

Description of the Transaction

The instant application requests Commission consent to the *pro forma* transfer of control of Broadcasting Licenses, Limited Partnership (“BLLP”), licensee of KLSR-TV, Eugene, Oregon (Facility ID 8322) and certain Class A television, low power television, and private radio stations. In the proposed transaction, CMG Media Corporation (“CMG”), the owner of BLLP, proposes to dissolve three indirect parent entities of BLLP. Specifically, CMG proposes to dissolve Stainless Broadcasting Company L.L.C.; Northwest Broadcasting, LLC; and Northwest Broadcasting LP. After the dissolution of those entities, Broadcasting Communications, LLC will hold 100% of the voting stock of BLLP and CMG Northwest Media, LLC will hold 100% of the voting stock of Broadcasting Communications, LLC. Each of these entities is and will remain a 100% wholly owned, indirect subsidiary of CMG.¹ The Commission last approved the qualifications of the entities with the existing interests in the licensee in FCC file number 0000185519.²

Other Authorizations

CMG, the parent entity of the parties to this application, 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>
KLSR-TV	8322	Eugene, OR	Broadcasting Licenses, Limited Partnership
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
WFXT(TV)	6463	Boston, MA	WFXT (Boston), LLC
WFTV(TV)	72076	Orlando, FL	WFTV, LLC
WRDQ(TV)	55454	Orlando, FL	WFTV, LLC
KIRO-TV	66781	Seattle, WA	KIRO-TV, Inc.
WPXI(TV)	73910	Pittsburgh, PA	WPXI, LLC
WHIO(AM)	14244	Dayton, OH	CMG Radio Operating Company, LLC

¹ Exhibit 1 depicts the pre-transaction and post-transaction ownership structures.

² The Commission determined in DA 19-1205 that Apollo Global Management, Inc. (“AGM”) exercises de facto control over other commonly owned entities and approved up to 100% foreign ownership in AGM. On April 19, 2022, the Commission approved CMG’s acquisition of KLSR-TV and other broadcast television assets in a long form assignment application. See LMS File No. 0000185519.

<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
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
WHJX(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
WTBV(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

<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
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
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

Parties to the Application

Affected Pre-Transaction Parties

Broadcasting Licenses, Limited Partnership

1	Broadcasting Licenses, Limited Partnership 1601 West Peachtree Street, NE Atlanta, GA 30309	Broadcasting Communications, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	Northwest Broadcasting, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Oregon Limited Partnership	Oregon Limited Liability Company	Delaware Limited Liability Company
3	N/A	Limited Partner	General Partner
4	N/A	0%	100%
5	N/A	0%	0%

Broadcasting Communications, LLC

1	Broadcasting Communications, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	Northwest Broadcasting, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	Northwest Broadcasting, LP 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Oregon Limited Liability Company	Delaware Limited Liability Company	Delaware Limited Partnership
3	N/A	Member	Member
4	N/A	1%	99%
5	N/A	0%	0%

Northwest Broadcasting, LLC

1	Northwest Broadcasting, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	CMG Northwest Media, 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	0%

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%

Northwest Broadcasting L.P.

1	Northwest Broadcasting L.P. 1601 West Peachtree Street, NE Atlanta, GA 30309	Northwest Broadcasting, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	CMG Northwest Media, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Delaware Limited Partnership	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	General Partner	Limited Partner
4	N/A	100%	0%
5	N/A	0%	0%

1	Stainless Broadcasting Company, L.L.C. 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Delaware Limited Liability Company
3	Limited Partner
4	0%
5	0%

Stainless Broadcasting Company, L.L.C.

1	Stainless Broadcasting Company, L.L.C. 1601 West Peachtree Street, NE Atlanta, GA 30309	CMG Northwest Media, 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	0%

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%

Affected Post-Transaction Parties

Broadcasting Licenses, Limited Partnership

1	Broadcasting Licenses, Limited Partnership 1601 West Peachtree Street, NE Atlanta, GA 30309	Broadcasting Communications, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Oregon Limited Partnership	Oregon Limited Liability Company
3	N/A	Limited Partner
4	N/A	100%
5	N/A	0%

Broadcasting Communications, LLC

1	Broadcasting Communications, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309	CMG Northwest Media, LLC 1601 West Peachtree Street, NE Atlanta, GA 30309
2	Oregon Limited Liability Company	Delaware Limited Liability Company
3	N/A	Member
4	N/A	100%
5	N/A	0%

The following entities will not be affected by the proposed transaction.

CMG Northwest Media, LLC

1	CMG Northwest Media, 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	0%

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 1601 West Peachtree Street, NE Atlanta, GA 30309	CMG Media Corporation 9 West 57 th Street 42nd Floor New York, NY 10019
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	0%

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 Corporation

1	CMG Media Corporation 9 West 57 th Street 42nd Floor New York, NY 10019	CMG Media Holdings II, Inc. 9 West 57 th Street 42nd Floor New York, NY 10019
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	0%

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. 9 West 57 th Street 42nd Floor New York, NY 10019	CMG Holdings, Inc. 9 West 57 th Street 42nd Floor New York, NY 10019
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	0%

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. 9 West 57 th Street 42nd Floor New York, NY 10019	AP IX Titan Holdings, L.P. 9 West 57 th Street 42nd Floor New York, NY 10019	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 Dallas Clement</i>)
4	N/A	71.0%	5.3%	19.8%
5	N/A	0%	0%	0%

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 Peachtree Dunwoody 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
Luis Avila	US	Officer	0%	0%
Karen Bennett	US	Officer	0%	0%
Dallas S. Clement	US	Officer	0%	0%
Maria L. Friedman	US	Officer	0%	0%
Barbara K. Harty	US	Director	0%	0%
Jennifer Hightower	US	Officer	0%	0%
James C. Kennedy	US	Director	0%	0%
Grace Lieblein	US	Director	0%	0%
Charles L. Odom	US	Officer	0%	0%
Henry Parry-Okeden	US, Australia	Director	0%	0%
Sanford Schwartz	US	Officer	0%	0%
Rebecca Siegel	US	Officer	0%	0%
Alexander C. Taylor	US	Officer, Director	0%	0%
Troy Taylor	US	Director	0%	0%
Byron D. Trott	US	Director	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. 9 West 57 th Street 42nd Floor New York, NY 10019	AP IX Titan Holdings GP, LLC 9 West 57 th Street 42nd Floor New York, NY 10019	AIF IX (PMC Equity AIV), L.P. 9 West 57 th Street 42nd Floor New York, NY 10019
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 9 West 57 th Street 42nd Floor New York, NY 10019	AP IX (PMC) VoteCo, LLC 9 West 57 th Street 42nd Floor New York, NY 10019
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	0%

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

1	AIF IX (PMC Equity AIV), L.P. 9 West 57 th Street 42nd Floor New York, NY 10019	AP IX (PMC) VoteCo, LLC 9 West 57 th Street 42nd Floor New York, NY 10019
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 9 West 57 th Street 42nd Floor New York, NY 10019	Apollo Global Management, Inc. 9 West 57 th Street 42nd Floor New York, NY 10019
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	de facto control
4	N/A	de facto control
5	N/A	0%

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

Apollo Global Management, Inc. ³

1	Apollo Global Management, Inc. 9 West 57 th Street 42nd Floor New York, NY 10019	The Socrates Trust 445 Park Avenue Suite 1401 New York, NY 10022
2	Delaware Corporation	New York Trust
3	N/A	Stockholder
4	N/A	5.8% ⁴
5	N/A	0%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Marc Rowan	US	Officer, Director	6.1%	0%
James Belardi	US	Officer, Director	1%	0%
Scott Kleinman	US	Officer, Director	0.7%	0%
John Suydam	US	Officer	0%	0%
James Zelter	US	Officer, Director	0.5%	0%
Martin Kelly	US	Officer	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%
Marc Beilinson	US	Director	0%	0%
Mitra Hormozi	US	Director	0%	0%

³ Based on filings with the Securities and Exchange Commission (the “SEC”), investment funds affiliated with The Vanguard Group (the “Vanguard Funds”) and Capital World Investors (the “Capital World Funds”), each hold less than 10% of the voting and equity interests of Apollo Global Management, Inc. Because the Vanguard Funds and the Capital World Funds each hold less than a 10% voting or equity interest of AGM and that interest is reported by the Vanguard Group and Capital World Investors pursuant to SEC Rule 13d-1(b), the parties are treating the Vanguard Funds, the Capital World Funds, the Vanguard Group and Capital World Investors as exempt from attribution reporting because their interests do not exceed the higher 20% attribution threshold for “investment companies.”

⁴ Pursuant to the FCC’s attribution rules, the shares attributed to The Socrates Trust also are attributed to Leon Black.

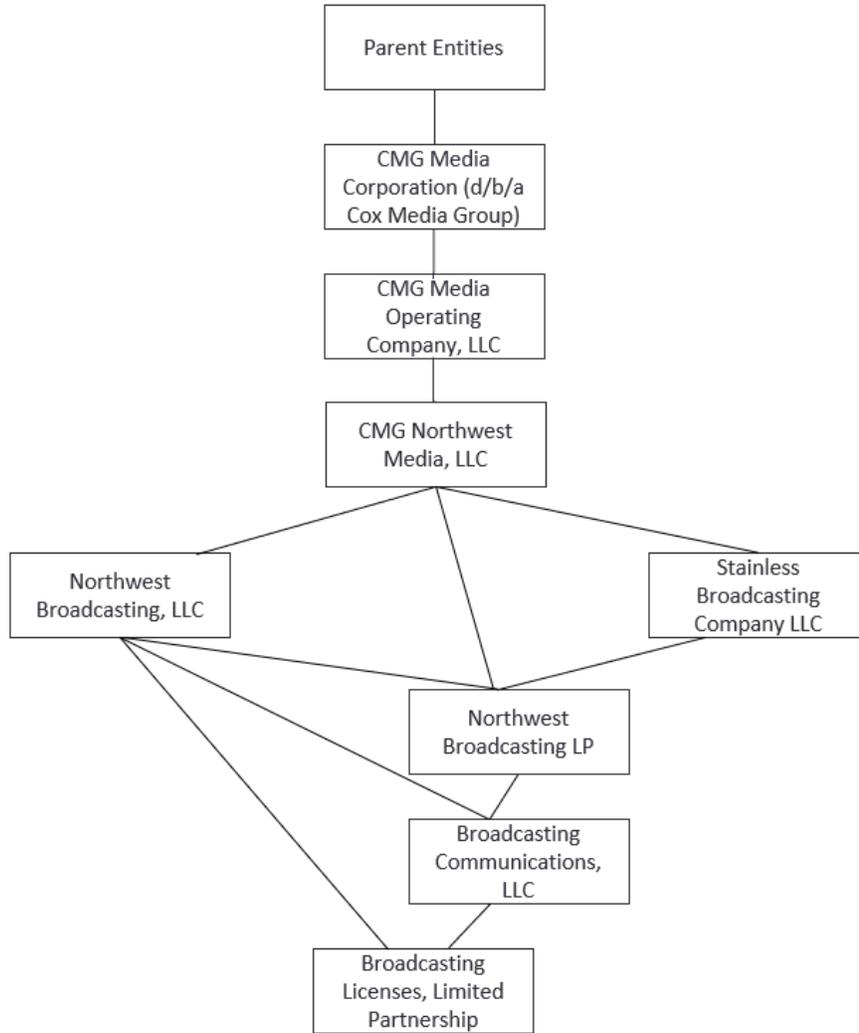
(Legal Name Mitra O'Neill)				
Lynn Swann	US	Director	0%	0%
Jessica Bibliowicz	US	Director	0%	0%
Patrick Toomey	US	Director	0%	0%
Leon Black	US	Stockholder	14.8%	0%
Joshua Harris	US	Stockholder	6.1%	0%

The Socrates Trust

1	The Socrates Trust 445 Park Avenue Suite 1401 New York, NY 10022	Richard Ressler 445 Park Avenue Suite 1401 New York, NY 10022	Barry Cohen 445 Park Avenue Suite 1401 New York, NY 10022	John Hannan 445 Park Avenue Suite 1401 New York, NY 10022
2	Trust	US	US	US
3	N/A	Trustee	Trustee	Trustee
4	N/A	33.3%	33.3%	33.3%
5	N/A	N/A	N/A	N/A

Exhibit 1

Current Ownership Structure



Proposed Ownership Structure

