

Description of the Transaction

The instant application requests Commission consent to the *pro forma* assignment of licenses of WAND(TV), Decatur, Illinois (Facility ID 70852); W23EQ-D, Danville, Illinois (Facility ID 70853); W33EK-D, Effingham, Illinois (Facility ID 182814); and W29ES-D, Jacksonville, Illinois (Facility ID 182815) (collectively, the “FCC Licenses”) from WAND(TV) Partnership to WLFI-TV, Inc. Both WAND(TV) Partnership and WLFI-TV, Inc. are wholly owned and wholly controlled subsidiaries of Block Communications, Inc. (“BCI”). The WAND(TV) license is currently held by a partnership. Two-thirds of the partnership’s interests are held by WLFI-TV, Inc., and the remaining third is owned by CARS Holding, Inc. (“CARS”), which is also wholly owned and controlled by BCI. Through a series of near-simultaneous transactions, CARS will distribute its one-third interest in the WAND(TV) Partnership to BCI, and BCI will then contribute that interest to WLFI-TV, Inc. As a result of this contribution, WLFI-TV, Inc. will own all of the partnership interests, and the partnership will be dissolved.¹ The *pro forma* assignment therefore is solely a corporate reorganization that will dissolve WAND(TV) Partnership and ultimately consolidate the partnership’s assets, including the FCC Licenses, in WLFI-TV, Inc. The applicants certify that the use of the short form application is appropriate for this transaction. The Commission last approved the qualifications of the entities with the existing interests in the licensee in FCC file number BTCCDT-20200221AAJ.

Other Authorizations

BCI, the parent entity of the parties to this application, through wholly owned subsidiaries, controls the licenses for the following full-service broadcast television stations:

<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
WLIO(TV)	37503	Lima, OH	Lima Communications Corporation
WDRB(TV)	28476	Louisville, KY	Independence Television Company
WBKI(TV)	34167	Salem, IN	Independence Television Company
WAND(TV)	70852	Decatur, Illinois	WAND(TV) Partnership

¹ See, e.g., John H. Phipps, Inc., *Memorandum Opinion and Order*, 11 FCC Rcd 13053, 13056 ¶ 9 (1996) (permitting non-substantive “essentially instantaneous” transfers to complete complex transactions).

PRE-CONSUMMATION- Parties to the Application

WAND(TV) Partnership

1	WAND(TV) Partnership 405 Madison Avenue Suite 2100 Toledo, OH 43604	WLFI-TV, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604	CARS Holding, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604
2	General Partnership	Indiana Corporation	Ohio Corporation
3	N/A	General Partner	General Partner
4	N/A	66.6%	33.3%
5	N/A	N/A	N/A

The following individuals are officers or directors of **WAND(TV) Partnership**

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Allan J. Block	US	Director/Officer	0%	0%
John R. Block	US	Director	0%	0%
Diana Block	US	Director	0%	0%
Karen B. Johnese	US	Director	0%	0%
Donald G. Block	US	Director	0%	0%
Dale Woods	US	Director	0%	0%
Clark Rhea	US	Officer	0%	0%
Clay Koenig	US	Director/Officer	0%	0%
Jodi L. Miehls	US	Director/Officer	0%	0%
Ronald Davenport, Jr.	US	Director	0%	0%
John C. Straub	US	Director	0%	0%

WLFI-TV, Inc.

1	WLFI-TV, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604	Block Communications, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604
2	Indiana Corporation	Ohio Corporation
3	N/A	Sole Stockholder
4	N/A	100%
5	N/A	N/A

The following individuals are officers or directors of **WLFI-TV, Inc.**

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Allan J. Block	US	Director/Officer	0%	0%
John R. Block	US	Director	0%	0%
Diana Block	US	Director	0%	0%
Donald G. Block	US	Director	0%	0%
Karen B. Johnese	US	Director	0%	0%
Dale Woods	US	Director	0%	0%
Clark Rhea	US	Officer	0%	0%
Clay Koenig	US	Director	0%	0%
Jodi L. Miehls	US	Director/Officer	0%	0%
Ronald Davenport, Jr.	US	Director	0%	0%
John C. Straub	US	Director	0%	0%

CARS Holding, Inc.

1	CARS Holding, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604	Block Communications, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604
2	Ohio Corporation	Ohio Corporation
3	N/A	Sole Stockholder
4	N/A	100%
5	N/A	N/A

The following individuals are officers or directors of **CARS Holding, Inc.**

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Allan J. Block	US	Director/Officer	0%	0%
John R. Block	US	Director	0%	0%
Diana Block	US	Director/Officer	0%	0%
Karen B. Johnese	US	Director	0%	0%
Donald G. Block	US	Director	0%	0%
Jodi L. Miehls	US	Director/Officer	0%	0%
Ronald Davenport, Jr.	US	Director	0%	0%
John C. Straub	US	Director	0%	0%

Block Communications, Inc.

1	Block Communications, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604	The William Block Family Trust No. 2 405 Madison Avenue Suite 2100 Toledo, OH 43604	Eight Remainder Trusts 405 Madison Avenue Suite 2100 Toledo, OH 43604
2	Ohio Corporation	Trust	Trusts
3	N/A	Stockholder	Stockholder
4	N/A	25%	25%
5	N/A	N/A	N/A

The following individuals are officers or directors of **Block Communications, Inc.**

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Allan J. Block	US	Director/Officer/Stockholder	25%	0%
John R. Block	US	Director/Officer/Stockholder	25%	0%
Diana Block	US	Director	0%	0%
Donald G. Block	US	Director/Stockholder	0%	0%
William Block, Jr.	US	Director/Stockholder	0%	0%
Karen B. Johnese	US	Director/Officer	0%	0%
Jodi L. Miehl	US	Director/Officer	0%	0%
Kurt Franck	US	Officer	0%	0%
Sara C. Edinger	US	Officer	0%	0%
Dale Woods	US	Officer	0%	0%
Geoff Shook	US	Officer	0%	0%
Rick Mlcek	US	Officer	0%	0%
Beth Kaczor	US	Officer	0%	0%
Beth Kortokrax	US	Officer	0%	0%
David Waterman	US	Officer	0%	0%
Keith Wilkowski	US	Officer	0%	0%
John Martin	US	Officer	0%	0%
Ronald Davenport, Jr.	US	Director	0%	0%
John C. Straub	US	Director	0%	0%

The following individuals are trustees of **The William Block Family Trust No. 2**

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Laura Block	US	Trustee	0%	0%
Diana E. Block	US	Chairperson/Trustee	100%	0%
Emily E. Escalante	US	Trustee	0%	0%
Erin C. Ruscoe	US	Trustee	0%	0%

The Family Trust is a single trust for the benefit of the descendants of William Block, Sr. Diana E. Block serves as Chairperson of the Trustees of The William Block Family Trust No. 2 (“Family Trust”) and as an individual trustee of the Family Trust. The individual trustees of the Family Trust are Laura Block, Diana E. Block, Emily E. Escalante, and Erin C. Ruscoe (collectively, the “Individual Trustees”). Under the terms of the Family Trust, the Individual Trustees vote the stock of BCI held in the trust. Any action by those trustees requires both the approval of the Chairperson of the Trustees and the vote of a majority of the trustees, including the Chairperson.

In addition, the Family Trust has an Independent Trustee, Tiedemann Trust Company (“TTC”), which is prohibited from having any interest or expectation of any interest in the Family Trust and has no right or obligation to cast a vote on any matter relating to the voting of BCI stock for any purpose.² The Family Trust grants the Independent Trustee the authority (1) to establish so-called “Separate Trusts” for the benefit of some or all of the beneficiaries of the Family Trust (the issue of William Block, Sr., deceased), and to specify the trustees of such trusts, (2) to distribute voting shares of BCI out of trust to any one or more of the beneficiaries of the Family Trust; (3) to distribute the income and principal of the Family Trust to the beneficiaries thereof, (4) if any Separate Trust is created, to give any beneficiary thereof a power to appoint the assets remaining in such trust at his or her death to any person, including a person outside of the Block family, and (5) to break any deadlock in voting among the trustees.

² BCI has previously reported that the Independent Trustee was W. Thomas McGough, Jr. By the terms of the William Block Family Trust, Mr. McGough was required to step down on or before his 70th birthday. On November 7, 2023, Mr. McGough resigned as Independent Trustee, and TTC, a Delaware statutory trust company, replaced him. As part of TTC’s assumption of the Independent Trustee role, TTC and BCI have entered into a nonjudicial settlement agreement pursuant to Delaware state law (the “NJSA”). Pursuant to the NJSA, TTC surrendered the Independent Trustee’s right to vote on any matters involving the voting of BCI stock. TTC is currently awaiting regulatory approval from the State Bank Commission of the State of Delaware for a proposed transfer of control of TTC from TTC’s current owners to AlTi Tiedemann Global, Inc., a publicly traded company. The Independent Trustee is not an officer or director of BCI or any subsidiary of BCI and has no right or obligation to cast a vote on any matter relating to the voting of BCI stock for any purpose, so it is not being reported as an attributable interest holder in the Family Trust.

Eight Remainder Trusts

The following individuals are trustees of **Eight Remainder Trusts**

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Karen D. Johnese	US	Voting Trustee	100%	0%

The remaining 25% voting interest in BCI is voted exclusively by Karen D. Johnese as Voting Trustee of the Eight Remainder Trusts, which benefit the issue of William Block, Sr. As the following chart indicates, each child of William Block, Sr. is the primary beneficiary of two of the eight trusts:

Remainder Trust	Percentage of BCI Voting Stock
William Block Jr. Exempt Remainder Trust	1.09%
Karen D. Johnese Exempt Remainder Trust	1.09%
Barbara L. Block Exempt Remainder Trust	1.09%
Donald G. Block Exempt Remainder Trust	1.09%
William Block Jr. Non-Exempt Remainder Trust	5.16%
Karen D. Johnese Non-Exempt Remainder Trust	5.16%
Barbara L. Block Non-Exempt Remainder Trust	5.16%
Donald G. Block Non-Exempt Remainder Trust	5.16%
Total:	25.00%

In addition to the Voting Trustee described above, each child of William Block, Sr. who is the beneficiary of a Remainder Trust is also serving as a trustee of the Remainder Trust established for his or her benefit. The trust agreement also appoints, as additional fiduciaries, an Independent Trustee, and a Chairperson of the Trustees. The child who is the beneficiary of a Remainder Trust may appoint additional trustees for that Remainder Trust, so long as the total number of trustees for that Remainder Trust does not exceed five. As described above, Karen D. Johnese is the Voting Trustee for each of the Remainder Trusts and has exclusive authority to vote the shares of BCI in each of the Remainder Trusts.

TTC serves as the Independent Trustee of each of the Remainder Trusts. The Independent Trustee has no right or obligation to cast a vote on any matter relating to the voting of BCI stock for any purpose.³ TTC has the authority to establish one or more sub-trusts for the benefit of

³ As with the Family Trust, the former Independent Trustee, W. Thomas McGough, has resigned that position, which is being filled by TTC as of November 7, 2023. The changes to the Independent Trustee position described in note 4, supra, with respect to the Family Trust, apply equally to the Independent Trustee position for the Remainder Trusts. Because the Independent Trustee is not an officer or director of BCI or any subsidiary of BCI and has no right or

some or all of the beneficiaries of each Remainder Trust (that is, the direct descendants of William Block, Sr.), and may specify the trustees of such trusts. Like any sub-trusts created under the Family Trust, any sub-trusts created under the Remainder Trusts are called "Separate Trusts." In addition, the Independent Trustee has the exclusive authority (1) to distribute the income and principal of each Remainder Trust, (2) to distribute the voting shares of BCI out of trust to any of the beneficiaries of such Remainder Trust, (3) if a Separate Trust should be created, to give any beneficiary thereof a power to appoint the assets of such trust (including all voting shares of BCI) to any person or entity, and (4) to break any deadlock in voting among the trustees of any Remainder Trust with respect to any issue unrelated to the voting of any BCI stock. If the trustees of any of the Remainder Trusts or of any Separate Trust subsequently created should propose to sell any voting shares of BCI and the Voting Trustee consents to the sale, then each of the four children of William Block, Sr. would have a right of first refusal to purchase those voting shares proposed to be sold.

As Independent Trustee of the Family Trust and all of the Remainder Trusts, TTC has authority to (1) distribute the BCI shares to some or all of the beneficiaries of such trust, (2) terminate any trust and to establish so-called "Separate Trusts" for the benefit of some or all of the beneficiaries of such trust, and (3) give one or more of the beneficiaries of each trust a testamentary power of appointment over all trust assets potentially facilitating a beneficiary's transfer of shares outside the William Block, Sr. family.

obligation to cast a vote on any matter relating to the voting of BCI stock for any purpose, TTC is not being reported as an attributable interest holder in the Family Trust.

POST-CONSUMMATION- Parties to the Application

WLFI-TV, Inc.

1	WLFI-TV, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604	Block Communications, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604
2	Indiana Corporation	Ohio Corporation
3	N/A	Sole Stockholder
4	N/A	100%
5	N/A	N/A

The following individuals are officers or directors of **WLFI-TV, Inc.**

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Allan J. Block	US	Director/Officer	0%	0%
John R. Block	US	Director	0%	0%
Diana Block	US	Director	0%	0%
Donald G. Block	US	Director	0%	0%
Karen B. Johnese	US	Director	0%	0%
Dale Woods	US	Director	0%	0%
Clark Rhea	US	Officer	0%	0%
Clay Koenig	US	Director	0%	0%
Jodi L. Miehls	US	Director/Officer	0%	0%
Ronald Davenport, Jr.	US	Director	0%	0%
John C. Straub	US	Director	0%	0%

Block Communications, Inc.

1	Block Communications, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604	The William Block Family Trust No. 2 405 Madison Avenue Suite 2100 Toledo, OH 43604	Eight Remainder Trusts 405 Madison Avenue Suite 2100 Toledo, OH 43604
2	Ohio Corporation	Trust	Trusts
3	N/A	Stockholder	Stockholder
4	N/A	25%	25%
5	N/A	N/A	N/A

The following individuals are officers or directors of **Block Communications, Inc.**

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Allan J. Block	US	Director/Officer/Stockholder	25%	0%
John R. Block	US	Director/Officer/Stockholder	25%	0%
Diana Block	US	Director	0%	0%
Donald G. Block	US	Director/Stockholder	0%	0%
William Block, Jr.	US	Director/Stockholder	0%	0%
Karen B. Johnese	US	Director/Officer	0%	0%
Jodi L. Miehl	US	Director/Officer	0%	0%
Kurt Franck	US	Officer	0%	0%
Sara C. Edinger	US	Officer	0%	0%
Dale Woods	US	Officer	0%	0%
Geoff Shook	US	Officer	0%	0%
Rick Mlcek	US	Officer	0%	0%
Beth Kaczor	US	Officer	0%	0%
Beth Kortokrax	US	Officer	0%	0%
David Waterman	US	Officer	0%	0%
Keith Wilkowski	US	Officer	0%	0%
John Martin	US	Officer	0%	0%
Ronald Davenport, Jr.	US	Director	0%	0%
John C. Straub	US	Director	0%	0%

The William Block Family Trust No. 2

The following individuals are trustees of **The William Block Family Trust No. 2**

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Laura Block	US	Trustee	0%	0%
Diana E. Block	US	Chairperson/Trustee	100%	0%
Emily E. Escalante	US	Trustee	0%	0%
Erin C. Ruscoe	US	Trustee	0%	0%

Eight Remainder Trusts

The following individuals are trustees of **Eight Remainder Trusts**

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Karen D. Johnese	US	Voting Trustee	100%	0%

There will be no change to the Family Trust or the Eight Remainder Trusts in connection with the instant transaction.