

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

In the Matter of)
)
Consent to Transfer Control of Certain License) MB Docket No. 19-98
Subsidiaries of NBI Holdings, LLC to Terrier)
Media Buyer, Inc.) File Nos. BTCCDT-20190304ABL et al.
)
Consent to Transfer Control of Certain License) File Nos. BTC-20190304ACS et al.
Subsidiaries of Cox Enterprises, Inc. to Terrier)
Media Buyer, Inc.)
)
Consent to Assign Certain Licenses Held by Cox) File Nos. BAL-20190304AER et al.
Radio, Inc. to Camelot Radio Buyer, LLC)
)
Consent to Transfer Control of Certain License) MB Docket No. 19-197
Subsidiaries of Cox Enterprises, Inc. to Terrier)
Media Buyer, Inc.) File Nos. BTCH-20190702ABH et al.
)
Consent to Assign Certain Licenses from Cox) File Nos. BALH-20190702ADS et al.
Radio, Inc. to CXR Radio, LLC)
) File No. BALH-20190702ADV

MEMORANDUM OPINION AND ORDER

Adopted: November 22, 2019

Released: November 22, 2019

By the Chief, Media Bureau:

I. INTRODUCTION

1. The Media Bureau (Bureau) has before it two interrelated sets of applications filed by substantially similar sets of parties in two separately docketed proceedings. In the first proceeding, Terrier Media Buyer, Inc. (Terrier Media), NBI Holdings, LLC (Northwest), and Cox Enterprises, Inc. (CEI) (jointly, the Television Applicants), seek consent to the transfer of control and assignment of Commission licenses through a pair of transactions. In one transaction, Terrier Media and Northwest seek consent for Terrier Media to acquire companies owned by Northwest holding the licenses of full-power broadcast television stations, low-power television (LPTV) stations, and TV translator stations (the Northwest Applications). In the other, Terrier Media and CEI seek consent for Terrier Media to acquire companies owned by CEI holding the licenses of full-power broadcast television stations, LPTV stations, TV translator stations, and broadcast radio stations (the Cox Applications and, jointly with the Northwest Applications, the Television Applications). We find that grant of these applications, as conditioned below, will serve the public interest, convenience and necessity.

1 A list of the Television Applications can be found in Attachments A and B (collectively, the Attachments). Copies of the Television Applications are available in the Commission's Consolidated Database System (CDBS). The Television Applicants have filed separate applications requesting Commission consent for the transfer of control of certain earth station, microwave, and land mobile facilities held by Cox and Northwest.

2 The Television Applicants assert that Terrier Media's post-consummation national broadcast television audience reach will be approximately 6.98%, which has been confirmed by staff analysis. Television Applications, Amended (continued....)

2. In the second proceeding, the Bureau has under consideration the above-captioned transfer of control and assignment applications, as amended (Radio Transfer Application and Divestiture Applications, jointly the Radio Applications)³ filed by Terrier Media, Cox Radio, Inc. (Cox Radio), and CEI (jointly, the Radio Applicants). The Radio Transfer Application requests consent to transfer control of broadcast radio station licenses⁴ currently controlled by CEI, as well as Cox Radio's existing broadcast business, including full-power FM and AM radio stations and the associated earth station, microwave, and land mobile facilities. To comply with the Commission's Local Radio Ownership Rule,⁵ Cox Radio seeks Commission consent to assign the licenses of two Florida market stations to a divestiture trust. We have received no petitions to deny or informal objections to the Radio Applications. We find that grant of these applications, as conditioned below, will comply with the Commission's Local Radio Ownership Rule, and serve the public interest, convenience, and necessity.

II. BACKGROUND

A. Television Transaction

3. Pursuant to a Purchase Agreement dated February 14, 2019, Terrier Media, which is a newly created company, seeks to acquire all of the television stations licensed to various Northwest license subsidiaries for a purchase price of \$384 million (Northwest Transaction).⁶ Pursuant to a separate Purchase Agreement also dated February 14, 2019, Terrier Media seeks to acquire from Cox for a purchase price of \$3.1 billion the transfer of control of the equity interests of certain broadcast television stations (and other assets not regulated by the Commission) and the assignment of assets and property used or primarily held for use in the operation of four radio stations (Cox Television Transaction, and collectively with the Northwest Transaction, the Television Transaction).⁷ The Television Applicants anticipate that the Northwest Transaction and the Cox Transaction will close in close succession, and at their conclusion, all of the Northwest Stations, Cox Stations, and other assets not regulated by the Commission will be held by subsidiaries of Northwest, which will be 100% owned by Terrier Media.⁸ AP IX Titan Holdings, L.P. (Titan) will hold a 70.9% voting interest in Terrier Media Holdings, Inc.

(Continued from previous page) _____

Television Comprehensive Exhibit at 35 n.11 (Television Comprehensive Exhibit). This is well below the 39% national audience reach cap. 47 CFR § 73.3555(e). Of note, as discussed below, the Television Applicants have amended the original Television Comprehensive Exhibit on multiple occasions. *See infra* para. 3. To avoid confusion, any discussion of or citation to the Television Comprehensive Exhibit will refer to the version with all amendments.

³ The Radio Transfer Application and Divestiture Applications were accepted for filing on July 11, 2019. *See Media Bureau Establishes Pleading Cycle for Applications to Transfer Control of Cox Radio, Inc., to Terrier Media Buyer, Inc., and Permit-But-Disclose Ex Parte Status for the Proceeding*, Public Notice, 34 FCC Rcd 5318 (MB 2019). Copies of the Radio Applications can be found in the Commission's Consolidated Database System (CDBS). For a list of the stations that are the subject of the proposed transfer of control, as well as related divestitures, see Attachments C and D.

⁴ Pursuant to the proposed transaction, Terrier Media is also acquiring CEI's national advertising representation business and CEI's Washington, DC news bureau operation.

⁵ 47 CFR § 73.3555(a).

⁶ *See* Television Comprehensive Exhibit at 1; Television Applications, Attach. 20, Northwest Purchase Agreement at 17.

⁷ *See* Television Comprehensive Exhibit at 1-2; Television Applications, Attach. 20, Cox Purchase Agreement at 2.

⁸ Television Comprehensive Exhibit at 3.

(Terrier Holdings), through a series of intermediate holding companies.⁹ The remaining voting interest in Terrier Holdings will be held by former owners of Cox and Northwest.¹⁰

4. On July 15, 2019, the Television Applicants amended the Television Applications to provide additional information. The Television Applicants explain that AP IX (PMC) VoteCo, LLC (VoteCo) will have indirect voting control of Titan.¹¹ The sole limited partner of Titan will be AIF IX (PMC Equity AIV), L.P. (PMC Equity), and, according to the Television Applicants, each limited partner of PMC Equity will be insulated pursuant to Commission rules.¹² The Television Applicants state that VoteCo will be wholly controlled equally by its three members: Scott Kleinman, John Suydam, and David Sambur.¹³ John Suydam and Scott Kleinman are officers of Apollo Global Management, LLC (AGM), a publicly traded investment management company. David Sambur is the co-head of AGM's private-equity business.¹⁴ The managing members and officers of VoteCo, as well as certain officers of Terrier Media, are employed by an affiliate of AGM.¹⁵ The Television Applicants state that neither AGM nor any AGM affiliate will have any voting rights or attributable interest in VoteCo, Titan, PMC Equity, Terrier Holdings or any subsidiary of Terrier Holdings.¹⁶

5. The insulated limited partners of PMC Equity—which include private pension funds, insurance companies, endowments, charitable foundations, private companies and high net worth individuals—will consist largely of entities controlled and owned, directly or indirectly, by citizens of the United States.¹⁷ PMC Equity is anticipated to have 64 limited partner investors, with the largest investor holding slightly less than 10% and with only 4 other investors holding more than 5% of the ownership of PMC Equity, each of whom is a large public pension fund.¹⁸

6. In a Petition for Declaratory Ruling filed on June 17, 2019, Terrier Media seeks authorization for foreign investors, including existing investors and/or AGM, to own up to 100% of Terrier Media's equity and voting interests and, to the extent the Commission determines appropriate, up to 100% of AGM's equity and voting interests.¹⁹ A Declaratory Ruling issued concurrently with this decision grants these requests and finds that, for purposes of applying the relevant provisions of Communications Act of 1934, as amended (the Act), AGM has *de facto* control over Terrier Media.²⁰

⁹ See Television Applications, Attach. 1, "October 2019 Amendment" (filed Oct. 29, 2019) (Television October 2019 Amendment).

¹⁰ See Television Comprehensive Exhibit at 2.

¹¹ *Id.*

¹² *Id.* at 2-3; see also 47 CFR § 73.3555, Notes 2(f)(1)-(2).

¹³ Television Comprehensive Exhibit at 2.

¹⁴ *Terrier Media Buyer, Inc.*, Declaratory Ruling, MB Docket 19-196, DA 19-1205 (MB rel. Nov. 22, 2019) (*Terrier Declaratory Ruling*).

¹⁵ Television Comprehensive Exhibit at 5.

¹⁶ *Id.* at 2-3.

¹⁷ *Id.* at 2.

¹⁸ *Id.* at 3.

¹⁹ See *Media Bureau Announces Filing of Petition for Declaratory Ruling by Terrier Media Buyer, Inc., and Permit-But-Disclose Ex Parte Status for the Proceeding*, MB Docket 19-196, Public Notice, 34 FCC Rcd 5314 (MB 2019) (seeking comment on the petition in a separate proceeding). Terrier Media supplemented its petition on June 28, 2019, July 26, 2019, August 29, 2019, and September 25, 2019.

²⁰ *Terrier Declaratory Ruling* at 6-9, paras. 14-17. The finding of *de facto* control creates an attributable interest in the station licensees, which subjects AGM to all applicable requirements and obligations under the Act and Commission rules, such as filing ownership reports. See 47 CFR § 73.3615.

7. The Local Radio Ownership Rule limits both the total number of radio stations an entity may own within a local market and the total number of radio stations within the market that the entity may own in a single service (either AM or FM).²¹ Terrier (through Camelot Radio) proposes to acquire four stations in the Dayton market—three FM and one AM. Therefore, they state that the proposed Transaction complies with the Local Radio Ownership Rule.²² An entity in a market this size may own up to seven total stations, no more than four of which can be in the same service.

8. On September 23, 2019, the U.S. Court of Appeals for the Third Circuit issued an opinion in *Prometheus IV*²³ that vacated and remanded the 2010/2014 *Quadrennial Review Order on Reconsideration*.²⁴ Among other things, the 2010/2014 *Quadrennial Review Order on Reconsideration* eliminated the Commission's Newspaper/Broadcast Cross-Ownership Rule (NBCO Rule), the Radio/Television Cross-Ownership Rule, and the Eight Voices Test of the Local Television Ownership Rule. The Order also reversed the 2016 decision to attribute certain television joint sales agreements (JSAs) for purposes of applying our ownership rules.²⁵ On November 20, 2019, the Third Circuit denied petitions for rehearing and rehearing *en banc* of the panel's decision.²⁶ Absent a stay or other action by the court, its mandate will issue on or about November 27, 2019,²⁷ the effect of which would be reinstatement of media ownership rules in place prior to the 2010/2014 *Quadrennial Review Order on Reconsideration*.²⁸

9. On October 29, 2019, the Television Applicants filed a minor amendment to inform the Commission of certain changes to the structure of the transactions to address any concerns regarding changes in rules caused by *Prometheus IV*.²⁹ The Television Applicants will not be in compliance with the Commission's pre-2017 media ownership rules absent the changes proposed in the amendment. Specifically, in the Syracuse, New York, DMA, grant of the applications listed in the attachments would result in the transfer of an existing duopoly that would not comply with the Eight Voices Test of the Local Television Ownership Rule. In the Yuma, Arizona, DMA, where there is also an existing combination, grant of the Television Applications would result in both violation of the Top-Four Prohibition of the Local Television Ownership Rule, which the Commission retained in part after issuance of the 2010/2014 *Quadrennial Review Order on Reconsideration*, and the Eight-Voices Test. In the October 2019 Amendment, the Television Applicants have stated that, as necessary, Northwest will surrender the licenses for one of its stations in Syracuse and Yuma not acquired by Terrier Media and will transfer all

²¹ 47 CFR § 73.3555(a).

²² Television Comprehensive Exhibit at 36-37; *see also* BIA Radio Market Study at 1-2 (identifying the existing Cox stations in the market). The analysis prepared by BIA Advisory Services identified 38 stations in the relevant geographic market. Television Applications, Attach. 6, BIA Dayton, OH Radio Market Study at 1-2 (BIA Radio Market Study).

²³ *Prometheus Radio Project*, 939 F.3d 567 (3rd Cir. 2019) (*Prometheus IV*), *petition for rehearing en banc denied*.

²⁴ 2014 *Quadrennial Regulatory Review – Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996 et al.*, Order on Reconsideration and Notice of Proposed Rulemaking, 32 FCC Rcd 9802 (2017) (2010/2014 *Quadrennial Review Order on Reconsideration*).

²⁵ *Id.* at 9803, para. 2.

²⁶ *Prometheus Radio Project v. FCC*, Order, Case No. 17-1107 et al (3rd Cir. Nov. 20, 2019) (denying petitions for rehearing).

²⁷ *See* F. R. App. P. 41(b).

²⁸ 2014 *Quadrennial Review Order – Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996 et al.*, Second Report and Order, 31 FCC Rcd 9864 (2016) (2010/2014 *Quadrennial Review Order*).

²⁹ October 2019 Amendment at 1-2.

of the programming to the corresponding acquired station in each market to be carried on a primary or multicast channel.³⁰

10. In addition to the Local Television Ownership Rule, in multiple markets the Television Applications also implicate the NBCO Rule, once it is reinstated. To address this concern, Terrier Media and Cox propose to restructure their transaction with the intention that Cox's parent will have a non-attributable ownership interest in Terrier Holdings, which has a single majority shareholder.³¹ Specifically, Cox's parent will have a 19.9% voting interest in Terrier Holdings and a right to appoint one or more observers to Terrier Holdings' board of directors, along with certain minority investor protections, consistent with precedent.³² Second, Terrier is prepared to change the publication schedule of the three daily newspapers owned by Cox in Ohio, in markets where they currently own broadcast television licenses, such that they would be published in print only three times a week.³³ In a separate transaction, affiliates of Apollo have issued loans to New Media Investment Group, Inc., for its acquisition of Gannett Co. (Gannett), publisher of a number of daily newspapers. Apollo has certified that neither Apollo Capital Management, L.P., nor any of its parent or affiliated entities, including AGM, has an attributable interest in Gannett.³⁴

11. The Television Applicants assert that grant of the Transaction is in the public interest. Regarding the acquisition of the broadcast television stations, the Television Applications state that Terrier Media intends to improve program offerings in local markets and to increase capital investments in broadcast infrastructure and local content creation, including local news.³⁵ Terrier Media contends that it is fully committed to continuing and expanding the "long history of excellent local news and other local programming" offered by the Northwest and Cox Stations.³⁶ In addition, the Television Applicants expect that the resources of Cox's Washington News Bureau will be available to the combined group of television and radio stations after the closing.³⁷

³⁰ *Id.* at 2.

³¹ See *Review of the Commission's Regulations Governing Attribution of Broadcast and Cable/MDS Interests*, MM Docket No. 94-150 et al., Order, 16 FCC Rcd 22310, 22310, para. 1 (2001) ("for purposes of the broadcast attribution rules, no minority voting interest will be cognizable, subject to the equity/debt plus rule, if there is a single holder of more than 50 percent of the outstanding voting stock of the corporate broadcast licensee, cable television system, or daily newspaper in which the minority interest is held").

³² October 2019 Amendment at 1 & n.3 (citing *Hispanic Broadcasting Corporation*, Memorandum Opinion and Order, 18 FCC Rcd 18834, 18849, para. 42 (2003) ("the Commission has consistently held that a nonvoting shareholder's approval rights over fundamental corporate matters are permissible investor protections that neither restrict a corporation's discretion or rise to the level of attributable influence.")).

³³ *Id.* at 1-2.

³⁴ See *id.*, Certifications of Joseph D. Glatt and Christian Weideman. As discussed below, as a result of this restructuring, we find that the Television Applications will comply with our pre-2017 media ownership rules when the mandate vacating our 2010/2014 *Quadrennial Review Order on Reconsideration* issues. Thus, we condition our grant on these representations. See *infra* para. 25.

³⁵ Television Comprehensive Exhibit at 5- 7. These efforts include: "capitalizing on the stations' compelling local content by making that content available in multiple markets; improving the stations' physical plant, including studio, back office and transmission equipment; growing each station's digital presence in its local market through improvements in station websites and applications; and deploying the resources required to promote deployment of ATSC 3.0." *Id.* at 5-6.

³⁶ *Id.* at 6-7 ("Terrier Media expects to support those efforts with key investments that will enable the stations to better serve the public. Terrier Media will continue the stations' focus on the journalistic integrity, news quality, and commitment to community that Northwest and Cox have demonstrated in their ownership of the stations.").

³⁷ *Id.* at 7-8.

12. The Television Applicants further claim that Terrier Media’s operation of the combination of the Northwest and Cox Stations will further enhance the public interest based upon the long track record of Terrier Media’s principals in “producing superior results in strengthening businesses and making them more competitive.”³⁸ They also state that Terrier Media—and thus the stations—will benefit from the financial, strategic, and management expertise provided by advisory affiliates of AGM, and “[t]hat collective experience will allow Terrier Media to develop and present creative approaches to address the increasing challenges faced by the television broadcast industry from an unprecedented number of new, well-funded competitors.”³⁹ At the same time, the Television Applicants assert that Terrier Media will benefit from the businesses’ existing leadership and management, as the current ownership of Northwest and Cox will continue to have a meaningful interest in the ownership and strategic direction of the new broadcast company.⁴⁰ Further, the Television Applicants maintain that combining the Northwest and Cox Stations, which do not have any overlap markets, will allow the new company to achieve the scale and scope needed to compete more effectively.⁴¹

B. Radio Transaction

13. The Radio Applicants propose that, pursuant to a Stock Purchase Agreement dated June 26, 2019 (Radio Transaction), Terrier Media will become the 100% indirect owner of licensee Cox Radio.⁴² As consideration for CEI’s shares, Terrier Media will tender \$425 million in cash and an unsecured promissory note in the amount of \$75 million at closing.⁴³ AP IX Titan Holdings, L.P. (Titan), a Delaware limited partnership, will hold 70.9% of the stock of Terrier Media Holdings, Inc. (Terrier Holdings), which, through a series of intermediate holding companies will control Terrier Media.⁴⁴ The remaining voting interest in Terrier Holdings will be held by former owners of Cox and Northwest.⁴⁵

14. In the Tampa and Orlando Nielsen markets, the Radio Transaction will create new or existing station combinations that implicate the local radio ownership rule.⁴⁶ According to the Applicants, there are no other new or existing station combinations created by the Radio Transaction that would not comply with the local radio ownership rules.⁴⁷ They indicate that, because the Divestiture Trust structure includes proper insulation, the stations to be assigned to the Divestiture Trust will not be attributable to Cox Radio or Terrier Media for the purposes of the local radio ownership rule upon consummation of the assignment of the stations to the Divestiture Trust, thereby permitting the proposed transfer of control of Cox Radio to Terrier Media to proceed in compliance with the Commission’s local radio ownership rule.

15. The ownership structure for Terrier Media in the Radio Transaction is identical to the

³⁸ *Id.* at 7.

³⁹ *Id.* at 4, 7. They clarify, however, that AGM and its affiliates are not broadcast operators, and that neither AGM nor any AGM-affiliated fund will hold any limited partnership interest in PMC Equity or any stock interest in Terrier Holdings or in any Terrier Holdings subsidiary. *Id.* at 4.

⁴⁰ *Id.* at 7.

⁴¹ *Id.*

⁴² *See supra* n. 3.

⁴³ Radio Transfer Application, Attach. 20, Stock Purchase Agreement at 2, para. 1.2 and Form of Promissory Note at 1.

⁴⁴ Radio Transfer Application, Attach. 1, “October 2019 Amendment” at 1 (filed Oct. 29, 2019) (Radio October 2019 Amendment).

⁴⁵ Radio Transfer Application, Comprehensive Exhibit at 2, 13, and “Ownership Structure for Terrier Media Buyer, Inc.”; October 2019 Amendment.

⁴⁶ *See* Radio Transfer Application, Comprehensive Exhibit at 25 and Attachment 3 (Local Radio Market Studies).

⁴⁷ *Id.*

Television Transaction described above, and on October 29, 2019, the Radio Applicants filed an amendment virtually identical to the one filed by the Television Applicants on that date.⁴⁸

16. The Radio Applicants also assert that grant of the Radio Transaction is in the public interest. They state that Terrier Media is fully committed to continuing the Cox Radio stations' long history of excellent local news and entertainment programming and expects to support those efforts with key investments that will enable the stations to better serve the public. They also state that Terrier Media will continue the Cox Radio stations' focus on the journalistic integrity, news quality, and commitment to community that CEI has demonstrated in its ownership of the stations.⁴⁹

C. Pleadings

17. On April 10, 2019, the Media Bureau released a Public Notice announcing the filing of the Television Applications and establishing a pleading cycle.⁵⁰ Three parties filed pleadings. The American Television Alliance (ATVA) filed comments, asserting that the Television Applicants have not addressed the public-interest concerns raised by the transfer of existing top-four combinations in several markets—including those involving LPTV stations and multicast streams—and that the Transaction would harm the public interest by raising retransmission consent prices.⁵¹ Common Cause, Common Cause Ohio, and United Church of Christ, OC Inc. (Common Cause et al.) filed a joint petition to deny the Television Applications, maintaining that the Television Applicants have failed to demonstrate that the Transaction is in the public interest and that the Transaction would harm localism and viewpoint diversity.⁵² Finally, Darryl Beauford—a local viewer in the Atlanta DMA—filed a petition to deny, contending that the licensee of Cox station WSB-TV violated the Commission's public file rules by denying him the opportunity to inspect its files; accordingly, he argues that Cox should not be permitted to profit from this transaction.⁵³

18. The Television Applicants filed a Consolidated Joint Opposition to these pleadings on May 28, 2019 (Consolidated Opposition), asserting that (1) Common Cause et al. and ATVA failed to establish standing; (2) the Television Applications demonstrated that the transactions will enhance the public interest; (3) ATVA's claims regarding duopolies/quadropolies and retransmission consent issues should be rejected; and (4) WSB-TV did not violate the Commission's public file rules, and Beauford otherwise failed to provide a justification for denying the sale of WSB-TV. Beauford filed a reply on June 3, 2019 (Beauford Reply), which largely emphasized the arguments in his initial petition.

19. No parties filed pleadings in response to the Radio Transfer Applications.

20. On November 15, 2019, Common Cause and United Church of Christ, OC Inc. (Common Cause and UCC) filed an ex parte submission arguing (1) that the October Amendment disregards the

⁴⁸ See Radio Applications, Attach. 1, "October 2019 Amendment" (filed Oct. 29, 2019). In addition to the representations discussed above, that amendment states: "With the changes described below, upon consummation of the Northwest Transaction and the Cox Transactions, Terrier will be in compliance with such media ownership rules in all markets covered by the pending applications." *Id.* at 1

⁴⁹ Radio Transfer Application, Comprehensive Exhibit, at 8.

⁵⁰ See *Media Bureau Establishes Pleading Cycle for Television Applications to Transfer Control of NBI Holdings, LLC, and Cox Enterprises, Inc., to Terrier Media Buyer, Inc., and Permit-But-Disclose Ex Parte Status for the Proceeding*, MB Docket No. 19-98, Public Notice, 34 FCC Rcd 2274 (MB 2019).

⁵¹ Comments of The American Television Alliance, MB Docket No. 19-98, at 1-10 (filed May 10, 2019) (ATVA Comments).

⁵² Petition to Deny of Common Cause, Common Cause Ohio, and United Church of Christ, OC Inc., MB Docket No. 19-98, at 2-7 (filed May 10, 2019) (Common Cause et al. Petition).

⁵³ Petition to Deny of Darryl Beauford Petition, MB Docket No. 19-98, at 3-20 (filed May 3, 2019) (Beauford Petition).

primary purpose of the media ownership rules and takes advantage of loopholes to those rules; and (2) that grant of that amendment would ignore *Prometheus IV*.⁵⁴

D. Standard of Review

21. Section 310(d) of the Act provides that no station license shall be transferred or assigned unless the Commission, on application, determines that the public interest, convenience, and necessity will be served thereby.⁵⁵ In making this assessment, the Commission must first determine whether the proposed transaction would comply with the specific provisions of the Act, other applicable statutes, and the Commission's rules.⁵⁶ If the transaction would not violate a statute or rule, the Commission considers whether it could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.⁵⁷ If the Commission is unable to find that the proposed transaction serves the public interest, or if the record presents a substantial and material question of fact as to whether the transaction serves the public interest, section 309(e) of the Act requires that the applications be designated for hearing.⁵⁸

22. The Commission applies a two-part test when evaluating a petition to deny (or informal objection) under the public interest standard. First, the Commission must determine whether the petition to deny contains specific allegations of fact sufficient to show that granting the application would be *prima facie* inconsistent with the public interest.⁵⁹ The first step "is much like that performed by a trial judge considering a motion for directed verdict: if all the supporting facts alleged in the [petition] were true, could a reasonable fact finder conclude that the ultimate fact in dispute had been established."⁶⁰ Second, the Commission must then determine whether, "on the basis of the application, the pleadings filed, or other matters which [the Commission] may officially notice," a substantial and material question of fact has been raised as to whether grant of the application would serve the public interest.⁶¹ The D.C. Circuit has made clear that the two steps of the statutory inquiry "are typically made concurrently."⁶² That is, the Commission ordinarily does not consider separately whether a petition makes out a *prima facie* case for denial of the application because "a negative resolution of the second question alone

⁵⁴ See Written Ex Parte of Common Cause and United Church of Christ, OC Inc., MB Docket No. 19-98 (filed Nov. 15, 2019) (CC-UCC *Ex Parte*).

⁵⁵ Section 310(d) of the Act requires that the Commission consider an application as if the proposed assignee/transferee were applying for the license directly. 47 U.S.C. § 310(d); see also *SBC Communications Incorporated and AT&T Corporation Television Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd 18290, 18300, para. 16 (2005) (*SBC-AT&T Order*).

⁵⁶ See, e.g., *SBC-AT&T Order*, 20 FCC Rcd at 18300, para. 16.

⁵⁷ *Id.*

⁵⁸ 47 U.S.C. § 309(e); see also *General Motors Corporation and Hughes Electronics Corporation, Transferors, and the News Corporation Limited, Transferee*, Memorandum Opinion and Order, 19 FCC Rcd 473, 483, para. 15 n.49 (2004); *Application of EchoStar Communications Corporation, General Motors Corporation, and Hughes Electronics Corporation and EchoStar Communications Corporation*, Hearing Designation Order, 17 FCC Rcd 20559, 20574, para. 211 (2002).

⁵⁹ 47 U.S.C. § 309(d)(1); *Astroline Commc'ns Co., Ltd. Partnership v. FCC*, 857 F.2d 1556, 1561 (D.C. Cir. 1988) (*Astroline*).

⁶⁰ *Gencom, Inc. v. FCC*, 832 F.2d 171, 181 (D.C. Cir. 1987).

⁶¹ *Astroline*, 857 F.2d at 1561; 47 U.S.C. § 309(e).

⁶² *Mobile Commc'ns Corp. of Am. v FCC*, 77 F.3d 1399, 1410 (D.C. Cir. 1996) (quoting *Citizens for Jazz on WRVR v. FCC*, 775 F.2d 392, 394 (D.C. Cir. 1985) (*Citizens for Jazz*)).

[whether the record presents a substantial and material question of fact that warrants further inquiry in a hearing] makes the first question moot.”⁶³

III. DISCUSSION

23. We deny the challenges to the Television Transaction and grant the Television Applications listed in Attachments A and B. For the reasons described below, we find that the petitioners and informal objectors have failed to raise a substantial and material question of fact as to whether grant of the Television Applications would serve the public interest. We recognize that the Television Applicants may be in violation of certain of the broadcast multiple and cross-ownership rules following consummation as a result of the *Prometheus IV* decision. However, we believe the unique circumstances of this case, specifically the Television Applicants’ specific commitments in the October 2019 Amendment and the timing of the Third Circuit’s decision, justify a brief 30-day period from consummation to come into compliance with these revised rules. We find that the transaction will not pose any competitive harm, or produce any transaction-specific harm. Accordingly, we conclude that the Television Transaction serves the public interest, convenience, and necessity, and we grant the Television Applications as conditioned below.⁶⁴ As discussed below, we reject the concerns raised by commenters.

24. We also conclude that the Radio Applicants are fully qualified and that grant of the Radio Applications, subject to the conditions set forth herein, complies with all pertinent statutory and regulatory requirements (including the local radio ownership provisions of Section 73.3555(a)(1) of the Rules⁶⁵ in each pertinent market) and will serve the public interest, convenience, and necessity. While the transfer of combinations as initially proposed in the Applications would be permissible under the 2010/2014 *Quadrennial Review Order on Reconsideration* rules previously in effect, such grant would not be consistent with the reinstated Commission rules. Consequently, we condition our grant on the Applicants’ coming into compliance with the reinstated rules as follows: (1) Terrier Media and Cox modify Cox’s board rights consistent with the representations made in the October 2019 Amendment at or prior to consummation; (2) Cox must modify the publication schedule of the three daily newspapers in Ohio in accordance with the representations made in the October 2019 Amendment within 30 days of consummation; and (3) Northwest must surrender licenses for Syracuse and Yuma consistent with the representations made in the October 2019 Amendment within 30 days of consummation. We also incorporate the Declaratory Ruling’s finding of AGM’s *de facto* control of Terrier Media into the above-captioned proceedings in which we review specific applications associated with the proposed Television Transaction and Radio Transaction pursuant to section 310(d) of the Act.⁶⁶

⁶³ *Id.* (quoting *Citizens for Jazz*, 775 F.2d at 394).

⁶⁴ 47 U.S.C. § 309(d)(1); *Astroline Commc’ns Co., Ltd. Partnership v. FCC*, 857 F.2d 1556, 1561 (D.C. Cir. 1988) (*Astroline*).

⁶⁵ 47 CFR § 73.3555(a)(1).

⁶⁶ *Astroline*, 857 F.2d at 1561; 47 U.S.C. § 309(e).

A. Standing

25. Under the Act, only a “party in interest” has standing to file a petition to deny.⁶⁷ In addition to containing the necessary factual allegations to support a *prima facie* case that grant of the application would be inconsistent with the public interest, convenience, and necessity, a petition to deny must contain specific allegations of fact demonstrating that the petitioner is a party in interest.⁶⁸ The allegations of fact, except for those of which official notice may be taken, must be supported by an affidavit or declaration under penalty of perjury of someone with personal knowledge of the facts alleged.⁶⁹ In general, a petitioner in a transfer proceeding also must allege and prove that it has suffered or will suffer an injury in fact, there is a causal link between the proposed assignment and the injury in fact, and that not granting the assignment would remedy or prevent the injury in fact.⁷⁰ Furthermore, standing to challenge the Commission’s regulation of a broadcast station “is accorded to persons not for the protection of their private interest but only to vindicate the public interest.”⁷¹ In the broadcast regulatory context, standing is generally shown in one of three ways: (1) as a competitor in the market subject to signal interference; (2) as a competitor in the market subject to economic harm; or (3) as a resident of the station’s service area or regular listener of the station.⁷² In the case of viewer standing, the petitioner must allege that he or she is a resident of the station’s service area or a regular viewer of the station.⁷³ An organization can establish standing on behalf of its members if it provides an affidavit or declaration “of one or more individuals entitled to standing indicating that the group represents local residents and that the petition is filed on their behalf.”⁷⁴ In broadcast transactions that involve multiple markets, an organization must submit a member declaration/affidavit for each market in which the organization claims standing; failure to do so will result in the pleading being treated as an informal objection in markets for which there is no member declaration/affidavit.⁷⁵

26. As an initial matter, ATVA did not assert party-in-interest status. It styled its pleading as comments rather than as a petition to deny, and it did not include any supporting affidavits. Therefore, we will treat ATVA as an informal objector, and we consider its substantive arguments below.⁷⁶ In addition, we find that Beauford has established standing and included an appropriate affidavit, though his standing is limited to the Atlanta market, in which he resides. While his petition largely focuses on an alleged public file rule violation unrelated to the transaction, we find that—for purpose of our standing

⁶⁷ *Id.* § 309(d); 47 CFR § 73.3584.

⁶⁸ 47 U.S.C. § 309(d).

⁶⁹ *Id.*

⁷⁰ *See, e.g., Lujan v. Defenders of Wildlife*, 504 U.S. 555 (1992); *MCI Communications Corporation*, Memorandum Opinion and Order, 12 FCC Rcd 7790 (1997); *Timothy K. Brady*, Letter Order, 20 FCC Rcd 11987 (MB 2005).

⁷¹ *Id.* (quoting *Citizens for Jazz*, 775 F.2d at 394).

⁷² *See, e.g., Entercom License, LLC*, Hearing Designation Order, 31 FCC Rcd 12196, 12205 (2016) (*Entercom*); *Melodie Virtue, Esq.*, Letter Decision, 30 FCC Rcd 6045 (MB 2015).

⁷³ *See Rainbow/PUSH Coalition v. FCC*, 330 F.3d 539, 542-43 (D.C. Cir. 2003).

⁷⁴ *Entercom*, 31 FCC Rcd at 12206.

⁷⁵ *Applications of Tribune Media Company (Transferor) and Nexstar Media Group, Inc. (Transferee) et al.*, Memorandum Opinion and Order, FCC 19-89 (Sep. 16, 2019) at 14, para. 25 (*Nexstar-Tribune Order*); *see also Applications to Transfer Control of License Subsidiaries of Media General, Inc., to Nexstar Broadcasting, Inc.*, Memorandum Opinion and Order, 32 FCC Rcd 183, 190, para. 18 (MB/WTB 2017) (*Nexstar-Media General Order*) (organizational standing is “geographically limited to the market with respect to which viewer membership is identified in its declaration”).

⁷⁶ 47 U.S.C. § 309(d); 47 CFR § 73.3584.

analysis—taken as a whole, his pleadings raise a colorable public interest harm that could result from grant of the application.⁷⁷

27. Finally, regarding Common Cause et al., we find that standing has been established only for Common Cause Ohio and only in the Dayton DMA. This proceeding involves transactions in multiple markets, but only Common Cause Ohio submitted a declaration purporting to establish standing, and it did so only for the Dayton DMA. Common Cause Ohio provides the Declaration of Bob Daley, a resident of Dayton, Ohio, and a member of Common Cause Ohio.⁷⁸ Daley states that that he reads the Dayton Daily News and watches local news on television.⁷⁹ While he does not specifically state that he is a regular viewer of WHIO-TV, the Cox television station in the market, this is not sufficient grounds upon which to deny standing.⁸⁰ While Common Cause Ohio has established standing in the Dayton DMA, it has not done so in any other markets, thus we will treat Common Cause Ohio as an informal objector in all markets other than Dayton.⁸¹ In addition, given that Daley avers to being a member of only Common Cause Ohio, he has not established standing for the remainder of the joint petitioners (Common Cause and United Church of Christ, OC Inc.). Thus, we will treat Common Cause and United Church of Christ, OC Inc. as informal objectors in all markets, including Dayton.⁸² Nonetheless we address Common Cause et al.'s substantive arguments below.

B. Public Interest Benefits

1. Television Transaction

28. Upon review of the record, we find that the proposed transactions will offer public interest benefits to viewers of Northwest's and Cox's stations. In particular, we find that the Northwest stations' access to Cox's Washington News Bureau will provide transaction-specific, public interest benefits to viewers. Consistent with the Commission's finding in the *Nexstar-Tribune Order*, expanded access to a Washington, DC, news bureau can provide transaction-specific, public interest benefits to local viewers, as can shared news sources when stations did not have prior access to those sources.⁸³ Terrier Media also asserts that it is committed to continuing the stations' strong history of local news and other programming, and it expects to make key investments to support and enhance those efforts.⁸⁴ In particular, Terrier Media intends to undertake efforts to improve the stations' physical plant, including studio, back office and transmission equipment.⁸⁵ We credit the Television Applicants' showing that the

⁷⁷ We note that the Television Applicants do not argue that Beauford lacks standing, unlike their specific opposition to the standing of ATVA and Common Cause et al. See Consolidated Opposition at 5-7.

⁷⁸ Common Cause et al. Petition, Declaration of Bob Daley.

⁷⁹ *Id.*

⁸⁰ Consolidated Opposition at 5-6. See *CHET-5 Broadcasting, L.P.*, Memorandum Opinion and Order, 14 FCC Rcd 13041, 13042 (1999) (“[W]e will accord party-in-interest status to a petitioner who demonstrates *either* residence in the station’s service area *or* that the petitioner listens to or views the station regularly”) (emphasis added). See also *Standing of a Party to Petition to Deny a Broadcast Application*, Memorandum Opinion and Order, 82 FCC 2d 89, n.68 (1980) (explaining that while it is “is reasonable to presume that a local resident who petitions to deny a broadcast application is a listener or viewer of the station,” in some cases the petitioning local residents “may no longer listen to the station in question because of the shortcomings alleged as to a licensee’s performance”).

⁸¹ See *Nexstar-Tribune Order* at 14, para. 25; *Nexstar-Media General Order*, 32 FCC Rcd at 190, para. 18.

⁸² See *Nexstar-Tribune Order* at 14, para. 25; *Nexstar-Media General Order*, 32 FCC Rcd at 191 n.57.

⁸³ *Nexstar-Tribune Order* at 14-15, para. 26 (citing *Nexstar-Media General Order*, 32 FCC Rcd at 195, para. 29 (finding that “increased access to reporting on federal and state policies and laws would increase the combined company’s viewers’ awareness of issues that may directly affect them”).

⁸⁴ Television Comprehensive Exhibit at 7.

⁸⁵ *Id.* at 8.

synergies produced by the combination of Northwest and Cox stations will facilitate Terrier Media's investment in new local content and enhanced broadcasting facilities for the stations.⁸⁶ Notably, Terrier Media also has declared its intent to make the investments necessary to promote the deployment of ATSC 3.0.⁸⁷ We find that all of these commitments constitute public interest benefits.

2. Radio Transaction

29. We find that granting the Radio Applications is likely to result in transaction-specific, public interest benefits to listeners of Cox Radio's stations. Terrier Media plans to capitalize on news reporting that covers national news and stories of particular interest to individual station markets, which will be made available to the combined group of television and radio stations after closing.⁸⁸ Terrier Media has also committed to improve the stations' infrastructure and grow their online presence in local markets.⁸⁹ Financially, Terrier Media indicates that PMC Equity will provide significant equity capital and that, as the proposed owner of the Cox Radio Stations, Terrier Media will benefit from financial, strategic, and management expertise provided by advisory affiliates of AGM.⁹⁰

C. Other Issues

1. Television Transaction

30. *Retransmission Consent.* We conclude that ATVA's allegations regarding retransmission consent do not raise a substantial and material question of fact as to whether grant of the Television Applications would serve the public interest.⁹¹ In particular, ATVA asserts that Northwest is able to achieve higher retransmission consent rates in those markets where it owns multiple top-four stations than in other markets, and that, given uniform pricing, those higher rates will extend to more stations across a larger geographic footprint once the station portfolios of Northwest and Cox are combined.⁹² ATVA also contends that AGM's request to approve the Northwest transaction before the approval of the Cox transaction would drive up prices without any countervailing benefits by virtue of the after-acquired station clauses in Northwest's contracts.⁹³

31. At the outset, we note there is no evidence that the transaction would create any new top-four combinations or that it would create an entity with any more top-four combinations than Northwest and/or Cox currently has today.⁹⁴ Moreover, in the *Nexstar-Tribune Order*, the Commission rejected the line of argument now being advanced by ATVA. Specifically, the Commission there found no harm related to retransmission consent at the regional or national level sufficient to warrant breaking up an existing top-four combination.⁹⁵ The Commission also declined to find "that an increase in

⁸⁶ *Id.* at 5, 6-7.

⁸⁷ *Id.* at 5-8.

⁸⁸ Radio Comprehensive Exhibit at 9.

⁸⁹ *Id.* at 9.

⁹⁰ *Id.* at 6.

⁹¹ Common Cause et al. make a single, unsupported reference to retransmission consent fees in their pleading. Common Cause et al. Petition at 7.

⁹² ATVA Comments at 6-10.

⁹³ See ATVA Comments at 3-4.

⁹⁴ Consistent with the *Nexstar-Tribune Order*, due to the structure of the Television Transaction—i.e., the lack of overlap between Cox and Northwest stations—the acquisition will not result in any meaningful change in bargaining leverage at the local level. *Nexstar-Tribune Order* at 15, para. 27; ATVA Comments at 3-4.

⁹⁵ *Nexstar-Tribune Order* at 23, para. 43.

retransmission consent rates, by itself, is necessarily a public interest harm.”⁹⁶ Instead, the Commission noted the lack of evidence in the record to establish whether, on balance, an increase in retransmission consent rates would reduce consumer welfare or rather just shift surplus between MVPDs and broadcast stations.⁹⁷ Here, ATVA similarly fails to provide such evidence demonstrating consumer harm. Ultimately, we find that ATVA provides no basis to depart from the Commission’s prior conclusions, and therefore we decline to do so based on the record before us here.

32. In addition, the *Nexstar-Tribune Order* reaffirmed that the Commission is not the appropriate forum for addressing private contractual matters, such as after-acquired station clauses in retransmission consent agreements. As the Commission stated in *Nexstar-Tribune Order* “after-acquired station clauses were negotiated by the parties outside of this transaction, and there is no apparent reason to step in and deny one party the benefit of the negotiated bargain absent evidence of anticompetitive practices or other wrongdoing not apparent here.”⁹⁸ Consistent with the Commission’s finding and in the absence of any transaction-specific allegations or evidence of anticompetitive practices or other wrongdoing, we reject ATVA’s arguments in this regard.⁹⁹

33. *Local Television Ownership Rules.* We also find that ATVA’s allegations regarding the existing station combinations in the Greenville, Mississippi; Eureka, California; and Yuma, Arizona,¹⁰⁰ markets do not raise a substantial and material question of fact as to whether grant of the Television Applications would serve the public interest. In particular, ATVA raises concerns that the Television Applications fail to explain how the transfer of duopolies/quadropolies (based on the inclusion of LPTV and multicast streams) in various markets would be in the public interest, where, according to ATVA, such combinations command higher retransmission consent fees.¹⁰¹ ATVA does not provide evidence of any transaction-specific harms that would result from the transfer of these existing combinations; nor does it allege that any new combinations would be created. And consistent with the *Nexstar-Tribune Order*, we note that the Commission has sought comment on industry-wide issues regarding LPTV stations and multicasting, such as those presented in Greenville and Eureka, in the *2018 Quadrennial Review NPRM*.¹⁰² Accordingly, we decline to address those issues here.

34. We find no merit to the argument advanced by Common Cause and UCC that the October 2019 Amendment somehow disserves the primary purpose of the Commission’s rules by exploiting supposed “loopholes” in print publication frequency and multicasting.¹⁰³ The modifications

⁹⁶ *Nexstar-Tribune Order* at 16-17, para. 29; see also ATVA Comments at 4-9.

⁹⁷ See, e.g., *Application of EchoStar Communications Corporation, General Motors Corporation, and Hughes Electronics Corporation (Transferors) and EchoStar Communications Corporation (Transferee)*, MB Docket No. 01-348, Hearing Designation Order, 17 FCC Rcd 20559, 20637, para. 211 (2002) (finding that “any savings in programming costs that result from a change in bargaining power represent a shift in surplus between programming providers and DBS operators, but not necessarily an increase in total surplus”).

⁹⁸ *Nexstar-Tribune Order* at 27-28, para. 59.

⁹⁹ ATVA Comments at 3-4.

¹⁰⁰ As explained above, upon consummation Terrier Media will no longer hold the license for two full-power stations in the Yuma market. See *supra* n.29.

¹⁰¹ *Id.* at 4, 7

¹⁰² *Nexstar-Tribune Order* at 28, para. 61; see also *2018 Quadrennial Regulatory Review – Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, Notice of Proposed Rulemaking, 33 FCC Rcd 12111, 12136-37, 12137, paras. 66-67, 69 (2018) (*2018 Quadrennial Review NPRM*) (seeking comment on whether multicast streams and LPTV stations are the functional equivalent of separate full power broadcast stations, and, if so, how to evaluate them for purposes of the Local Television Ownership Rule).

¹⁰³ See CC-UCC *Ex Parte* at 2-4.

proposed by the Television Applicants, upon which we condition today's grant, are intended to place the Television Applicants in compliance with the NBCO and the Local Television Ownership Rule reinstated in *Prometheus IV*. We reject these opponents' notional interpretations of our media ownership rules and find that this is not the appropriate venue for revising these rules. We also reject their contention that a grant would deliberately ignore the court's decision as we specifically condition our grant on compliance with our pre-2017 rules. Finally, we find these transactions to be in the public interest, notwithstanding the structural alterations.¹⁰⁴

35. *Localism and Viewpoint Diversity*. We find that Common Cause et al.'s contentions regarding the Transaction's potential impact on localism and viewpoint diversity do not raise a substantial and material question of fact as to whether grant of the Television Applications would serve the public interest. First, we reject the criticism that the Television Applicants' asserted public interest benefits regarding localism and viewpoint diversity are vague and improbable.¹⁰⁵ As the Commission has repeatedly – and recently – recognized, the increased access to a Washington, DC, news bureau is a legitimate public interest benefit at the local level.¹⁰⁶ Second, we give no weight to their allegation that AGM's involvement in the transaction, as a private equity firm, casts doubt that the Transaction would benefit localism and viewpoint diversity, on the basis that private equity firms typically impose cost-cutting measures that “gut newsrooms” in an attempt to generate profits before re-selling the stations after a few years.¹⁰⁷ The Commission has previously approved transactions involving private equity firms,¹⁰⁸ and Common Cause et al. does not provide any evidence demonstrating that AGM's involvement would decrease localism or viewpoint diversity with regard to this transaction.¹⁰⁹

36. Lastly, with regard to their contention that the transaction would harm localism and viewpoint diversity in the Dayton market, where Cox currently owns newspapers, WHIO-TV, and four radio stations,¹¹⁰ we find that Common Cause et al.'s arguments are speculative, unsupported, and unpersuasive. Common Cause et al. fail to provide any transaction-specific evidence demonstrating that transfer of the existing combination of media outlets will negatively impact localism and/or viewpoint diversity in the market.¹¹¹

37. *Beauford Petition*. We reject the crux of Beauford's petition that alleges that the licensee of Cox station WSB-TV violated the public inspection file rule on October 23, 2015.¹¹² As an initial matter, we find that this transaction review is not the appropriate forum for the investigation and

¹⁰⁴ See *id.* at 4-5.

¹⁰⁵ Common Cause et al. Petition at 4 (“However, the Applicants do not offer any detail to what investments Terrier will make in each market and how much of its capital it will invest.”).

¹⁰⁶ *Nexstar-Tribune Order* at 18-19, para. 32; see also *Nexstar-Media General*, 32 FCC Rcd at 195, para. 29.

¹⁰⁷ *Id.* at 5-6.

¹⁰⁸ See, e.g., *Existing Shareholders of Clear Channel Communications, Inc. (Transferors) and Shareholders of Thomas H. Lee Equity Fund VI, L.P., Bain Capital (CC) IX, L.P., and BT Triple Crown Capital Holdings III, Inc. (Transferees)*, Memorandum Opinion and Order, 23 FCC Rcd 1421 (2008).

¹⁰⁹ See *id.* at 1430, para. 19 (“There is no prohibition in the Act or our Rules on ownership of licensees by privately owned corporations.”).

¹¹⁰ *Id.* at 7.

¹¹¹ See Common Cause et al. Petition at 7.

¹¹² He states that he was denied access to the station's public inspection file and that he subsequently filed a complaint with the Commission regarding this alleged violation. Beauford Petition at 9; see also Beauford Petition, Att., Complaint (filed Dec. 22, 2015). Beauford now contends that, in light of his allegations, Cox should not be allowed to profit from the sale of WSB-TV. *Id.* at 17. Beauford provides a detailed narrative of his version of the events, which we need not discuss in this proceeding.

resolution of an alleged rule violation that is unrelated to the transaction. Beauford has already submitted a complaint to the Commission. His petition indicates that the Commission investigated the matter and that a member of the staff contacted him to discuss resolution of the issue.¹¹³ Accordingly, we take no position on the underlying allegations or the status of the complaint. Moreover, even if we assume that Beauford's allegations are true, we find that they do not raise a substantial and material question of fact warranting further inquiry into this matter with respect to the proposed Transaction. Beauford does not provide evidence of any intentional misconduct or aggravating factors that would justify the serious step of denying the sale of a station based on a public file rule violation.¹¹⁴

2. Radio Transaction

38. *Divestiture Trust Stations.* Cox Radio currently exceeds the local radio ownership rule limit in Section 73.3555(a)(1) of the Rules¹¹⁵ in two markets.¹¹⁶ Cox Radio's ownership of those stations is grandfathered pursuant to Note 4 of Section 73.3555.¹¹⁷ Note 4 permits existing over-limit station combinations to continue until certain events occur that would terminate the licensee's grandfathered status, requiring the new licensee to come into compliance with the multiple ownership limits of Section 73.3555(a).¹¹⁸ The filing of a long-form transfer of control application, such as the Radio Transfer Application, is a triggering event.¹¹⁹ In order to comply with the local radio ownership rule, the Radio Applicants have filed two Divestiture Applications seeking consent to the assignment of the licenses of Stations WPYO(FM), Maitland, Florida and WSUN(FM), Holiday, Florida (Trust Stations), at the closing of the Transaction to the CXR Radio Station Trust (CRST).¹²⁰

39. To ensure compliance with the local radio ownership rule, we impose a condition requiring that Cox Radio's assignment of the Trust Stations to CRST pursuant to the Divestiture Applications occurs prior to or simultaneously with the consummation of the transfer of control. In addition, we require CRST to assign the licenses of the Trust Stations to an unaffiliated buyer within two years and to provide the Commission with a detailed explanation of its efforts to sell such stations in the confidential report referenced in Section 4(g) of the Trust Agreement submitted with the Divestiture Applications, at six-month intervals until the stations held by CRST are sold.

40. *Pending Applications.* The Florida stations involved in the Radio Transaction have pending license renewal applications.¹²¹ The Commission has granted a transfer of control application while license renewal applications are pending provided that: (1) it is a multi-station, multi-market

¹¹³ Beauford Petition at 9-11.

¹¹⁴ See, e.g., *Michael Lazarus, Esq.*, Letter Order, 26 FCC Rcd 5966, 5970 (MB 2001) ("Public file violations, on their own, do not establish grounds for denial of an application unless intentional misconduct is evident."); *3 Daughters Media, Inc.*, Letter, 22 FCC Rcd 9047, 9051 (MB 2007) ("Public file violations only implicate the Commission's Character Qualifications Policy when extensive and egregious or when indicative of substantial carelessness"); *Discussion Radio, Inc.*, Memorandum Opinion and Order, 19 FCC Rcd 7433, 7439, para. 17 (2004) (noting that a determination by the Commission's Enforcement Bureau of a public file violation did not call for the denial of the application or the designation of the renewal application for a hearing).

¹¹⁵ 47 CFR § 73.3555(a)(1).

¹¹⁶ Orlando, Florida and Tampa, Florida.

¹¹⁷ 47 CFR § 73.3555, Note 4.

¹¹⁸ *Id.*

¹¹⁹ *Id.*

¹²⁰ Radio Assignment Applications, BALH-20190702ADS and BALH-2019002ADV.

¹²¹ See Attachment C.

transaction; (2) there are no basic qualifications issues pending against the transferor or transferee that could not be resolved in the context of the pending applications; and (3) the transferee explicitly consents to “stand in the stead” of the transferor in the renewal proceeding.¹²² In this regard, (1) this is a multi-station, multi-market transaction, (2) there are no basic qualifications issues pending against either CEI or Terrier Media, and (3) Terrier Media has agreed to stand in the stead of Cox Radio with respect to the renewal applications for the Florida stations.¹²³

41. Additionally, two full-service stations with currently pending license renewal applications, WSUN(FM), Holiday, Florida, and WPYO(FM), Maitland, Florida,¹²⁴ are being assigned to CRST. In cases involving the assignment, as opposed to transfer, of a broadcast station’s license while the station’s license renewal is pending, the Commission has stated that, so long as there is no question as to the assignor’s basic qualifications, this situation is not analogous to those in which the Commission first resolves a challenge to the licensee’s qualifications before acting on an application for assignment. Until the Commission makes a final determination of the future use of the WSUN(FM) and WPYO(FM) frequencies, all that is assignable is the right to continue operation of those stations pending action upon their license renewal applications.¹²⁵

IV. CONCLUSION

42. After reviewing the record, we conclude that grant of the Television and Radio Applications as amended will comply with section 310(d) of the Act. We conclude that the Applicants for the acquisition of the stations listed in the Attachments are fully qualified and that grant of those applications, as conditioned, will serve the public interest, convenience, and necessity.

V. ORDERING CLAUSES

43. Accordingly, **IT IS ORDERED** that the petitions to deny filed by Darryl Beauford and by Common Cause, Common Cause Ohio, and United Church of Christ, OC Inc. **ARE DENIED**.

44. **IT IS FURTHER ORDERED** that the informal objection filed by American Television Alliance **IS DENIED**.

45. **IT IS FURTHER ORDERED** that the applications in Attachments A and B seeking consent to (1) the transfer of control of certain license subsidiaries of NBI Holdings, LLC to Terrier Media Buyer, LLC; (2) the transfer of control of certain license subsidiaries of Cox Enterprises, Inc. to Terrier Media Buyer, LLC; and (3) the assignment of certain licenses owned by subsidiaries of Cox Enterprises, Inc. to Camelot Radio Buyer, LLC, pursuant to section 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(d), **ARE GRANTED**, subject to the following conditions:

1. Fulfillment of Applicants’ representations set forth in the Television Applicants’ October 29, 2019, amendment with regard to Cox’s elimination of its right to designate a member to the board of directors of Terrier Holdings prior to or at consummation.

¹²² See *Cumulus Media, Inc. and Citadel Broadcasting Corp.*, Memorandum Opinion and Order, 26 FCC Rcd 12956, 12959 (2011) (granting transfer of control and assignment applications in multi-station, multi-market transactions while renewal applications are pending, as long as there are no basic qualification issues pending against either the transferor or the transferee, and the transferee explicitly agrees to standing in the stead of the transferor in the pending renewal proceeding); see also *Shareholders of CBS Corporation*, Memorandum Opinion and Order on Reconsideration, 16 FCC Rcd 16072, 16072-73 (2001).

¹²³ Radio Comprehensive Exhibit at 6, Section II.D.

¹²⁴ File Nos. 82746 and 82847, respectively.

¹²⁵ See *American Broadcasting Companies, Inc.*, Memorandum Opinion and Order, 7 FCC 2d 245, 261 (1966), citing *Application of Stevens Broadcasting, Inc., and Fred P. D’Angelo*, Memorandum Opinion and Order, 3 R.R. 2d 840, 843-844 (1964), *aff’d on other grounds sub nom. Parr v. FCC*, 344 F.2d 539 (D.C. Cir. 1965).

2. Submission within 30 days of grant all formative documents or contracts identifying Cox's minority investor protections in Terrier Media, Terrier Holdings, and their affiliates.
3. AGM's certification that its interest in New Media Investment Group, Inc., is nonattributable.
4. Modification of the publication schedule of the three daily newspapers in Ohio consistent with the representations made in the Television Applicants' October 29, 2019, Amendment within 30 days of consummation.
5. Surrender, within 30 days of consummation, licenses for one of the Northwest stations in Syracuse, New York, and Yuma, Arizona, consistent with the representations made in the Television Applicants' October 29, 2019, Amendment .

46. **IT IS FURTHER ORDERED** that the applications for consent to the transfer of control of Cox Radio, Inc. from Cox Enterprises, Inc. to Terrier Media Buyer, Inc., and for consent to the assignment of licenses from Cox Radio, Inc. to CXR Radio, LLC, listed in Attachments C and D, **ARE GRANTED**, subject to the following conditions:

1. The representations set forth in the Radio Applicants' October 29, 2019, amendment and AGM's certification that its interest in New Media Investment Group, Inc., is nonattributable.
2. The Transaction approved in Application Nos. BALH-20190702ADS-ADU must be consummated prior to or concurrently with the Transaction proposed in BTCH-20190702ADP-ADR.
3. The Transaction approved in Application Nos. BALH-20190702ADV must be consummated prior to or concurrently with the Transaction proposed in BTCH-20190702ADO.
4. The licenses and authorizations issued by the Commission for Stations WSUN(FM), Holiday, Florida, Facility ID No. 67136, WSUN-FM3, St. Petersburg, Florida, Facility ID No. 198549, and WSUN-FM4, Pinellas Park, Florida, Facility ID No. 198705, must be assigned by CXR Radio, LLC, pursuant to a long-form assignment of license application to an unrelated third party within two years after its acquisition of the assets of the Station, and CXR Radio LLC must submit (to the attention of the Chief, Audio Division, Media Bureau), every six months after its acquisition of such assets, a report describing the efforts to market those assets to third parties.
5. The licenses and authorizations issued by the Commission for Station WPYO(FM), Maitland, Florida, Facility ID No. 1186, must be assigned by CXR Radio, LLC, pursuant to a long-form assignment of license application to an unrelated third party within two years after its acquisition of the assets of the Station, and CXR Radio LLC must submit (to the attention of the Chief, Audio Division, Media Bureau), every six months after its acquisition of such assets, a report describing the efforts to market those assets to third parties.
6. In the cases of WSUN(FM), Holiday, Florida and WPYO(FM), Maitland, Florida, our consent herein granted goes only to the assignment of those stations' continuing authorization to operate, pursuant to 47 U.S.C. Section 307(c)(3) during the pendency of their applications for license renewal (File Nos. 82746 and 82847, respectively).
7. The construction permit for K222DG, Facility ID No. 202417 expires on May

16, 2021. Commission rules which became effective on February 16, 1999, have a bearing on this construction permit. *See Streamlining of Mass Media Applications*, Report and Order, MM Docket No. 98-43, 13 FCC Rcd 23056 (1999). Pursuant to these rules, consummation of the transfer consented to herein will not extend the expiration date of the permit. This construction permit will be subject to automatic forfeiture unless construction is complete and an application for license to cover is filed prior to expiration.

8. The FM Translator Licensee must notify the Federal Communications Commission, Office of the Secretary, 445 12th Street, S.W., Washington, DC 20554 of any change in the station that will be rebroadcast. The parties should also notify Robert Gates via email at Robert.Gates@fcc.gov. *See* 47 C.F.R. § 74.1284.

47. These actions are taken pursuant to section 0.61 and 0.283 of the Commission's rules, 47 CFR §§ 0.61, 0.283, and sections 4(i) and (j), and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. § 154(i), 154(j), 310(d).

FEDERAL COMMUNICATIONS COMMISSION

Michelle M. Carey
Chief, Media Bureau

Attachment A – NBI Holdings LLC

Call Sign	Facility ID No.	Community of License	Licensee	Application File Nos.
WSYT(TV)	40758	Syracuse, NY	Bristlecone Broadcasting LLC	BTCCDT-20190304ABL
W16AX-D	15567	Ithaca, NY	Bristlecone Broadcasting LLC	BTCCDT-20190304ABM
WNYS-TV	58725	Syracuse, NY	Syracuse Broadcasting	BTCCDT-20190304ABP
WICZ-TV	62210	Syracuse, NY	Stainless Broadcasting	BTCCDT-20190304ABR
WBPN-LP	74020	Binghamton, NY	Stainless Broadcasting	BTC(DTL)-20190304ABS
WBPN-LD	168092	Binghamton, NY	Stainless Broadcasting	BTC(DTL)-20190304ABT
KAYU-TV	58684	Spokane, WA	Mountain Licenses, L.P.	BTCCDT-20190304ADU
K09UP-D	58691	Colville, WA	Mountain Licenses, L.P.	BTC(DTL)-20190304ADZ
K18LH-D	198068	Lewiston, ID	Mountain Licenses, L.P.	BTC(DTL)-20190304AED
K19AU-D	58687	Omak, Okanogan, etc. WA	Mountain Licenses, L.P.	BTC(DTL)-20190304ADX
K19BY-D	58696	Grangeville, ID	Mountain Licenses, L.P.	BTC(DTL)-20190305AAR
K31AH-D	58689	Omak, etc. WA	Mountain Licenses, L.P.	BTC(DTL)-20190304ADY
K33LW-D	189692	Sandpoint, ID	Mountain Licenses, L.P.	BTC(DTL)-20190304AEG
K35BJ	58693	Ellisford, etc. WA	Mountain Licenses, L.P.	BTC(DTL)-20190304AEA
K44CK	58692	Chelan, WA	Mountain Licenses, L.P.	BTC(DTL)-20190304AEE
K46KE-D	168364	Coeur d'Alene, ID	Mountain Licenses, L.P.	BTC(DTL)-20190304AEC
KFFX-TV	12729	Pendleton, OR	Mountain Licenses, L.P.	BTC(DTL)-20190304ADV
KBWU-LD	58685	Richland, etc. WA	Mountain Licenses, L.P.	BTC(DTL)-20190304ADW
KCYU-LD	58694	Yakima, WA	Mountain Licenses, L.P.	BTC(DTL)-20190304AEB
K34MZ-D	58695	Prosser, WA	Mountain Licenses, L.P.	BTC(DTL)-20190304AEC
KMVU-DT	32958	Medford, OR	Broadcasting Licenses, L.P.	BTC(DTL)-20190304ABX
K31GP-D	130825	Brookings, etc. OR	Broadcasting Licenses, L.P.	BTC(DTL)-20190304ACA
K32LQ-D	130086	Yreka, CA	Broadcasting Licenses, L.P.	BTC(DTL)-20190304ACC
K44JB-D	168366	Grants Pass, OR	Broadcasting Licenses, L.P.	BTC(DTL)-20190304ACB
KFBI-LD	130106	Medford, OR	Broadcasting Licenses, L.P.	BTC(DTL)-20190304ABZ
K26NB-D	129027	Klamath Falls, OR	Broadcasting Licenses, L.P.	BTC(DTL)-20190304ABY
KSWT(TV)	33639	Yuma, AZ	Blackhawk Broadcasting	BTCCDT-20190304ACF
KYMA-DT	74449	Yuma, AZ	Blackhawk Broadcasting	BTCCDT-20190304ACG
KIEM-TV	53382	Eureka, CA	Redwood Television Partners LLC	BTCCDT-20190304ACI
K02OD-D	533811	Shelter Cove, CA	Redwood Television Partners LLC	BTCCDT-20190304ACK
K07GJ-D	53379	Hoopa, CA	Redwood Television Partners LLC	BTCCDT-20190304ACL
KVIQ-LP	42631	Rio Dell, Scotia CA	Redwood Television Partners LLC	BTCCDT-20190304ACJ
WABG-TV	43203	Greenwood, MS	Cala Broadcast Partners LLC	BTCCDT-20190304ACN

WNBD-LD	181137	Grenada, MS	Cala Broadcast Partners LLC	BTCCDT-20190304ACO
WXVT-LD	181144	Cleveland, MS	Cala Broadcast Partners LLC	BTCCDT-20190304ACP
KPVI-DT	1270	Pocatello, ID	Idaho Broadcast Partners LLC	BTCCDT-20190304ACT
K13UF-D	1258	Rexburg, ID	Idaho Broadcast Partners LLC	BTCCDT-20190304ACV
K32LS-D	1266	Driggs, ID	Idaho Broadcast Partners LLC	BTCCDT-20190304ACW
K39GV	1252	Burley, etc., ID	Idaho Broadcast Partners LLC	BTCCDT-20190304ACU
K40MS-D	189407	Pocatello, ID	Idaho Broadcast Partners LLC	BTCCDT-20190304ACX
KLAX-TV	52907	Alexandria, LA	Lost Coast Broadcasting LLC	BTCCDT-20190304ADE
KWCE-LP	40251	Alexandria, LA	Lost Coast Broadcasting LLC	BTCCDT-20190304ADF

Attachment B – Cox Enterprises, Inc. Television Transaction

Call Sign	Facility ID No.	Community of License	Licensee	Application File Nos.
WSB-TV	23960	Atlanta, GA	Georgia Television, LLC	BTCCDT-20190304ACS
WSOC-TV	74070	Charlotte, NC	WSOC Television, LLC	BTCCDT-20190304ACZ
WAXN-TV	12793	Kannapolis, NC	WSOC Television, LLC	BTCCDT-20190304ADB
W42DR-D	53891	Marion, NC	WSOC Television, LLC	BTCCDT-20190304ADA
WHIO-TV	41458	Dayton, OH	Miami Valley Broadcasting Corporation	BTCCDT-20190304ADD
WHIO(AM)	14244	Dayton, OH	Cox Radio, Inc.	BAL-20190304AER
WHIO-FM	73908	Pleasant Hill, OH	Cox Radio, Inc.	BALH-20190304AES
WHKO(FM)	14245	Dayton, OH	Cox Radio, Inc.	BALH-20190304AET
WZLR(FM)	15649	Xenia, OH	Cox Radio, Inc.	BALH-20190304AEU
WFOX-TV	11909	Jacksonville, FL	Cox Television Jacksonville	BTCCDT-20190304ADH
WHBQ-TV	12521	Memphis, TN	Cox Media Group Northeast	BTCCDT-20190304ADJ
WFXT(TV)	6463	Boston, MA	Cox Media Group Northeast	BTCCDT-20190304ADK
WFTV(TV)	72076	Orlando, FL	WFTV, LLC	BTCCDT-20190304ADQ
W38EO-D	181668	Williston, FL	WFTV, LLC	BTC(DTL)-20190304ADR
W36DV-D	181650	Sebastian, FL	WFTV, LLC	BTC(DTL)-20190304ADS
WRDQ(TV)	55454	Orlando, FL	WFTV, LLC	BTC(DTL)-20190304ADT
KIRO-TV	66781	Seattle, WA	KIRO-TV, Inc.	BTCCDT-20190304AEH
K17IZ-D	66786	Everett, WA	KIRO-TV, Inc.	BTCCDT-20190304AEI
K26IC-D	66785	Bremerton, WA	KIRO-TV, Inc.	BTCCDT-20190304AEJ
K29IA-D	66784	Centralia, etc., WA	KIRO-TV, Inc.	BTCCDT-20190304AEK
K30FL-D	66787	Port Angeles, WA	KIRO-TV, Inc.	BTCCDT-20190304AEL
K47LG-D	6381	Point Pulley, WA	KIRO-TV, Inc.	BTCCDT-20190304AEM
K49IX-D	66788	Puyallup, WA	KIRO-TV, Inc.	BTCCDT-20190304AEN
KOKI-TV	11910	Tulsa, OK	Cox Television Tulsa, LLC	BTCCDT-20190304AEO
KMYT-TV	54420	Tulsa, OK	Cox Television Tulsa, LLC	BTCCDT-20190304AEP
WPXI(TV)	73910	Pittsburgh, PA	WPXI, LLC	BTCCDT-20190304AEQ

Attachment C – Cox Enterprises, Inc., Radio Transaction

Call Sign	Facility ID No.	Community of License	Licensee	Application File Nos.	Pending License Renewal Applications
KCYF(FM)	48718	San Antonio, TX	Cox Radio, Inc.	BTCH-20190702ABH	
K222DG	202417	San Antonio, TX	Cox Radio, Inc.	BTCFT-20190702ABI	
K285EU	87144	Mendoza, TX	Cox Radio, Inc.	BTCFT-20190702ABJ	
KGLK(FM)	59951	Lake Jackson, TX	Cox Radio, Inc.	BTCH-20190702ABK	
KHPT(FM)	69564	Conroe, TX	Cox Radio, Inc.	BTCH-20190702ABL	
KISS-FM	34976	San Antonio, TX	Cox Radio, Inc.	BTCH-20190702ABM	
KJSR(FM)	9801	Tulsa, OK	Cox Radio, Inc.	BTCH-20190702ABN	
KKBQ(FM)	23083	Pasadena, TX	Cox Radio, Inc.	BTCH-20190702ABO	
KKYX(AM)	48723	San Antonio, TX	Cox Radio, Inc.	BTC-20190702ABP	
KONO(AM)	50029	San Antonio, TX	Cox Radio, Inc.	BTC-20190702ABQ	
KONO-FM	50030	Helotes, TX	Cox Radio, Inc.	BTCH-20190702ABR	
KRAV-FM	65764	Tulsa, OK	Cox Radio, Inc.	BTCH-20190702ABS	
KRMG(AM)	48729	Tulsa, OK	Cox Radio, Inc.	BTC-20190702ABT	
KRMG-FM	47102	Sand Springs, OK	Cox Radio, Inc.	BTCH-20190702ABU	
KSMG(FM)	34977	Seguin, TX	Cox Radio, Inc.	BTCH-20190702ABV	
KTHT(FM)	65308	Cleveland, TX	Cox Radio, Inc.	BTCH-20190702ABW	
KTKX(FM)	70357	Terrell Hills, TX	Cox Radio, Inc.	BTCH-20190702ABX	
KWEN(FM)	48722	Tulsa, OK	Cox Radio, Inc.	BTCH-20190702ABY	
W228CA	138393	Suwanee, GA	Cox Radio, Inc.	BTCFT-20190702ABZ	
W246CY	158520	Bradenton, FL	Cox Radio, Inc.	BTCFT-20190702ACA	0000082773
W249CK	147419	Duluth, GA	Cox Radio, Inc.	BTCFT-20190702ACB	
W258CN	157039	Jacksonville, FL	Cox Radio, Inc.	BTCFT-20190702ACC	0000082682
W291CI	153382	Jacksonville, FL	Cox Radio, Inc.	BTCFT-20190702ACD	0000082628
W297BB	152901	Orlando, FL	Cox Radio, Inc.	BTCFT-20190702ACE	0000082845
WALR-FM	48728	Palmetto, GA	Cox Radio, Inc.	BTCH-20190702ACF	
WAPE-FM	70863	Jacksonville, FL	Cox Radio, Inc.	BTCH-20190702ACG	0000082642
WBAB(FM)	71199	Babylon, NY	Cox Radio, Inc.	BTCH-20190702ACH	
WBLI(FM)	37235	Patchogue, NY	Cox Radio, Inc.	BTCH-20190702ACI	
WCFB(FM)	10343	Daytona Beach, FL	Cox Radio, Inc.	BTCH-20190702ACJ	0000082844
WDBO(AM)	48726	Orlando, FL	Cox Radio, Inc.	BTC-20190702ACK	0000082855
WDBO-FM	23443	Orlando, FL	Cox Radio, Inc.	BTCH-20190702ACL	0000082864
WDUV(FM)	1178	New Port Richey, FL	Cox Radio, Inc.	BTCH-20190702ACM	0000082835

WEDR(FM)	71418	Miami, FL	Cox Radio, Inc.	BTCH-20190702ACN	0000082949
		Jacksonville, FL			0000082645
WEZI(FM)	53602	FL	Cox Radio, Inc.	BTCH-20190702ACO	
WFEZ(FM)	40408	Miami, FL	Cox Radio, Inc.	BTCH-20190702ACP	0000082947
WFLC(FM)	72984	Miami, FL	Cox Radio, Inc.	BTCH-20190702ACQ	0000082942
WGAU(AM)	11709	Athens, GA	Cox Radio, Inc.	BTC-20190702ACR	
WGMG(FM)	48374	Crawford, GA	Cox Radio, Inc.	BTCH-20190702ACS	
		Southampton, NY			
WHFM(FM)	72176	NY	Cox Radio, Inc.	BTCH-20190702ACT	
WHPT(FM)	51986	Sarasota, FL	Cox Radio, Inc.	BTCH-20190702ACU	0000082772
		Coral Gables, FL			0000082954
WHQT(FM)	72982	FL	Cox Radio, Inc.	BTCH-20190702ACV	
		Jacksonville, FL			0000082627
WJGL(FM)	53590	FL	Cox Radio, Inc.	BTCH-20190702ACW	
WMMO(FM)	23444	Orlando, FL	Cox Radio, Inc.	BTCH-20190702ACX	0000082880
WNGC(FM)	60810	Arcade, GA	Cox Radio, Inc.	BTCH-20190702ACY	
		Jacksonville, FL			0000082666
WOKV(AM)	53601	FL	Cox Radio, Inc.	BTC-20190702ACZ	
		Atlantic Beach, FL			0000082681
WOKV-FM	72081	FL	Cox Radio, Inc.	BTCH-20190702ADA	
		St. Petersburg, FL			0000082822
WPOI(FM)	66013	FL	Cox Radio, Inc.	BTCH-20190702ADB	
		Watkinsville, GA			
WPUP(FM)	51120	GA	Cox Radio, Inc.	BTCH-20190702ADC	
WRFC(AM)	1218	Athens, GA	Cox Radio, Inc.	BTC-20190702ADD	
WSB(AM)	73977	Atlanta, GA	Cox Radio, Inc.	BTC-20190702ADE	
WSB-FM	73978	Atlanta, GA	Cox Radio, Inc.	BTCH-20190702ADF	
WSBB-FM	11710	Doraville, GA	Cox Radio, Inc.	BTCH-20190702ADG	
		Gainesville, GA			
WSRV(FM)	59970	GA	Cox Radio, Inc.	BTCH-20190702ADH	
WWKA(FM)	48716	Orlando, FL	Cox Radio, Inc.	BTCH-20190702ADI	0000082871
WWRM(FM)	74200	Tampa, FL	Cox Radio, Inc.	BTCH-20190702ADJ	0000082789
		St. Petersburg, FL			0000082756
WXGL(FM)	74199	FL	Cox Radio, Inc.	BTCH-20190702ADK	
WXKT(FM)	3078	Maysville, GA	Cox Radio, Inc.	BTCH-20190702ADL	
		Ponte Vedra Beach, FL			0000082654
WXXJ(FM)	28894	FL	Cox Radio, Inc.	BTCH-20190702ADM	
		New Port Richey, FL			0000082789
W273CP	158583	FL	Cox Radio, Inc.	BTCFT-20190702ADN	
WPYO(FM)	1186	Maitland, FL	Cox Radio, Inc.	BTCH-20190702ADO	0000082847
WSUN(FM)	67136	Holiday, FL	Cox Radio, Inc.	BTCH-20190702ADP	0000082746
		St. Petersburg, FL		BTCFTB-20190702ADQ	0000082746
WSUN-FM3	198549	FL	Cox Radio, Inc.		
		Pinellas park, FL		BTCFTB-20190702ADR	0000082746
WSUN-FM4	198705	FL	Cox Radio, Inc.		

Attachment D – Radio Divestitures to CXR Radio, LLC

Call Sign	Facility ID No.	Community of License	Licensee	Application File Nos.	Pending License Renewal Applications
WSUN(FM)	67136	Holiday, FL	Cox Radio, Inc.	BALH-20190702ADS	0000082746
WSUN-FM3	198549	St. Petersburg, FL	Cox Radio, Inc.	BALFTB-20190702ADT	0000082746
WSUN-FM4	198705	Pinellas Park, FL	Cox Radio, Inc.	BALFTB-20190702ADU	0000082746
WPYO(FM)	1186	Maitland, FL	Cox Radio, Inc.	BALH-20190702ADV	0000082847