

**COMPREHENSIVE EXHIBIT**

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## **1. Introduction and Summary**

This application is one of several concurrently filed applications that seek the Commission's consent to (1) the transfer of control of ION Media Networks, Inc. ("ION") and its FCC licensee subsidiaries to Scripps Media, Inc. ("Scripps"), and (2) the assignment of FCC licenses for certain ION television stations to INYO Broadcast Holdings, LLC ("INYO"), a new competitor in the television broadcast industry. A list of ION's broadcast licenses that are being transferred or assigned is set forth below in Section 4.i.

Scripps can trace its history back to 1878 as a news company and back to 1935 as a broadcast licensee. Over these years, the company has built a strong reputation for integrity, innovation, and public service. After the proposed transactions, Scripps will own 94 full-power television stations across 72 markets,<sup>1</sup> creating a stronger, more efficient, and more diversified company while also offering broader programming choices and increasing competition in the national video programming marketplace. Moreover, INYO, as a new entrant into the broadcast television market, will foster competition and bring improved services to the local communities of the stations it will acquire.

The proposed transactions have been structured to ensure that there are no potential concerns about competition, localism, or diversity. The transactions fully comply with the Commission's ownership rules. Scripps and INYO will each be under the national television audience limit, and the resulting new duopolies and existing duopolies being transferred or assigned comply with the local television ownership rule.

The proposed transactions strongly serve the public interest, and the Applicants urge the Commission to promptly process and grant the associated applications.

## **2. Description of Transaction**

The instant transaction involves (1) the acquisition of ION by Scripps, which will be accomplished pursuant to a merger of Scripps Faraday Inc., a wholly owned subsidiary of Scripps, into ION such that ION will become a wholly-owned subsidiary of Scripps (the "Merger"); and (2) the divestiture of twenty-six (26) full-power television stations (the "Divestiture Stations") in twenty-four (24) markets to INYO (the "Divestiture") (the Merger and the Divestiture are collectively referred to herein as the "Transaction").<sup>2</sup>

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<sup>1</sup> If, as noted below, Scripps sells WPIX, New York, NY (Facility Id 73881), prior to or simultaneously with the consummation of the proposed transactions, Scripps will own 96 full-power television stations across 75 markets after the proposed transactions.

<sup>2</sup> The composition of the Divestiture Stations assumes that Scripps will still own WPIX, New York, NY (Facility Id 73881) as of the closing of the Transaction. Prior to entering into the Merger Agreement and Divestiture Agreement, Scripps entered into an agreement to sell WPIX to Mission Broadcasting, Inc., the application for which was filed on September 1, 2020, and is currently pending with the Commission. See File No. BALCDT-20200901AAB. The

Under the terms of the Merger Agreement (as defined herein) between the parties, Scripps will acquire all outstanding stock and other equity interests in ION for \$2.65 billion in cash. Following the close of the Transaction, Scripps will own 100% of the merged company.<sup>3</sup> Simultaneously with the closing of the Merger, INYO will acquire the FCC licenses and certain non-license assets of the Divestiture Stations pursuant to the terms of a Divestiture Agreement (as amended and defined herein) between Scripps and its merger subsidiary, on the one hand, and INYO, on the other hand. The Divestiture Stations are listed in the following table:

<b>DMA Rank</b>	<b>Market</b>	<b>Station</b>
4	Philadelphia, PA	WPPX-TV
6	San Francisco-Oakland-San Jose, CA	KKPX-TV
11	Phoenix, AZ	KPPX-TV
14	Detroit, MI	WPXD-TV
15	Minneapolis - St. Paul, MN	KPXM-TV
17	Denver, CO	KPXC-TV
19	Cleveland-Akron, OH	WVPX-TV
19	Cleveland-Akron, OH	WDLI-TV
25	Indianapolis, IN	WIPX-TV
25	Indianapolis, IN	WCLJ-TV
32	Kansas City, KS-MO	KPXE-TV
33	Hartford-New Haven, CT	WHPX-TV
36	West Palm Beach-Ft. Pierce, FL	WPXP-TV
42	Norfolk-Portsmouth-Newport News, VA	WPXV-TV
43	Oklahoma City, OK	KOPX-TV
44	Birmingham, AL	WPXH-TV
45	Grand Rapids-Kalamazoo-Battle Creek, MI	WZPX-TV
49	Greensboro-High Point-Winston Salem, NC	WGFX-TV
51	Memphis, TN	WPXX-TV
52	Buffalo, NY	WPXJ-TV
56	Providence, RI-New Bedford, MA	WLWC(TV)
59	Albany-Schenectady-Troy, NY	WYPX-TV
64	Lexington, KY	WUPX-TV
66	Honolulu, HI	KPXO-TV

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Transaction is not contingent on Scripps' sale of WPIX. However, and pursuant to the Divestiture Agreement, if Scripps sells WPIX prior to or simultaneously with the closing of the Transaction, it would retain WPPX-TV (Philadelphia), KKPX-TV (San Francisco), and KPXM-TV (Minneapolis), and these stations would not be included among the Divestiture Stations acquired by INYO resulting in INYO acquiring 23 stations in 21 markets.

<sup>3</sup> The Merger and the Divestiture discussed herein are illustrated in Attachment 1.

DMA Rank	Market	Station
70	Spokane, WA	KGPX-TV
102	Boise, ID	KTRV-TV

The Merger and the Divestiture will occur simultaneously, with the Divestiture Stations’ licenses essentially instantaneously passing through Scripps to INYO. In accordance with Commission precedent, immediately following the consummation of the Merger, Scripps will complete the divestiture of the Divestiture Stations’ licenses to INYO.<sup>4</sup> At no time will Scripps exercise control of the Divestiture Stations.<sup>5</sup>

**3. The Merger and the Divestiture Will Serve the Public Interest**

i. The Merger Will Serve the Public Interest

Commission approval of the Merger would serve the public interest by permitting the creation of a stronger, more efficient, and more diversified television station owner. Importantly, it would also introduce a substantial increase in free over-the-air program choice to a broader national audience and thus create increased competition in the fast-evolving video programming marketplace.

Scripps’ parent, The E.W. Scripps Company, has never departed from its roots as a family-controlled news company, and the Scripps television stations have a long history of public service that includes offering viewers an unsurpassed level of award-winning local news programming.<sup>6</sup> Scripps is taking unprecedented company-wide steps to educate voters during this crucial election year. In addition to offering market-leading political coverage, Scripps’ television stations have created dedicated voter resource web pages that provide news and up-to-date information on

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<sup>4</sup> 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).

<sup>5</sup> In addition to being included in the assignment application for the Divestiture, WPPX-TV (Philadelphia), KKPX-TV (San Francisco), and KPXM-TV (Minneapolis) are also included in the transfer of control application for the Merger to account for the possibility that those stations will be retained by Scripps and not included among the Divestiture Stations acquired by INYO.

<sup>6</sup> Scripps television stations enjoy a long history of national recognition for journalistic excellence. This week, for example, the Radio Television Digital News Association (“RTDNA”) announced that six Scripps television stations have won prestigious 2020 National Edward R. Murrow Awards—including *both* of the two television-station awards for “Overall Excellence.” Station KMGH-TV, Denver, took the award in the large-market category, and Station WTVR-TV, Richmond, won the small-market station category. Last month, for example, Scripps Station KNVX-TV, Phoenix, won the National Emmy Award in the category of “Outstanding Regional News Story: Investigative Report” for an investigative report on the use of force by local law enforcement. A partial list of the company’s many national news awards is attached as Attachment 2-A.

navigating changing local rules for casting ballots.<sup>7</sup> Scripps also remains committed to its long tradition of supporting education through efforts like the Scripps National Spelling Bee, and it has recently begun a new partnership with the Scripps Howard Foundation and local schools and nonprofits to ensure that children facing poverty enjoy access to books.<sup>8</sup>

Adding ION's stations to the Scripps television group will provide increased earnings and efficiencies that can help sustain Scripps as a leading provider of free over-the-air news and entertainment in the ever more competitive media environment. A strong economic base is particularly crucial for those station operators, like Scripps, that are leaders in introducing ATSC 3.0 technology and developing its immense potential for new public services.

The merger also will promote new competition in the video programming marketplace. Through its affiliate Katz Networks, Scripps distributes five specialized television networks via digital television subchannels that are often leased from non-Scripps television stations. These networks include: Bounce, the only broadcast network focused on service to an African American audience; the Laff comedy channel; Grit, targeting men; Court TV Mystery, presenting police procedural dramas and documentaries; and Court TV, offering on-the-spot coverage of newsworthy trials.

ION similarly offers national programming through its owned and operated stations and through independent broadcast affiliates. ION's network, like Scripps' networks, relies almost exclusively on national advertising, and ION elects cable must-carry for its stations to ensure the broadest possible distribution of its programming. Post-merger, Scripps looks toward migrating the Katz networks programming to ION station subchannels—thereby expanding its networks' national reach. As a result, the combined ION-owned stations and affiliates will assume attributes that are similar to those of a national multichannel programming service, but in this case, over-the-air, serving audiences across the country with a range of high-quality, free programming.<sup>9</sup>

At a time when cord-cutters and “cord nevers” are increasingly turning to over-the-air television to replace or supplement their paid streaming subscriptions, Scripps believes that creating wide national availability of its multiple specialized program offerings will hold strong appeal for national advertisers and thus offer increased competition to the national cable and streaming networks and to the established multichannel video program distributors. The resulting increase in program choice available via free over-the-air broadcasting will be particularly valuable to those viewers who are most sensitive to the growing costs of pay services.

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<sup>7</sup> See Attachment 2-B, “Scripps creates news features, promos to help voters navigate uncertainty, new processes,” released October 6, 2020.

<sup>8</sup> See Attachment 2-C, “Scripps national campaign will distribute 165,000 books to kids across the country,” released October 13, 2020.

<sup>9</sup> Scripps looks forward to adding its all-news network, Newsy, to this digital channel lineup in the future, but that network is presently restricted from over-the-air distribution by limited-term exclusivity agreements with cable companies.

In sum, the Merger offers all the efficiency and economic stability benefits that can result from a traditional merger of broadcast station owners, but it will also offer the public a welcome increase in the availability of high quality and diverse program content that competes with the offerings available via paid programming services—but at no cost to the viewer.

ii. The Divestiture Will Serve the Public Interest

The divestiture of 26 stations in 24 markets to new entrant INYO Broadcast Holdings, LLC (“INYO”) furthers the public interest benefits of this transaction. While INYO is a new company, its personnel include individuals with decades of experience in the media sector. INYO is formed by Methuselah Advisors, an investment firm with over 30 years of experience in broadcast and other media interests. Among its leaders will be the two managing partners of Methuselah: John Chachas, who will serve as president and interim CEO of INYO, and Louis Zachary, who will serve as COO of INYO. Mr. Chachas and Mr. Zachary have spent their careers advising companies in the media sector. The board of INYO will bring a wealth of experience to the new station group as well. For example, María Eugenia Ferré Rangel, a seasoned media executive and past president of El Nuevo Día, Puerto Rico’s newspaper of record, will serve on the board. Steven F. Smith, the former chairman and CEO of Journal Communications, also will serve on INYO’s board.

INYO is invested in the long-term success of the divestiture stations. At closing, INYO will enter into an arm’s length, long-term affiliation agreement with Scripps, as the new parent company of ION, in order to continue to operate the divestiture stations as ION affiliates. The term of the agreement runs for seven years, and is renewable for two three-year extension periods in INYO’s sole discretion. Under the terms of that agreement, INYO will have the right to provide on each of the primary channel and each digital multicast channel containing audiovisual programming two hours of local programming per weekday and four hours of local programming on each of Saturday and Sunday. In addition, INYO will have right to sell, for its own account, 672 minutes of commercial advertising per week in network programming on each of the stations. INYO will also have standard affiliate rights, such as the right to reject network programming. INYO looks forward to serving the stations’ communities and helping to strengthen the ION Network.

**4. Authorizations**

i. ION Authorizations Being Transferred or Assigned

The following chart provides a list of licenses currently held by ION through its license subsidiaries which will be transferred or assigned in connection with the Transaction:

<b>Licensee</b>	<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
ION MEDIA LICENSE COMPANY, LLC	WPXN-TV	New York, NY	73356
ION MEDIA LICENSE COMPANY, LLC	KILM	Inglewood, CA	63865
ION TELEVISION LICENSE, LLC	KPXN-TV	San Bernardino, CA	58978
ION TELEVISION LICENSE, LLC	WCPX-TV	Chicago, IL	10981

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<b>Licensee</b>	<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
ION TELEVISION LICENSE, LLC	WPPX-TV	Wilmington, DE	51984
ION TELEVISION LICENSE, LLC	KPXD-TV	Arlington, TX	68834
ION TELEVISION LICENSE, LLC	KKPX-TV	San Jose, CA	22644
ION TELEVISION LICENSE, LLC	WPXW-TV	Manassas, VA	74091
ION TELEVISION LICENSE, LLC	WWPX-TV	Martinsburg, WV	23264
ION TELEVISION LICENSE, LLC	KPXB-TV	Conroe, TX	58835
ION MEDIA BOSTON LICENSE, LLC	WPX-TV	Boston, MA	7692
ION MEDIA BOSTON LICENSE, LLC	WDPX-TV	Woburn, MA	6476
ION MEDIA BOSTON LICENSE, LLC	WPXG-TV	Concord, NH	48406
ION TELEVISION LICENSE, LLC	WPXA-TV	Rome, GA	51969
ION TELEVISION LICENSE, LLC	KPPX-TV	Tolleson, AZ	26655
ION MEDIA LICENSE COMPANY, LLC	WXPX-TV	Bradenton, FL	6601
ION MEDIA LICENSE COMPANY, LLC	KWPX-TV	Bellevue, WA	56852
ION MEDIA LICENSE COMPANY, LLC	WPXD-TV	Ann Arbor, MI	5800
ION TELEVISION LICENSE, LLC	KPXM-TV	St. Cloud, MN	35907
ION MEDIA LICENSE COMPANY, LLC	WPXM-TV	Miami, FL	48608
ION TELEVISION LICENSE, LLC	KPXC-TV	Denver, CO	68695
ION TELEVISION LICENSE, LLC	WOPX-TV	Melbourne, FL	67602
ION TELEVISION LICENSE, LLC	WDLI-TV	Canton, OH	67893
ION TELEVISION LICENSE, LLC	WVPX-TV	Akron, OH	70491
ION TELEVISION LICENSE, LLC	KSPX-TV	Sacramento, CA	52953
ION TELEVISION LICENSE, LLC	KPXG-TV	Salem, OR	5801
ION MEDIA LICENSE COMPANY, LLC	WRBU	East St. Louis, IL	57221
ION TELEVISION LICENSE, LLC	WINP-TV	Pittsburgh, PA	41314
ION TELEVISION LICENSE, LLC	WCLJ-TV	Bloomington, IN	68007
ION TELEVISION LICENSE, LLC	WIPX-TV	Bloomington, IN	10253
ION MEDIA LICENSE COMPANY, LLC	WFPX-TV	Archer Lodge, NC	21245
ION TELEVISION LICENSE, LLC	WRPX-TV	Rocky Mount, NC	20590
ION MEDIA LICENSE COMPANY, LLC	WNPX-TV	Franklin, TN	28468
ION TELEVISION LICENSE, LLC	KUPX-TV	Provo, UT	57884
ION TELEVISION LICENSE, LLC	KPXL-TV	Uvalde, TX	61173
ION TELEVISION LICENSE, LLC	KPXE-TV	Kansas City, MO	33337
ION TELEVISION LICENSE, LLC	WHPX-TV	New London, CT	51980
ION TELEVISION LICENSE, LLC	WSFJ-TV	London, OH	11118

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<b>Licensee</b>	<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
ION TELEVISION LICENSE, LLC	WPXE-TV	Kenosha, WI	37104
ION TELEVISION LICENSE, LLC	WPXP-TV	Lake Worth, FL	27290
ION TELEVISION LICENSE, LLC	KMCC	Laughlin, NV	41237
ION TELEVISION LICENSE, LLC	WPXC-TV	Brunswick, GA	71236
ION MEDIA LICENSE COMPANY, LLC	WPXV-TV	Norfolk, VA	67077
ION TELEVISION LICENSE, LLC	KOPX-TV	Oklahoma City, OK	2566
ION MEDIA LICENSE COMPANY, LLC	WPXH-TV	Hoover, AL	73312
ION TELEVISION LICENSE, LLC	WZPX-TV	Battle Creek, MI	71871
ION TELEVISION LICENSE, LLC	WGPX-TV	Burlington, NC	65074
ION TELEVISION LICENSE, LLC	WPXL-TV	New Orleans, LA	21729
ION TELEVISION LICENSE, LLC	WPXX-TV	Memphis, TN	21726
ION TELEVISION LICENSE, LLC	WPXJ-TV	Batavia, NY	2325
ION MEDIA LICENSE COMPANY, LLC	WLWC	New Bedford, MA	3978
ION TELEVISION LICENSE, LLC	WPXQ-TV	Newport, RI	50063
ION TELEVISION LICENSE, LLC	KTPX-TV	Okmulgee, OK	7078
ION TELEVISION LICENSE, LLC	WYPX-TV	Amsterdam, NY	13933
ION TELEVISION LICENSE, LLC	WQPX-TV	Scranton, PA	64690
ION TELEVISION LICENSE, LLC	WPXK-TV	Jellico, TN	52628
ION TELEVISION LICENSE, LLC	WKOI-TV	Richmond, IN	67869
ION TELEVISION LICENSE, LLC	WUPX-TV	Richmond, KY	23128
ION TELEVISION LICENSE, LLC	KPXO-TV	Kaneohe, HI	77483
ION TELEVISION LICENSE, LLC	KFPX-TV	Newton, IA	81509
ION MEDIA LICENSE COMPANY, LLC	WPXR-TV	Roanoke, VA	70251
ION TELEVISION LICENSE, LLC	KGPX-TV	Spokane, WA	81694
ION TELEVISION LICENSE, LLC	WLPX-TV	Charleston, WV	73189
ION MEDIA LICENSE COMPANY, LLC	WZRB	Columbia, SC	136750
ION MEDIA LICENSE COMPANY, LLC	WIPL	Lewiston, ME	48408
ION TELEVISION LICENSE, LLC	WSPX-TV	Syracuse, NY	64352
ION MEDIA LICENSE COMPANY, LLC	KPXR-TV	Cedar Rapids, IA	21156
ION TELEVISION LICENSE, LLC	WEPX-TV	Greenville, NC	81508
ION TELEVISION LICENSE, LLC	WPXU-TV	Jacksonville, NC	37971
ION MEDIA LICENSE COMPANY, LLC	KTRV-TV	Nampa, ID	28230
ION TELEVISION LICENSE, LLC	WTPX-TV	Antigo, WI	86496

One or more television stations that Scripps and INYO propose to acquire pursuant to the Merger Agreement or the Divestiture Agreement will have a renewal application pending before the Commission during the time that the instant transfer application is pending.<sup>10</sup> Consistent with the Commission’s policy permitting consummation of a multi-station transfer of control overlapping with a renewal cycle, Scripps, as transferee, hereby assents to succeeding to the place of the current licensees for any pending renewal applications for those television broadcast stations over which Scripps will acquire control as a result of the Merger. INYO also assents to succeeding to the place of the current licensees for any pending license renewal applications for those television stations that will be assigned to INYO as a result of the Divestiture.

ii. Other Authorizations Held by Scripps

The following chart provides a list of full-power television station licenses currently held by Scripps and through its license subsidiaries:

<b>Licensee</b>	<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
SCRIPPS MEDIA, INC.	WPIX <sup>11</sup>	New York, NY	73881
SCRIPPS BROADCASTING HOLDINGS LLC	KASW	Phoenix, AZ	7143
SCRIPPS BROADCASTING HOLDINGS LLC	KNXV-TV	Phoenix, AZ	59440
SCRIPPS BROADCASTING HOLDINGS LLC	WFTS-TV	Tampa, FL	64588
SCRIPPS BROADCASTING HOLDINGS LLC	WMYD	Detroit, MI	74211
SCRIPPS BROADCASTING HOLDINGS LLC	WXYZ-TV	Detroit, MI	10267
SCRIPPS BROADCASTING HOLDINGS LLC	WSFL-TV	Miami, FL	10203
SCRIPPS BROADCASTING HOLDINGS LLC	KMGH-TV	Denver, CO	40875
SCRIPPS BROADCASTING HOLDINGS LLC	WEWS-TV	Cleveland, OH	59441
SCRIPPS BROADCASTING HOLDINGS LLC	WRTV	Indianapolis, IN	40877

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<sup>10</sup> See *ION Media Networks Liquidating Trust (Transferors) and Media Holdco, LP (Transferee) For Transfer of Control of ION Media Networks, Inc., and Certain Subsidiaries, Licensees of Station WPXN-TV, New York, NY, et al.*, Memorandum Opinion and Order, 24 FCC Rcd 14579 (2009) (“[I]n multi-station transactions, [the FCC] will grant the transfer of control application while [a] renewal application is pending as long as there are no basic qualification issues pending against the transferor or transferee that could not be resolved in the context of the transfer proceeding, and the transferee explicitly assents to standing in the stead of the transferor in the pending renewal proceeding.”) (quoting *Shareholders of CBS Corporation*, Memorandum Opinion and Order, 16 FCC Rcd 16072, 16072-3 ¶¶ 3-4 (2001)); *Cumulus Media, Inc. and Citadel Broadcasting Corp.*, Memorandum Opinion and Order, 26 FCC Rcd 12956, 12959 ¶ 6 (2011) (assignment of license subject to renewal proceedings is permissible when assignee agrees to accede to the position of the assignor with respect to such proceedings).

<sup>11</sup> As noted earlier, an application is pending with the FCC in File No. BALCDT-20200901AAB for the assignment of WPIX from Scripps to Mission Broadcasting, Inc.

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<b>Licensee</b>	<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
SCRIPPS BROADCASTING HOLDINGS LLC	WMAR-TV	Baltimore, MD	59442
SCRIPPS BROADCASTING HOLDINGS LLC	WTVF	Nashville, TN	36504
SCRIPPS BROADCASTING HOLDINGS LLC	KGTU	San Diego, CA	40876
SCRIPPS BROADCASTING HOLDINGS LLC	KSTU	Salt Lake City, UT	22215
SCRIPPS BROADCASTING HOLDINGS LLC	KMCI-TV	Lawrence, KS	42636
SCRIPPS BROADCASTING HOLDINGS LLC	KSHB-TV	Kansas City, MO	59444
SCRIPPS BROADCASTING HOLDINGS LLC	WTMJ-TV	Milwaukee, WI	74098
SCRIPPS BROADCASTING HOLDINGS LLC	WHDT	Stuart, FL	83929
SCRIPPS BROADCASTING HOLDINGS LLC	WPTV-TV	West Palm Beach, FL	59443
SCRIPPS BROADCASTING HOLDINGS LLC	WCPO-TV	Cincinnati, OH	59438
SCRIPPS BROADCASTING HOLDINGS LLC	KTNV-TV	Las Vegas, NV	74100
SCRIPPS BROADCASTING HOLDINGS LLC	WGNT	Portsmouth, VA	9762
SCRIPPS BROADCASTING HOLDINGS LLC	WTKR	Norfolk, VA	47401
SCRIPPS BROADCASTING HOLDINGS LLC	WXMI	Grand Rapids, MI	68433
SCRIPPS BROADCASTING HOLDINGS LLC	WKBW-TV	Buffalo, NY	54176
SCRIPPS BROADCASTING HOLDINGS LLC	WFTX-TV	Cape Coral, FL	70649
SCRIPPS BROADCASTING HOLDINGS LLC	WTVR-TV	Richmond, VA	57832
SCRIPPS BROADCASTING HOLDINGS LLC	KJRH-TV	Tulsa, OK	59439
SCRIPPS BROADCASTING HOLDINGS LLC	WLEX-TV	Lexington, KY	73203
SCRIPPS BROADCASTING HOLDINGS LLC	KGUN-TV	Tucson, AZ	36918
SCRIPPS BROADCASTING HOLDINGS LLC	KWBA-TV	Sierra Vista, AZ	35095
SCRIPPS BROADCASTING HOLDINGS LLC	WACY-TV	Appleton, WI	361
SCRIPPS BROADCASTING HOLDINGS LLC	WGBA-TV	Green Bay, WI	2708
SCRIPPS BROADCASTING HOLDINGS LLC	KMTV-TV	Omaha, NE	35190
SCRIPPS BROADCASTING HOLDINGS LLC	KXXV	Waco, TX	9781
SCRIPPS BROADCASTING HOLDINGS LLC	KOAA-TV	Pueblo, CO	59014
SCRIPPS BROADCASTING HOLDINGS LLC	KIVI-TV	Nampa, ID	59255
SCRIPPS BROADCASTING HOLDINGS LLC	WTXL-TV	Tallahassee, FL	41065
SCRIPPS BROADCASTING HOLDINGS LLC	WSYM-TV	Lansing, MI	74094
SCRIPPS BROADCASTING HOLDINGS LLC	KATC	Lafayette, LA	33471
SCRIPPS BROADCASTING HOLDINGS LLC	KERO-TV	Bakersfield, CA	40878
SCRIPPS BROADCASTING HOLDINGS LLC	KSBY	San Luis Obispo, CA	19654
SCRIPPS BROADCASTING HOLDINGS LLC	KRIS-TV	Corpus Christi, TX	25559
SCRIPPS BROADCASTING HOLDINGS LLC	KPAX-TV	Missoula, MT	35455

<b>Licensee</b>	<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
SCRIPPS BROADCASTING HOLDINGS LLC	KTVQ	Billings, MT	35694
SCRIPPS BROADCASTING HOLDINGS LLC	KBZK	Bozeman, MT	33756
SCRIPPS BROADCASTING HOLDINGS LLC	KXLF-TV	Butte, MT	35959
SCRIPPS BROADCASTING HOLDINGS LLC	KRTV	Great Falls, MT	35567
SCRIPPS BROADCASTING HOLDINGS LLC	KTVH-DT	Helena, MT	5290

iii. Other Authorizations Held by INYO

INYO does not currently hold any FCC authorizations.

**5. Parties to the Application**

i. Parties to the Application of Scripps

The following are the attributable officers, directors, and shareholders of Scripps:

**Scripps Media, Inc.**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>% of Votes</b>	<b>% of Total Assets</b>
Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	Delaware Corporation	N/A	N/A	N/A
Candace Anderson c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Joe Antonelli c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
William Appleton c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Gary Baxter c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Jeff Brogan c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0

Name and Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
Matt Brown c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Lloyd D. Bucher c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Amy Calvert c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Adam F. Chase c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Kathleen Choal c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Ed Chapuis c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Leon Clark c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Jason P. Combs c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Robin A. Davis c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Erik Diehn c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Jim Doty c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Bryan D. Dunbar c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0

Name and Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
Michael S. Epstein c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Timothy Ermish c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Missy Evenson c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Bart Feder c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Eduardo Fernandez c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Larry Forsgren c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Frank Friedman c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
William Siegel c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
David Giles c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Darryll Green c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Stephen P. Hayes c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Heath Heggem c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0

Name and Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
Anita Helt c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Cathy A. Heppler c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Robert J. Hermes c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Bill Hooper c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Robert Kalutkiewicz c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Lisa Knutson c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer, Director	0	0
Vagelis Kontopos c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Mark Koors c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Kimberly Krause c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Maureen Lang c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Brian G. Lawlor c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer, Director	0	0
Kevin D. Littleton c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>% of Votes</b>	<b>% of Total Assets</b>
Douglas F. Lyons c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Kevin McDonald c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Ramon Pineda c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Julie McGehee c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Sean P. McLaughlin c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Tregg White c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Justin Martin c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Jeffry Mathews c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Carolyn P. Micheli c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Alison S. Morris c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Michael L. Murri c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Nick Nicholson c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>% of Votes</b>	<b>% of Total Assets</b>
Michael O'Brien c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Evan G. Pappas c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Marc Jaromin c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Daniel W. Perschke c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
David P. Peterson c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
T. Lynn Plantinga c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Joseph A. Poss c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Rebecca Riegelsberger c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Ken Ritchie c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Blake C. Sabatinelli c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Jon P. Saunders c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
William M. Schuerman c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0

Name and Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
Lana Durban Scott c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Andrew D. Shenkan c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Thomas E. Sly c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Adam Symson c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer, Director	0	0
Ray Thurber c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Laura M. Tomlin c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer, Director	0	0
Sean Trcalek c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Christopher Way c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Steven Weinstein c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Ellen Weiss c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Danyelle S.T. Wright c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
E.W. Scripps Company c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	Delaware Corporation	Stockholder	100%	100%

The E.W. Scripps Company

Name and Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
E.W. Scripps Company c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	Ohio Corporation	N/A	N/A	N/A
William Appleton c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Marcellus W. Alexander, Jr. c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Director	0	0
Charles L. Barmonde c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Director	0	0
Richard A. Boehne c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Director	0	0
Kelly B. Conlin c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Director	0	0
Lauren Rich Fine c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Director	0	0
David Giles c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
John Hayden c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Director	0	0
Lisa Knutson c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Carolyn P. Micheli c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>% of Votes</b>	<b>% of Total Assets</b>
Mark Koors c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Anne M. La Dow c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Director	0	0
Brian G. Lawlor c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Wonya Lucas c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Director	0	0
Douglas F. Lyons c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Julie McGehee c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Rebecca Riegelsberger c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Robert M. Scagliotti c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Director	0	0
Adam Symson c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer, Director	0	0
Laura M. Tomlin c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Officer	0	0
Kim Williams c/o Scripps Media, Inc. 312 Walnut St., 28 <sup>th</sup> Floor Cincinnati, OH 45202	U.S.	Director	0	0
Scripps Family Shareholders 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S. Family Voting Agreement	Shareholder	93%	30%

**Scripps Family Shareholders**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>% of Votes</b>	<b>% of Total Assets</b>
Scripps Family Shareholders 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S. Family Voting Agreement	N/A	N/A	N/A
Peter R. La Dow 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder	9.004%	1.2%
Charles K. McCabe 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder, Family Council Member	4.8%	1.5%
Robert M. Scagliotti 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder, Family Council Member	2.401%	0.3%
Barbara V. Scripps 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder	6.935%	1.0%
Charles E. Scripps, Jr. 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder	5.546%	1.8%
Eaton Scripps 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder, Family Council Member	5.546%	2.4%
Edward W. Scripps 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder	5.546%	1.6%
Jonathan L. Scripps 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder, Family Council Member	0.801%	0.2%
Paul Scripps 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder	6.769%	1.1%
William H. Scripps 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder, Family Council Member	4.804%	1.1%
Virginia S. Vasquez 250 Grandview Suite 400 Ft. Mitchell, KY 41017	U.S.	Shareholder	6.833%	1.7%

ii. Parties to the Application of INYO

The following charts provide the ownership information for INYO:

**INYO Broadcast Holdings LLC**

1	INYO Broadcast Holdings LLC 1389 Center Drive Suite 200 Park City, UT 84098	John G. Chachas	Louis G. Zachary, Jr.	Methuselah Advisors LLC	INYO Investors LLC
2	Nevada Limited Liability Company	U.S. Citizen	U.S. Citizen	Delaware Limited Liability Company	Nevada Limited Liability Company
3	N/A	Member	Member	Member	Member
4	N/A	40.80% total assets	39.20% total assets	1% total assets	19% total assets
5	N/A	51% votes	49% votes	0% votes	0% votes

The following individuals are officers or directors of INYO Broadcast Holdings LLC:

Name	Citizenship	Positional Interest	% Votes	% Total Assets
John G. Chachas	U.S.	Chairman, CEO, and Manager	51%	40.80%
Louis G. Zachary, Jr.	U.S.	President	49%	39.20%
Diane Dougherty Chachas	U.S.	Secretary and Manager	0%	0%
María Eugenia Ferré Rangel	U.S.	Manager	0%	0%
Tom C. Korologos	U.S.	Manager	0%	0%
Steven J. Smith	U.S.	Manager	0%	0%

**Methuselah Advisors LLC**

1	Methuselah Advisors LLC 800 3rd Avenue, 39 <sup>th</sup> Floor New York, NY 10022	Methuselah Management Corp.	Louis G. Zachary, Jr.
2	Delaware Limited Liability Company	Nevada Corporation	U.S. Citizen
3	N/A	Member	Member
4	N/A	50% total assets	50% total assets
5	N/A	50% votes	50% votes

The following individuals are officers or directors of Methuselah Advisors LLC:

Name	Citizenship	Positional Interest	% Votes	% Total Assets
John G. Chachas	U.S.	Manager	50%	50%
Louis G. Zachary, Jr.	U.S.	Manager	50%	50%

**Methuselah Management Corp.**

1	Methuselah Management Corp. 800 3rd Avenue, 39 <sup>th</sup> Floor New York, NY 10022	John G. Chachas <sup>12</sup>
2	Nevada Corporation	U.S. Citizen
3	N/A	Sole shareholder
4	N/A	100% total assets
5	N/A	100% votes

The following individuals are officers or directors of Methuselah Management Corp.:

Name	Citizenship	Positional Interest	% Votes	% Total Assets
John G. Chachas	U.S.	Officer/Director	100%	100%

**INYO Investors LLC**

1	INYO Investors LLC 1389 Center Drive Suite 200 Park City, UT 84098	John G. Chachas	Louis G. Zachary, Jr.
2	Nevada Limited Liability Company	U.S. Citizen	U.S. Citizen
3	N/A	Member	Member
4	N/A	51.05% total assets	48.95% total assets
5	N/A	51.05% votes	48.95% votes

The following individuals are officers or directors of INYO Investors LLC:

Name	Citizenship	Positional Interest	% Votes	% Total Assets
John G. Chachas	U.S.	Manager	51.05%	51.05%
Louis G. Zachary, Jr.	U.S.	Manager	48.95%	48.95%

**6. Transaction Documents**

**i. Transaction Documents for the Merger**

The Applicants are submitting with this application a copy of the Agreement and Plan of Merger, dated as of September 23, 2020, by and among The E.W. Scripps Company, Scripps Media, Inc., Scripps Faraday Inc., ION Media Networks, Inc., and solely in its capacity as the representative of the ION equity holders, BD ION Equityholder Rep LLC, as amended on October 7, 2020 (the “Merger Agreement”). The following are exhibits and schedules to the Merger Agreement:

Schedule I – Equityholders

Schedule II – Working Capital Methodologies

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<sup>12</sup> John G. Chachas’ interest in Methuselah Management Corp. is held through the John G. Chachas Family Trust, of which Mr. Chachas is the sole voting trustee.

Schedule III – Example of Per Share Calculation  
Schedule IV – 2020-2023 License Renewal Schedule  
Schedule V – Pre-Closing Acquisitions  
Exhibit A – Form of Letter of Transmittal  
Exhibit B – Stockholder Consent  
Exhibit C – Merger Sub Bylaws  
Exhibit D – Form of Escrow Agreement  
Exhibit E – Form of Paying Agent Agreement  
Exhibit F - Form of Network Affiliation Agreement  
Disclosure Schedule Section 1.1 – Definitions  
Disclosure Schedule Section 2.16 – Pending Tax Claim; Pending Tax Claim Escrow;  
Specified Tax Liabilities; Specified Tax Liability Condition  
Disclosure Schedule Section 4.1 – Organization and Qualification; Subsidiaries  
Disclosure Schedule Section 4.2 – Capitalization  
Disclosure Schedule Section 4.4 – No Conflict; Required Filings and Consents  
Disclosure Schedule Section 4.5 – Permits; Compliance  
Disclosure Schedule Section 4.7 – Absence of Certain Changes or Events  
Disclosure Schedule Section 4.8 – Absence of Litigation  
Disclosure Schedule Section 4.9 – Employee Benefit Plans; ERISA  
Disclosure Schedule Section 4.10 – Contracts  
Disclosure Schedule Section 4.11 – Taxes  
Disclosure Schedule Section 4.12 – Related Party Agreements  
Disclosure Schedule Section 4.13 – Environmental Matters  
Disclosure Schedule Section 4.14 – Real Property  
Disclosure Schedule Section 4.16 – Labor Matters  
Disclosure Schedule Section 4.17 – Intellectual Property  
Disclosure Schedule Section 6.2 – Negative Covenants of the Company  
Disclosure Schedule Section 6.7(b) – Severance Benefits  
Disclosure Schedule Section 6.7(g) – Retention Bonus Program  
Disclosure Schedule Section 6.9(c) – Appropriate Action; Consents; Filings

The Merger Applicants have excluded from the application the exhibits and schedules to the Merger Agreement. The excluded documents 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>13</sup>

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<sup>13</sup> See *LUJ, Inc. and Long Nine, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980, 16982 ¶ 5-7 (2002) (“*LUJ/Long Nine*”).

Copies of excluded portions of those documents and other material 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.

ii. Transaction Documents for the Divestiture

The Divestiture Applicants are submitting with this application a copy of the Asset Purchase Agreement, dated as of September 23, 2020, by and between INYO Broadcast Holdings, LLC and Scripps Media, Inc. and Scripps Faraday, Inc. (as amended on October 12, 2020, the “Divestiture Agreement”). The following are exhibits and schedules to the Divestiture Agreement:

Appendix I – Stations

Exhibit A – Form of Bill of Sale

Exhibit B – Form of Assignment and Assumption Agreement

Exhibit C – Form of Assignment of Station Licenses

Exhibit D – Form of Assignment of Real Property Leases

Exhibit E – Form of Option Agreement

Exhibit F – Form of Affiliation Agreement

Exhibit G – Term Sheet for Master Lease Agreement

Exhibit H – Term Sheet for Transmitter Warranty

Disclosure Schedules Section 1.1(a) – Knowledge with Respect to Seller

Disclosure Schedules Section 1.1(b) – Knowledge with Respect to Buyer

Disclosure Schedules Section 2.1(d) – Real Property Leases

Disclosure Schedules Section 2.2(j) – Excluded Assets

Disclosure Schedules Section 3.6(c) – FCC Compliance Exceptions

Disclosure Schedules Section 3.6(e) – FCC Actions Exceptions

Disclosure Schedules Section 3.6(f) – Sharing Agreement Exceptions

Disclosure Schedules Section 3.6(g) – MVPD Matters

Disclosure Schedules Section 3.9(b) – Leased Real Property

Disclosure Schedules Section 3.12 – Absence of Litigation Exceptions

Disclosure Schedules Section 3.13 – Environmental Matters Exceptions

Disclosure Schedules Section 3.14 – Tangible Personal Property

The Divestiture Agreement was amended on October 12, 2020 (the “Amendment”). The Divestiture Applicants are submitting a copy of the Amendment with this application. The following are exhibits and schedules to the Amendment:

Appendix I-2 – Additional Stations

Schedule 2.1(d)-2 – Additional Real Property Leases

Schedule 4(a)-2 – Option Purchase Price (For Each Additional Station Only)

Schedule A – Affiliation Agreement Fee and Option Agreement Base Price

The Divestiture Application submitted with this application includes a copy of the Form of Option Agreement in Exhibit E and the Form of Affiliation Agreement in Exhibit F.

The following are exhibits and schedules to the Form of Option Agreement.

- Exhibit A – Form of Bill of Sale
- Exhibit B – Form of Assignment and Assumption Agreement
- Exhibit C – Form of Assignment of FCC Licenses
- Exhibit D – Notices
- Schedule 4(a) – Purchase Price
- Schedule 4(b)(ii) – Excluded Assets
- Schedule 5(f) – Real Property Leases

The following are exhibits and schedules to the Form of Affiliation Agreement.

- Exhibit 1 – Stations
- Exhibit 2 – Broadcast Schedule
- Exhibit 3 – Local Availabilities
- Exhibit 4 – Preemption Basket
- Exhibit 5 – Satellite Delivery
- Exhibit 6 – Consideration
- Exhibit 7 – Marks
- Exhibit 8 – MVPD Carriage
- Exhibit 9 – Network Services
- Schedule A to Exhibit 9 – Transition Services

The Divestiture Applicants have excluded from the application certain exhibits and schedules to the Divestiture Agreement, the Amendment, the Form of Option Agreement, and the Form of Affiliation Agreement. The Divestiture Applicants have also excluded from the application a Divestitures Term Sheet dated as of September 23, 2020, which contains certain confidential economic terms relating to the Divestiture Agreement, the Form of Option Agreement, and the Form of Affiliation Agreement. The excluded documents 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>14</sup>

Copies of excluded portions of those documents and other material 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.

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<sup>14</sup> See *LUJ/Long Nine*, 17 FCC Rcd at 16982 ¶ 5-7.

7. **Multiple Ownership Compliance**

i. The Merger Complies with the FCC's National Ownership Rule

As demonstrated in Attachment 3, the Merger complies with the Commission's national television multiple ownership rule. The national television audience reach cap limits entities from owning or controlling television stations that, in the aggregate, reach more than 39 percent of the television households in the country after taking into account a 50 percent discount to UHF stations.

As noted earlier, Scripps has entered into an agreement to sell WPIX. Assuming Scripps continues to own WPIX as of the consummation of the Transaction, Scripps will have a national audience reach of 38.9125%.<sup>15</sup> Accordingly, the proposed Transaction complies with the Commission's national television multiple ownership rule.

ii. The Merger Complies with the FCC's Local Television Ownership Rule

The proposed Transaction also complies with the Commission's local television ownership rule. The Commission's rules prohibit any entity from owning two stations unless (i) eight independent voices remain in the market after the proposed combination; and (ii) at least one of the stations is not ranked among the top-four television station in a market. While the Merger Applicants collectively own stations in several markets where common ownership of the combined stations would exceed the limits imposed by the Commission's local television ownership rule, the Divestiture to INYO will ensure that following the transaction, neither Scripps nor INYO will own stations in violation of the local television ownership rule. Scripps also requests herein reauthorization of existing satellite stations.

After the Transaction is consummated, Scripps will have new rule compliant duopolies in the following markets:

a. New York, New York

In this market, Scripps is the licensee of WPIX, New York, New York. WPIX is an affiliate of the CW network and is the 8th ranked station in the market. As part of the Merger, Scripps will acquire WPXN-TV, New York, New York. WPXN-TV is an ION affiliate and is ranked 6th in the market. After the Merger is consummated, there will be at least eight independent voices in

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<sup>15</sup> If Scripps sells WPIX prior to or simultaneously with the consummation of the Transaction and therefore retains WPPX-TV (Philadelphia), KKPX-TV (San Francisco), and KPXM-TV (Minneapolis), Scripps will have a national audience reach of 38.9110%. See Attachment 4.

the market.<sup>16</sup> Therefore, Scripps' common ownership of WPIX and WPXN-TV will comply with the Commission's local television ownership rule.<sup>17</sup>

b. Los Angeles, California

In this market, Scripps will acquire KILM(TV), Inglewood, California and KPXN-TV, San Bernardino, California from ION. Neither station is ranked among the top four in the market, and there will be more than eight independent voices in the market after the Merger. Scripps' common ownership of KILM(TV) and KPXN-TV, therefore, will comply with the Commission's local television ownership rule.<sup>18</sup>

c. Boston (Manchester), Massachusetts (New Hampshire)

In this market, Scripps will acquire WBPX-TV, Boston, Massachusetts and WDPX-TV, Woburn, Massachusetts from ION. Neither station is ranked among the top four in the market, and there will be more than eight independent voices in the market after the Merger.<sup>19</sup> Scripps' common ownership of WBPX-TV and WDPX-TV, therefore, will comply with the Commission's local television ownership rule.

WPXG-TV, Concord, New Hampshire, a satellite of WBPX-TV, is also licensed to a community in this market. Scripps requests reauthorization of WPXG-TV as a television satellite station in Section 7.iii below.

d. Tampa-St. Petersburg (Sarasota), Florida

In this market, Scripps is the licensee of WFTS-TV, Tampa, Florida. WFTS-TV is an affiliate of the ABC network and is the 4th ranked station in the market. As part of the Merger, Scripps will acquire WXPX-TV, Bradenton, Florida. WXPX-TV is an ION affiliate and is ranked 5th in the market. After the Merger is consummated there will be at least eight independent voices in the market. Therefore, Scripps' common ownership of WFTS-TV and WXPX-TV will comply with the Commission's local television ownership rule.<sup>20</sup>

e. Miami-Ft. Lauderdale, Florida

In this market, Scripps is the licensee of WSFL-TV, Tampa, Florida. WSFL-TV is an affiliate of the CW network. As part of the Merger, Scripps will acquire WPXM-TV, Miami, Florida. Neither station is ranked among the top four in the market, and there will be more than

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<sup>16</sup> This will be the case regardless of whether the WPIX is sold before the Merger closes. If Scripps sells WPIX prior to or simultaneously with the closing of the Merger, Scripps will not have a duopoly in New York.

<sup>17</sup> See Attachment 5.

<sup>18</sup> See *id.*

<sup>19</sup> WDPX-TV is not ranked in the market.

<sup>20</sup> See Attachment 5.

eight independent voices in the market after the Merger. Scripps' common ownership of WSFL-TV and WPXM-TV, therefore, will comply with the Commission's local television ownership rule.<sup>21</sup>

f. Raleigh-Durham (Fayetteville), North Carolina

In this market, Scripps will acquire WRPX-TV, Rocky Mount, North Carolina and WFPX-TV, Archer Lodge, North Carolina. Neither station is ranked among the top four in the market, and there will be at least eight independent voices in the market after the Merger. Scripps' common ownership of WRPX-TV and WFPX-TV, therefore, will comply with the Commission's local television ownership rule.<sup>22</sup>

g. Nashville, Tennessee

In this market, Scripps is the licensee of WTVF(TV), Nashville, TN. WTVF(TV) is an affiliate of the CBS network and is the 1st ranked station in the market. As part of the Merger, Scripps will acquire WNPX-TV, Franklin, Tennessee. WNPX-TV is an ION affiliate and is ranked 5th in the market. After the Merger is consummated there will be at least eight independent voices in the market. Therefore, Scripps' common ownership of WTVF(TV) and WNPX-TV will comply with the Commission's local television ownership rule.<sup>23</sup>

h. Salt Lake City, Utah

In this market, Scripps is the licensee of KSTU(TV), Salt Lake City, Utah. KSTU(TV) is an affiliate of the FOX network and is the 3rd ranked station in the market. As part of the Merger, Scripps will acquire KUPX-TV, Provo, Utah. KUPX-TV is an ION affiliate and is ranked 5th in the market. After the Merger is consummated there will be at least eight independent voices in the market. Therefore, Scripps' common ownership of KSTU(TV) and KUPX-TV will comply with the Commission's local television ownership rule.<sup>24</sup>

i. Milwaukee, Wisconsin

In this market, Scripps is the licensee of WTMJ-TV, Milwaukee, Wisconsin. WTMJ-TV is an affiliate of the NBC network and is the 3rd ranked station in the market. As part of the Merger, Scripps will acquire WPXE-TV, Kenosha, Wisconsin. WPXE-TV is an ION affiliate and is ranked 5th (tied) in the market. After the Merger is consummated there will be at least eight independent voices in the market. Therefore, Scripps' common ownership of WTMJ-TV and WPXE-TV will comply with the Commission's local television ownership rule.<sup>25</sup>

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<sup>21</sup> See *id.*

<sup>22</sup> See *id.*

<sup>23</sup> See *id.*

<sup>24</sup> See *id.*

<sup>25</sup> See *id.*

j. Las Vegas, Nevada

In this market, Scripps is the licensee of KTNV-TV, Las Vegas, Nevada. KTNV-TV is an affiliate of the ABC network and is the 3<sup>rd</sup> (tied) ranked station in the market. As part of the Merger, Scripps will acquire KMCC(TV), Laughlin, Nevada. KMCC(TV) is an ION affiliate and is not ranked in the market.<sup>26</sup> After the Merger is consummated there will be at least eight independent voices in the market. Therefore, Scripps' common ownership of KTNV-TV and KMCC(TV) will comply with the Commission's local television ownership rule.<sup>27</sup>

k. Tulsa, Oklahoma

In this market, Scripps is the licensee of KJRH-TV, Tulsa, Oklahoma. KJRH-TV is an affiliate of the NBC network and is the 4th ranked station in the market. As part of the Merger, Scripps will acquire KTPX-TV, Okmulgee, Oklahoma. KTPX-TV is an ION affiliate and is ranked 5<sup>th</sup> (tied) in the market. After the Merger is consummated there will be at least eight independent voices in the market. Therefore, Scripps' common ownership of KJRH-TV and KTPX-TV will comply with the Commission's local television ownership rule.<sup>28</sup>

iii. Request for Reauthorization of Satellite Stations

ION owns and operates television satellite stations in three DMAs: (1) Washington, DC (Hagerstown), (2) Boston (Manchester), and (3) Greenville-New Bern-Washington. Specifically, ION operates (1) WWPX-TV, Martinsburg, West Virginia as a satellite of WPXW-TV, Manassas, Virginia; (2) WPXG-TV, Concord, New Hampshire as a satellite of WBPX-TV, Boston, Massachusetts; and (3) WPXU-TV, Jacksonville, North Carolina as a satellite of WEPX-TV, Greenville, North Carolina. The television satellite stations allow ION to extend over-the-air coverage to serve portions of the DMA that would otherwise be underserved.

Last year, the Commission adopted a procedure to "streamline" the process to seek reauthorization of television satellite stations.<sup>29</sup> In order to obtain streamlined processing, applicants must certify that the underlying circumstances upon which the Commission relied in granting the current satellite authorization for each of the satellites have not changed materially since issuance of the most recent satellite authorization for each. Applicants also must attach a copy of the Commission's most recent decision authorizing satellite status.

ION and Scripps hereby certify that the underlying circumstances upon which the Commission relied in granting the current satellite authorizations for WWPX-TV, WPXG-TV, and WPXU-TV have not changed materially since the Commission reauthorized satellite status for

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<sup>26</sup> KMCC is not rated in the market.

<sup>27</sup> See Attachment 5.

<sup>28</sup> See *id.*

<sup>29</sup> *Streamlined Reauthorization Procedures for Assigned or Transferred Television Satellite Stations*, Report and Order, 34 FCC Rcd 1539 (2019)

each in 2009.<sup>30</sup> As required by the Commission's streamlined reauthorization procedure, the Merger Applicants attach hereto a copy of the most recent decision authorizing satellite status for each of the satellite stations.<sup>31</sup>

iv. The Divestiture Complies with the FCC's National Ownership Rule

As demonstrated in Attachment 7, following the Divestiture, INYO's ownership of the Divestiture Stations will comply with national television multiple ownership rule.

Following consummation of the Divestiture, INYO will have a national audience reach of 11.3330%.<sup>32</sup> Accordingly, the proposed Divestiture complies with the Commission's national television multiple ownership rule.

v. The Divestiture Complies with the FCC's Local Television Ownership Rule

The proposed Divestiture also complies with the Commission's local television ownership rule. In all but two of the Divestiture markets, INYO will acquire its first and only station in the market. In the Cleveland-Akron (Canton), Ohio and Indianapolis, Indiana markets, INYO will acquire the following existing rule compliant duopolies:

a. Cleveland-Akron (Canton), Ohio

In this market, INYO will acquire WVPX-TV, Akron, Ohio and WDLI-TV, Canton, Ohio. Neither station is ranked among the top four in the market, and there will be at least eight independent voices in the market after the Divestiture.<sup>33</sup> INYO's common ownership of WVPX-TV and WDLI-TV, therefore, will comply with the Commission's local television ownership rule.<sup>34</sup>

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<sup>30</sup> See *ION Media Networks Liquidating Trust (Transferors) and Media Holdco, LP (Transferee) For Transfer of Control of ION Media Networks, Inc., and Certain Subsidiaries, Licensees of Station WPXN-TV, New York, NY, et al.*, Memorandum Opinion and Order, 24 FCC Rcd 14579 (2009). The Merger Applicants note that WDPX-TV, Woburn, Massachusetts (formerly licensed to Vineyard Haven, Massachusetts) previously operated as an authorized television satellite station of WBPX-TV. However, since 2009 ION has converted WDPX-TV into a stand-alone, full-power station; therefore, the Merger Applicants do not request continuation of the television satellite authorization with respect to WDPX-TV.

<sup>31</sup> See Attachment 6.

<sup>32</sup> If WPIX is sold prior to closing the Merger and Scripps retains WPPX-TV (Philadelphia), KKPX-TV (San Francisco), and KPXM-TV (Minneapolis), following consummation of the Divestiture, INYO will have a national audience reach of 8.1460%. See Attachment 8.

<sup>33</sup> WDLI-TV is not rated in the market.

<sup>34</sup> See Attachment 9.

b. Indianapolis, Indiana

In this market, INYO will acquire WIPX-TV, Bloomington, Indiana and WCLJ-TV, Bloomington, Indiana. Neither station is ranked among the top four in the market, and there will be at least eight independent voices in the market after the Divestiture.<sup>35</sup> INYO's common ownership of WIPX-TV and WCLJ-TV, therefore, will comply with the Commission's local television ownership rule.<sup>36</sup>

**8. Pending Applications and Cut-Off Rules**

The Merger Applicants and the Divestiture Applicants separately will file applications in the appropriate bureaus requesting Commission consent for the transfer of control or assignment of certain earth station, microwave, and land mobile facilities held by ION. It is intended that the applications filed in connection with the Merger and the Divestiture include all of the licenses and other authorizations held by the respective ION license subsidiaries. ION's license subsidiaries may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities that may be granted before the Commission takes action on the above-described transfer of control/assignment applications. Accordingly, the Merger Applicants and the Divestiture Applicants request Commission approval of the applications filed in connection with the Merger and the Divestiture including (1) any authorization issued to ION or its subsidiaries while the Merger and Divestiture are pending before the Commission and during the period required for consummation of transactions, and (2) any applications filed by ION or any of its subsidiaries that are pending at the time of consummation. Inclusion of authorizations issued while the Merger and Divestiture is pending and during the consummation period, and applications pending at the time of consummation, are both consistent with prior Commission decisions.<sup>37</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, Scripps and INYO request a blanket exemption from any applicable cut-off rules in cases where Scripps or INYO files amendments to pending applications in order to reflect consummation of the proposed Merger and Divestiture so that such amendments are not treated as disqualifying amendments. The nature of the proposed transactions demonstrates 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 request would be consistent with prior Commission decisions that routinely have granted a blanket exemption in cases involving multiple-license transactions.<sup>38</sup>

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<sup>35</sup> WCLJ-TV is not rated in the market.

<sup>36</sup> See Attachment 9.

<sup>37</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).

<sup>38</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,

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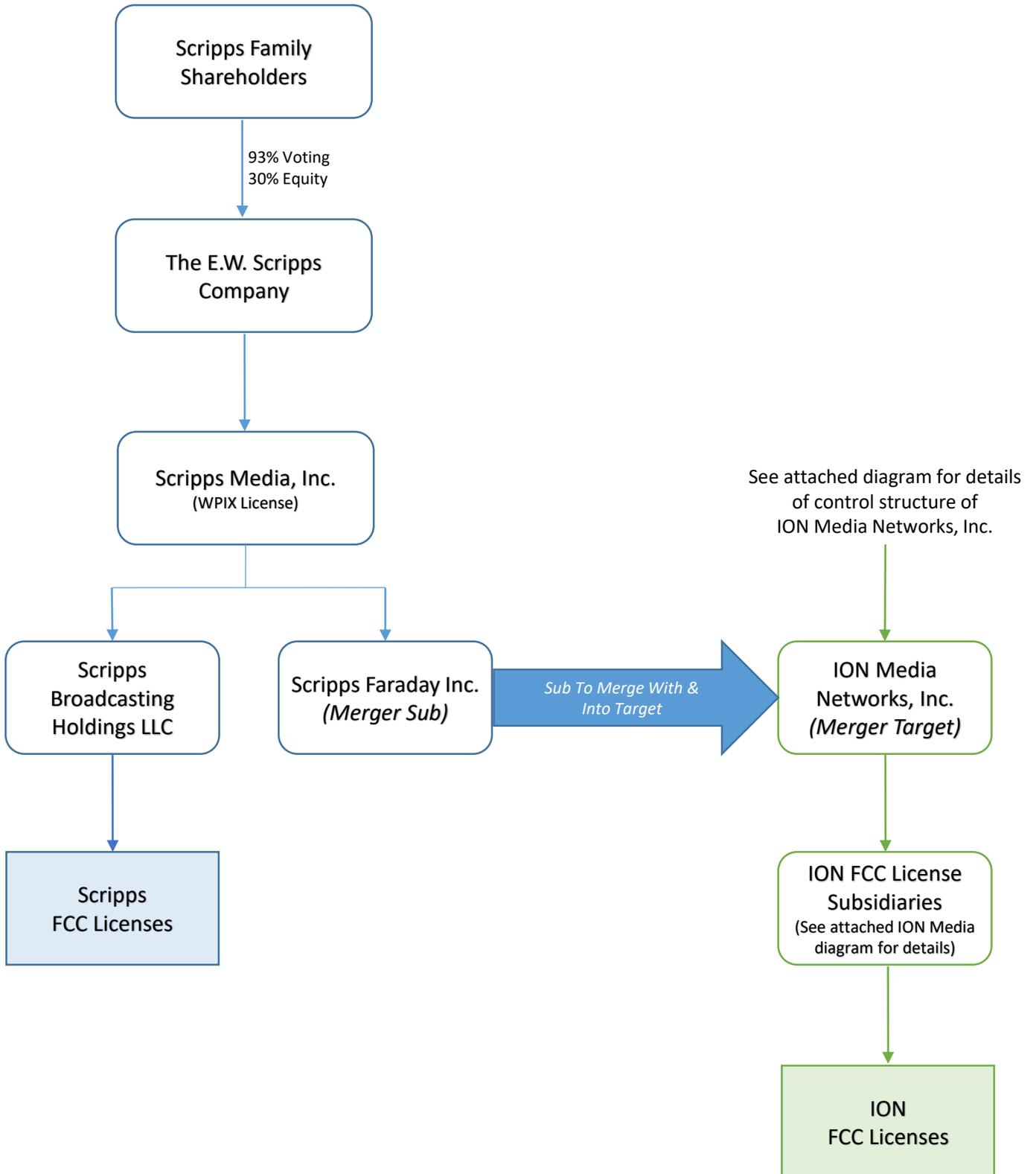
13 FCC Rcd 8891, 8915-16, ¶ 47 (1997); *Applications of NYNEX Corp. and Bell Atlantic Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 19985, 20092, ¶ 234 (1997).

**Attachment 1**

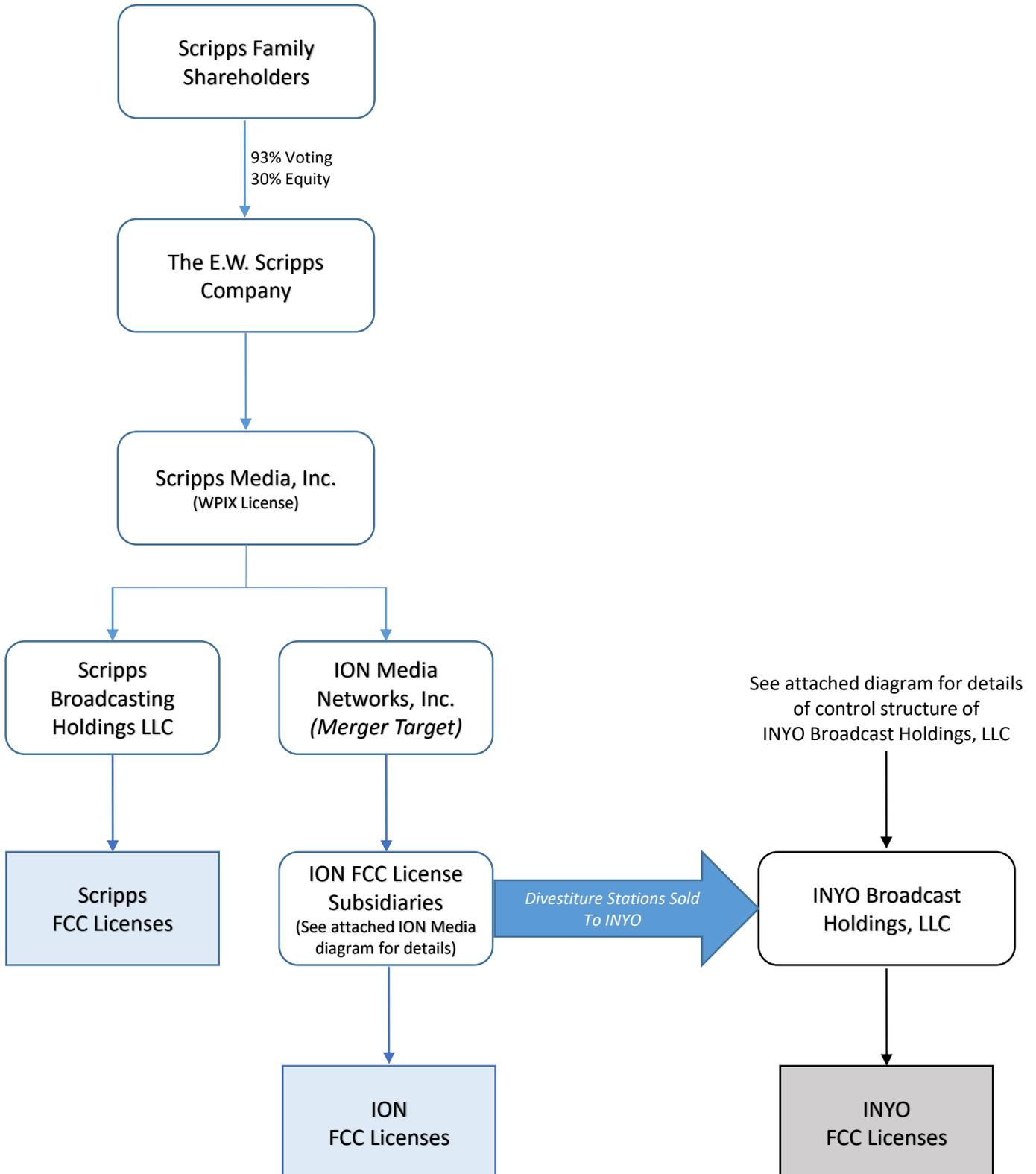
Merger and Divestiture Illustration and Organizational Charts

(Attached)

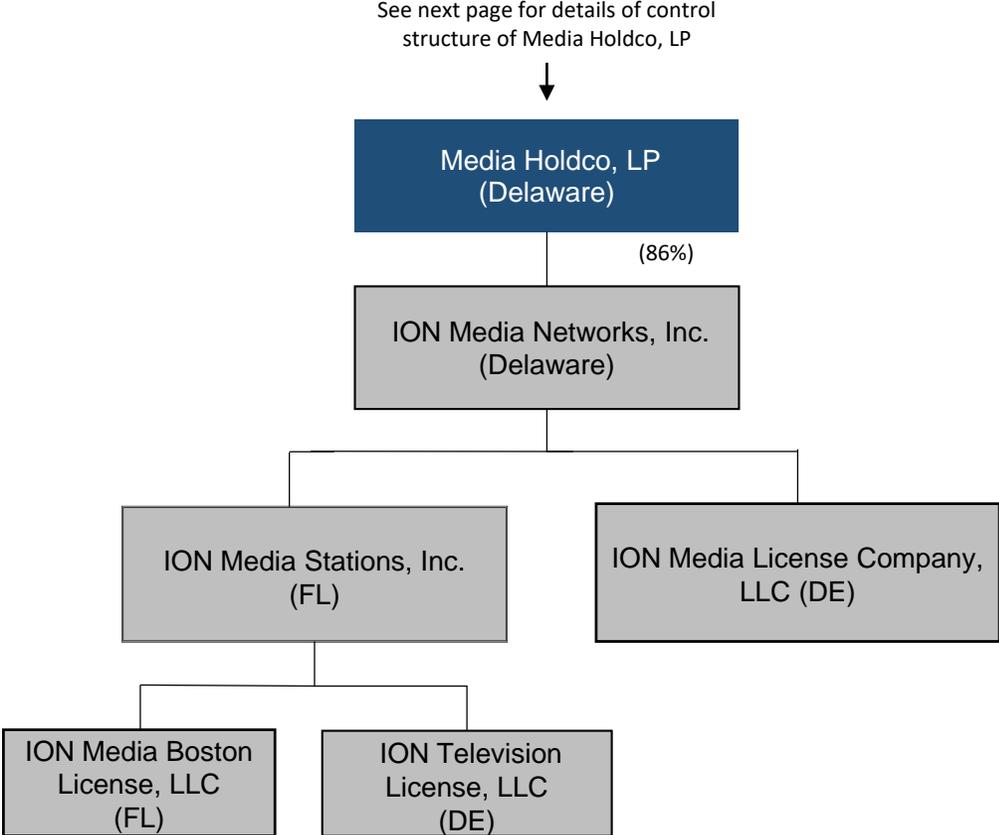
# BEFORE THE MERGER AND THE DIVESTITURE



# AFTER THE MERGER AND THE DIVESTITURE



# ION Media Networks Ownership Diagram



# ION Media Networks, Inc. Ownership Diagram

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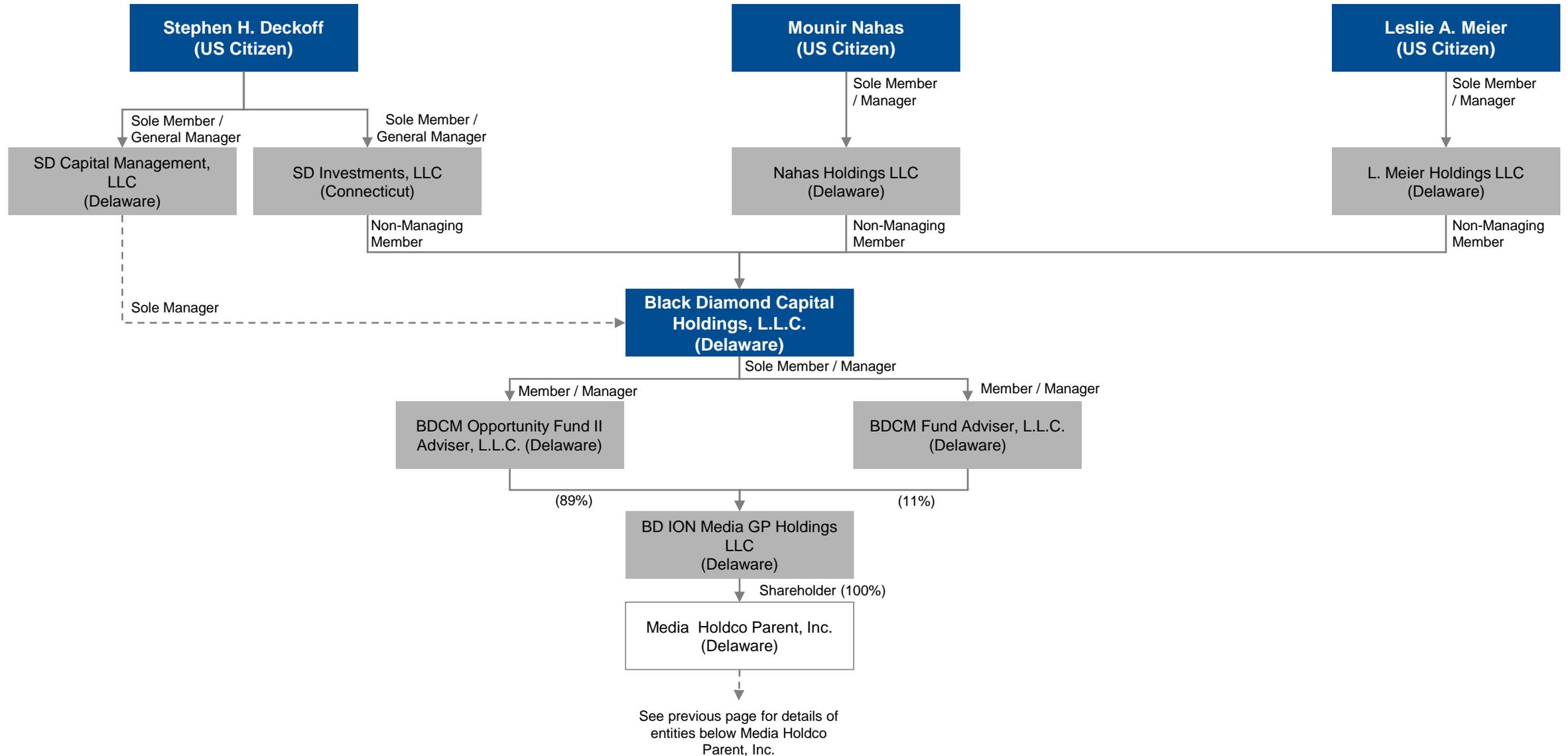


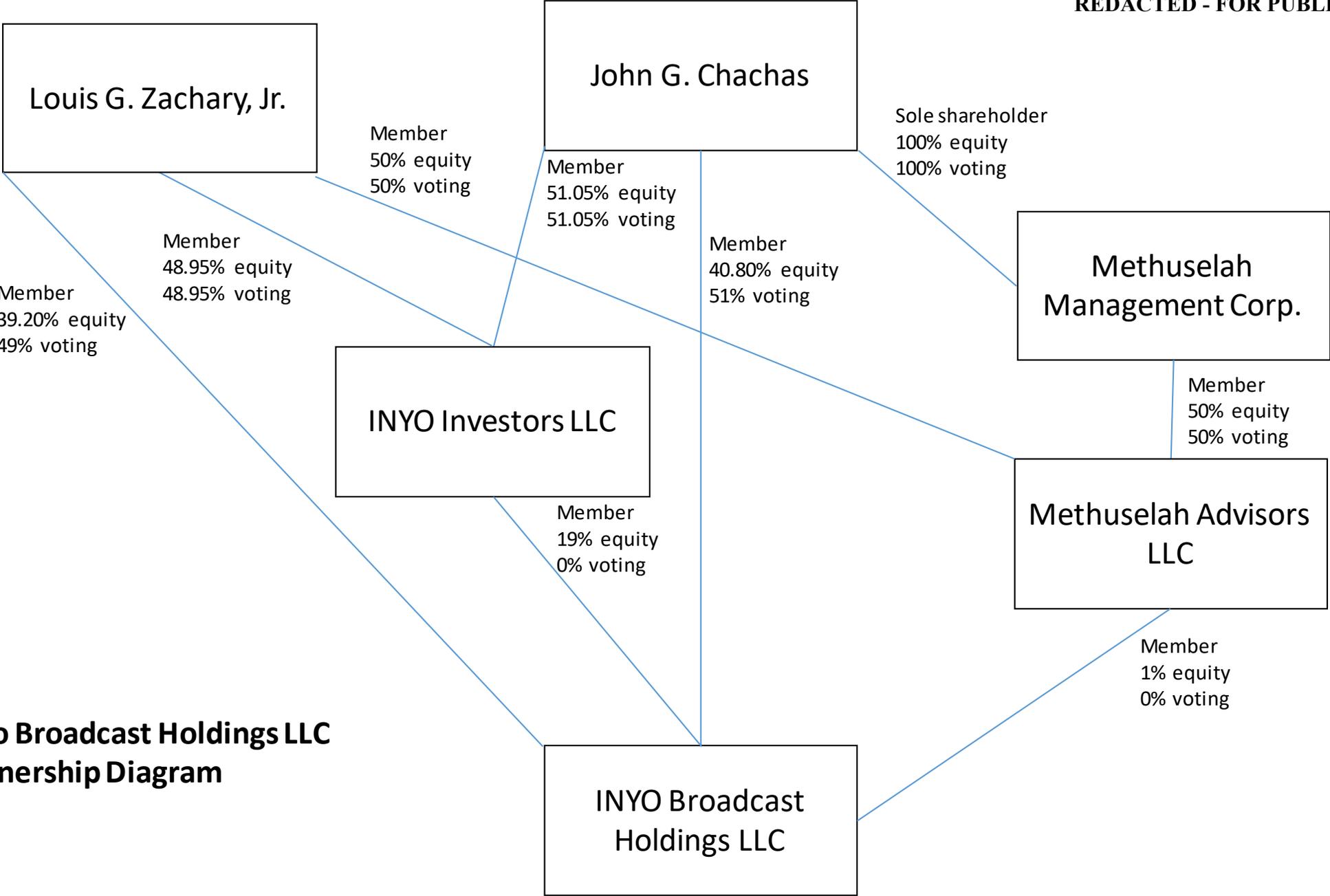
See next page for details of control structure of BD ION Media GP Holdings LLC



# ION Media Networks, Inc. Ownership Diagram

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**Inyo Broadcast Holdings LLC  
Ownership Diagram**

**Attachment 2-A**

Scripps' Awards

(Attached)

**Scripps National Journalism Awards**  
**2012-2020**

2020

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**National Emmy Award:**

- KNXV in Phoenix, an ABC affiliate was honored with a National Emmy Award on September 21.

KNXV won in the “Outstanding Regional News Story: Investigative Report” category for its “Abuse of Force” investigative series, which has prompted an FBI investigation into a local police department’s use of force.

This marked the third time in five years KNXV has won in this category.

See: [https://scripps.com/press-releases/scripps-knxv-in-phoenix-wins-national-emmy-award-for-abuse-of-force-investigation/?fbclid=IwAR0M9NwGkEqZbpbqRQohVQm\\_u5CLD3kKVVbtLsFDKMHV0IDwchPH6rpNMKY](https://scripps.com/press-releases/scripps-knxv-in-phoenix-wins-national-emmy-award-for-abuse-of-force-investigation/?fbclid=IwAR0M9NwGkEqZbpbqRQohVQm_u5CLD3kKVVbtLsFDKMHV0IDwchPH6rpNMKY)

**National Edward R. Murrow Awards:**

- KMGH in Denver won “Overall Excellence” in the large-market television category for its investigations, breaking news, powerful [Denver7 360](#) reporting and [Denver7 Gives](#) stories. “In a very crowded field with journalistic excellence, this news team excelled providing relevance, enterprise and extraordinary journalism,” said the judges. “It is a news operation that should be looked at as an example for stations across the nation who are seeking to be a community leader in their respective markets.” This is the second year in a row Denver7 has claimed the “Overall Excellence” honor in this category.
- WTVR in Richmond, Virginia, won “Overall Excellence” in the small-market television category. Judges lauded [CBS 6](#) for its “dedication to the craft.” They added: “When does a small market television station feel like a major market broadcast news operation? It’s demonstrated in the writing and reporting of daily news 24/7. Viewers watching this station simply can’t tell the difference when watching this excellent team of journalists perform at the highest levels of broadcast excellence.”
- WFTS in Tampa, Florida, won in the large-market television category of “Continuing Coverage” for “[Up in Flames: Investigating the cause of Kia and Hyundai fires.](#)” The station’s coverage helped lead to vehicle recalls and a massive settlement for owners.
- KNXV in Phoenix won the large-market television “Investigative Reporting” category for “[Unlocked and Unsafe.](#)” The ABC15 Investigators exposed leaked surveillance videos and documents from inside Arizona’s Lewis Prison.
- WEWS in Cleveland won in the large-market television category of “Excellence in Sound” for “[A Legacy of Honor.](#)” The piece examines a long-standing tradition surrounding the units of men and women who perform military honors at soldier funerals and the motivations, purpose and future of one unit as more veterans pass away each day.
- KTVQ in Billings, Montana, won in the small-market “Feature Reporting” category for “[J.R. Vezain: The Will to Walk.](#)” which details the gripping recovery of Montana cowboy J.R. Vezain, who suffered two broken vertebrae and paralyzation after his body was crushed by the rodeo horse he was riding.

**U.S. Hillman Prize:**

- KNXV in Phoenix also won the prestigious U.S. Hillman Prize in broadcast journalism for its 2019 “Abuse of Force” investigative series.

Reported by KNXV’s longstanding investigative team, ABC15 Investigators, “Abuse of Force” thoroughly examined misconduct inside a local Arizona police department and exposed a corrupted culture that protected officers and misled the public.

The series prompted the FBI to launch a criminal investigation. Arizona’s police certification board also opened disciplinary proceedings and, under the increased scrutiny, multiple police officers retired.

**U.S. Headliner Awards:**

- KNXV in Phoenix won first place: Broadcast or cable television stations documentary or series of reports on the same subject:

For its 2019 “Abuse of Force” investigative series.

Judges’ comments: ABC15 reveals a shocking series of police encounters based on brutality and even sadistic conduct. Layer by layer, the station dug into the arrests of problem officers and using body cameras and other security video presented an astonishing picture of a department out of control in Glendale, Ariz. ABC15’s ceaseless reporting resulted in a federal probe of the department, which had all but ignored problem cops for years.

- WFTS in Tampa won first place: Broadcast or cable television stations business and consumer reporting Piece: “Up in Flames: Investigating the Cause of Kia and Hyundai Fires” Jackie Callaway, Matt McGlashen and Erin Smith WFTS-TV/ABC Action News.

Judges’ comments: This is a major piece ... lots of work into an important subject. If you believe the reporting, the Senate started probe based on this station's reporting. Good video, too. Lots of factual backup and documentation. Got some statements of the company at the end...also concluded with specific advice on what to do.

**Robert F. Kennedy Human Rights Journalism Award - Grand Prize winner:**

Newsy was the recipient of a Robert F. Kennedy Journalism Award for “A Broken Trust,” its investigation into the lack of justice for survivors of sexual assault on tribal lands.

The Robert F. Kennedy Journalism Awards honor outstanding reporting on issues including human rights, social justice and the power of individual action in the United States and around the world. Past winners include The Washington Post, National Public Radio, CBS’s “60 Minutes,” ABC’s “20/20” and HBO. Newsy was awarded the Grand Prize for the investigation after being recognized in the domestic television category.

**Sigma Delta Chi Awards for Excellence in Journalism:**

**1. WKBW: Investigative Reporting (Small-Market Station, 51+)**

The Malone recordings: The tapes that brought down a bishop

Charlie Specht, Jeff Wick and Pat Merritt, WKBW-TV

2. KNXV: Public Service Journalism (Large-Market station)

“Abuse of Force”

**Scripps Howard Awards:**

- Newsy + Bellingcat for their open-source video investigations.

**2019**

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**Walter Cronkite Awards:**

- The E.W. Scripps Company received a Walter Cronkite Awards for Excellence in Television Political Journalism.

**Investigative Reporters and Editors (IRE)**

- WKBW for its 2018 reporting on the Catholic Dioceses.

**duPont-Columbia University Award:**

- WKBW for its 2018 reporting on church coverup of child abuse.

**Gracie Awards**

- “Sold in America,” the 2018 podcast series produced by Stitcher and the Scripps Washington Bureau, was being honored with a Gracie Award, presented by The Alliance for Women in Media Foundation (AWMF). “Sold in America,” which investigated the billion-dollar sex trade industry in the United States, won in the National Interactive Media Podcast-Investigative category.

**Sigma Delta Chi Awards for Excellence in Journalism**

- The Society of Professional Journalists announced that the Newsy Investigative team based in the Scripps Washington Bureau was the recipient of a 2018 Sigma Delta Chi Award for excellence in journalism in the Investigative Reporting category. The team was honored for its series [“Case Cleared: How rape goes unpunished in America.”](#)

**National Headliner Awards**

- WTVF won a National Headliner Award for a 2018 investigative series that uncovered toxic water in a Tennessee school district. “NewsChannel 5 Investigates: Toxic School Water” received first place for environmental reporting in the broadcast or cable television stations category.

**2018**

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**National Murrow Awards:**

- KMGH in Denver won in the large-market television category “Hard News” for [“A Stolen Family – The Ryan Laber Story.”](#)
  - The station’s reporting followed a Denver man, Ryan Laber, who lost his wife and two young sons in a murder-suicide in 2016. Laber told KMGH that he broke his silence in hopes that coming forward would bring awareness to the topic of depression.
- WEWS in Cleveland earned the National Murrow Award in the large-market television category “Sports Reporting” for its story [“The Meaning of Zach Proof.”](#)

- The winning work, which follows a high-school athlete through a football season, is a story about resilience, determination and fearlessly chasing a dream while shattering expectations along the way.
- WTVF in Nashville won in the large-market television category “Excellence in Sound” for its story, “Strings for Hope,” about a nonprofit that helps formerly drug-addicted women get back on their feet.

**Emmy Awards:**

- KNXV in Phoenix won in the Outstanding Regional News Story: Investigative Report category for its ‘Cash for Compliance’ investigative series.
  - The team’s reporting uncovered that a self-described “advocacy” group had filed more than 1,700 lawsuits in just six months against small Arizona businesses for its own profit.

**duPont-Columbia University Awards:**

- KNXV – ABC15 in Phoenix was one of only 16 news organizations to win a 2018 Alfred I. duPont-Columbia University Award, among the most prestigious honors in journalism. Judges honored KNXV’s “Cash for Compliance” series, deeming it “a relentless investigative series that exposed an audacious group of litigators who exploited the Americans with Disabilities Act (ADA) for profit.”
  - Background: KNXV’s ongoing investigation, which began in 2016, had widespread impact in Arizona and beyond, including an intervention by the state Attorney General’s office in order to stop the litigators

**2017**

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**Sigma Delta Chi Awards for Excellence in Journalism**

- KMGH & Denver 7 won Sigma Delta Chi Awards for Excellence in Journalism for Best Documentary-Large Market for the team’s work on “Dying for Change: Domestic Violence Victims and Law Enforcement Failures.

**Walter Cronkite Awards:**

- The E.W. Scripps Company received three Walter Cronkite Awards for Excellence in Television Political Journalism. Story: (<http://www.scripps.com/press-releases/1050-scripps-awarded-three-walter-cronkite-awards-for-excellence-in-political-journalism>)

**Background: Group category** — With journalists serving communities across the country and television stations located in key battleground states, Scripps was well-positioned as it produced more original political reporting than at any other time during the company’s history. In the five weeks leading up to Election Day, Scripps committed 100 minutes each week of political coverage in each of its 24 markets. Local broadcast stations, national bureaus in Washington, D.C., and Denver, and Newsy, Scripps’ national video news network, worked together to educate and inform Americans living in Scripps markets and beyond.

Scripps journalists covered local candidates and issues as well as races for state and federal offices. The Scripps Washington Bureau covered the national political scene and shared those insights with Scripps stations. The Denver bureau produced “The Race,” a weekly show that featured interviews with political experts and politicians in the nation’s capital talking about the biggest topics on voters’ minds. Newsy reported on the people, places and stories that did not get much attention during the campaign season with “Off the Trail.” Newsy also created “Check 2016,” an interactive fact-checker that provided context and translation for the presidential election.

### **National Murrow Awards**

- Radio station 101.3 Today's KFDI (KFDI-FM), won a National Edward R. Murrow Award in the "Breaking News" category. The Radio Television Digital News Association (RTDNA) announced the honor on Tuesday, June 20, 2017. The station received the honor in the small market radio division.
  - Background: The winning entry came from the station's coverage of a workplace shooting in Hesston, Kansas, on Feb. 25, 2016. The entry featured first reports of the shooting, live coverage and eyewitness accounts from the scene.

### **2016**

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#### **TV News Check:**

- Scripps won TV News Check's Station Group of the Year award

#### **Broadcasting & Cable:**

- Scripps won Broadcasting & Cable's Multi-Platform Broadcaster of the Year award

#### **Emmy Awards:**

- KNXV won a national Emmy Award for "Arizona's Dental Dangers"
- KNXV won a Scripps Howard Award for "Arizona's Dental Dangers"

### **2015**

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- The Scripps Washington Bureau won a national Peabody award for its "Under the Radar" series.
- WTMJ's website, tmj4.com, won a national Peabody for Best Local News Website, Large Market
- Newsy won a national Peabody for Best Documentary, Small Market

### **2014**

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- KMGH won a 2014 DuPont Columbia Award for its year-long investigation, "Colorado Rape Victims: Evidence Ignored, Justice Denied."
- KSHB won a DuPont Columbia Award for its ongoing breaking news coverage of an explosion at a downtown landmark restaurant.
- WFTS won a DuPont Columbia Award for its investigation of Florida's court-appointed guardianship program.
- WCPO won a national Edward R. Murrow Award for "9-1-1 Roulette."
- KJRH won a national Edward R. Murrow Award in the website category for small market TV (DMA #51-up). The focus of its entry was the coverage of the Moore, Oklahoma, tornado in May 2013.
- Newsy won a national Edward R. Murrow award in the news documentary video category for its "Three Counties Out: Guns and the Heartland."

- KNXV won a national Emmy award in the Outstanding Regional News Story category for its “Ford Escape: Exposing a Deadly Defect” investigative story.

**2013**

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- KNXV won a national Peabody award for “Ford Escape: Exposing a Deadly Defect.”
- KMGH series “Investigating the Fire” won a national Peabody award for revealing a widespread problem with the state’s emergency system after a controlled burn by Colorado state foresters turned deadly.

**2012**

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- WEWS won a national Peabody award for “Operation Deep Freeze”, which probed the link between a nuclear power plant and veterans with cancer.

**Attachment 2-B**

“Scripps creates news features, promos to help voters navigate uncertainty, new processes,”  
released October 6, 2020

(Attached)

## Scripps creates news features, promos to help voters navigate uncertainty, new processes

Oct. 6, 2020

**CINCINNATI** – With the pandemic introducing new uncertainties around this year’s voting process, The E.W. Scripps Company (NASDAQ: SSP) is launching a wide-ranging editorial and promotional initiative to arm voters with the information and resources they need to make sure their vote counts this election cycle.

Ranging from local digital voter guides and precinct-by-precinct coverage to in-depth national coverage, Scripps TV stations and National Media businesses are producing coverage that breaks down the voting process as it unfolds and encourages voters to be actively engaged in the democratic process.

In 42 markets, **Scripps’ local TV stations** have built dedicated [voter resource pages](#) where their audiences can find the latest on how to vote in their hometowns, including registration deadlines, polling locations and what they’ll need in order to submit a mail-in ballot or vote in person.

In Scripps’ headquarters city of Cincinnati, WCPO is partnering with ProPublica for its national Electionland project. As one of the first TV stations in the country to partner with the nonprofit newsroom, [WCPO is investigating](#) issues related to election security and voting concerns. Other Scripps stations have joined the collaborative project to help track voting issues across the country by hosting a [tip line](#).

Scripps stations also are running multiplatform promotions to encourage viewers to vote, despite this year’s logistical challenges of voting in a pandemic. Watch an example from KGTV in San Diego [here](#) and from KNXV in Phoenix [here](#).

More Americans are expected to vote by mail this year instead of at their local polling place in an effort to avoid contracting or spreading the coronavirus. However, with pending changes to state law and federal lawsuits over the mail-in voting process, confusion persists about how to vote successfully, said Sean McLaughlin, vice president of news for Scripps’ 60 TV stations.

“With the pandemic changing the way we think about voting, the 2020 general election is shaping up to be one like we’ve never seen before,” he said. “Our local newsrooms, with their familiarity of the communities they serve daily across the country, are best positioned to help voters navigate an incredibly complex voting process this year.

“From the lead up to Election Day – and as the votes are officially counted throughout the week – our local reporters will be on the ground doggedly fact-checking information, holding political campaigns accountable and getting information to the voters so they can be confident their vote counts.”

**Scripps’ National Team** will produce weekly stories for all platforms, taking an in-depth look at the key issues in this year’s election and dispelling misinformation surrounding the campaigns and the voting process. The National Team also launched an initiative focused on Latino voters. A reporting

team will cover Latino communities across the country and highlight issues impacting them, with stories produced in both Spanish and English for all platforms. The award-winning show “The Race” will continue to provide a unique look at the issues facing people across the U.S. as we head toward this historic election.

**Bounce**, the Katz networks’ popular multiplatform network for African Americans, is airing public service announcements focused on “[Your Voice, Your Vote](#)” and has launched a website featuring election history, key statistics and a checklist for voters. The network also is teaming up with the non-profit, nonpartisan organization When We All Vote to help African American communities get registered and prepared to vote through awareness, education and participation, with the goal of engaging eligible voters and volunteers.

“Bounce was founded to serve the African American community with a focus on educating our viewers on issues that matter most to them,” said Bounce General Manager Cheryle Harrison. “The launch of our Your Vote, Your Voice campaign provides actionable information, from registering to volunteering. All voices need to be heard and counted in this upcoming election; this is not the time to be silent.”

**Newsy’s** [2020](#) coverage, supported by **The Scripps Washington Bureau**, focuses on the key issues in play this election, with a commitment to those impacting the lives of everyday citizens. The network’s [Vote Smarter 2020](#) series also aims to answer questions about the most unusual election in modern history. From early voting to counting ballots to staying safe at the polls, Newsy gives viewers the information they need to successfully cast their ballot this year.

Follow all of Scripps voter coverage at #ScrippsVotes2020.

Through its continuing partnership with the **News Literacy Project**, a nonpartisan national education nonprofit, Scripps is running a public information campaign across its local and national media platforms to raise awareness of election misinformation ahead of the November elections. View the campaign and learn more at [newslit.org/election2020](http://newslit.org/election2020).

### **About Scripps**

[The E.W. Scripps Company](#) (NASDAQ: SSP) advances understanding of the world through journalism. As the nation’s fourth-largest independent TV station owner, Scripps operates 60 television stations in 42 markets. Scripps empowers the next generation of news consumers with its multiplatform news network Newsy and reaches growing audiences through broadcast networks including Bounce and Court TV. Shaping the future of storytelling through digital audio, Scripps owns top podcast company Stitcher and Triton, the global leader in technology and measurement services. Scripps runs an award-winning investigative reporting newsroom in Washington, D.C., and is the longtime steward of the Scripps National Spelling Bee. Founded in 1878, Scripps has held for decades to the motto, “Give light and the people will find their own way.”

### **Media contact:**

*Kari Wethington, The E.W. Scripps Company, 513-977-3763, [Kari.wethington@scripps.com](mailto:Kari.wethington@scripps.com)*

**Attachment 2-C**

“Scripps national campaign will distribute 165,000 books to kids across the country,” released  
October 13, 2020

(Attached)

# Scripps national campaign will distribute 165,000 books to kids across the country

Oct. 13, 2020

**CINCINNATI** – The national “If You Give a Child a Book ...” campaign will distribute over 165,000 books to kids in low-income households across the country this school year after raising \$825,369 during its annual fundraiser this fall.

The childhood literacy campaign is led by the Scripps Howard Foundation and supported by employees of The E.W. Scripps Company (NASDAQ: SSP), members of the Scripps family and communities where Scripps does business in more than 40 markets across the country. The campaign helps Scripps fulfill its vision of creating a better-informed world.

Beginning January 2021, each Scripps TV station and national brand will partner with schools and nonprofits in their communities to ensure the books go to children who need them most, whether they are learning in a traditional classroom setting, remotely or a hybrid of the two.

Since the campaign’s first year in 2016, more than 352,000 new books have been donated to children facing poverty in communities served by Scripps businesses. With the additional funds raised through this year’s campaign, the total number of distributed books will surpass 500,000.

This year for the first time, the Foundation invited Scripps audiences to support the cause. Fundraising campaigns ran throughout September across Scripps’ local and national media platforms:

- Scripps stations ran multiplatform community fundraising drives – including on-air and digital content – to encourage additional giving from their audiences. View examples from WRTV in Indianapolis [here](#) and from WXYZ in Detroit [here](#).
- National brands Newsy, the Scripps National Spelling Bee, Simplemost, Triton Digital and the Katz networks brands – Bounce, Court TV, Court TV Mystery, Grit, Laff and The List – also supported the campaign with a mix of dedicated promotional content and on-air and digital public service announcements.

The first \$50,000 raised during the campaign was matched through a generous gift from The Kroger Co. Foundation. Additionally, members of the Scripps family matched Scripps employee gifts toward the campaign and granted each Scripps station a match of \$5,000 toward their local campaigns.

“Having access to books at an early age is an important predictor of a child’s success. In fact, kids who learn to read are more likely to graduate, to vote and to be civically involved,” said Liz Carter, president and CEO of the Scripps Howard Foundation. “That is why the need this year is particularly urgent, with the pandemic affecting access to books for many families. We are blown away by the generosity shown during such a historic year – it’s a true testament to Scripps’ commitment to the communities they serve daily and the collective impact we can achieve for the future of thousands of kids across the country.”

SCRIPPS  HOWARD

F O U N D A T I O N

Scripps businesses place high priority on giving back to their local communities, including [raising more than \\$2 million](#) for food banks across the country in June.

Learn more and donate at [ifyougiveabook.com](http://ifyougiveabook.com).

**About the Scripps Howard Foundation**

The [Scripps Howard Foundation](#) supports philanthropic causes important to The E.W. Scripps Company (NASDAQ: SSP) and the communities it serves, with a special emphasis on excellence in journalism. At the crossroads of the classroom and the newsroom, the Foundation is a leader in supporting journalism education, scholarships, internships, minority recruitment and development, literacy and First Amendment causes. The Scripps Howard Awards stand as one of the industry's top honors for outstanding journalism. The Foundation improves lives and helps build thriving communities. It partners with Scripps brands to create awareness of local issues and supports impactful organizations to drive solutions.

**Media contact:**

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**Attachment 3**

Scripps National Ownership Calculation  
(Including WPIX / Excluding WPPX-TV, KKPX-TV & KPXM-TV)

(Attached)

<b>NATIONAL OWNERSHIP CALCULATION</b> <b>Scripps Media, Inc.</b> <i>(Including WPIX / Excluding WPPX-TV, KKPX-TV &amp; KPXM-TV)</i>				
DMA Rank	Market	Station(s)	VHF/UHF	47 C.F.R. § 73.3555(e) National Audience Reach
1	New York	WPIX	VHF	6.3770%
		WPXN-TV	UHF	
2	Los Angeles	KILM	UHF	2.4040%
		KPXN-TV	UHF	
3	Chicago	WCPX-TV	UHF	1.5215%
5	Dallas-Ft. Worth	KPXD-TV	UHF	1.1975%
7	Washington, DC (Hagrstwn)	WPXW-TV	UHF	1.0990%
		WWPX-TV (SAT)	VHF	
8	Houston	KPXB-TV	UHF	1.0890%
9	Boston (Manchester)	WBPX-TV	UHF	1.0760%
		WDPX-TV (SAT)	UHF	
		WPXG-TV (SAT)	UHF	
10	Atlanta	WPXA-TV	UHF	1.0605%
11	Phoenix	KASW	UHF	0.8785%
		KNXV-TV	UHF	
12	Tampa-St. Pete (Sarasota)	WFTS-TV	UHF	0.8415%
		WXPX-TV	UHF	
13	Seattle-Tacoma	KWPX-TV	UHF	0.8245%
14	Detroit	WMYD	UHF	0.8115%
		WXYZ-TV	UHF	
16	Miami-Ft. Lauderdale	WPXM-TV	UHF	0.7675%
		WSFL-TV	UHF	
17	Denver	KMGH-TV	VHF	1.4320%
18	Orlando-Daytona Bch-Melbrn	WOPX-TV	UHF	0.6975%
19	Cleveland-Akron (Canton)	WEWS-TV	UHF	0.6385%
20	Sacramento-Stkton-Modesto	KSPX-TV	UHF	0.6155%
22	Portland, OR	KPXG-TV	UHF	0.5200%
23	St. Louis	WRBU	UHF	0.5140%
24	Pittsburgh	WINP-TV	UHF	0.5045%
25	Indianapolis	WRTV	UHF	0.4925%
26	Baltimore	WMAR-TV	UHF	0.4855%
27	Raleigh-Durham (Fayetvllle)	WFPX-TV	UHF	0.4790%
		WRPX-TV	UHF	
28	Nashville	WNPX-TV	UHF	0.4595%
		WTVF	UHF	
29	San Diego	KGTV	VHF	0.9170%
30	Salt Lake City	KSTU	UHF	0.4450%
		KUPX-TV	UHF	

**REDACTED - FOR PUBLIC INSPECTION**

31	San Antonio	KPXL-TV	UHF	0.4285%
32	Kansas City	KMCI-TV	UHF	0.4190%
		KSHB-TV	UHF	
34	Columbus, OH	WSFJ-TV	UHF	0.4100%
35	Milwaukee	WPXE-TV	UHF	0.3910%
		WTMJ-TV	UHF	
36	West Palm Beach-Ft. Pierce	WPTV-TV	VHF	0.7750%
		WHDT	UHF	
37	Cincinnati	WCPO-TV	UHF	0.3870%
39	Las Vegas	KTNV-TV	VHF	0.6950%
		KMCC	UHF	
41	Jacksonville	WPXC-TV	UHF	0.3225%
42	Norfolk-Portsmouth-Newport News	WGNT	UHF	0.3195%
		WTKR	UHF	
45	Grand Rapids-Kalamazoo-B. Crk	WXMI	UHF	0.3050%
50	New Orleans	WPXL-TV	UHF	0.2875%
52	Buffalo	WKBW-TV	UHF	0.2695%
53	Ft. Myers-Naples	WFTX-TV	UHF	0.2635%
54	Richmond-Petersburg	WTVR-TV	UHF	0.2595%
56	Providence-New Bedford	WPXQ-TV	UHF	0.2540%
58	Tulsa	KJRH-TV	VHF	0.4760%
		KTPX-TV	UHF	
60	Wilkes-Barre-Scranton-Hztn	WQPX-TV	UHF	0.2325%
61	Knoxville	WPXK-TV	UHF	0.2300%
63	Dayton/Indianapolis	WKOI-TV	UHF	0.2080%
64	Lexington	WLEX-TV	UHF	0.1990%
65	Tucson (Sierra Vista)	KGUN-TV	VHF	0.3940%
		KWBA-TV	UHF	
67	Green Bay-Appleton	WACY-TV	UHF	0.1840%
		WGBA-TV	UHF	
68	Des Moines-Ames	KFPX-TV	UHF	0.1840%
69	Roanoke-Lynchburg	WPXR-TV	UHF	0.1795%
71	Omaha	KMTV-TV	UHF	0.1780%
74	Charleston-Huntington	WLTX-TV	UHF	0.1715%
75	Columbia, SC	WZRB	UHF	0.1710%
79	Portland-Auburn	WIPL	UHF	0.1635%
82	Waco-Temple-Bryan	KXXV	UHF	0.1555%
85	Colorado Springs-Pueblo	KOAA-TV	UHF	0.1530%
87	Syracuse	WSPX-TV	UHF	0.1500%
90	Cedar Rapids-Waterloo-Iowa City & Dubuque	KPXR-TV	UHF	0.1455%
100	Greenville-N. Carolina-Washington	WEPX-TV	UHF	0.1240%
		WPXU-TV	UHF	
102	Boise	KIVI-TV	UHF	0.1220%
109	Tallahassee-Thomasville	WTXL-TV	UHF	0.1120%
112	Lansing	WSYM-TV	UHF	0.1080%
123	Lafayette, LA	KATC	UHF	0.0950%
125	Bakersfield	KERO-TV	VHF	0.1870%

**REDACTED - FOR PUBLIC INSPECTION**

126	SantaBarbra-SanMar-SanLuOb	KSBY	UHF	0.0915%
128	Corpus Christi	KRIS-TV	VHF	0.1760%
134	Wausau-Rhineland	WTPX-TV	UHF	0.0740%
163	Missoula, MT	KPAX-TV	VHF	0.0940%
168	Billings, MT	KTVQ	VHF	0.0860%
186	Butte-Bozeman, MT	KBZK	VHF	0.0590%
		KXLF-TV	VHF	
192	Great Falls, MT	KRTV	VHF	0.0500%
205	Helena, MT	KTVH-DT	VHF	0.0240%

<b>TOTAL</b>	<b>38.9125%</b>
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*National Audience Reach Source:*

*Nielsen Local Television Market Universe Estimates as of January 1, 2020*

**Attachment 4**

Scripps National Ownership Calculation  
(Excluding WPIX / Including WPPX-TV, KKPX-TV & KPXM-TV)

(Attached)

<b>NATIONAL OWNERSHIP CALCULATION</b> <b>Scripps Media, Inc.</b> <i>(Excluding WPIX / Including WPPX-TV, KKPX-TV &amp; KPXM-TV)</i>				
DMA Rank	Market	Station(s)	VHF/UHF	47 C.F.R. § 73.3555(e) National Audience Reach
1	New York	WPXN-TV	UHF	3.1885%
2	Los Angeles	KILM	UHF	2.4040%
		KPXN-TV	UHF	
3	Chicago	WCPX-TV	UHF	1.5215%
4	Philadelphia	WPPX-TV	UHF	1.2890%
5	Dallas-Ft. Worth	KPXD-TV	UHF	1.1975%
6	San Francisco-Oak-San Jose	KKPX-TV	UHF	1.1050%
7	Washington, DC (Hagrstwn)	WPXW-TV	UHF	1.0990%
		WWPX (SAT)	VHF	
8	Houston	KPXB-TV	UHF	1.0890%
9	Boston (Manchester)	WBPX-TV	UHF	1.0760%
		WDPX (SAT)	UHF	
		WPXG (SAT)	UHF	
10	Atlanta	WPXA-TV	UHF	1.0605%
11	Phoenix	KASW	UHF	0.8785%
		KNXV-TV	UHF	
12	Tampa-St. Pete (Sarasota)	WFTS-TV	UHF	0.8415%
		WXPX-TV	UHF	
13	Seattle-Tacoma	KWPX-TV	UHF	0.8245%
14	Detroit	WMYD	UHF	0.8115%
		WXYZ-TV	UHF	
15	Minneapolis-St. Paul	KPXM-TV	UHF	0.7930%
16	Miami-Ft. Lauderdale	WPXM-TV	UHF	0.7675%
		WSFL-TV	UHF	
17	Denver	KMGH-TV	VHF	1.4320%
18	Orlando-Daytona Bch-Melbrn	WOPX-TV	UHF	0.6975%
19	Cleveland-Akron (Canton)	WEWS-TV	UHF	0.6385%
20	Sacramento-Stkton-Modesto	KSPX-TV	UHF	0.6155%
22	Portland, OR	KPXG-TV	UHF	0.5200%
23	St. Louis	WRBU	UHF	0.5140%
24	Pittsburgh	WINP-TV	UHF	0.5045%
25	Indianapolis	WRTV	UHF	0.4925%
26	Baltimore	WMAR-TV	UHF	0.4855%
27	Raleigh-Durham (Fayetvllle)	WFPX-TV	UHF	0.4790%
		WRPX-TV	UHF	
28	Nashville	WNPX-TV	UHF	0.4595%
		WTVF	UHF	
29	San Diego	KGTV	VHF	0.9170%

**REDACTED - FOR PUBLIC INSPECTION**

30	Salt Lake City	KSTU	UHF	0.4450%
		KUPX-TV	UHF	
31	San Antonio	KPXL-TV	UHF	0.4285%
32	Kansas City	KMCI-TV	UHF	0.4190%
		KSHB-TV	UHF	
34	Columbus, OH	WSFJ-TV	UHF	0.4100%
35	Milwaukee	WPXE-TV	UHF	0.3910%
		WTMJ-TV	UHF	
36	West Palm Beach-Ft. Pierce	WPTV-TV	VHF	0.7750%
		WHDT	UHF	
37	Cincinnati	WCPO-TV	UHF	0.3870%
39	Las Vegas	KTNV-TV	VHF	0.6950%
		KMCC	UHF	
41	Jacksonville	WPXC-TV	UHF	0.3225%
42	Norfolk-Portsmouth-Newport News	WGNT	UHF	0.3195%
		WTKR	UHF	
45	Grand Rapids-Kalamazoo-B. Crk	WXMI	UHF	0.3050%
50	New Orleans	WPXL-TV	UHF	0.2875%
52	Buffalo	WKBW-TV	UHF	0.2695%
53	Ft. Myers-Naples	WFTX-TV	UHF	0.2635%
54	Richmond-Petersburg	WTVR-TV	UHF	0.2595%
56	Providence-New Bedford	WPXQ-TV	UHF	0.2540%
58	Tulsa	KJRH-TV	VHF	0.4760%
		KTPX-TV	UHF	
60	Wilkes-Barre-Scranton-Hztn	WQPX-TV	UHF	0.2325%
61	Knoxville	WPXK-TV	UHF	0.2300%
63	Dayton/Indianapolis	WKOI-TV	UHF	0.2080%
64	Lexington	WLEX-TV	UHF	0.1990%
65	Tucson (Sierra Vista)	KGUN-TV	VHF	0.3940%
		KWBA-TV	UHF	
67	Green Bay-Appleton	WACY-TV	UHF	0.1840%
		WGBA-TV	UHF	
68	Des Moines-Ames	KFPX-TV	UHF	0.1840%
69	Roanoke-Lynchburg	WPXR-TV	UHF	0.1795%
71	Omaha	KMTV-TV	UHF	0.1780%
74	Charleston-Huntington	WLPX-TV	UHF	0.1715%
75	Columbia, SC	WZRB	UHF	0.1710%
79	Portland-Auburn	WIPL	UHF	0.1635%
82	Waco-Temple-Bryan	KXXV	UHF	0.1555%
85	Colorado Springs-Pueblo	KOAA-TV	UHF	0.1530%
87	Syracuse	WSPX-TV	UHF	0.1500%
90	Cedar Rapids-Waterloo-Iowa City-Dubuque	KPXR-TV	UHF	0.1455%
100	Greenville-N. Charleston-Washington	WEPX-TV	UHF	0.1240%
		WPXU (SAT)	UHF	
102	Boise	KIVI-TV	UHF	0.1220%

**REDACTED - FOR PUBLIC INSPECTION**

109	Tallahassee-Thomasville	WTVL-TV	UHF	0.1120%
112	Lansing	WSYM-TV	UHF	0.1080%
123	Lafayette, LA	KATC	UHF	0.0950%
125	Bakersfield	KERO-TV	VHF	0.1870%
126	SantaBarbra-SanMar-SanLuOb	KSBY	UHF	0.0915%
128	Corpus Christi	KRIS-TV	VHF	0.1760%
134	Wausau-Rhineland	WTPX-TV	UHF	0.0740%
163	Missoula, MT	KPAX-TV	VHF	0.0940%
168	Billings, MT	KTVQ	VHF	0.0860%
186	Butte-Bozeman, MT	KBZK	VHF	0.0590%
		KXLF-TV	VHF	
192	Great Falls, MT	KRTV	VHF	0.0500%
205	Helena, MT	KTVH-DT	VHF	0.0240%

<b>TOTAL</b>	<b>38.9110%</b>
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*National Audience Reach Source:*

*Nielsen Local Television Market Universe Estimates as of January 1, 2020*

**Attachment 5**

Merger Duopoly Market Rank and Voices Data  
(Filed Confidentially)

**Attachment 6**

*ION Media Networks Liquidating Trust (Transferors) and Media Holdco, LP (Transferee) For Transfer of Control of ION Media Networks, Inc., and Certain Subsidiaries, Licensees of Station WPXN-TV, New York, NY, et al., Memorandum Opinion and Order, 24 FCC Rcd 14579 (2009).*

(Attached)

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

In the Matter of
ION Media Networks Liquidating Trust
(Transferors)
and
Media Holdco, LP
(Transferee)
For Transfer of Control of ION Media Networks,
Inc., and Certain Subsidiaries, Licensees of
Station WPXN-TV, New York, NY, et al.
File Nos. BTCCDT-20090901ABT, et al.

MEMORANDUM OPINION AND ORDER

Adopted: December 16, 2009

Released: December 17, 2009

By the Chief, Media Bureau:

I. INTRODUCTION

1. The Commission, by the Chief, Media Bureau, pursuant to delegated authority, has before it unopposed applications listed in the attached Appendix seeking consent to transfer control of licensee subsidiaries holding 58 full-power broadcast television licenses and associated low-power, Class A, and television translator licenses, from ION Media Networks Liquidating Trust ("ION Trust"), to Media Holdco, LP ("Media Holdco"). The applications have been filed pursuant to a Chapter 11 joint plan for reorganization, which the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") approved on December 3, 2009. In connection with the applications, Media Holdco has requested four continuing satellite exemptions to the television ownership rule pursuant to Note 5 of Section 73.3555.<sup>1</sup> For the reasons set forth below, we grant the applications.

II. BACKGROUND

2. On May 19, 2009, ION Media Networks, Inc. ("ION"), and certain of its wholly owned subsidiaries, filed for Chapter 11 bankruptcy with the Bankruptcy Court. On June 5, 2009, the Commission granted FCC Form 316 applications seeking consent to assign certain licenses from ION subsidiaries to such subsidiaries as Debtors-In-Possession ("ION DIP").<sup>2</sup> As contemplated in the

1 47 C.F.R. §73.3555(b) (2002).

2 See File Nos. BALCT-20090520AAJ, et al.

reorganization plan submitted and approved by the Bankruptcy Court, all currently issued and outstanding equity interests of ION will be cancelled and extinguished, and new common stock will be authorized and issued. The plan further contemplates that, after approval by the Bankruptcy Court, the new common stock will be transferred to the ION Trust, and the proposed holders of the common stock will be given beneficial interests in the ION Trust. On September 14, 2009, ION DIP filed FCC Form 316 applications seeking consent to assign the new common stock to the ION Trust. The applications were granted September 28, 2009.<sup>3</sup> The new common stock, therefore, is currently being held by the ION Trust for the benefit of certain ION DIP lenders and holders of ION's first lien indebtedness, pending Commission approval of the above-captioned applications, but after approval of the reorganization plan by the Bankruptcy Court.<sup>4</sup> Members of the current board of directors of ION DIP serve as members of a trustee board, and constitute a majority of such board.<sup>5</sup> The ION Trust is also subject to the ultimate supervision, direction, and control of the Bankruptcy Court.

3. In the instant transaction, the applicants seek approval to effectuate ION's reorganization by transferring control of the new common stock from the ION Trust to Media Holdco, LP ("Media Holdco"), an entity controlled by affiliates of Avenue ION Holdings GL, LLC, Black Diamond Capital Holdings, L.L.C., and Trilogy Capital, LLC, three of ION's pre-petition creditors. Media Holdco will hold an approximately 71.7% voting and equity interest in the reorganized ION, while certain second tier ION DIP lenders will hold an approximately 28.3% interest.

4. The transaction will not result in the creation of any new ownership combinations implicating our multiple and cross-ownership rules. However, the applicants have requested Commission consent to continue operating station WPXG-TV, Concord, New Hampshire, and station WDPX-TV, Vineyard Haven, Massachusetts, as satellites of station WBPX-TV, Boston, Massachusetts; to continue operating station WPXU-TV, Jacksonville, North Carolina, as a satellite of station WEPX-TV, Greenville, North Carolina; and to continue operating station WWPX-TV, Martinsburg, West Virginia, as a satellite of WPXW-TV, Manassas, Virginia. Stations WDPX-TV, and WPXG-TV, which were originally authorized as satellites in 1994 and 1995, respectively,<sup>6</sup> are all located in the same Boston, Massachusetts, Nielsen Designated Market Area ("DMA") as parent station WBPX-TV. Station WPXU-TV has been in continuous operation as a satellite since 1993, but became a satellite of station WEPX-TV in 1999.<sup>7</sup> Station WPXU-TV and station WEPX-TV are located in the same Greenville-New Bern-Washington, North Carolina DMA. Station WWPX-TV has operated as a satellite of station WPXW-TV since 2003,<sup>8</sup> both are located in the Washington, D.C. DMA.

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<sup>3</sup> See File Nos. BALCDT-200090901AAN *et al.*

<sup>4</sup> The ION DIP lenders would cumulatively hold 62.5% of the liquidating trust interests, while the holders of ION's first lien indebtedness would hold 37.5% of the liquidating trust interests.

<sup>5</sup> Three other directors unaffiliated with either ION DIP or the beneficiaries will also be members of the trustee board.

<sup>6</sup> *Cape Television, Inc.*, 9 FCC Rcd 6389 (1994); *New England Television, Inc.*, 10 FCC Rcd 7241 (1995).

<sup>7</sup> Letter from Barbara A. Kreisman, Chief, Video Services Division, to Eric A. Moses, Esq., dated October 1, 1999.

<sup>8</sup> Letter from Barbara A. Kreisman, Chief, Video Services Division, to John Feore, Esq., dated July 24, 2003.

### III. DISCUSSION

5. In *Television Satellite Stations*,<sup>9</sup> the Commission established the requirement that all applicants seeking to transfer or assign satellite stations justify continued satellite status by demonstrating compliance with the three-part “presumptive” satellite exemption standard applicable to new satellite stations. The presumptive satellite exemption is met if the following three public interest criteria are satisfied: (1) there is no City Grade overlap between the parent and the satellite; (2) the proposed satellite would provide service to an underserved area; and (3) no alternative operator is ready and able to construct or to purchase and operate the satellite as a full-service station.<sup>10</sup> If an applicant does not qualify for the presumption, the Commission will evaluate the proposal on an *ad hoc* basis, and grant the application if there are compelling circumstances that warrant approval.<sup>11</sup>

6. Digital television stations do not have City Grade contours, so the first criterion of the presumptive standard is not applicable in the digital environment. Regardless, prior to the digital transition, there was no City Grade Contour overlap between the satellites and their respective parent stations. Further, in each market at issue, there is only a slight overlap between the digital contours of the satellites and their respective parent stations.

7. With respect to the second criterion, Media Holdco has demonstrated that the respective satellites serve an underserved area by using our “transmission” test. That test deems an area underserved if there are two or fewer full-service stations licensed to a proposed satellite’s community of license. Stations WDPX-TV, WPXG-TV and WWPX(TV) are the only stations licensed to their respective communities of license, while there is only one other station licensed to Jacksonville, North Carolina, station WPXU-TV’s community of license.

8. With respect to the third criterion, Media Holdco has not provided evidence of an attempt to sell the stations, as ION is exiting bankruptcy, but argues that the satellites are not viable as stand-alone stations. Media Holdco contends, however, that the Commission most recently approved continued operation of stations WDPX-TV, WPXG-TV, WPXU-TV, and WWPX-TV as satellites on December 31, 2007, and that, since that time, none of the essential facts underlying their operation have changed.

9. In support of the assertion that the satellites are not viable as full-service stations, Media Holdco has submitted a report from BIA Financial Network, which it claims demonstrates that no alternative operator would be ready and able to purchase and operate the stations on a full-service basis. With respect to the two satellite requests in the Boston DMA, the BIA Report states that thirteen of the 14 full-service stations in the market reach more than 60 percent of the local market households, while WPXG-TV and WDPX-TV reach only 37 percent and 11 percent of the local market households, respectively.<sup>12</sup> In addition, Media Holdco asserts that all English-language and major Spanish-language networks already

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<sup>9</sup> *Television Satellite Stations Review of Policies and Rules*, Report and Order, 6 FCC Rcd 4212, 4215 (1991) (subsequent history omitted) (“*Television Satellite Stations*”).

<sup>10</sup> *Id.* at 4213-14.

<sup>11</sup> *Id.*

<sup>12</sup> Application To Transfer Control of Station WBPX-TV, File No. BTCCDT-20090901ACZ, BIA Advisory Services Economic Viability Study, at 5.

have affiliates in the market.<sup>13</sup> If stations WGPX-TV and WDPX-TV were to operate as full-service stations, then, they would need to operate as independents with inferior market coverage.

10. With respect to the station WPXU-TV satellite request, Media Holdco states that the Greenville DMA is the 103<sup>rd</sup> largest television market, and is presently served by five full-service stations and two full-power satellite stations.<sup>14</sup> According to Media Holdco, station WPXU-TV only reaches a portion of Greenville DMA and, therefore, it would be unable to obtain an affiliation with a national network even if it did operate as a full-service station.<sup>15</sup> The BIA Report concludes that a full-service station would need a strong network affiliation or other source of attractive programming in order to succeed in the market, since advertising revenue growth in the Greenville DMA is expected to be comparatively low.<sup>16</sup>

11. Finally, Media Holdco maintains that all of the full-service stations in the Washington, DC DMA have much greater coverage and coverage that is nearer to the population center of the market, than WWPX-TV.<sup>17</sup> Further, all English-language networks have affiliates in the market and, thus, station WWPX-TV would need to either operate as an independent or a Spanish-language network affiliate, neither of which would be viable options, according to Media Holdco, given the station's inferior coverage and its inability to reach a significant proportion of Hispanic individuals in the market.<sup>18</sup>

12. While we do not find that this showing justifies a continuing satellite exemption under the presumptive standard, based on our review of the materials submitted, we find that Media Holdco has set forth information sufficient to warrant continued operation of stations WDPX-TV, WPXG-TV, WPXU-TV, and WWPX-TV as satellites under our *ad hoc* analysis. Each of the stations has operated as a satellite for many years. They all have limited coverage areas when compared to other stations in their respective markets, a finding on which previous satellite exemptions had been based.<sup>19</sup> Further, to make the switch from satellite to full-service operations, ION would need to invest additional capital to construct master control rooms as well as purchase production and other equipment. The BIA Report estimates those costs to be 1.3 million dollars per station.<sup>20</sup> We agree with Media Holdco that, given the economic climate and ION's exit from bankruptcy, obtaining financing for capital investments would be difficult. Media Holdco has, thus, submitted evidence demonstrating the unfeasibility of finding a purchaser willing to operate the stations on a stand-alone basis. We, therefore, find that continued operation of station WDPX-TV and WPXG-TV as satellites of station WPXU-TV; continued operation of station WPXU-TV as a satellite of station WEPX-TV; and continued operation of station WWPX-TV as a satellite of station WPXW-TV would serve the public interest.

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<sup>13</sup> Application To Transfer Control of Station WPXU-TV, File No. BTCCDT-20090901ACZ, Exhibit 18, at 3.

<sup>14</sup> *Id.* at 4.

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

<sup>16</sup> BIA Advisory Services Economic Viability Study, at 18, 20.

<sup>17</sup> Exhibit 18, at 3.

<sup>18</sup> *Id.*

<sup>19</sup> Letter from Barbara A. Kreisman, Chief, Video Services Division, to John Feore, Esq., dated May 5, 2000; Letter from Barbara A. Kreisman, Chief, Video Services Division, to Joel Levy, Esq., dated October 1, 1999; Letter from Barbara A. Kreisman, Chief, Video Services Division, to John Feore, Esq., dated July 24, 2003.

<sup>20</sup> BIA Advisory Services Economic Viability Study, at 21.

13. **Pending Renewals.** On September 1, 2004, the Office of Communication of the United Church of Christ, Inc., and the Center for Digital Democracy (“UCC”), filed a Petition to Deny opposing the license renewal applications of Station WPXW(TV), Manassas, Virginia, licensed to ION subsidiary Paxson Washington License, Inc. (“Paxson Washington”),<sup>21</sup> and Station WDCA(TV), Washington, D.C., licensed to Fox Television Stations, Inc. UCC argues that the program *Miracle Pets* aired by Station WPXW(TV) during significant portions of the previous license term fails to qualify as programming specifically designed to serve the educational and informational needs of children (core programming), and that, therefore, Paxson Washington has failed to comply with the processing guidelines of Section 73.671 of the Commission’s rules, and has otherwise failed to demonstrate compliance with the Children’s Television Act of 1990 (“CTA”).<sup>22</sup> Station WPXW(TV)’s Form 398 Children’s Television Programming Report for the quarter ending September 30, 2002, described *Miracle Pets* as a “one-hour live-action program” depicting “short reenactments of pets/animals doing heroic, extraordinary acts,” which provides children with “positive role models, prosocial values and the importance of taking care of the pets in their lives.” *Miracle Pets* was aired by Station WPXW(TV) from the first quarter of 2001 to the third quarter of 2005.

14. In the past, the Commission has stated that “in multi-station transactions, it will grant the transfer of control application while [a] renewal application is pending as long as there are no basic qualification issues pending against the transferor or transferee that could not be resolved in the context of the transfer proceeding, and the transferee explicitly assents to standing in the stead of the transferor in the pending renewal proceeding.”<sup>23</sup> Media Holdco has agreed “to succeed to the place of the current licensee in any pending renewal application[.]”<sup>24</sup> As we found in the 2007 Memorandum Opinion and Order granting transfer of control of the pre-bankruptcy ION to CIG Media, LLC,<sup>25</sup> UCC’s allegations involved only one of the 58 full-power television stations that are subject to the proposed transaction, and that the Station WPXW(TV) renewal is the only one that remains outstanding. Without reaching a conclusion as to whether such programming qualifies as “core programming,” we find, as we did most recently in 2007, that UCC’s allegations do not raise a qualification issue involving Paxson Washington that would preclude action on the instant transfer of control applications. UCC has provided no evidence that Paxson Washington has engaged in intentional misrepresentation.

#### IV. CONCLUSION

15. We have reviewed the application and conclude that the applicants are fully qualified and that grant of above-captioned transfer of control applications, will serve the public interest, convenience, and necessity.

<sup>21</sup> Paxson Washington has since been renamed ION Media Washington License, Inc.

<sup>22</sup> 47 C.F.R. § 73.671; Pub. L. No. 101-437, 104 Stat. 996-1000, *codified at* 47 U.S.C. Sections 303a, 303b and 394.

<sup>23</sup> *Shareholders of CBS Corporation*, Memorandum Opinion and Order, 16 FCC Rcd 16072, 16072-16073 (2001). *See, also, Stockholders of CBS, Inc.*, Memorandum Opinion and Order, 11 FCC Rcd 3733 (1995), *aff’d, Serafyn v. FCC*, 149 F.3d 1213 (D.C. Cir. 1998); *Capital Cities/ABC, Inc.*, Memorandum Opinion and Order, 11 FCC Rcd 5841 (1996).

<sup>24</sup> WPXW-TV Application for Transfer of Control, File No. BTCCDT-20090901AHQ, Exhibit 15.

<sup>25</sup> *Paxson Management Corporation and Lowell W. Paxson*, Memorandum Opinion and Order, 22 FCC Rcd 22224, 22235-22236 (2007).

**V. ORDERING CLAUSES**

16. **IT IS ORDERED**, That the applications listed in the attached Appendix seeking consent to transfer control of the licensee subsidiaries held in trust by the ION Media Networks Liquidating Trust to Media Holdco, LP, **ARE GRANTED**.

FEDERAL COMMUNICATIONS COMMISSION

William T. Lake  
Chief, Media Bureau

**APPENDIX**

**Authorizations to be Transferred from ION Media Networks Liquidating Trust to Media Holdco,  
LP**

<i>Name of Entity</i>	<i>Call Sign(s)</i>	<i>Facility ID</i>	<i>File No.</i>
ION Media License Company, LLC	WPXN-TV, NEW YORK, NY WPXD-TV, ANN ARBOR, MI WXPX-TV, BRADENTON, FL KWPX-TV, BELLEVUE, WA WPXM-TV, MIAMI, FL WFPX-TV, FAYETTEVILLE, NC WNPX-TV, COOKEVILLE, TN WPXH-TV, GADSDEN, AL WPXV-TV, NORFOLK, VA WPXR-TV, ROANOKE, VA KPXR-TV, CEDAR RAPIDS, IA KPXG-LP, PORTLAND, OR WPXJ-LP, JACKSONVILLE, FL WIPX-LP, INDIANAPOLIS, IN W48AV, DETROIT, MI	73356 5800 6601 56852 48608 21245 28468 73312 67077 70251 21156 69792 29716 65121 68544	BTCCDT-20090901ABT
ION Media Los Angeles License, Inc.	KPXN-TV, SAN BERNARDINO, CA	58978	BTCCDT-20090901AFP
ION Media Chicago License, Inc.	WCPX-TV, CHICAGO, IL	10981	BTCCDT-20090901ADJ
ION Media Philadelphia License, Inc.	WPPX-TV, WILMINGTON, DE	51984	BTCCDT-20090901AGP
ION Media Dallas License, Inc.	KPXD-TV, ARLINGTON, TX	68834	BTCCDT-20090901ADK
ION Media San Jose License, Inc.	KKPX-TV, SAN JOSE, CA	22644	BTCCDT-20090901AIA
ION Media Boston License, Inc.	WBPX-TV, BOSTON, MA WDPX-TV, VINEYARD HAVEN, MA WPXG-TV, CONCORD, NH WMPX-LP, DENNIS, MA	7692 6476 48406 6477	BTCCDT-20090901ACZ
ION Media Atlanta License, Inc.	WPXA-TV, ROME, GA	51969	BTCCDT-20090901ACW
ION Media Washington License, Inc.	WPXW-TV, MANASSAS, VA	74091	BTCCDT-20090901AHQ
ION Media Martinsburg License, Inc.	WPPX-TV, MARTINSBURG, WV	23264	BTCCDT-20090901AIZ
ION Media Houston License, Inc.	KPXB-TV, CONROE, TX	58835	BTCCDT-20090901AEH
America 51, L.P.	KPPX-TV, TOLLESON, AZ	26655	BTCCDT-20090901ACQ
ION Media Minneapolis License, Inc.	KPXM-TV, ST. CLOUD, MN	35907	BTCCDT-20090901AGA
ION Media Akron	WVPX-TV, AKRON, OH	70491	BTCCDT-20090901ACS

License, Inc.			
ION Media Denver License, Inc.	KPXC-TV, DENVER, CO	68695	BTCCDT-20090901ADQ
ION Media Orlando License, Inc.	WOPX-TV, MELBOURNE, FL	67602	BTCCDT-20090901AGO
ION Media Sacramento License, Inc.	KSPX-TV, SACRAMENTO, CA	52953	BTCCDT-20090902ABC
ION Media Portland License, Inc.	KPXG-TV, SALEM, OR	5801	BTCCDT-20090901AHH
ION Media Indianapolis License, Inc.	WIPX-TV, BLOOMINGTON, IN	10253	BTCCDT-20090901AEL
ION Media Raleigh License, Inc.	WRPX-TV, ROCKY MOUNT, NC	20590	BTCCDT-20090901AHK
ION Media Hartford License, Inc.	WHPX-TV, NEW LONDON, CT	51980	BTCCDT-20090901ADX
ION Media Kansas City License, Inc.	KPXE-TV, KANSAS CITY, MO	33337	BTCCDT-20090901AER
ION Media Salt Lake City License, Inc.	KUPX-TV, PROVO , UT	57884	BTCCDT-20090901AHY
ION Media Milwaukee License, Inc.	WPXE-TV, KENOSHA, WI	37104	BTCCDT-20090901AFX
ION Media San Antonio License, Inc.	KPXL-TV, UVALDE, TX	61173	BTCCDT-20090901AHZ
ION Media West Palm Beach License, Inc.	WPXP-TV, LAKE WORTH, FL	27290	BTCCDT-20090901AIQ
ION Media Battle Creek License, Inc.	WZPX-TV, BATTLE CREEK, MI	71871	BTCCDT-20090901ACX
ION Media Oklahoma City License, Inc.	KOPX-TV, OKLAHOMA CITY, OK	2566	BTCCDT-20090901AGJ
ION Media Greensboro License, Inc.	WGPX-TV, BURLINGTON, NC	65074	BTCCDT-20090901ADT
ION Media Brunswick License, Inc.	WPXC-TV, BRUNSWICK, GA	71236	BTCCDT-20090901ADE
ION Media Memphis License, Inc.	WPXX-TV, MEMPHIS, TN	21726	BTCCDT-20090901AFU
ION Media Buffalo License, Inc.	WPXJ-TV, BATAVIA, NY	2325	BTCCDT-20090901ADG
Ocean State Television, L.L.C.	WPXQ-TV, BLOCK ISLAND, RI	50063	BTCCDT-20090901AIT
ION Media New Orleans License, Inc.	WPXL-TV, NEW ORLEANS, LA	21729	BTCCDT-20090901AGE
ION Media Scranton License, Inc.	WQPX-TV, SCRANTON, PA	64690	BTCCDT-20090901AIB
ION Media Albany License, Inc.	WYPX-TV, AMSTERDAM, NY	13933	BTCCDT-20090901ACT
ION Media Knoxville	WPXK-TV, JELLYCO, TN	52628	BTCCDT-20090901AFF

License, Inc.			
ION Media Tulsa License, Inc.	KTPX-TV, OKMULGEE, OK	7078	BTCCDT-20090901AIJ
ION Media Lexington License, Inc.	WUPX-TV, MOREHEAD, KY	23128	BTCCDT-20090901AFL
ION Media Charleston License, Inc.	WLPX-TV, CHARLESTON, WV	73189	BTCCDT-20090901AJT
ION Media Des Moines License, Inc.	KFPX-TV, NEWTON, IA	81509	BTCCDT-20090901ADR
ION Media Hawaii License, Inc.	KPXO-TV, KANEHOE, HI	77483	BTCCDT-20090901AEC
ION Media Spokane License, Inc.	KGPX-TV, SPOKANE, WA	81694	BTCCDT-20090901AIC
ION Media Syracuse License, Inc.	WSPX-TV, SYRACUSE, NY	64352	BTCCDT-20090901AIG
ION Media Greenville License, Inc.	WEPX-TV, GREENVILLE, NC	81508	BTCCDT-20090901ADU
ION Media Jacksonville License, Inc.	WPXU-TV, JACKSONVILLE, NC	37971	BTCCDT-20090901AIU
ION Media Wausau License, Inc.	WTPX-TV, ANTIGO, WI	86496	BTCCDT-20090901AIM
ION Media LPTV, Inc.	KPXH-LP, FORT COLLINS, CO WPXU-LP, AMITYVILLE, NY KBPX-LP, HOUSTON, TX WNPX-LP, NASHVILLE, TN WPXB-LD, DAYTONA BEACH, FL W40BO, BOSTON, MA	18509 2129 17746 30258 10321 55114	BTCTT-20090901AGX

**Attachment 7**

INYO National Ownership Calculation  
(Including WPPX-TV, KKPX-TV & KPXM-TV)

(Attached)

<b>NATIONAL OWNERSHIP CALCULATION</b> <b>INYO Broadcast Holdings, LLC</b> <i>(Including WPPX-TV, KKPX-TV &amp; KPXM-TV)</i>				
DMA Rank	Market	Station(s)	VHF/UHF	47 C.F.R. § 73.3555(e) National Audience Reach
4	Philadelphia	WPPX-TV	UHF	1.2890%
6	San Francisco-Oak-San Jose	KKPX-TV	UHF	1.1050%
11	Phoenix	KPPX-TV	UHF	0.8785%
14	Detroit	WPXD-TV	UHF	0.8115%
15	Minneapolis-St. Paul	KPXM-TV	UHF	0.7930%
17	Denver	KPXC-TV	UHF	0.7160%
19	Cleveland-Akron (Canton)	WDLI-TV	UHF	0.6385%
		WVPX-TV	UHF	
25	Indianapolis	WCLJ-TV	UHF	0.4925%
		WIPX-TV	UHF	
32	Kansas City	KPXE-TV	UHF	0.4190%
33	Hartford & New Haven	WHPX-TV	UHF	0.4140%
36	West Palm Beach-Ft. Pierce	WPXP-TV	UHF	0.3875%
42	Norfolk-Portsmouth-Newport News	WPXV-TV	UHF	0.3195%
43	Oklahoma City	KOPX-TV	UHF	0.3115%
44	Birmingham (Ann and Tusc)	WPXH-TV	UHF	0.3115%
45	Grand Rapids-Kalamazoo-B. Crk	WZPX-TV	UHF	0.3050%
49	Greensboro-H. Point-W. Salem	WGTX-TV	UHF	0.2970%
51	Memphis	WPXX-TV	UHF	0.2715%
52	Buffalo	WPXJ-TV	UHF	0.2695%
56	Providence-New Bedford	WLWC	UHF	0.2540%
59	Albany-Schenectady-Troy	WYPX-TV	UHF	0.2340%
64	Lexington	WUPX-TV	UHF	0.1990%
66	Honolulu	KPXO-TV	UHF	0.1935%
70	Spokane	KGFX-TV	UHF	0.1785%
102	Boise	KTRV-TV	VHF	0.2440%

<b>TOTAL</b>	<b>11.3330%</b>
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National Audience Reach Source:

Nielsen Local Television Market Universe Estimates as of January 1, 2020

**Attachment 8**

INYO National Ownership Calculation  
(Excluding WPPX-TV, KKPX-TV & KPXM-TV)

(Attached)

<b>NATIONAL OWNERSHIP CALCULATION</b> <b>INYO Broadcast Holdings, LLC</b> <i>(Excluding WPPX-TV, KKPX-TV &amp; KPXM-TV)</i>				
DMA Rank	Hartford & New Haven	Station(s)	VHF/UHF	47 C.F.R. § 73.3555(e) National Audience Reach
11	Phoenix	KPPX-TV	UHF	0.8785%
14	Detroit	WPXD-TV	UHF	0.8115%
17	Denver	KPXC-TV	UHF	0.7160%
19	Cleveland-Akron (Canton)	WDLI-TV	UHF	0.6385%
		WVPX-TV	UHF	
25	Indianapolis	WCLJ-TV	UHF	0.4925%
		WIPX-TV	UHF	
32	Kansas City	KPXE-TV	UHF	0.4190%
33	Hartford & New Haven	WHPX-TV	UHF	0.4140%
36	West Palm Beach-Ft. Pierce	WPXP-TV	UHF	0.3875%
42	Norfolk-Portsmth-Newpt Nws	WPXV-TV	UHF	0.3195%
43	Oklahoma City	KOPX-TV	UHF	0.3115%
44	Birmingham (Ann and Tusc)	WPXH-TV	UHF	0.3115%
45	Grand Rapids-Kalmzoo-B. Crk	WZPX-TV	UHF	0.3050%
49	Greensboro-H. Point-W. Salem	WGPX-TV	UHF	0.2970%
51	Memphis	WPXX-TV	UHF	0.2715%
52	Buffalo	WPXJ-TV	UHF	0.2695%
56	Providence-New Bedford	WLWC	UHF	0.2540%
59	Albany-Schenectady-Troy	WYPX-TV	UHF	0.2340%
64	Lexington	WUPX-TV	UHF	0.1990%
66	Honolulu	KPXO-TV	UHF	0.1935%
70	Spokane	KGPX-TV	UHF	0.1785%
102	Boise	KTRV-TV	VHF	0.2440%

<b>TOTAL</b>	<b>8.1460%</b>
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National Audience Reach Source:

Nielsen Local Television Market Universe Estimates as of January 1, 2020

**Attachment 9**

Divestiture Duopoly Market Rank and Voices Data  
(Filed Confidentially)