

(REFERENCE COPY - Not for submission)

Transfers

Lead File Number:BTCCDT-20190107ADMSubmit Date:01/07/2019Lead Call Sign:WPHL-TVFRN:0005047105Service:Full Service TelevisionPurpose:Transfer of Control AmendmentStatus:GrantedStatus Date:09/16/2019Filing Status:InactiveFiling Status:Status:Filing Status:Status:Status Date:

General Information	Section	Question	Response
	Attachments	Are attachments (other than associated schedules) being filed with this application?	
Fees, Waivers, and Exemptions	Section	Question	Response
	Foos	Is the applicant exempt from ECC application Ecce?	Vos

Section	Question	Response
Fees	Is the applicant exempt from FCC application Fees?	Yes
	Indicate reason for fee exemption:	
Waivers	Does this filing request a waiver of the Commission's rule(s)?	
	Total number of rule sections involved in this waiver request:	

Transfer Type	Question	Response
	Is this application a pro forma Transfer of Control?	
	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:	

Selected Call Signs

Authorizations to be Transferred

Call Sign Facility ID File Number Service City, State WPHL-TV 73879 BTCCDT-20190107ADM DTV PHILADELPHIA, PA

Transfer Questions	Question	Response
	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
WPHL, LLC Applicant Doing Business As: WPHL, LLC	5001 WYNNEFIELD AVENUE PHILADELPHIA, PA 19131 United States	+1 (215) 878-1700		0021781463

Licensee /Permittee Contact Representative (1)

Licensee /Permittee Information

	Contact Name	Address	Phone	Email	Contact Type
es	MACE J. ROSENSTEIN COVINGTON & BURLING LLP	ONE CITYCENTER 850 TENTH STREET, NW WASHINGTON, DC 20001	+1 (202) 662- 5460	MROSENSTEIN@COV. COM	

Licensee /Permittee Legal Certifications	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.	
	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	No

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
SHAREHOLDERS OF TRIBUNE MEDIA COMPANY	Other	515 N. STATE	+1 (312) 222-	JROBERTS@TRIBUNEMEDIA. COM	0021781463
Assignor Doing Business As: SHAREHOLDERS OF TRIBUNE		STREET CHICAGO, IL 60654	3894		
MEDIA COMPANY					

Transferor
Contact
Representatives
(1)

Contact Name	Address	Phone	Email	Contact Type
MACE J. ROSENSTEIN COVINGTON & BURLING LLP	ONE CITYCENTER 850 TENTH STREET, NW WASHINGTON, DC 20001	+1 (202) 662- 5460	MROSENSTEIN@COV. COM	

Transferor Legal	Section	Question	Response
Certifications	Agreements for Transfer Control of Station	Transferor certifies that: (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 Certification	Transferor 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.	

Transferee Information

Transferee Name, Type, and Contact Information

Transferee	Туре	Address	Phone	Email FRN
NEXSTAR MEDIA GROUP, INC. Assignee Doing Business As: NEXSTAR MEDIA GROUP, INC.	Other	545 E. JOHN CARPENTER FREEWAY SUITE 700 IRVING, TX 75062	+1 (972) 373- 8800	0021781463

Transferee Contact	Contact Name	Address	Phone	Email	Contact Type
Representatives (1)	GREGORY L. MASTERS WILEY REIN LLP	1776 K STREET, NW WASHINGTON, DC 20006	+1 (202) 719- 7370	GMASTERS@WILEYREIN. COM	
Changes in Interest (0)	Party Name Citizensh	nip Address Phone	Email Interest B	efore Transfer Interest Af	ter Transfer
Changes in Interest Certification	Question				Response
	Applicant certifies that equ	uity and financial interests no	t set forth by the tran	sferee are nonattributable.	Yes

Parties to the	Party Name	Citizenship	Address	Phone	Email	Positional Interest	
Application (0)			Er	npty			
Parties to the	Question						Response
Application Certification	Applicant certifies that	at equity and financia	l interests not set for	th by the transf	feree are nonat	tributable.	
Transferee Legal	Section	Question				Response	
Certifications	Agreements for Sale	(a) the wr inspection complete station(s)	agreements comply	o the Commiss for the sale or	sion embody the transfer of the	No	
	Other Authorization	locations, stations in	bload an attachment and facility identifier which Transferee o tributable interest.	rs of all other b	roadcast		
	Broadcast Incubato Program	or a 'rewa	posed facility the sub ard' waiver request u t Incubator Program'	nder the Comm			
	Multiple Ownership	an attribu radio or te (s) subjec	nsferee or any party table radio joint sales elevision time brokers at to this application of rket as the station(s)	s agreement or age agreement or with any othe	r an attributable t with the statio er station in the		
			e certifies that the pr Commission's multiple		•	Yes	
		 (1) does r policies re members (2) compl ownership (3) compl 	e certifies that the protocomposition of present an issue elating to media inter; ies with the Commission interests; and ies with the Commission interests; and	under the Com rests of immedi sion's policies i sion's restrictio	nmission's ate family relating to futur ns relating to	Yes	

and creditors.

	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 (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 (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)?	No
	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	No
	consummation of this transaction to: A) An Eligible Entity (as defined in Item 6d, above).	
	B) An Irrevocable Trust that will assign the station(s) to an Eligible Entity.	
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	 Transferee certifies that neither transferee 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	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.	
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.	

Tranferee Alien Ownership

Question	Response
 Is the applicant a foreign government or the representative of any foreign government as specified in Section 310(a) of the Communications Act? 	
2) Is the applicant an alien or the representative of an alien? (Section 310(b)(1))	
3) Is the applicant a corporation, or non-corporate entity, that is organized under the laws of any foreign government? (Section 310(b)(2))	
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))	
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))	
6) Has the applicant received a declaratory ruling(s) under Section 310(b)(4) of the Communications Act?	
6a) 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	

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?

Licensee	Section	Question	Response
/Permittee Certification	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.	

Authorized Party to Sign	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	
Authorized Party to Sign	exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	
	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 REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, §312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, §503).	
	I certify that this application includes all required and relevant attachments.	
	I declare, under penalty of perjury, that I am an authorized	

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	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	
	REVOCATION OF ANY STATION AUTHORIZATION (U.S.	
	Code, Title 47, §312(a)(1)), AND/OR FORFEITURE (U.S.	
	Code, Title 47, §503).	
	I certify that this application includes all required and	
	relevant attachments.	
	I declare, under penalty of perjury, that I am an authorized	PERRY SOOK
	representative of the above-named applicant for the	CHIEF EXECUTIVE
	Authorization(s) specified above.	OFFICER
		06/12/2019

Transferor Certification	Section	Question	Response
	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	
	REVOCATION OF ANY STATION AUTHORIZATION (U.S.	
	Code, Title 47, §312(a)(1)), AND/OR FORFEITURE (U.S.	
	Code, Title 47, §503).	
	I certify that this application includes all required and	
	relevant attachments.	
	I declare, under penalty of perjury, that I am an authorized	
	representative of the above-named applicant for the Authorization(s) specified above.	EXECUTIVE VICE PRESIDENT AND CHIEF
	Autionzation(3) specified above.	FINANCIAL OFFIC
		06/12/2019

Attachments

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File Name	Uploaded By	Attachment Type	Description	Upload Status
<u>1796970_41177550.</u> pdf	Applicant	All Purpose	Other Authorizations	Done with Virus Scan and /or Conversion
<u>1796970 41461343.</u> pdf	Applicant	All Purpose	Comprehensive Exhibit	Done with Virus Scan and /or Conversion
<u>1796970_41461345.</u> pdf	Applicant	All Purpose	Agreement and Plan of Merger	Done with Virus Scan and /or Conversion
<u>1803521_42573562.</u> pdf	Applicant	All Purpose	Amended Comprehensive Exhibit	Done with Virus Scan and /or Conversion
<u>1805765_1540829.</u> <u>txt</u>	Applicant	All Purpose	DESCRIPTION OF AMENDMENT	Done with Virus Scan and /or Conversion
<u>1805765_1540830.</u> <u>txt</u>	Applicant	All Purpose	CHANGES IN INTEREST	Done with Virus Scan and /or Conversion
<u>1805765_1540831.</u> <u>txt</u>	Applicant	All Purpose	AGREEMENTS	Done with Virus Scan and /or Conversion
<u>1805765_1540832.</u> <u>txt</u>	Applicant	All Purpose	OTHER AUTHORIZATIONS	Done with Virus Scan and /or Conversion
<u>1805765_1540833.</u> <u>txt</u>	Applicant	All Purpose	EXHIBIT 9 - CHARACTER ISSUES	Done with Virus Scan and /or Conversion
<u>1805765_1540834.</u> <u>txt</u>	Applicant	All Purpose	COMPREHENSIVE EXHIBIT AND TRANSACTION DOCUMENTS	Done with Virus Scan and /or Conversion
<u>1805765_1540835.</u> <u>txt</u>	Applicant	All Purpose	PARTIES TO THE APPLICATION	Done with Virus Scan and /or Conversion
<u>1805765_1540836.</u> <u>txt</u>	Applicant	All Purpose	OTHER AUTHORIZATIONS	Done with Virus Scan and /or Conversion

<u>1805765_1540837.</u> <u>txt</u>	Applicant	All Purpose	MULTIPLE OWNERSHIP COMPLIANCE	Done with Virus Scan and /or Conversion
<u>1805765_42833990.</u> pdf	Applicant	All Purpose	Amended Description of Transaction	Done with Virus Scan and /or Conversion