**DA 20-1324**

**Released: November 6, 2020**

**MEDIA BUREAU ESTABLISHES PLEADING CYCLE FOR APPLICATIONS TO TRANSFER CONTROL OF ION MEDIA NETWORKS, INC., TO SCRIPPS MEDIA, INC., AND DIVESTITURE APPLICATIONS TO ASSIGN LICENSES TO INYO BROADCAST HOLDINGS, LLC, AND ESTABLISHES PERMIT-BUT-DISCLOSE *EX PARTE* STATUS FOR THE PROCEEDING**

**MB Docket No. 20-369**

**Petition to Deny Date: December 7, 2020**

**Opposition Date: December 22, 2020**

**Reply Date: December 29, 2020**

On October 14, 2020, Media HoldCo LP, a wholly-owned subsidiary of ION Media Networks, Inc. (ION), as the Transferee, along with Scripps Media, Inc. (Scripps) as the Transferor, filed applications (Transfer Applications) with the Federal Communications Commission (Commission) seeking consent to the transfer of ION and its broadcast television licensee subsidiaries to Scripps.[[1]](#footnote-3) Concurrently with the filing of those applications, two wholly‑owned licensed subsidiaries of ION, ION Media License Company, LLC and ION Television License, LLC, as the Assignors, and INYO Broadcast Holdings, LLC (INYO), as Assignee, filed with the Commission applications for the divestiture assignment of certain ION television licenses to INYO (Divestiture Applications) (collectively, the Applications).

Pursuant to a Merger Agreement, Scripps would acquire ION through a merger of Scripps Faraday Inc., a wholly owned subsidiary of Scripps, into ION such that ION will become a wholly-owned subsidiary of Scripps.[[2]](#footnote-4) Under the terms of the Merger Agreement, Scripps would acquire all outstanding stock and other equity interests in ION for $2.65 billion in cash. Following the close of the transaction, Scripps would own 100% of the merged company.

Pursuant to a separate Divestiture Asset Purchase Agreement, ION would divest 26 full-power television stations in 24 markets to INYO for $45 million in cash.[[3]](#footnote-5) Currently pending before the Commission is an application for Scripps to assign WPIX, New York, NY to Mission Broadcasting,[[4]](#footnote-6) and if Scripps does sell WPIX prior to or simultaneously with the closing of the transaction proposed in the Applications, Scripps would retain WPPX-TV, Wilmington, Delaware, KKPX-TV, San Jose, California, and KPXM-TV, St. Cloud, Minneapolis, resulting in INYO acquiring 23 stations in 21 markets for $30 million.[[5]](#footnote-7) The merger of Scripps and ION and the divestiture to INYO would occur simultaneously, and at no time would Scripps exercise control of the divestiture stations.[[6]](#footnote-8)

The national television ownership rule prohibits a single entity from owning television stations that, in the aggregate, reach more than 39 percent of the total television households in the United States after taking into account a 50 percent discount to UHF stations (UHF Discount).[[7]](#footnote-9) The Applications state that if Scripps continues to own WPIX-TV as of the consummation of the transaction, Scripps will have a national audience reach of 38.9.%.[[8]](#footnote-10) Although Scripps and ION collectively own stations in several markets where common ownership of the combined stations would exceed the limits imposed by the Commission’s local television ownership rule, the Applications state that the proposed divestiture to INYO would ensure that following the transaction, neither Scripps nor INYO would own stations in violation of the local television ownership rule.[[9]](#footnote-11) The Applicants also request the reauthorization of three previously-granted satellite waivers for ION in the Washington, D.C.; Boston; and Greenville-New Bern-Washington designated market areas.[[10]](#footnote-12)

***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,[[11]](#footnote-13) 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.[[12]](#footnote-14)

The proceeding in this Public Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules.[[13]](#footnote-15) 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 1.1206(b).[[14]](#footnote-16) Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules. [[15]](#footnote-17) 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. 20‑369.

**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 **December 7, 2020**. Oppositions to petitions to deny must be filed no later than **December 22, 2020**. Replies must be filed no later than **December 29, 2020**. 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.[[16]](#footnote-18) 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.[[17]](#footnote-19) 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. 20‑369, 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: Comments may be filed electronically using the Internet by accessing the ECFS: <http://apps.fcc.gov/ecfs/>.
* Paper Filers: Parties who choose to file by paper must file an original and one copy of each filing.
* Filings can be sent 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.
  + 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.
  + Postal Service first-class, Express, and Priority mail must be addressed to 45 L Street, NE, Washington DC 20554.
* Effective March 19, 2020, and until further notice, the Commission no longer accepts any hand or messenger delivered filings. This is a temporary measure taken to help protect the health and safety of individuals, and to mitigate the transmission of COVID-19.[[18]](#footnote-20)
* During the time the Commission’s building is closed to the general public and until further notice, if more than one docket or rulemaking number appears in the caption of a proceeding, paper filers need not submit two additional copies for each additional docket or rulemaking number; an original and one copy are sufficient.

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

* David Brown, Video Division, Media Bureau, e-mail [David.Brown@fcc.gov](mailto:David.Brown@fcc.gov)
* Jeremy Miller, Video Division, Media Bureau, e-mail [Jeremy.Miller@fcc.gov](mailto:Jeremy.Miller@fcc.gov)
* Jim Bird, Transaction Team, Office of General Counsel, e-mail [Jim.Bird@fcc.gov](mailto:Jim.Bird@fcc.gov)

Any submission that is e-mailed to David Brown, Jeremy Miller, and Jim Bird should include in the subject line of the e-mail: (1) MB Docket No. 20-369; (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. 20‑369, Scripps/ION/INYO Merger, *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 are 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>. Parties unable to access ECFS should contact Jeremy Miller at (202) 418‑1507.

For further information, contact David Brown at (202) 418-1645 or Jeremy Miller at (202) 418‑1507. For press inquiries, contact Janice Wise at (202) 418-8165.

This action is taken by the Chief, Media Bureau, pursuant to authority delegated by sections 0.61 and 0.283 of the Commission’s rules.[[19]](#footnote-21)

**-FCC-Attachment**

**LICENSES TO BE TRANSFERRED**

***Transfer of Control from ION Media Boston License, LLC to Scripps Media, Inc.***

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Call Sign** | **Facility ID No.** | **Community of License** | **Licensee** | **Application File Nos.** |
| WBPX-TV | 7692 | Boston, MA | ION MEDIA BOSTON LICENSE, LLC | BTCCDT-20201013ACH |
| WDPX-TV | 6476 | Woburn, MA | ION MEDIA BOSTON LICENSE, LLC | BTCCDT-20201013ACI |
| WPXG-TV | 48406 | Concord, NH | ION MEDIA BOSTON LICENSE, LLC | BTCCDT-20201013ACJ |

***Transfer of Control from ION Media License Company, LLC to Scripps Media, Inc.***

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Call Sign** | **Facility ID No.** | **Community of License** | **Licensee** | **Application File Nos.** |
| KILM(TV) | 63865 | Inglewood, CA | ION MEDIA LICENSE COMPANY, LLC | BTCCDT-20201013ABV |
| KPXR-TV | 21156 | Cedar Rapids, IA | ION MEDIA LICENSE COMPANY, LLC | BTCCDT-20201013ABW |
| KWPX-TV | 56852 | Bellevue, WA | ION MEDIA LICENSE COMPANY, LLC | BTCCDT-20201013ABX |
| WFPX-TV | 21245 | Archer Lodge, NC | ION MEDIA LICENSE COMPANY, LLC | BTCCDT-20201013ABY |
| WIPL(TV) | 48408 | Lewiston, ME | ION MEDIA LICENSE COMPANY, LLC | BTCCDT-20201013ABZ |
| WNPX-TV | 28468 | Franklin, TN | ION MEDIA LICENSE COMPANY, LLC | BTCCDT-20201013ACA |
| WPXM-TV | 48608 | Miami, FL | ION MEDIA LICENSE COMPANY, LLC | BTCCDT-20201013ACB |
| WPXN-TV | 73356 | New York, NY | ION MEDIA LICENSE COMPANY, LLC | BTCCDT-20201013ACC |
| WPXR-TV | 70251 | Roanoke, VA | ION MEDIA LICENSE COMPANY, LLC | BTCCDT-20201013ACD |
| WRBU(TV) | 57221 | East St. Louis, MO | ION MEDIA LICENSE COMPANY, LLC | BTCCDT-20201013ACE |
| WXPX-TV | 6601 | Bradenton, FL | ION MEDIA LICENSE COMPANY, LLC | BTCCDT-20201013ACF |
| WZRB(TV) | 136750 | Columbia, SC | ION MEDIA LICENSE COMPANY, LLC | BTCCDT-20201013ACG |

***Transfer of Control from ION Television License, LLC to Scripps Media, Inc.***

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| --- | --- | --- | --- | --- |
| **Call Sign** | **Facility ID No.** | **Community of License** | **Licensee** | **Application File Nos.** |
| KFPX-TV | 81509 | Newton, IA | ION TELEVISION LICENSE, LLC | BTCCDT-20201013AAO |
| KKPX-TV | 22644 | San Jose, CA | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABS |
| KMCC(TV) | 41237 | Laughlin, NV | ION TELEVISION LICENSE, LLC | BTCCDT-20201013AAP |
| KPXB-TV | 58835 | Conroe, TX | ION TELEVISION LICENSE, LLC | BTCCDT-20201013AAQ |
| KPXD-TV | 68834 | Arlington, TX | ION TELEVISION LICENSE, LLC | BTCCDT-20201013AAR |
| KPXG-TV | 5801 | Salem, OR | ION TELEVISION LICENSE, LLC | BTCCDT-20201013AAS |
| KPXL-TV | 61173 | Uvalde, TX | ION TELEVISION LICENSE, LLC | BTCCDT-20201013AAT |
| KPXM-TV | 35907 | St. Cloud, MN | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABT |
| KPXN-TV | 58978 | San Bernardino, CA | ION TELEVISION LICENSE, LLC | BTCCDT-20201013AAU |
| KSPX-TV | 52953 | Sacramento, CA | ION TELEVISION LICENSE, LLC | BTCCDT-20201013AAV |
| KTPX-TV | 7078 | Okmulgee, OK | ION TELEVISION LICENSE, LLC | BTCCDT-20201013AAW |
| KUPX-TV | 57884 | Provo, UT | ION TELEVISION LICENSE, LLC | BTCCDT-20201013AAX |
| WCPX-TV | 10981 | Chicago, IL | ION TELEVISION LICENSE, LLC | BTCCDT-20201013AAY |
| WEPX-TV | 81508 | Greenville, NC | ION TELEVISION LICENSE, LLC | BTCCDT-20201013AAZ |
| WINP-TV | 41314 | Pittsburgh, PA | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABA |
| WKOI-TV | 67869 | Richmond, VA | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABB |
| WLPX-TV | 73189 | Charleston, WV | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABC |
| WOPX-TV | 67602 | Melbourne, FL | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABD |
| WPPX-TV | 51984 | Wilmington, DE | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABU |
| WPXA-TV | 51969 | Rome, GA | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABE |
| WPXC-TV | 71236 | Brunswick, GA | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABF |
| WPXE-TV | 37104 | Kenosha, WI | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABG |
| WPXK-TV | 52628 | Jellico, TN | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABH |
| WPXL-TV | 21729 | New Orleans, LA | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABI |
| WPXQ-TV | 50063 | Newport, RI | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABJ |
| WPXU-TV | 37971 | Jacksonville, FL | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABK |
| WPXW-TV | 74091 | Manassas, VA | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABL |
| WQPX-TV | 64690 | Scranton, PA | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABM |
| WRPX-TV | 20590 | Rocky Mountain, NC | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABN |
| WSFJ-TV | 11118 | London, OH | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABO |
| WSPX-TV | 64352 | Syracuse, NY | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABP |
| WTPX-TV | 86496 | Antigo, WI | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABQ |
| WWPX-TV | 23264 | Martinsburg, WV | ION TELEVISION LICENSE, LLC | BTCCDT-20201013ABR |

***Divestiture Assignment from ION Media License Company, LLC to INYO Broadcast Holdings, LLC***

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Call Sign** | **Facility ID No.** | **Community of License** | **Licensee** | **Application File Nos.** |
| KTRV-TV | 28230 | Nampa, ID | ION MEDIA LICENSE COMPANY, LLC | BALCDT-20201013ACK |
| WLWC(TV) | 3978 | New Bedford, MA | ION MEDIA LICENSE COMPANY, LLC | BALCDT-20201013ACL |
| WPXD-TV | 5800 | Ann Arbor, MI | ION MEDIA LICENSE COMPANY, LLC | BALCDT-20201013ACM |
| WPXH-TV | 73312 | Hoover, AL | ION MEDIA LICENSE COMPANY, LLC | BALCDT-20201013ACN |
| WPXV-TV | 67077 | Norfolk, VA | ION MEDIA LICENSE COMPANY, LLC | BALCDT-20201013ACO |

***Divestiture Assignment from ION Television License, LLC to INYO Broadcast Holdings, LLC***

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Call Sign** | **Facility ID No.** | **Community of License** | **Licensee** | **Application File Nos.** |
| KGPX-TV | 81694 | Spokane, WA | ION TELEVISION LICENSE, LLC | BALCDT-20201013ACP |
| KKPX-TV | 22644 | San Jose, CA | ION TELEVISION LICENSE, LLC | BALCDT-20201013ADI |
| KOPX-TV | 2566 | Oklahoma City, OK | ION TELEVISION LICENSE, LLC | BALCDT-20201013ACQ |
| KPPX-TV | 26655 | Tolleson, AZ | ION TELEVISION LICENSE, LLC | BALCDT-20201013ACR |
| KPXC-TV | 68695 | Denver, CO | ION TELEVISION LICENSE, LLC | BALCDT-20201013ACS |
| KPXE-TV | 33337 | Kansas City, MO | ION TELEVISION LICENSE, LLC | BALCDT-20201013ACT |
| KPXM-TV | 35907 | St. Cloud, MN | ION TELEVISION LICENSE, LLC | BALCDT-20201013ADJ |
| KPXO-TV | 77483 | Kaneohe, HI | ION TELEVISION LICENSE, LLC | BALCDT-20201013ACU |
| WCLJ-TV | 68007 | Bloomington, IN | ION TELEVISION LICENSE, LLC | BALCDT-20201013ACV |
| WDLI-TV | 67893 | Canton, OH | ION TELEVISION LICENSE, LLC | BALCDT-20201013ACW |
| WGPX-TV | 65074 | Burlington, NC | ION TELEVISION LICENSE, LLC | BALCDT-20201013ACX |
| WHPX-TV | 51980 | New London, CT | ION TELEVISION LICENSE, LLC | BALCDT-20201013ACY |
| WIPX-TV | 10253 | Bloomington, IN | ION TELEVISION LICENSE, LLC | BALCDT-20201013ACZ |
| WPPX-TV | 51984 | Wilmington, DE | ION TELEVISION LICENSE, LLC | BALCDT-20201013ADH |
| WPXJ-TV | 2325 | Batavia, NY | ION TELEVISION LICENSE, LLC | BALCDT-20201013ADA |
| WPXP-TV | 27290 | Lake Worth, FL | ION TELEVISION LICENSE, LLC | BALCDT-20201013ADB |
| WPXX-TV | 21726 | Memphis, TN | ION TELEVISION LICENSE, LLC | BALCDT-20201013ADC |
| WUPX-TV | 23128 | Richmond, VA | ION TELEVISION LICENSE, LLC | BALCDT-20201013ADD |
| WVPX-TV | 70491 | Akron, OH | ION TELEVISION LICENSE, LLC | BALCDT-20201013ADE |
| WYPX-TV | 13933 | Amsterdam, NY | ION TELEVISION LICENSE, LLC | BALCDT-20201013ADF |
| WZPX-TV | 71871 | Battle Creek, MI | ION TELEVISION LICENSE, LLC | BALCDT-20201013ADG |

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). [↑](#footnote-ref-3)
2. Applications, Attach. 20, Merger Agreement (dated Sep. 23, 2020); *id*., Attach. 20, Amendment No 1 to Merger Agreement (dated Oct. 12, 2020). [↑](#footnote-ref-4)
3. Applications, Attach. 20, Divestiture Asset Purchase Agreement (dated Sep. 23, 2020); *id*., Attach. 20, Amendment No 1 to Divestiture Asset Purchase Agreement (dated Oct. 12, 2020). [↑](#footnote-ref-5)
4. *See* File No. BALCDT-20200901AAB (filed Sep. 1, 2020). [↑](#footnote-ref-6)
5. Comprehensive Exhibit at 1-2 n.2. [↑](#footnote-ref-7)
6. Comprehensive Exhibit at 3. [↑](#footnote-ref-8)
7. *See* 47 CFR § 73.3555(b)(e)(1) and (2). [↑](#footnote-ref-9)
8. Comprehensive Exhibit at 25. If Scripps sells WPIX prior to or simultaneously with the consummation of the Transaction and therefore retains WPPX-TV, KKPX-TV, and KPXM-TV, Scripps would have a national audience reach of 38.9%. *Id* at 25 n.15. Following consummation of the divestiture, INYO will have a national audience reach of 11.3%, but if WPIX is sold prior to closing and Scripps retains those three stations, INYO will have a national audience reach of 8.1%. *Id*. at 29 & n.32. [↑](#footnote-ref-10)
9. *Id*. at 25; 47 CFR § 73.3555(b)(1). [↑](#footnote-ref-11)
10. Comprehensive Exhibit at 28-29. [↑](#footnote-ref-12)
11. 47 CFR § 1.1200(a). [↑](#footnote-ref-13)
12. *See* *id*. § 1.1206. [↑](#footnote-ref-14)
13. 47 CFR § 1.1200 *et seq.* [↑](#footnote-ref-15)
14. 47 CFR § 1.1206(b) [↑](#footnote-ref-16)
15. *Id*. [↑](#footnote-ref-17)
16. *Id.* § 1.45(c). [↑](#footnote-ref-18)
17. *See id*. §§ 1.46(a) and 73.3584(e). [↑](#footnote-ref-19)
18. *See* *FCC Announces Closure of FCC Headquarters Open Window and Change in Hand-Delivery Policy*, Public Notice, 35 FCC Rcd 2788 (2020). [↑](#footnote-ref-20)
19. 47 CFR §§ 0.61 and 0.283. [↑](#footnote-ref-21)