

Explanation of Transaction

This application seeks Commission approval for a transfer of control of the Scripps Media, Inc. television stations from The Edward W. Scripps Trust (the "Trust") to certain residuary beneficiaries of the Trust who will become shareholders of The E.W. Scripps Company (the "Company") and certain other Company shareholders who are descendants of Edward W. Scripps, all of whom are parties to the Scripps Family Agreement as discussed below. The Trust was the "single majority shareholder" of the Company, owning **89.6%** of the outstanding Common Voting Shares¹ as of October 31, 2012. The Company in turn owns 100% of the stock of the licensee corporation, Scripps Media, Inc. (See the pre- and post-transfer of control organizational charts, attached as Exhibit 16.a.)

As the Commission's staff was previously advised, the Trust terminated by its terms upon the death of Robert P. Scripps, the last measuring life of the Trust, on October 18, 2012. The Company's shares held by the Trust will be distributed for no consideration to the Trust's residuary beneficiaries as soon as practicable pursuant to applicable orders of the Court of Common Pleas, Probate Division, Butler County, Ohio (the "Probate Court"), subject to the Commission's approval.

After the death of Robert P. Scripps, the Trust's three trustees continued as record holder of the Trust's Common Voting Shares in the Company. On January 22, 2013, the Probate Court entered an order (the "Order") with respect to the voting of the Common Voting Shares held by the Trust during the period of time between termination of the Trust and distribution of these shares to the beneficiaries. The Order is described in an application for involuntary transfer of control of the Scripps Media, Inc. stations that was filed simultaneously with the instant application on an FCC Form 316 (the "short form").

On January 24, the Company filed Schedule 13D with the Securities and Exchange Commission describing the Order. A copy of that filing is attached as Exhibit 16.b. That filing also describes how, upon distribution of the Company's shares to the Trust's beneficiaries, the provisions of the Scripps Family Agreement will govern the transfer and voting of the Common Voting Shares held by those beneficiaries, as described below.

¹There are two types of Company stock (together, the "Common Shares"). The Common Voting Shares are convertible into Class A Common Shares on a share-for-share basis. The Class A Common Shares are publicly traded and listed on the New York Stock Exchange and are entitled to elect the greater of three or one-third of the Company's board of directors, but are not permitted to vote on any other matters except as required by Ohio law. The Common Voting Shares are not publicly traded and are entitled to elect the balance of the Company's board of directors and to vote on all matters coming before the Company's shareholders. Accordingly, the holders of a majority of the Common Voting Shares control the Company. The Trust owns (and will transfer to the beneficiaries) **43.2%** of the total equity of the Company, as shown in Application Section II, item 4 and Exhibit 16.a.

The Scripps Family Agreement

The Scripps Family Agreement (the “Agreement”) is an agreement among certain of the Trust’s beneficiaries and other descendants of Edward W. Scripps (together the “Scripps Family Shareholders”).² A copy of the Agreement is on file with the Commission and attached hereto as Exhibit 16.c. Upon distribution of the Trust’s Common Voting Shares to the beneficiaries, which is expected to occur in the next few months, the Scripps Family Shareholders will control approximately **91.9%** of the Common Voting Shares and **43.0%** of the Company’s total equity.

Edward W. Scripps believed that the Company he founded was an institution impressed with a public interest because of its engagement in the publishing of daily newspapers and that the exercise of control over the Company carried a responsibility to maintain the independence and integrity of its newspapers. To this end, he established the Trust in 1922 to hold the controlling interest in the capital stock of the Company.

The Scripps Family Shareholders entered into the Agreement convinced of the wisdom and farsightedness of Edward W. Scripps’ views and believing that it would be in the best interests of the Company, its shareholders, its employees and the public for them to take steps to preserve the independence and integrity of the Company by restricting the transfer and governing the voting of the Common Voting Shares distributed to the beneficiaries following termination of the Trust.

After the Common Shares are distributed from the Trust, the provisions of the Agreement will fully govern the transfer and voting of the Common Voting Shares held by the Scripps Family Shareholders. The provisions restricting transfer of Common Voting Shares under the Agreement will continue until 21 years after the death of the last survivor of the descendants of Robert P. Scripps and John P. Scripps alive when the Trust terminated. The provisions of the Agreement governing the voting of Common Voting Shares will be effective for a 10-year period after termination of the Trust and may be renewed for additional 10-year periods.

Transfer Restrictions. The Agreement provides that no Scripps Family Shareholder may dispose of any Common Voting Shares (except as otherwise summarized below) without first giving other specified Scripps Family Shareholders and the Company the opportunity to purchase such shares. The Scripps Family Shareholders also will not be able to convert Common Voting Shares into Class A Common shares except for a limited period of time after giving other specified Scripps Family Shareholders and the Company the aforesaid opportunity to purchase and except in certain other limited circumstances.

² The Scripps Family Shareholders are all descendants of Robert P. Scripps or John P. Scripps or are trusts of which John P. Scripps’ descendants are trustees and beneficiaries. Robert P. Scripps was a son of Edward W. Scripps. John P. Scripps was a grandson of Edward W. Scripps and a nephew of Robert P. Scripps.

The Scripps Family Shareholders are permitted to transfer Common Voting Shares to their lineal descendants or trusts for the benefit of such descendants, or to any trust for the benefit of such a descendant, or to any trust for the benefit of the spouse of such descendant or any other person or entity. Descendants to whom such shares are sold or transferred outright, and trustees of trusts into which such shares are transferred, must become parties to the Agreement or such shares shall be deemed to be offered for sale pursuant to the Agreement. The Scripps Family Shareholders are also permitted to transfer Common Voting Shares by testamentary transfer to their spouses provided such shares are converted to Class A Common Shares and to pledge such shares as collateral security provided that the pledgee agrees to be bound by the terms of the Agreement. If title to any such shares subject to any trust is transferred to anyone other than a descendant of Robert P. Scripps or John P. Scripps, or if a person who is a descendant of Robert P. Scripps or John P. Scripps acquires outright any such shares held in trust but is not or does not become a party to the Agreement, such shares shall be deemed to be offered for sale pursuant to the Agreement. Any valid transfer of Common Voting Shares made by the Scripps Family Shareholders without compliance with the Agreement will result in automatic conversion of such shares to Class A Common Shares.

Voting Provisions. The Agreement provides that the Company will call a meeting of the Scripps Family Shareholders prior to each annual or special meeting of the shareholders of the Company held after termination of the Trust (each such meeting hereinafter referred to as a "Required Meeting"). At each Required Meeting, the Company will submit for decision by the Scripps Family Shareholders, each matter, including election of directors, that the Company will submit to its shareholders at the annual meeting or special meeting with respect to which the Required Meeting has been called. Each Scripps Family Shareholder will be entitled, either in person or by proxy, to cast one vote for each Common Voting Share owned of record or beneficially by him or her on each matter brought before the Required Meeting. Each Scripps Family Shareholder will be bound by the decision reached by majority vote with respect to each matter brought before the Required Meeting, and at the related annual or special meeting of the shareholders of the Company each Scripps Family Shareholder will vote his Common Voting Shares in accordance with decisions reached at the Required Meeting.

Parties to the Transaction

None of the beneficiaries of the Trust will receive a direct or beneficial interest in Common Voting Shares that would constitute 5% or more of the Common Voting Shares controlled under the Agreement. Only three individuals--who are Scripps Family Shareholders through interests inherited from John P. Scripps, not through the Trust--will own and/or control as trustees a total of 5% or more of the Common Voting Shares subject to the Agreement. These three individuals, along with the Scripps Family Shareholders chairperson, elected under Section 9(e) of the Agreement, are disclosed as transferee parties to the application in Exhibit 16.d.

Pending Renewal Applications

During the pendency of this application, an application for the renewal of license of one or more of the television stations subject to the transaction will be pending. Commission policy permits the processing of multi-station transfer of control applications that involve a subset of stations with pending license renewal applications if (1) there are no basic qualifications issues outstanding with respect to the transferor and transferee, and (2) the transferee explicitly agrees to stand in the place of the transferor in any renewal proceeding that is pending at the time of consummation of the transfer of control should apply. *See, e.g., Shareholders of CBS Corporation, 16 FCC Rcd. 16072, 16072-73 (2001).*

Here, there are no outstanding basic qualifications issues associated with any station, and the transfer of control will occur in accord with the directions of the Probate Court--with control simply passing to Scripps family members who are beneficiaries of the Trust and certain other Scripps family members who already own Common Voting Shares and have signed the Scripps Family Agreement. Permitting the distribution of these shares to descendants of the Company's founder during the pendency of some of the affected stations' renewal applications is consistent with Commission policy and law.

The Scripps Family Shareholders are not typical third parties seeking authority to acquire a controlling interest in the Company. They are already either holders of the Company's voting shares or beneficial owners of the voting shares that the Trustees hold on their behalf—a great majority of the Company's voting stock. Most important, pending the court-ordered distribution of the Trust's shares as contemplated by this application, the Scripps Family Shareholders accepted immediate control of the Company pursuant to the Probate Court's January 22, 2013, Order. The Commission has approved this transfer of control (see File No. BTCCDT-20130124AFV). By agreeing to accept control over the Company, the Scripps Family Shareholders elected to stand in the stead of the terminated Trust with respect to all matters affecting the stations. Accordingly, the Scripps Family Shareholders agree to stand in the stead of the transferor with respect to these pending renewal applications.