



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
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DA 19-643

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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

MB Docket No. 19-197

Petition to Deny Date: August 12, 2019

Opposition Date: August 22, 2019

Reply Date: August 29, 2019

On July 2, 2019, Terrier Media Buyer, Inc. (Terrier Media), Cox Radio, Inc. (Cox Radio), and Cox Enterprises, Inc. (Cox Parent) (jointly, the Applicants) filed applications with the Federal Communications Commission (Commission) seeking consent to the transfer of control of Commission licenses (Transfer Application). Applicants seek consent for Terrier Media to acquire control of Cox Radio's 50 full-power AM and FM radio stations and associated FM translator and FM booster stations.¹ As part of the proposed transaction, and in order to comply with the Commission's local radio ownership rules,² Cox has sought Commission consent to assign the licenses of Tampa market station WSUN(FM), Holiday, Florida, and Orlando market station WPYO(FM), Maitland, Florida, to CXR Radio, LLC, a divestiture trust created for the purpose of holding those stations' licenses and other assets.³

¹ A list of the Applications can be found in the Attachment to this Public Notice. Copies of the Applications are available in the Commission's Consolidated Database System (CDBS). Pursuant to the proposed transaction, Terrier also is acquiring Cox's national advertising representation business and Cox's Washington, DC news bureau operation.

By a separate and independent transaction, Terrier Media, Cox Parent, and affiliates previously entered into a purchase agreement dated as of February 14, 2019, pursuant to which Cox Parent and certain of its affiliates agreed to sell their television station portfolio comprised of 13 broadcast television stations, as well as certain radio stations and newspapers in Dayton, Ohio, to Terrier Media (the Cox TV Transaction). In another transaction (the Northwest Transaction), Terrier Media has agreed to acquire 100% of the interests of Northwest Broadcasting, L.P. (NW Broadcasting) pursuant to a stock purchase agreement. *See Media Bureau Establishes Pleading Cycle for 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, DA 19-275 (MB Apr. 10, 2019).

² 47 CFR § 73.3555(a).

³ File Nos. BALH-20190702ADS and BALH-2019002ADV, respectively (the Assignment Applications). Elliott B. Evers is the Trustee and sole member of CXR Radio, LLC.

The Proposed Transaction. The Applicants propose that Terrier Media, which is a newly created company, will become the 100% indirect owner of licensee Cox Radio. AP IX Titan Holdings, L.P. (Titan), a Delaware limited partnership, will hold 77% of the stock of Terrier Media Holdings, Inc. (Terrier Holdings), which, through a series of intermediate holding companies will control Terrier Media. The majority of the remaining stock in Terrier Holdings will be held by Cox Parent and other entities.⁴

The general partner of Titan – AP IX Titan Holdings GP, LLC – is a Delaware limited liability company, the sole member of which is AP IX (PMC) VoteCo, LLC (VoteCo). VoteCo is wholly owned and controlled by its three members: Scott Kleinman, John Suydam, and David Sambur, each of whom will vote a one-third interest in VoteCo and is a U.S. citizen. The sole limited partner of Titan will be AIF IX (PMC Equity AIV), L.P. (PMC Equity), a newly formed Delaware limited partnership whose sole general partner will be VoteCo, an entity that, as described above, is wholly owned and controlled by natural persons who are citizens of the United States. The applicants state that each of the limited partners of PMC Equity will be insulated from material involvement in the business and operations of Titan, including the broadcast operations of Terrier Holdings and its subsidiaries, pursuant to Commission rules.⁵

According to the Applicants, with the exception of the Tampa and Orlando markets, there are no new or existing station combinations created by the transaction that would implicate the local radio ownership rules.⁶ 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.

Foreign Ownership. Section 310(b)(4) of the Communications Act of 1934, as amended, states, in part, that “no [broadcast station] license shall be granted to any corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens . . . if the Commission finds that the public interest will be served by refusal or revocation of such license.”⁷ The three members of VoteCo are U.S. citizens.⁸ The Applicants state that the limited partner investors in the ownership chain of Terrier Holdings are all insulated in accordance with the Commission's rules. According to the Applicants, foreign ownership in PMC Equity, arising principally from minority foreign interests in certain of PMC Equity's limited partners, will be well below the 25 percent benchmark.⁹

VoteCo managing members John Suydam and Scott Kleinman are officers of Apollo Global Management, LLC (AGM), a publicly traded investment management company, and each of the

⁴ Transfer Application, Comprehensive Exhibit at 2, 13, and “Ownership Structure for Terrier Media Buyer, Inc.”.

⁵ 47 CFR § 73.3555, Notes 2(f)(1) and (2). The parties state that the insulated limited partners of PMC Equity will consist overwhelmingly of entities controlled and owned, directly or indirectly, by citizens of the United States, including private pension funds, insurance companies, endowments, charitable foundations, private companies and high net worth individuals. PMC Equity is anticipated to have 64 limited partner investors, with the largest investor holding slightly less than 10% and with only four other investors holding more than 5% of the ownership of PMC Equity, each of whom is a large public pension fund. Over 90% of the limited partners of PMC Equity will be entities organized under United States law. Comprehensive Exhibit at 3.

⁶ *Id.* at 4 and Attachment 3 (Local Radio Market Studies).

⁷ 47 U.S.C. § 310(b)(4).

⁸ Comprehensive Exhibit at 2.

⁹ *Id.* at 3

managing members and officers of VoteCo is employed by an affiliate of AGM, as are certain officers of Terrier Media.¹⁰ AGM is a Delaware limited liability company controlled by three U.S. citizens, but AGM is treated as foreign-owned under the Commission's foreign ownership analysis because the voting interests of its U.S. owners are held through a Cayman Islands entity. The Applicants state that neither AGM nor any AGM affiliate will have any voting rights or attributable ownership interest in VoteCo, Titan, PMC Equity, Terrier Holdings or any subsidiary of Terrier Holdings.¹¹ The Applicants indicate, however, that Terrier Media expects to have a business relationship with certain subsidiaries of AGM upon consummation of the pending transactions and that certain advisory affiliates of AGM will provide strategic advice and financial and management services for the operations of Terrier Media.

In a Petition for Declaratory Ruling, Terrier Media seeks Commission 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.¹² A separate public notice has been issued establishing a pleading cycle for the Petition for Declaratory Ruling.¹³

EX PARTE STATUS OF THIS PROCEEDING

In order to assure the staff's ability to discuss and obtain information needed to resolve the issues presented, by this Public Notice and pursuant to section 1.1200(a) of the Commission's rules,¹⁴ we establish a docket for this proceeding and announce that the *ex parte* procedures applicable to permit-but-disclose proceedings will govern our consideration of these applications.¹⁵

The proceeding in this Public Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules.¹⁶ Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of data or arguments already reflected in the presenter's written comments, memoranda, or other filings in the proceeding, then the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule

¹⁰ *Id.* at 7-8.

¹¹ Comprehensive Exhibit at 8.

¹² *Id.* at 4.

¹³ *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, DA No. 19-642 (Med. Bur. rel. July 11, 2019).

¹⁴ 47 CFR § 1.1200(a).

¹⁵ *See id.* § 1.1206.

¹⁶ 47 CFR § 1.1200 *et seq.*

1.1206(b).¹⁷ Participants in this proceeding should familiarize themselves with the Commission's *ex parte* rules.¹⁸ We strongly urge parties to use the Electronic Comment Filing System (ECFS) to file *ex parte* submissions. All *ex parte* filings must be clearly labeled as such and must reference MB Docket No. 19-197.

GENERAL INFORMATION

The applications for transfer of control of licenses referred to in this Public Notice have been accepted for filing upon initial review. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules or policies. Interested persons must file petitions to deny no later than August 12, 2019. Oppositions to petitions to deny must be filed no later than August 22, 2019. Replies must be filed no later than August 29, 2019. Persons and entities that file petitions to deny become parties to the proceeding.

To allow the Commission to consider fully all substantive issues regarding the applications in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. Replies may only address matters raised in oppositions.¹⁹ A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously.²⁰ Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

All filings concerning matters referenced in this Public Notice should refer to MB Docket No. 19-197, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

Submissions in this matter may be filed electronically (*i.e.*, through ECFS) or by filing paper copies.

- **Electronic Filers:** Documents may be filed electronically using the Internet by accessing the ECFS: <http://fjallfoss.fcc.gov/ecfs2/>.
- **Paper Filers:** Parties who choose to file by paper must file an original and four copies of each filing. Filings may be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission, 445 12th Street, S.W., Washington, DC 20554.
- All hand-delivered or messenger-delivered paper filings no larger than a copier paper box for the Commission's Secretary must be delivered to the Mail and Distribution Window at FCC Headquarters at 445 12th Street, S.W., Washington, D.C. 20554. The filing hours are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building.

¹⁷ 47 CFR § 1.1206(b)

¹⁸ *Id.*

¹⁹ *Id.* § 1.45(c).

²⁰ *See id.* §§ 1.46(a) and 73.3584(e).

- Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9050 Junction Drive, Annapolis Junction, MD 20701.
- U.S. Postal Service first-class, Express, and Priority mail must be addressed to 445 12th Street, S.W., Washington, DC 20554.

In addition, one copy of each submission must be sent to the following:

- Michael Wagner, Audio Division, Media Bureau, Room 2-A523, e-mail Michael.Wagner@fcc.gov
- Lisa Scanlan, Audio Division, Media Bureau, Room 2-A427, e-mail Lisa.Scanlan@fcc.gov
- Albert Shuldiner, Audio Division, Media Bureau, Room 2-A360, e-mail Albert.Shuldiner@fcc.gov
- Jim Bird, Transaction Team, Office of General Counsel, Room 8-C862, e-mail Jim.Bird@fcc.gov

Any submission that is e-mailed to Michael Wagner, Lisa Scanlan, Albert Shuldiner, and Jim Bird should include in the subject line of the e-mail: (1) MB Docket No. 19-197; (2) the name of the submitting party; (3) a brief description or title identifying the type of document being submitted (*e.g.*, MB Docket No. 19-197, Terrier Media/Cox acquisition, *Ex Parte* Notice).

People with Disabilities. To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (TTY).

Availability of Documents. Documents in this proceeding will be available for public inspection and copying during business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554.

The applications are also available electronically through ECFS, which will provide hyperlinks to the applications in CDBS. ECFS may be accessed on the Commission's Internet website at <http://www.fcc.gov>.

For further information, contact Michael Wagner at (202) 418-2775. For press inquiries, contact Janice Wise at (202) 418-8165.

By: Chief, Media Bureau

Attachment**Transfer of Control to Terrier Media Buyer, Inc.**

Call Sign	Facility ID No.	Community of License	Licensee	Application File Nos.
KCYY(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
W249CK	147419	Duluth, GA	Cox Radio, Inc.	BTCFT-20190702ACB
W258CN	157039	Jacksonville, FL	Cox Radio, Inc.	BTCFT-20190702ACC
W291CI	153382	Jacksonville, FL	Cox Radio, Inc.	BTCFT-20190702ACD
W297BB	152901	Orlando, FL	Cox Radio, Inc.	BTCFT-20190702ACE
WALR-FM	48728	Palmetto, GA	Cox Radio, Inc.	BTCH-20190702ACF
WAPE-FM	70863	Jacksonville, FL	Cox Radio, Inc.	BTCH-20190702ACG
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
WDBO(AM)	48726	Orlando, FL	Cox Radio, Inc.	BTC-20190702ACK
WDBO-FM	23443	Orlando, FL	Cox Radio, Inc.	BTCH-20190702ACL
WDUV(FM)	1178	New Port Richey, FL	Cox Radio, Inc.	BTCH-20190702ACM
WEDR(FM)	71418	Miami, FL	Cox Radio, Inc.	BTCH-20190702ACN
WEZI(FM)	53602	Jacksonville, FL	Cox Radio, Inc.	BTCH-20190702ACO
WFEZ(FM)	40408	Miami, FL	Cox Radio, Inc.	BTCH-20190702ACP
WFLC(FM)	72984	Miami, FL	Cox Radio, Inc.	BTCH-20190702ACQ
WGAU(AM)	11709	Athens, GA	Cox Radio, Inc.	BTC-20190702ACR
WGMG(FM)	48374	Crawford, GA	Cox Radio, Inc.	BTCH-20190702ACS

WHFM(FM)	72176	Southampton, NY	Cox Radio, Inc.	BTCH-20190702ACT
WHPT(FM)	51986	Sarasota, FL	Cox Radio, Inc.	BTCH-20190702ACU
WHQT(FM)	72982	Coral Gables, FL	Cox Radio, Inc.	BTCH-20190702ACV
WJGL(FM)	53590	Jacksonville, FL	Cox Radio, Inc.	BTCH-20190702ACW
WMMO(FM)	23444	Orlando, FL	Cox Radio, Inc.	BTCH-20190702ACX
WNGC(FM)	60810	Arcade, GA	Cox Radio, Inc.	BTCH-20190702ACY
WOKV(AM)	53601	Jacksonville, FL	Cox Radio, Inc.	BTC-20190702ACZ
WOKV-FM	72081	Atlantic Beach, FL	Cox Radio, Inc.	BTCH-20190702ADA
WPOI(FM)	66013	St. Petersburg, FL	Cox Radio, Inc.	BTCH-20190702ADB
WPUP(FM)	51120	Watkinsville, 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
WSRV(FM)	59970	Gainesville, GA	Cox Radio, Inc.	BTCH-20190702ADH
WWKA(FM)	48716	Orlando, FL	Cox Radio, Inc.	BTCH-20190702ADI
WWRM(FM)	74200	Tampa, FL	Cox Radio, Inc.	BTCH-20190702ADJ
WXGL(FM)	74199	St. Petersburg, FL	Cox Radio, Inc.	BTCH-20190702ADK
WXKT(FM)	3078	Maysville, GA	Cox Radio, Inc.	BTCH-20190702ADL
WXXJ(FM)	28894	Ponte Vedra Beach, FL	Cox Radio, Inc.	BTCH-20190702ADM
W273CP	158583	New Port Richey, FL	Cox Radio, Inc.	BTCFT-20190702ADN
WPYO(FM)	1186	Maitland, FL	Cox Radio, Inc.	BTCH-20190702ADO
WSUN(FM)	67136	Holiday, FL	Cox Radio, Inc.	BTCH-20190702ADP
WSUN-FM3	198549	St. Petersburg, FL	Cox Radio, Inc.	BTCFTB-20190702ADQ
WSUN-FM4	198705	Pinellas park, FL	Cox Radio, Inc.	BTCFTB-20190702ADR

Assignment of License to CXR Radio, LLC

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