

# (REFERENCE COPY - Not for submission)

# Transfers

Lead File Number: 0000186411 Submit Date: 03/18/2022 Lead Call Sign: WATN-TV FRN: 0028358570 Service: Full Service Television Purpose: Transfer of Control Amendment Status: Superceded Status Date: 03/23/2022 Filing Status: Inactive

General Information	Section	Question	Response
	Attachments	Are attachments (other than associated schedules) being filed with this application?	No

#### Fees, Waivers, and Exemptions

Section	Question	Response
Fees	Is the applicant exempt from FCC application Fees?	No
	Indicate reason for fee exemption:	
Waivers	Does this filing request a waiver of the Commission's rule(s)?	No
	Total number of rule sections involved in this waiver request:	

#### **Transfer Type**

Question	Response
Is this application a pro forma Transfer of Control?	No
By answering "Yes" the Applicant certifies that the use of short form pro forma application is appropriate for this transaction?	
Is the Transfer Voluntary or Involuntary:	

#### Authorizations to be Transferred

### **Selected Call Signs**

Call Sign	Facility ID	File Number	Service	City, State
WATN-TV	11907	0000186411	DTV	MEMPHIS, TN
WLMT	68518	0000186412	DTV	MEMPHIS, TN

Transfer	Question	Response
Questions	Were any of the authorizations that are the subject of this application obtained through the Commission's competitive bidding procedures (see 47 C.F.R. Sections 1.2111(a) and 73.5000)?	No
	Were any of the authorizations that are the subject of this application obtained through the Commission's point system for reserved channel noncommercial educational stations (see 47 C.F.R. Sections 73.7001 and 73.7003)?	No
	Have all such stations operated for at least 4 years with a minimum operating schedule since grant pursuant to the point system?	
	Were any of the authorizations that are the subject of this application obtained after award of a dispositive Section 307(b) preference using the Tribal Priority, through Threshold Qualifications procedures, or through the Tribal Priority as applied before the NCE fair distribution analysis set forth in 47 C.F.R. § 73.7002(b)?	No
	Have all such stations operated for at least 4 years with a minimum operating schedule since grant?	

Do both the transferor and transferee qualify for the Tribal Priority in all respects? LPFM Licenses Only: Has it been at least 18 months since the initial construction permit for the LPFM station was granted? LPFM Licenses Only: Does the assignment of the LPFM authorization satisfy the consideration restrictions of 47 CFR Section 73.865(a)(1)? LPFM Licenses Only: Were any of the LPFM authorizations that are subject to this application obtained through the Commission's point system for low power FM stations (see 47 CFR Section 73.872)? If yes to question above, have all such LPFM stations operated for at least four years since grant pursuant to the point system?" (options - Y/N. If Yes, nothing further required. No requires attachment as follows)"If no to new sub question, list pertinent authorizations in an Exhibit and include in the Exhibit a showing that the transaction is consistent with the requirements of 47 CFR Section 73.865(a)(3).

#### Licensee/Permittee Name, Type, and Contact Information

Licensee/Permittee	Address	Phone	Email	FRN
TEGNA MEMPHIS BROADCASTING, INC.	Denise A. Branson, Sr. Paralegal 8350 BROAD STREET SUITE 2000 TYSONS, VA 22102 United States	+1 (703) 873- 6606	DBRANSON@TEGNA. COM	0028358570

	Contact Name	Address	Phone	Email	Contact Type
atives	<b>Michael Beder , Esq .</b> Associate General Counsel TEGNA Inc.	8350 BROAD STREET SUITE 2000 TYSONS, VA 22102 United States	+1 (703) 873-6902	mbeder@TEGNA.com	Legal Representative
	Jennifer A Johnson Legal Counsel Covington & Burling LLP	Jennifer A. Johnson One CityCenter 850 Tenth Street, NW Washington, DC 20001 United States	+1 (202) 662-5552	jjohnson@cov.com	Legal Representative

Section	Question	Response	
Agreements for Transfer Control of Station	Licensee/Permittee certifies that: (i) it has placed its public inspection file(s) and submitted to the Commission as an Exhibit to this application copies of all agreements for the transfer of the station(s); (ii) these documents embody the complete and final understanding between Transferor and Transferee; and (iii) these agreements comply fully with the Commission's rules and policies	No	
Other Authorizations	Please upload an attachment detailing the call signs, locations, and facility identifiers of all other broadcast stations in which Licensee/Permittee or any party to the application has an attributable interest.		

#### Licensee /Permittee Information

Licensee /Permittee Contact Representat (2)

Licensee

# /Permittee Legal

Certifications

Character Issues	Licensee/Permittee certifies that neither licensee/permittee nor any party to the application has or has had any interest in, or connection with: (a) any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application or (b) any pending broadcast application in which character issues have been raised	Yes
Adverse Findings	Licensee/Permittee certifies that, with respect to the Licensee/Permittee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.	Yes
Local Public Notice	Licensee/Permittee certifies that it has or will comply with the public notice requirements of 47 C.F.R. Section 73.3580.	Yes
Auction Authorization	Licensee/Permittee certifies that more than five years have passed since the issuance of the construction permit for the station being assigned, where that permit was acquired in an auction through the use of a bidding credit or other special measure.	N/A
Anti-Discrimination Certification	Licensee/Permittee certifies that neither licensee/permittee nor any party to the application have violated the Commission's prohibition against discrimination on the basis of race, color, religion, national origin or sex in the sale of commercially operated AM, FM, TV, Class A TV or international broadcast stations.	Yes

#### Transferor Information

Transferor Name, Type, and Contact Information

Transferor	Туре	Address	Phone	Email	FRN
TEGNA MEMPHIS BROADCASTING, INC.	Corporation	Denise A. Branson, Sr. Paralegal 8350 BROAD STREET SUITE 2000 TYSONS, VA 22102	+1 (703) 873-6606	DBRANSON@TEGNA. COM	0028358570
TEGNA Inc.	Corporation	Denise Branson, Sr. Paralegal 8350 Broad Street Suite 2000 Tysons, VA 22102	+1 (703) 873-6606	DBRANSON@TEGNA. COM	0003756442

Transferor	Contact Name	Address	Phone	Email	Contact Type
Contact Representatives (1)	Jennifer A Johnson Legal Counsel Covington & Burling LLP	Jennifer A. Johnson One CityCenter 850 Tenth Street, NW Washington, DC 20001 United States	+1 (202) 662-5552	jjohnson@cov.com	Legal Representative

Question

Section

Agreements for Transfer	Transferor certifies that:	
Control of Station	(i) it has placed in Transferor's public inspection file(s) and	
	submitted to the Commission as an Exhibit to this	
	application copies of all agreements for the assignment	
	/transfer of the station(s);	
	(ii) these documents embody the complete and final	
	understanding between Transferor and Transferee; and	
	(iii) these agreements comply fully with the Commission's	
	rules and policies	
	If the transaction is involuntary, the Transferor certifies that	
	court orders or other authorizing documents have been	
	issued and that it has placed in the licensee's/permittee's	
	public inspection file(s) and submitted to the Commission	
	copies of such court orders or other authorizing documents.	
Character Issues	Transferor certifies that neither transferor nor any party to	
	the application has or has had any interest in, or connection with:	
	(a) any broadcast application in any proceeding where	
	character issues were left unresolved or were resolved	
	adversely against the applicant or any party to the	
	application or	
	(b) any pending broadcast application in which character	
	issues have been raised	
Adverse Findings	Transferor certifies that, with respect to the Transferor and	
	each party to the application, no adverse finding has been	
	made, nor has an adverse final action been taken by any	
	court or administrative body in a civil or criminal proceeding	
	brought under the provisions of any law related to any of the	
	following: any felony; mass media-related antitrust or unfair	
	competition; fraudulent statements to another governmental	
	unit; or discrimination.	
Local Public Notice	Transferor certifies that it has or will comply with the public	
	notice requirements of 47 C.F.R. Section 73.3580.	
Auction Authorization	Transferor certifies that more than five years have passed	
	since the issuance of the construction permit for the station	
	being assigned, where that permit was acquired in an	
	auction through the use of a bidding credit or other special	
	measure.	
Anti-Discrimination	Transferor certifies that neither licensee/permittee nor any	
Certification	party to the application have violated the Commission's	
	prohibition against discrimination on the basis of race, color,	
	religion, national origin or sex in the sale of commercially	
	operated AM, FM, TV, Class A TV or international broadcast	
	stations.	

#### Transferee Information

## Transferee Name, Type, and Contact Information

Transferee	Туре	Address	Phone	Email	FRN
SGCI Holdings III LLC	Limited Liability Company	767 Fifth Avenue 12th Floor New York, NY 10153	+1 (212) 257- 4701	legal@standgen. com	0032033607
Contact Name	Address	Phone	Email	С	contact Type

(1)	Scott R. Flick FCC Counsel Pillsbury Winth Pittman LLP	op Shaw	Street NV	ton, DC 20036	+1 (202) 663- 8167	scott.flick@p com	billsburylav	-	esentative
Changes in Interest (1)	Party Name	Citizenship	Address	Phone	Email	Interest Befo Transfer	ore	Interest Transfer	
	SGCI Holdings III LLC	United States	767 Fifth Avenue 12th Floor	+1 (212) 257-4701	legal@standgen. com	Pct. (Percer of Votes:	ntage)	of Votes	rcentage) s:
			New York , NY 10153 United States			0% Pct. (Percer of Total Ass 0%			rcentage) Assets:
Changes in Interest Certification	Question Applicant certifi	es that equity	and financial ir	nterests not set	forth by the transfe	ree are nonattri	ibutable.		Response
Parties to the	Party Name	Citize	nship	Address	Phone	Email F	Positional	Interest	
Application (0)					Empty				
Parties to the Application Certification	Question Applicant certifi	es that equity	and financial ir	nterests not set	forth by the transfe	ree are nonattri	ibutable.		<b>Response</b> Yes
Transferee Legal	Section		Question				Respor	ise	
Certifications	Agreements fo	or Sale	(a) the writted inspection f complete are station(s); a	ile and submitte nd final agreem and greements comp	in the Transferee's ed to the Commissic ent for the sale or tr oly fully with the Cor	n embody the ansfer of the	No		
	Other Authoriz	ations	locations, a stations in v	nd facility identi	ent detailing the call fiers of all other bro e or any party to the	adcast			
	Broadcast Inci Program	ubator	or a 'reward	-	subject of an incuba it under the Commis am?		No		
	Multiple Owne	rship	an attributal radio or tele (s) subject t	ble radio joint sa evision time brol to this applicatio	arty to the applicatio ales agreement or a kerage agreement v on or with any other n(s) subject to this a	n attributable vith the station station in the	No		
					e proposed assignm tiple ownership rule		Yes		

	<ul> <li>Transferee certifies that the proposed assignment:</li> <li>(1) does not present an issue under the Commission's policies relating to media interests of immediate family members;</li> <li>(2) complies with the Commission's policies relating to future ownership interests; and</li> <li>(3) complies with the Commission's restrictions relating to the insulation and nonparticipation of non-party investors and creditors.</li> </ul>	Yes
	<ul> <li>Does the Transferee claim status as an "eligible entity," that is, an entity that qualifies as a small business under the Small Business Administration's size standards for its industry grouping (as set forth in 13 C.F.R. § 121-201), and holds</li> <li>(1) 30 percent or more of the stock or partnership interests and more than 50 percent of the voting power of the corporation or partnership that will own the media outlet; or (2) 15 percent or more of the stock or partnership interests and more than 50 percent of the voting power of the corporation or partnership that will own the media outlet; provided that no other person or entity owns or controls more than 25 percent of the outstanding stock or partnership interests; or</li> <li>(3) More than 50 percent of the voting power of the corporation that will own the media outlet (if such corporation is a publicly traded company)?</li> </ul>	
	Does this transfer include a grandfathered cluster of stations?Applicant certifies that it will come in compliance by divesting the necessary station(s) within 12 months of the consummation of this transaction to:	No
	<ul><li>A) An Eligible Entity (as defined in Item 6d, above).</li><li>B) An Irrevocable Trust that will assign the station(s) to an Eligible Entity.</li></ul>	
Acquisition of Control	Please upload an attachment listing the file number and date of grant of FCC Form 301, 314, or 315 application by which the Commission approved the qualifications of the individual or entity with a pre-existing interest in the licensee/permittee that is now acquiring control of the licensee/permittee as a result of the grant of this application.	
Character Issues	<ul> <li>Transferee certifies that neither transferee nor any party to the application has or has had any interest in, or connection with:</li> <li>(a) any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or</li> <li>(b) any pending broadcast application in which character issues have been raised.</li> </ul>	Yes
Adverse Findings	Transferee certifies that, with respect to the transferee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.	Yes

Financial Qualifications	Transferee certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the station(s) for three months.	Yes
Program Service Certification	Transferee certifies that it is cognizant of and will comply with its obligations as a Commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area.	Yes
Auction Authorization	Transferee certifies that where less than five years have passed since the issuance of the construction permit and the permit had been acquired in an auction through the use of a bidding credit or other special measure, it would qualify for such credit or other special measure.	N/A
Equal Employment Opportunity (EEO)	If the applicant proposes to employ five or more full-time employees, applicant certifies that it is filing simultaneously with this application a Model EEO Program Report on FCC Form 396-A.	Yes

Tranferee Alien Ownership	Question	Response
	<ol> <li>Is the applicant a foreign government or the representative of any foreign government as specified in Section 310(a) of the Communications Act?</li> </ol>	No
	2) Is the applicant an alien or the representative of an alien? (Section 310(b)(1))	No
	3) Is the applicant a corporation, or non-corporate entity, that is organized under the laws of any foreign government? (Section 310(b)(2))	No
	4) Is the applicant an entity of which more than one-fifth of the capital stock, or other equity or voting interest, is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any entity organized under the laws of a foreign country? (Section 310(b)(3))	No
	5) Is the applicant directly or indirectly controlled by any other entity of which more than one-fourth of the capital stock, or other equity or voting interest, is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any entity organized under the laws of a foreign country? (Section 310(b)(4))	Yes
	6) Has the applicant received a declaratory ruling(s) under Section 310(b)(4) of the Communications Act?	No
	<b>6a)</b> Enter the citation of the applicable declaratory ruling by DA/FCC number, FCC Record citation, release date, or any other identifying information.	
	7) Has there been any change in the applicant's foreign ownership since issuance of the declaratory ruling(s) cited in response to Question 6?	
	8) Does the applicant certify that it is in compliance with the terms and conditions of the foreign ownership declaratory ruling(s) cited in response to Question 6?	
	9) In connection with this application, is the applicant filing a foreign ownership Petition for Declaratory Ruling pursuant to Section 310(b)(4) of the Communications Act?	Yes

Licensee /Permittee Certification Section

Question

Response

General Certification Statements	Licensee/Permittee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Licensee/Permittee further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.	
	The Licensee/Permittee certifies that neither the Licensee /Permittee nor any other party to the application is subject to a denial of Federal benefits pursuant to §5301 of the Anti- Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under §1.2002(c) of the rules, 47 CFR . See §1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification § 1.2002(c). The Licensee/Permittee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	
Authorized Party to Sign	<ul> <li>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID</li> <li>Upon grant of this application, the Authorization Holder may be subject to certain construction or coverage requirements.</li> <li>Failure to meet the construction or coverage requirements will result in automatic cancellation of the Authorization.</li> <li>Consult appropriate FCC regulations to determine the construction or coverage requirements that apply to the type of Authorization requested in this application.</li> <li>WILLFUL FALSE STATEMENTS MADE ON THIS FORM</li> <li>OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND /OR IMPRISONMENT (U.S. Code, Title 18, §1001) AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, §312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, §503).</li> </ul>	
	I certify that this application includes all required and relevant attachments.	Yes
	I declare, under penalty of perjury, that I am an authorized representative of the above-named applicant for the Authorization(s) specified above.	Akin S Harrison Senior Vice President and General Counsel
		03/18/2022

Transferee	Section	Question	Response
Certification	General Certification Statements	Transferee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Transferee further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.	

	The Transferee certifies that neither the Transferee nor any other party to the application is subject to a denial of Federal benefits pursuant to §5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under §1.2002(c) of the rules, 47 CFR . See §1. 2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification § 1.2002 (c). The Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	
Authorized Party to Sign	<ul> <li>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID</li> <li>Upon grant of this application, the Authorization Holder may be subject to certain construction or coverage requirements.</li> <li>Failure to meet the construction or coverage requirements will result in automatic cancellation of the Authorization.</li> <li>Consult appropriate FCC regulations to determine the construction or coverage requirements that apply to the type of Authorization requested in this application.</li> <li>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND /OR IMPRISONMENT (U.S. Code, Title 18, §1001) AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, §312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, §503).</li> </ul>	
	I certify that this application includes all required and relevant attachments.	Yes
	I declare, under penalty of perjury, that I am an authorized representative of the above-named applicant for the Authorization(s) specified above.	<b>Soohyung Kim</b> <i>Managing Member</i> 03/18/2022

Transferor	Section	Question	Response
Certification	General Certification Statements	Transferor certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Transferor further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.	
		The Transferor certifies that neither the Transferor nor any other party to the application is subject to a denial of Federal benefits pursuant to §5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under §1.2002(c) of the rules, 47 CFR . See §1. 2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification § 1.2002 (c). The Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	

Authorized Party to Sign	FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE	
	OF ANY FEES PAID	
	Upon grant of this application, the Authorization Holder may	
	be subject to certain construction or coverage requirements.	
	Failure to meet the construction or coverage requirements	
	will result in automatic cancellation of the Authorization.	
	Consult appropriate FCC regulations to determine the	
	construction or coverage requirements that apply to the type of Authorization requested in this application.	
	WILLFUL FALSE STATEMENTS MADE ON THIS FORM	
	OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND	
	/OR IMPRISONMENT (U.S. Code, Title 18, §1001) AND/OR	
	<b>REVOCATION OF ANY STATION AUTHORIZATION (U.S.</b>	
	Code, Title 47, §312(a)(1)), AND/OR FORFEITURE (U.S.	
	Code, Title 47, §503).	
	I certify that this application includes all required and	Yes
	relevant attachments.	
	I declare, under penalty of perjury, that I am an authorized	Akin S Harrison
	representative of the above-named applicant for the	Senior Vice President and
	Authorization(s) specified above.	General Counsel
		00/40/0000
		03/18/2022

#### Attachments

File Name	Uploaded By	Attachment Type	Description	Upload Status
March 18 2022 Amendment to Comprehensive Exhibit.pdf	Applicant	Amendment	Amendment to Comprehensive Exhibit (March 18, 2022)	Done with Virus Scan and/or Conversion
Petition for Declaratory Ruling.pdf	Applicant	All Purpose	Petition for Declaratory Ruling	Done with Virus Scan and/or Conversion
Transaction Document - Amended and Restated Dallas Houston APA.pdf	Applicant	All Purpose	Transaction Document - Amended and Restated Dallas Houston APA	Done with Virus Scan and/or Conversion
Transaction Document -Austin Station APA.pdf	Applicant	All Purpose	Transaction Document -Austin Station APA	Done with Virus Scan and/or Conversion
Transaction Document - Contribution, Exchange and Merger Agreement.pdf	Applicant	All Purpose	Transaction Document - Contribution, Exchange and Merger Agreement	Done with Virus Scan and/or Conversion
<u>Transaction Document - Merger</u> <u>Agreement.pdf</u>	Applicant	All Purpose	Transaction Document - Merger Agreement	Done with Virus Scan and/or Conversion