ Officer	33.4%	33.4%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Katherine Newman	US	Officer	0%	0%

### Apollo Global Management, Inc.

1	Apollo Global Management, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company
3	Member
4	de facto control
5	0%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Joshua Harris	US	Director	6.7%	0%
Marc Rowan	US	Officer, Director	6.2%	0%
Scott Kleinman	US	Director	0.6%	0%
John Suydam	US	Officer	0%	0%
James Zelter	US	Director	0.6%	0%
Martin Kelly	US	Officer	0%	0%
Richard Emerson	US	Director	0%	0%
Michael Ducey	US	Director	0%	0%
Pamela Joyner	US	Director	0%	0%
Alvin Krongard	US	Director	0.1%	0%
Pauline Richards	Canada, UK, Bermuda	Director	0%	0%
Walter Clayton III	US	Director	0%	0%
Kerry Murphy Healey	US	Director	0%	0%
David Simon	US	Director	0%	0%
James Belardi	US	Director	1.0%	0%
Marc Beilinson	US	Director	0%	0%
Mitra Hormozi (Legal Name Mitra O'Neill)	US	Director	0%	0%
Lynn Swann	US	Director	0%	0%
Leon Black	US	N/A	15.1%	0%

## **Exhibit D: Local TV Ownership Compliance Showings [Filed Confidentially]**

- D-1: Dallas-Ft. Worth, TX**
- D-2: Atlanta, GA**
- D-3: Houston, TX**
- D-4: Seattle-Tacoma, WA**
- D-5: Phoenix, AZ**
- D-6: Denver, CO**
- D-7: Hartford-New Haven, CT**
- D-8: Jacksonville, FL**
- D-9: New Orleans, LA**
- D-10: Memphis, TN**
- D-11: Spokane, WA**
- D-12: Des Moines-Ames, IA**
- D-13: Tucson, AZ**
- D-14: Paducah, KY-Harrisburg, IL-Cape Girardeau, MO**

**Exhibit D-1: Dallas-Ft. Worth, TX**

**Redacted**

**Exhibit D-2: Atlanta, GA**

**Redacted**

**Exhibit D-3: Houston, TX**

**Redacted**

## **Exhibit D-4: Seattle-Tacoma, WA**

**Redacted**

**Exhibit D-5: Phoenix, AZ**

**Redacted**

**Exhibit D-5: Phoenix, AZ**  
**Redacted**

**Exhibit D-5: Phoenix, AZ**  
**Redacted**

**Exhibit D-5: Phoenix, AZ**

**Redacted**

**Exhibit D-5: Phoenix, AZ**

**Redacted**

**Exhibit D-6: Denver, CO**

**Redacted**

**Exhibit D-7: Hartford-New Haven, CT**  
**Redacted**

**Exhibit D-7: Hartford-New Haven, CT**  
**Redacted**

**Exhibit D-7: Hartford-New Haven, CT**

**Redacted**

**Exhibit D-8: Jacksonville, FL**

**Redacted**

**Exhibit D-9: New Orleans, LA**

**Redacted**

**Exhibit D-10: Memphis, TN**

**Redacted**

**Exhibit D-10: Memphis, TN**  
**Redacted**

**Exhibit D-10: Memphis, TN**

**Redacted**

**Exhibit D-11: Spokane, WA**

**Redacted**

**Exhibit D-12: Des Moines-Ames, IA**

**Redacted**

**Exhibit D-12: Des Moines-Ames, IA**  
**Redacted**

**Exhibit D-12: Des Moines-Ames, IA**

**Redacted**

**Exhibit D-13: Tucson, AZ**

**Redacted**

**Exhibit D-14: Paducah-Harrisburg-Cape Girardeau, KY-IL-MO**

**Redacted**

**Exhibit E: National Audience Reach Charts**  
**[Filed confidentially]**

**Exhibit E-1: Post-Transactions SGC I Holdings National Audience Reach Chart (before and after Texas Station Sales)**

**Exhibit E-2: Post-Transactions CMG Media Corporation National Audience Reach Chart**

**Exhibit E-1: Post-Transactions SGC I Holdings National Audience Reach Chart  
(before and after Texas Station Sales)**

**Redacted**

**Exhibit E-1: Post-Transactions SGC I Holdings National Audience Reach Chart**  
**(before and after Texas Station Sales)**  
**Redacted**

**Exhibit E-2: Post-Transactions CMG Media Corporation National Audience Reach Chart**

**Redacted**

**Exhibit E-2: Post-Transactions CMG Media Corporation National Audience Reach Chart**

**Redacted**

## **Exhibit F: Minority Investor Protections**

## **Exhibit F: Minority Investor Protections**

**Series A Non-Voting Preferred Securities:** The following language is taken directly from Section 10 (*Protective Provisions*) of Exhibit B to the Contribution Agreement:

For so long as the Series A Preferred Securities remain outstanding, without the prior written consent of the Series A Preferred Majority Holder, the Preferred Issuer will not (and will cause its subsidiaries (including Premion and Premion Newco) not to):

- (a) liquidate, dissolve or wind-up the business and affairs of the Preferred Issuer or take any voluntary acts of bankruptcy or fail to defend involuntary acts of bankruptcy of the Preferred Issuer or any of its significant subsidiaries (including Premion and Premion Newco);
- (b) amend, alter, repeal or change the rights, preferences or privileges of the Series A Preferred Securities or Class A Units or any provision of the governing documents of the Preferred Issuer or any of its subsidiaries, in each case, that would adversely affect the rights, preferences or privileges of the Series A Preferred Securities or Class A Units;
- (c) increase the authorized number of Series A Preferred Securities or Class A Units;
- (d) issue any additional Series A Preferred Securities or Class A Units;
- (e) issue any new, reclassify any existing equity interests into, or issue any equity interests convertible into, equity interests of (x) the Preferred Issuer senior or pari passu to the Series A Preferred Securities or (y) Premion Newco senior or pari passu to the Class A Units;
- (f) directly or indirectly declare or pay any dividend on, or redeem or repurchase, the Series B Preferred Securities or any other junior equity security of the Preferred Issuer, other than (i) declaration of PIK dividends on the Series B Preferred Securities, (ii) the redemption or repurchase of Series B Preferred Securities with the proceeds of (or in exchange for) equity securities of the Preferred Issuer that rank junior to the Series A Preferred Securities and do not require any payment in cash while the Series A Preferred Securities remain outstanding, and (iii) if the Net Total Leverage Ratio (to be defined in the definitive documentation for the Series A Preferred Securities to include the Stated Value and the Accrued Dividend Value of the Series A Preferred Securities (but not the Series B Preferred Securities or other junior equity securities) in the calculation of such ratio and be net of unrestricted cash) would not, thereafter, exceed 5.75x (after giving effect to such payments), subject to payment of all Accrued Dividends since the Closing Date being paid in full in cash and no Trigger Event continuing at such time;
- (g) with respect to the borrower under the Credit Agreement as in effect on the Closing Date and its subsidiaries, incur, guarantee or otherwise become liable for indebtedness other than indebtedness permitted by the Credit Agreement as in effect on the Closing

Date (which may not (i) increase the amount of indebtedness incurred on the Closing Date by more than 10% above the amount contemplated by the Debt Commitment Letter and related fee letter as in effect on the date hereof or (ii) have baskets for indebtedness more favorable to the borrower under the Credit Agreement than the terms contemplated by the Debt Commitment Letter as in effect on the date hereof);

- (h) make any loans or investments other than loans or investments permitted by the Credit Agreement as in effect on the Closing Date;
- (i) layer the Series A Preferred Securities by (1) incurring indebtedness for borrowed money at the Preferred Issuer or any parent company of the borrower under the Credit Agreement as in effect on the Closing Date that is a subsidiary of the Preferred Issuer, other than (x) indebtedness the proceeds of which are used to redeem in full or in part the Series A Preferred Securities so long as the remaining aggregate Stated Value plus Accrued Dividend Value does not exceed 25% of the aggregate Stated Value as of the Closing Date, (2) incurring indebtedness for borrowed money at Premion or Premion Newco, (3) incurring indebtedness for borrowed money secured by Madhive Equity or (4) issuing any equity securities by Premion Newco (other than the Class A Units, Class B Units and Class C Units) or the borrower under the Credit Agreement as in effect on the Closing Date or any parent company of the borrower under the Credit Agreement as in effect on the Closing Date that is a subsidiary of the Preferred Issuer that is not owned entirely, directly or indirectly, by the Preferred Issuer;
- (j) enter into transactions with affiliates (treating CMG Holdings, Inc. and its subsidiaries as affiliates) other than transactions permitted by (i) clause (f) above or (ii) the Credit Agreement as in effect on the Closing Date; provided, that any sale of material assets to an affiliate must be on terms not less favorable to the Preferred Issuer and its subsidiaries than those that could be obtained in a comparable transaction with a person or entity that is not an affiliate;
- (k) sell assets outside the ordinary course of business other than sales permitted by (i) clause (l) below or (ii) the Credit Agreement as in effect on the Closing Date;
- (l) (i) sell equity interests in Premion or Madhive unless at least 40% of the net cash proceeds from such sale are received by the Preferred Issuer and used to offer to purchase the Series A Preferred Securities, (ii) receive distributions from Premion or Madhive unless at least 40% of the net cash proceeds from such distribution are received by the Preferred Issuer and used to offer to purchase the Series A Preferred Securities, in each case, at a price equal to (x) prior to the third anniversary of the Closing Date, the Make-Whole Price and (y) on or after the third anniversary of the Closing Date, the sum of the Stated Value, the then current Accrued Dividend Value and any accrued and unpaid dividends (calculated at the Cash Dividend Rate) for the elapsed portion of the applicable quarterly period that have not yet been added to the Accrued Dividend Value, or (iii) invest or otherwise transfer equity interests in Premion or Madhive except in accordance with the foregoing clause (l)(i);

- (m) change, or engage in any transaction that would change, the classification of the Preferred Issuer as a corporation for U.S. federal income tax purposes;
- (n) fail to (i) issue the Preferred Issuer Warrants in accordance with the terms hereof on the Closing Date or (ii) consummate the Premion Newco Structuring within 10 business days of the Closing Date; or
- (o) agree or consent to any of the foregoing.

Notwithstanding anything to the contrary, the consummation of the “Designated Asset Sales” (as defined in the Debt Commitment Letter and related fee letter) by the Preferred Issuer and its subsidiaries shall be permitted on or after the Closing Date and shall not be restricted by any of the foregoing Protective Provisions or any of the other terms of the Series A Preferred Securities.

For the avoidance of doubt, any of the actions prohibited by or taken in contravention of the Protective Provisions, shall be ultra vires, null and void ab initio and of no force or effect. The rights provided to holders of the Series A Preferred Securities will be enforceable by them, including by one or more actions for specific performance.

**Series B Non-Voting Preferred Securities:** The following language is taken directly from Section 8 (*Protective Provisions*) of Exhibit C to the Contribution Agreement:

For so long as the Series B Preferred Securities remain outstanding, without the prior written consent of the holder or holders of a majority of the Series B Preferred Securities, the Preferred Issuer will not (and will cause its subsidiaries (including Premion and Premion Newco) not to):

- (a) liquidate, dissolve or wind-up the business and affairs of the Preferred Issuer or take any voluntary acts of bankruptcy or fail to defend involuntary acts of bankruptcy of the Preferred Issuer or any of its significant subsidiaries (including Premion and Premion Newco);
- (b) amend, alter, repeal or change the rights, preferences or privileges of the Series B Preferred Securities or Class B Units or any provision of the governing documents of the Preferred Issuer or any of its subsidiaries, in each case, that would adversely affect the rights, preferences or privileges of the Series B Preferred Securities or Class B Units;
- (c) increase the authorized number of Series B Preferred Securities or Class B Units;
- (d) issue any additional Series B Preferred Securities or Class B Units;
- (e) issue any new, reclassify any existing equity interests into, or issue any equity interests convertible into, equity interests of (x) the Preferred Issuer senior or pari passu to the Series B Preferred Securities, other than the \$925,000,000 of Series A Preferred Securities issued on the Closing Date or (y) Premion Newco senior or pari passu to the Class B Units other than the Class A Units issued on the Closing Date in the Premion Newco Structuring;
- (f) directly or indirectly declare or pay any dividend on, or redeem or repurchase, any junior equity security of the Preferred Issuer, other than if the Net Total Leverage Ratio (to be defined in the definitive documentation for the Series B Preferred Securities to include the Stated Value and the Accrued Dividend Value of the Series A Preferred Securities and the Series B Preferred Securities (but not any junior equity securities) in the calculation of such ratio and be net of unrestricted cash) would not, thereafter, exceed 5.75x (after giving effect to such payments), subject to no Trigger Event continuing at such time;
- (g) with respect to the borrower under the Credit Agreement as in effect on the Closing Date and its subsidiaries, incur, guarantee or otherwise become liable for indebtedness other than indebtedness permitted by the Credit Agreement as in effect on the Closing Date (which may not (i) increase the amount of indebtedness incurred on the Closing Date by more than 10% above the amount contemplated by the Debt Commitment Letter and related fee letter as in effect on the date hereof or (ii) have baskets for indebtedness more favorable to the borrower under the Credit Agreement than the terms contemplated by the Debt Commitment Letter as in effect on the date hereof);

- (h) make any loans or investments other than loans or investments permitted by the Credit Agreement as in effect on the Closing Date;
- (i) layer the Series B Preferred Securities by (1) incurring indebtedness for borrowed money at the Preferred Issuer or any parent company of the borrower under the Credit Agreement as in effect on the Closing Date that is a subsidiary of the Preferred Issuer, other than (x) indebtedness the proceeds of which are used to redeem in full or in part the Series A Preferred Securities or the Series B Preferred Securities, (2) incurring indebtedness for borrowed money at Premion or Premion Newco, (3) incurring indebtedness for borrowed money secured by Madhive Equity or (4) issuing any equity securities by Premion Newco (other than the Class A Units, Class B Units and Class C Units) or the borrower under the Credit Agreement as in effect on the Closing Date or any parent company of the borrower under the Credit Agreement as in effect on the Closing Date that is a subsidiary of the Preferred Issuer that is not owned entirely, directly or indirectly, by the Preferred Issuer;
- (j) enter into transactions with affiliates other than transactions permitted by (i) clause (f) above or (ii) the Credit Agreement as in effect on the Closing Date; provided, that any sale of material assets to an affiliate must be on terms not less favorable to the Preferred Issuer and its subsidiaries than those that could be obtained in a comparable transaction with a person or entity that is not an affiliate;
- (k) sell assets outside the ordinary course of business other than sales permitted by (i) clause (l) below or (ii) the Credit Agreement as in effect on the Closing Date;
- (l) (i) sell equity interests in Premion or Madhive unless at least 40% of the net cash proceeds from such sale are received by the Preferred Issuer and used to offer to purchase the Series A Preferred Securities or Series B Preferred Securities, (ii) receive distributions from Premion or Madhive unless at least 40% of the net cash proceeds from such distribution are received by the Preferred Issuer and used to offer to purchase the Series A Preferred Securities or the Series B Preferred Securities, in each case, with respect to the Series B Preferred Securities only, at the price the Preferred Issuer would have paid had the Preferred Issuer redeemed the Series B Preferred Securities pursuant to Section 5 hereof, or (iii) invest or otherwise transfer equity interests in Premion or Madhive except in accordance with the foregoing clause (l)(i);
- (m) change, or engage in any transaction that would change, the classification of the Preferred Issuer as a corporation for U.S. federal income tax purposes;
- (n) fail to consummate the Premion Newco Structuring within 10 business days of the Closing Date; or
- (o) agree or consent to any of the foregoing.

Notwithstanding anything to the contrary, the consummation of the “Designated Asset Sales” (as defined in the Debt Commitment Letter and related fee letter) by the Preferred Issuer and its subsidiaries shall be permitted on or after the Closing Date and shall not be restricted by

any of the foregoing Protective Provisions or any of the other terms of the Series B Preferred Securities.

For the avoidance of doubt, any of the actions prohibited by or taken in contravention of the Protective Provisions, shall be ultra vires, null and void ab initio and of no force or effect. The rights provided to holders of the Series B Preferred Securities will be enforceable by them, including by one or more actions for specific performance.