



Federal Communications Commission  
Washington, D.C. 20554

DA 21-1426  
Released: November 12, 2021

Meredith Corporation  
c/o Michael Basile  
1299 Pennsylvania Avenue, NW  
Suite 700  
Washington, DC 20004

Gray Television Licensee, LLC  
c/o Joan Stewart  
Wiley Rein LLP  
1776 K Street, NW  
Washington, DC 20006

Re: Assignment of Broadcast Licenses from  
Meredith Corporation to Gray Television  
Licensee, LLC  
Lead Fac. ID No.: 72120  
Lead LMS File No.: 0000145590

Counsel:

This letter grants the pending applications listed in the Attachment (Applications) that seek Commission approval of Gray Television, Inc.'s (Gray) acquisition (Transaction) of the Commission licenses and related station assets of Meredith Corporation (Meredith) (Gray and Meredith, collectively, are herein referred to as, Applicants).<sup>1</sup> Specifically, the Applicants request consent to the transfer of control and pro forma assignment of the television licenses listed in the Attachment (Station Licenses) to Gray Television Licensee, LLC, an indirect, wholly-owned subsidiary of Gray.<sup>2</sup> The Station Licenses are currently held directly by Meredith or one of three wholly-owned Meredith subsidiaries: KVVU Broadcasting Corporation, KPHO Broadcasting Corporation, and KPTV-KPDX Broadcasting Corporation.<sup>3</sup> Two commenters have filed informal objections to the Transaction.<sup>4</sup> For the reasons set

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<sup>1</sup> Gray-Meredith Assignment Application, Lead LMS File No. 000145590 (filed May 14, 2021). Amendments to the Applications were filed on June 4, 2021, July 30, 2021, and September 24, 2021.

<sup>2</sup> The Transaction will be accomplished through a two-step process. Accordingly, the Applications seek Commission consent to first, a long-form transfer of control, and, second, a pro forma assignment. First, following a spin-off of non-broadcast Meredith assets to a new public company to be owned by Meredith's existing shareholders, Gray will purchase all outstanding shares of Meredith with Meredith continuing as the surviving entity and becoming a wholly-owned subsidiary of Gray (Merger). See LMS File No. 0000145590, Comprehensive Exhibit at 4 (Comprehensive Exhibit). Second, immediately following consummation of the Merger, Gray will effectuate an internal reorganization where, after a series of steps, the Station Licenses will be ultimately be assigned to Gray Television Licensee, LLC. See Comprehensive Exhibit at 4.

<sup>3</sup> See Comprehensive Exhibit at 3.

<sup>4</sup> See Rick Mattoon Informal Objection, MB Docket No. 21-234 (filed June 17, 2021) (Mattoon Objection); Mr. Antenna Las Vegas LLC Informal Objection, MB Docket No. 21-234 (filed August 26, 2021) (Mr. Antenna

forth below, we find that the informal objections are without merit and that grant of the Applications would serve the public interest, convenience, and necessity.<sup>5</sup>

*Transaction.* Pursuant to an Agreement and Plan of Merger, dated May 3, 2021 (amended June 2, 2021) Gray seeks to acquire Meredith's entire broadcast television portfolio, which includes 16 full-power television stations in 12 markets, for more than \$2.8 billion.<sup>6</sup> Gray has divested a top-four television station (WJRT Divestiture) in the Flint-Saginaw-Bay City, Michigan Nielsen Designated Market Area (DMA).<sup>7</sup> The Applicants represent that following the WJRT Divestiture there are no other DMAs in which Gray and Meredith both own television stations; the Transaction will not result in the creation of any new duopolies; and the Transaction is in compliance with the Commission's Local Television Ownership Rule.<sup>8</sup> After consummation of the proposed Transaction, Gray will have a national audience reach of just under 25 percent—below the Commission's 39 percent cap.<sup>9</sup>

*Local Television Ownership Rule.* The Commission's Local Television Ownership Rule allows an entity to own two television stations licensed in the same DMA if: (1) the digital noise limited service contours of the stations (calculated pursuant to section 73.622(e) of the Commission's rules) do not overlap; or (2) at the time the application to acquire or construct the station(s) is filed, at least one of the stations is not ranked among the top four stations in the DMA, based on the most recent all-day (9 a.m.-midnight) audience share, as measured by Nielsen Media Research or by any comparable professional, accepted audience ratings service (Top-Four Prohibition).<sup>10</sup>

The Applicants state that the Flint-Saginaw-Bay City DMA is the only market where the acquisition of a same-market Meredith station would have run afoul of the Commission's Top-Four Prohibition.<sup>11</sup> To maintain compliance with the Local Television Ownership Rule, Gray divested WJRT-TV, Flint, Michigan (WJRT) to Allen Media Holdings, LLC.<sup>12</sup> After the Transaction, Gray will own and

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Objection); Mr. Antenna Las Vegas LLC Supplement to Informal Objection, MB Docket No. 21-234 (filed September 21, 2021) (Mr. Antenna Supplemental Objection). Neither of the objectors asserted standing as a petitioner to deny pursuant to section 309(d)(1) of the Act. 47 U.S.C. § 309(d)(1). In addition, Mr. Antenna's objections were filed after the petition to deny deadline of July 25, 2021. *Id.* In the interest of considering a full record, we will treat both as informal objections pursuant to section 73.3587 of the Commission's rules. 47 CFR § 73.3587.

<sup>5</sup> See 47 U.S.C. § 310(d).

<sup>6</sup> See Comprehensive Exhibit at 3-5, 33-34. After Meredith received an unsolicited proposal from another party, Gray revised the initial Agreement and Plan of Merger to, *inter alia*, increase the purchase price from \$14.51 per share to \$16.99 per share, increasing the total purchase price from \$2.7 billion to more than \$2.8 billion. See LMS File No. 0000145590, Amendment No 1. to Merger Agreement (filed June 4, 2021); LMS File No. 0000145590, Amendment Exhibit (filed June 4, 2021).

<sup>7</sup> See Comprehensive Exhibit at 4-5, 30-31; LMS File No. 0000145590, Amendment 3 (filed September 24, 2021) (Divestiture Amendment).

<sup>8</sup> See 47 CFR § 73.3555(b) (Local Television Ownership Rule); Comprehensive Exhibit at 4-5, 30-31; Divestiture Amendment.

<sup>9</sup> See 47 CFR § 73.3555(e); Comprehensive Exhibit at 3, 30.

<sup>10</sup> 47 CFR § 73.3555(b)(1).

<sup>11</sup> See 47 CFR § 73.3555(b); Comprehensive Exhibit at 4-5.

<sup>12</sup> See Comprehensive Exhibit at 4-5, 30-31; Divestiture Amendment. On September 10, 2021, the Commission approved the assignment of WJRT to Flint TV License Company, LLC. See LMS File No. 0000153756,

operate WNEM-TV, Bay City, Michigan, but will not exercise control over, or have any financial interest in or sharing arrangement with, WJRT.<sup>13</sup> Apart from the Flint-Saginaw-Bay City DMA, there are no markets in which both Gray and Meredith own television stations. However, Gray will acquire preexisting, rule-compliant combinations from Meredith in the following four DMAs: Atlanta, Georgia; Kansas City Missouri; Phoenix, Arizona; and Portland, Oregon.<sup>14</sup> The Applications represent that at least one station in each of the above four markets is ranked outside of the top four.<sup>15</sup>

*National Television Ownership Rule.* 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.<sup>16</sup> In determining compliance with the 39 percent national audience reach cap, stations broadcasting in the VHF spectrum are attributed with all television households in their DMAs, while UHF stations are attributed with only 50 percent of the households in their DMAs (UHF Discount).<sup>17</sup> The Applicants submit that after consummation of the proposed Transaction, including the WJRT Divestiture, and taking into account the UHF Discount, Gray will have a national reach of 25 percent of U.S. households.<sup>18</sup>

*Public Interest Showing.* The Applicants contend that grant of the Applications will serve the public interest. Principally, they assert that the Transaction will lead to certain synergies and increased resources since all Gray and Meredith stations will be able to deliver “the same quality of local television service that viewers in the largest markets have always enjoyed.”<sup>19</sup> For example, they contend that the Meredith stations and their viewers will benefit from access to Gray’s Washington DC News Bureau.<sup>20</sup> The Applicants explain that Gray’s DC Bureau journalists work with their local counterparts to identify key issues important to local viewers and then produce segments regarding those issues.<sup>21</sup> The Applicants contend that Meredith stations will also benefit from access to Gray’s national investigative unit, Investigate TV, which “produces in-depth reports focusing on the local impact of national issues.”<sup>22</sup>

The Applicants also assert that they will leverage reporting by the stations being acquired from Meredith that are in state capitals (including Atlanta, Phoenix and Nashville) to better serve viewers of

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Assignment Application (filed July 23, 2021). The assignment was consummated on September 23, 2021. WJRT-TV Notice of Consummation, LMS File No. 0000160635 (filed September 29, 2021).

<sup>13</sup> Comprehensive Exhibit at 4-5, 30.

<sup>14</sup> *Id.* at 30-31, Exhibit D.

<sup>15</sup> *Id.*

<sup>16</sup> 47 CFR § 73.3555(e)(1) and (2).

<sup>17</sup> *Id.*

<sup>18</sup> Comprehensive Exhibit at 3, 30. Without the UHF Discount, Gray’s national ownership reach will be 36 percent, still below the national limit of 39 percent. *Id.*

<sup>19</sup> *See id.* at 5-9.

<sup>20</sup> *See id.* at 5-7.

<sup>21</sup> *Id.* at 6-7. Last year, the DC Bureau produced more than 7,000 such stories covering the activities of nearly 300 lawmakers, as well as the COVID-19 pandemic. *Id.*

<sup>22</sup> As an example, the Applicants report that in the beginning of the COVID-19 pandemic, Investigate TV journalists created a tool to track coronavirus infections, deaths, and recoveries across every county in the country, allowing local Gray stations to report on the local impact of COVID-19 in their communities. *Id.* at 7-8.

Gray stations in the same state.<sup>23</sup> For example, Georgia stations currently owned by Gray (located in Augusta, Savannah, and Columbus) will be able to utilize reporters and resources from Meredith's Atlanta stations.<sup>24</sup> Similarly, Gray currently owns stations in the state capitals of Kansas, Alabama, Michigan, Nevada, and Florida. Meredith has a significant number of viewers in these states who the Applicants contend will benefit from synergies and improved coverage post Transaction.<sup>25</sup> In addition to pointing to improved news programming, the Applicants represent that same-state stations will benefit from improved statewide coverage of sports and entertainment.<sup>26</sup>

*Pleadings.* On May 26, 2021, the Media Bureau released a Public Notice announcing the filing of the Applications, establishing a pleading cycle, as well as a permit-but-disclose *ex parte* status for the proceeding.<sup>27</sup> No petitions to deny were filed in response to the Application(s); however, the Commission received an informal objection filed by Rick Mattoon (Mattoon Objection) on June 17, 2021.<sup>28</sup> The Commission also received an informal objection from Mr. Antenna Las Vegas LLC (Mr. Antenna) on August 26, 2021, and a supplemental informal objection filed by Mr. Antenna on September 21, 2021.<sup>29</sup>

The Mattoon Objection expresses concern about “consolidation” of the news industry and a “decline in media integrity.”<sup>30</sup> Gray and Meredith filed a consolidated response to the Mattoon Objection asserting that it merely “makes unsupported and generalized allegations” and fails to “identify any specific facts related to Gray, Meredith, or KPHO-TV that would support his concerns.”<sup>31</sup>

The Mr. Antenna Objection alleges that Mr. Antenna, a vendor of outdoor television antennas and services, was notified in June 2021 that Meredith-owned KVVU would no longer accept advertisements related to cord-cutting, and that because antennas were an alternative to cable, they “posed a competitive threat” to Meredith’s retransmission consent income.<sup>32</sup> Furthermore, it alleges that Mr. Antenna was told the decision came from the “senior level at Meredith” and would apply to all of Meredith’s television stations.<sup>33</sup> Mr. Antenna contends that the alleged policy conflicts with Meredith’s public interest obligations as a television licensee to provide free over-the-air television service and undermines competition between over-the-air and paid television services, such as cable or satellite.<sup>34</sup> In addition, even though Mr. Antenna admits that he does “not have direct knowledge” of Gray’s position with respect to the alleged advertising policy, he states that the policy may have been encouraged by Gray

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<sup>23</sup> *Id.* at 6.

<sup>24</sup> *See id.* at 6, 31.

<sup>25</sup> *See id.* at 6.

<sup>26</sup> *Id.*

<sup>27</sup> *See Media Bureau Establishes Pleading Cycle for Applications Filed for the Assignment of Broadcast Licenses from Meredith Corporation to Gray Television, Inc., and Designates Proceeding as Permit-But-Disclose for Ex Parte Purposes*, MB Docket No. 21-621, Public Notice (MB 2021).

<sup>28</sup> *See* Mattoon Objection.

<sup>29</sup> *See* Mr. Antenna Objection at 1; Mr. Antenna Supplemental Objection at 1.

<sup>30</sup> *See* Mattoon Objection.

<sup>31</sup> *See* Gray and Meredith Response to Mattoon Objection, MB Docket No. 21-234, at 2 (filed July 12, 2021).

<sup>32</sup> Mr. Antenna Objection at 2.

<sup>33</sup> *Id.*

<sup>34</sup> *See id.* at 5-6.

and/or that Gray may already have or soon implement its own similar policy.<sup>35</sup> Mr. Antenna requests that the Commission impose a condition on the Transaction requiring that Gray either accept reasonable advertising requests from television antenna vendors, or, in the alternative, require that if Gray ever adopts a policy to refuse advertisements to antenna vendors that it place a certification in its online public file that the policy is unrelated to a desire to protect retransmission consent revenues.<sup>36</sup>

In response, Meredith asserts that “Meredith does not have and never has had a corporate policy against accepting advertisements for over-the-air antennas or their installation” and that Gray has never sought to influence Meredith’s advertising policies.<sup>37</sup> Meredith’s Response concedes that KVVU sales staff told Mr. Antenna they could no longer accept his advertisements due to what they understood to be a new Meredith policy against advertising that promotes cord-cutting.<sup>38</sup> However, Meredith’s Response provides further context explaining that it was due to a misunderstanding by KVVU’s sales staff and that no such Meredith policy has ever existed.<sup>39</sup> Specifically, Meredith states that in mid-July Mr. Antenna’s owner called Meredith’s attorney, Michael Basile, to inform him that KVVU refused his advertisements and “wonder[ed] aloud” if it created an antitrust case.<sup>40</sup> Upon learning of Mr. Antenna’s claims, KVVU General Manager, Michael Korr, determined that a miscommunication had caused his sales staff to think they could no longer air Mr. Antenna’s advertisements.<sup>41</sup> Mr. Korr, realizing this to be an error, contacted Mr. Antenna to inform him of the misunderstanding, explain to him that no such policy existed, and offer to air his advertising on KVVU.<sup>42</sup> In addition, on July 14, 2021, prior to contacting Mr. Basile, Mr. Antenna contacted Meredith station KPHO-TV, Phoenix, Arizona, (KPHO) requesting advertising on that station, and KPHO staff responded by attempting to sell him advertising.<sup>43</sup> Meredith contends that the Mr. Antenna Objection is based on false premises, asserting that Meredith has never had a policy against advertising that promotes cord-cutting, nor has Gray pressured it to adopt one, and, without these underlying premises the Mr. Antenna arguments “collapse into nonsense.”<sup>44</sup>

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<sup>35</sup> See *id.* at 6-9. Mr. Antenna also states that a recent Notice of Apparent Liability for Forfeiture (NAL) issued against Gray in connection with an apparent violation of 47 CFR § 73.3555(b)(1) suggests that the Commission cannot “count on Gray to act in good faith.” *Id.* at 8-9. See also *Gray Television, Inc.*, Notice of Apparent Liability for Forfeiture, FCC 21-81 (July 7, 2021) (Anchorage NAL). We note that the Anchorage NAL did not raise character as an issue. In addition, we agree with Gray that the Anchorage NAL contains preliminary allegations in a matter unrelated to this Transaction. See Gray Response to Mr. Antenna Objection, MB Docket No. 21-234, at 2, n.2 (filed September 8, 2021) (Gray Response).

<sup>36</sup> Mr. Antenna Objection at 9-10. In Mr. Antenna’s Supplemental Objection he adds a third potential condition: require Gray to air public service announcements encouraging over-the-air viewership. Mr. Antenna Supplemental Objection at 6-7.

<sup>37</sup> Meredith Response to Mr. Antenna Objection, MB Docket No. 21-234, at 2 (filed September 3, 2021) (Meredith Response).

<sup>38</sup> *Id.* at 3, 12.

<sup>39</sup> *Id.* at 2, 20-21.

<sup>40</sup> *Id.* at 3-4.

<sup>41</sup> *Id.*

<sup>42</sup> *Id.* To support its assertions Meredith attaches, among other things, sworn declarations by Patrick McCreery, President of Meredith’s Local Media Group, and Michael Korr, KVVU’s General Manager. *Id.* at 20-21.

<sup>43</sup> See *id.* at 4, 7-8. Meredith attaches a copy of this email to its response and represents that Mr. Antenna had not responded to KPHO’s email as of the date of Meredith’s response. *Id.* at 3-4.

<sup>44</sup> See *id.* at 6-9.

Gray filed a separate response to the Mr. Antenna Objection that reiterates Meredith's factual rebuttal and contends that even if the policy existed it would be improper for the Commission to "bootstrap general policy-related concerns" to this Transaction instead of addressing them in a rulemaking. It also notes that Mr. Antenna's remedy is not transaction specific.<sup>45</sup> After Gray and Meredith filed their responses, Mr. Antenna filed a brief supplement to its informal objection. The supplemental objection does not deny the additional context provided in Meredith's response or explain why this context was not provided in Mr. Antenna's initial objection.<sup>46</sup> Rather, Mr. Antenna principally asserts that Meredith's explanation is implausible, lacking in detail,<sup>47</sup> and, without providing any evidence, speculates that Meredith may have directed the General Manager of KVVU to make false statements in his declaration.<sup>48</sup>

*Standard of Review.* 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.<sup>49</sup> 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.<sup>50</sup> 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.<sup>51</sup> 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.<sup>52</sup>

The Commission applies a two-part test when evaluating an informal objection under the public interest standard. First, the Commission must determine whether the informal objection contains specific allegations of fact sufficient to show that granting the application would be *prima facie* inconsistent with the public interest.<sup>53</sup> 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

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<sup>45</sup> Gray Response at 1-3. Gray also submits a sworn declaration by a senior executive, Robert Folliard, stating that Gray has never had a policy barring cord-cutting advertisements. *Id.* at 6.

<sup>46</sup> See Mr. Antenna Supplemental Objection.

<sup>47</sup> See *id.* at 1-3.

<sup>48</sup> See *id.* at 3-4.

<sup>49</sup> 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 Commc'ns Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd 18290, 18300, para. 16 (2005) (*SBC-AT&T Order*).

<sup>50</sup> See, e.g., *SBC-AT&T Order*, 20 FCC Rcd at 18300, para. 16.

<sup>51</sup> *Id.*

<sup>52</sup> 47 U.S.C. § 309(e); see also *General Motors Corporation and Hughes Electronics Corporation, Transferors, and the News Corporation Limited, Transferee*, 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*, MB Docket No. 01-348, Hearing Designation Order, 17 FCC Rcd 20559, 20574, para. 25 (2002) (*EchoStar-DIRECTV HDO*).

<sup>53</sup> 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*).

finder conclude that the ultimate fact in dispute had been established.”<sup>54</sup> 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.<sup>55</sup> The DC Circuit has made clear that the two steps of the statutory inquiry “are typically made concurrently.”<sup>56</sup> 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 [whether the record presents a substantial and material question of fact that warrants further inquiry in a hearing] makes the first question moot.”<sup>57</sup>

*Discussion.* We have reviewed the information submitted by the Applicants and find that the Transaction will comply with the Act, other applicable statutes, and the Commission’s rules, including the Local Television Ownership Rule and the National Television Ownership Rule. For the reasons discussed below, we also deny the informal objections and find that the Transaction is in the public interest consistent with section 310(d) of the Act. Accordingly, we grant the Applications listed in the Attachment.

First, we reject the Mattoon Objection as it does not provide any specific factual allegations to show this Transaction would be *prima facie* inconsistent with the public interest. Merely making anecdotal and vague observations about the media industry while rhetorically questioning whether the Transaction would favor the “self-serving interests” of an applicant is not enough to satisfy even the first step of the Commission’s two-part test under the public interest standard.<sup>58</sup>

Second, we deny Mr. Antenna’s objections,<sup>59</sup> as they fail to raise a substantial and material question of fact as to whether grant of the Applications would serve the public interest. We note that for purposes of determining whether there exists “a substantial and material question of fact . . . the Commission may, and indeed must, weigh against the allegations of the petition the other evidence before it, including opposing affidavits . . . . On the basis of *all* those materials it must decide . . . whether the totality of the evidence arouses a sufficient doubt on the point that further inquiry is called for.”<sup>60</sup>

The arguments raised by Mr. Antenna rest on his allegation that Meredith has a corporate policy against advertisements that promote cord-cutting and that such a policy would continue under Gray’s ownership.<sup>61</sup> Upon review of the record, we cannot conclude, as Mr. Antenna suggests, that such a policy exists, or ever existed, at Gray or Meredith.<sup>62</sup> Indeed, relevant Gray and Meredith executives, as well as the General Manager of KVVU, have submitted declarations under penalty of perjury stating unequivocally that no corporate policy regarding cord-cutting advertisements has ever existed at their

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<sup>54</sup> *Gencom, Inc. v. FCC*, 832 F.2d 171, 181 (D.C. Cir. 1987).

<sup>55</sup> *Astroline*, 857 F.2d at 1561; 47 U.S.C. § 309(e).

<sup>56</sup> *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, 396 (D.C. Cir. 1985) (*Citizens for Jazz*)).

<sup>57</sup> *Id.* (quoting *Citizens for Jazz*, 775 F.2d at 396).

<sup>58</sup> See *Astroline* at 1561.

<sup>59</sup> Mr. Antenna Objection; Mr. Antenna Supplemental Objection.

<sup>60</sup> *Citizens for Jazz* at 395.

<sup>61</sup> See Mr. Antenna Objection at 9-10.

<sup>62</sup> Because we find that no such policy has ever existed, we find any contention that Gray sought to influence Meredith in this regard to be meritless.

companies and that Gray has never sought to influence Meredith's advertising policies.<sup>63</sup> In addition, Mr. Antenna did not provide the full context of his interactions with Meredith in his initial objection—context that undercuts the allegation that Meredith has or had a corporate policy banning cord-cutting advertisements.<sup>64</sup> Thus, on the basis of all the materials submitted by Mr. Antenna, Gray, and Meredith, we find that no substantial and material question of fact remains as to whether grant of the Applications would serve the public interest and deny Mr. Antenna's objections and its request to attach a condition to the Transaction.<sup>65</sup>

Lastly, we find that access to reporting from Gray's Washington, DC news bureau and national investigative unit, the ability to leverage the reporting of same-state stations, as well as the potential for operational synergies and greater investment as described by the Applicants in the record, should provide transaction-specific, public interest benefits to Gray and Meredith viewers.<sup>66</sup> Accordingly, we conclude that the Transaction serves the public interest, convenience, and necessity and grant the Applications listed in the Attachment.<sup>67</sup>

*Conclusion.* After reviewing the record, we conclude that grant of the Applications is consistent with section 310(d) of the Act.<sup>68</sup> In addition, we find that the Applications comply with the Act and the Commission's rules. Furthermore, and in light of the above discussion, we find that the Applicants are

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<sup>63</sup> See Meredith Response at 20-21; Gray Response at 6.

<sup>64</sup> See Meredith Response at 11-21; Gray Response at 6. Notably, Meredith employees contacted the owner of Mr. Antenna on multiple occasions to explain that there was no such corporate policy and to offer to air his advertisements on the same terms it had in the past. See Meredith Response at 3-4. In addition, another Meredith station, KPHO, attempted to sell Mr. Antenna advertising. See *id.* at 4, 6-8. This fact is particularly relevant, as it occurred prior to Mr. Antenna's contacting Meredith, thus providing contemporaneous proof that Meredith had no policy against accepting advertisements related to cord-cutting. See Gray Response at 2; Meredith Response at 4, 6-8.

<sup>65</sup> *Citizens for Jazz* at 394-96. Because Mr. Antenna fails the second step of our two-part test, the first question of whether Mr. Antenna has made a *prima facie* case for denial of the Applications is moot.

<sup>66</sup> See *Applications of Tribune Media Company and Nexstar Media Group, Inc. et al.*, MB Docket No. 19-30, Memorandum Opinion and Order, 34 FCC Rcd 8436, para. 26 (2019) (*Nexstar-Tribune Order*) (finding that new access to reporting from a Washington, DC news bureau and state news bureau provides transaction-specific public interest benefits).

<sup>67</sup> The Applicants filed separate applications requesting Commission consent for the assignment and/or transfer of control to Gray of certain earth station, microwave, and land mobile facilities held by Meredith and its subsidiaries. These applications are granted simultaneously with this letter. Lastly, we note that the following stations have pending license renewals as of the date of this letter: KMOV(TV), St. Louis, Missouri; KCTV(TV), Kansas City, Missouri; KSMO-TV, Kansas City, Missouri. Commission policy permits the processing of multi-station, multi-market transfer of control applications that involve a subset of stations with pending renewal applications if: (1) there are no basic qualification issues pending against the transferor or transferee that could not be resolved in the context of the transfer proceeding; and (2) the transferee explicitly assents to standing in the stead of the transferor in the pending renewal proceeding. See, e.g., *Shareholders of CBS Corporation*, Memorandum Opinion and Order on Reconsideration, 16 FCC Rcd 16072, 16072-73 (2001). This is a multi-station, multi-market transaction; there are no pending basic qualification issues; and Gray has agreed to stand in the stead of the current licensees consistent with *Shareholders of CBS Corporation*. Comprehensive Exhibit at 31. In addition, we note the first step of this two-step Transaction is a long-form transfer of control even though the Applications were filed on an assignment application. Accordingly, application of *Shareholders of CBS Corporation* is appropriate in this case. See, e.g., Gray-Quincy Assignment Application, LMS File No. 0000136236 (granted July 30, 2021).

<sup>68</sup> 47 U.S.C. § 310(d).



fully qualified and conclude that the grant of the Applications would serve the public interest, convenience, and necessity.

Accordingly, **IT IS ORDERED** that the informal objections filed by Rick Mattoon and Mr. Antenna Las Vegas LLC **ARE DENIED**. **IT IS FURTHER ORDERED** that the applications for assignment of the licenses of the television stations listed in the Attachment hereto **ARE GRANTED**.<sup>69</sup>

Sincerely,

/s/

Barbara A. Kreisman  
Chief, Video Division  
Media Bureau

cc (via electronic mail):

Barry D. Wood  
(Counsel for Mr. Antenna)

Rick Mattoon

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<sup>69</sup> These actions are taken pursuant to sections 0.61 and 0.283 of the Commission's rules, 47 CFR §§ 0.61, 0.283, and sections 154(i) and (j), and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 310(d).

**ATTACHMENT**

<b>Call Sign/Community of License</b>	<b>Fac ID.</b>	<b>Licensee</b>	<b>File Number</b>
WGCL-TV, Atlanta, GA	72120	Meredith Corporation	0000145590
WPCH-TV, Atlanta, GA	64033	Meredith Corporation	0000145577
KMOV(TV), St. Louis, MO	70034	Meredith Corporation	0000145586
WSMV-TV, Nashville, TN	41232	Meredith Corporation	0000145610
WFSB(TV), Hartford, CT	53115	Meredith Corporation	0000145533
WSHM-LD, Springfield, MA	67980	Meredith Corporation	0000145534
KCTV(TV), Kansas City, MO	41230	Meredith Corporation	0000145511
KSMO-TV, Kansas City, MO	33336	Meredith Corporation	0000145619
WHNS(TV), Greenville, SC	72300	Meredith Corporation	0000145484
W15CW-D, Franklin, NC	72305	Meredith Corporation	0000145485
W21DV-D, Bryson City, NC	72306	Meredith Corporation	0000145486
W23EZ-D, Sylva, NC	72301	Meredith Corporation	0000145487
W26FB-D, Canton/Waynesville, NC	72304	Meredith Corporation	0000145489
W34DX-D, West Asheville, NC	72302	Meredith Corporation	0000145488
WALA-TV, Mobile, AL	4143	Meredith Corporation	0000145582
WNEM-TV, Flint, MI	41221	Meredith Corporation	0000145592
WGGB-TV, Springfield, MA	25682	Meredith Corporation	0000145601
KPHO-TV, Phoenix, AZ	41223	KPHO Broadcasting Corporation	0000145456
K17MO-D, Flagstaff, AZ	41227	KPHO Broadcasting Corporation	0000145464
K27KS-D, Globe/Miami, AZ	41216	KPHO Broadcasting Corporation	0000145461
K29LM-D, Cottonwood, etc., AZ	41224	KPHO Broadcasting Corporation	0000145458
K30JD-D, Prescott, AZ	41218	KPHO Broadcasting Corporation	0000145463
KTVK(TV), Phoenix, AZ	40993	KPHO Broadcasting Corporation	0000145466
K11LC-D, Prescott, AZ	2756	KPHO Broadcasting Corporation	0000145462
K14NA-D, Globe & Miami, AZ	13087	KPHO Broadcasting Corporation	0000145460
K15HY-D, Williams-Ashfork, AZ	5323	KPHO Broadcasting Corporation	0000145465
K25MG-D, Flagstaff, AZ	2753	KPHO Broadcasting Corporation	0000145457
K28OA-D, Cottonwood, AZ	2754	KPHO Broadcasting Corporation	0000145459
KPTV(TV), Portland, OR	50633	KPTV-KPDX Broadcasting Corporation	0000145491
K15DS-D, Newport, etc., OR	35474	KPTV-KPDX Broadcasting Corporation	0000145502
K21DE-D, Seaside/Astoria, OR	35468	KPTV-KPDX Broadcasting Corporation	0000145504
K29NO-D, The Dalles, OR	35473	KPTV-KPDX Broadcasting Corporation	0000145498
K30EW-D, Monument, etc., OR	8539	KPTV-KPDX Broadcasting Corporation	0000145494

<b>Call Sign/Community of License</b>	<b>Fac ID.</b>	<b>Licensee</b>	<b>File Number</b>
K35CR-D, Tillamook, etc., OR	35461	KPTV-KPDX Broadcasting Corporation	0000145499
KPDX(TV), Vancouver, WA	35460	KPTV-KPDX Broadcasting Corporation	0000145497
K13AAQ-D, Prineville, etc., OR	50632	KPTV-KPDX Broadcasting Corporation	0000145492
K18EL-D, Newberg/Tigard, OR	35467	KPTV-KPDX Broadcasting Corporation	0000145493
K19MI-D, Salem, OR	35463	KPTV-KPDX Broadcasting Corporation	0000145495
K20DD-D, Albany, etc., OR	35470	KPTV-KPDX Broadcasting Corporation	0000145496
K20EH-D, Hood River, OR	35472	KPTV-KPDX Broadcasting Corporation	0000145503
K22KC-D, The Dalles, OR	50631	KPTV-KPDX Broadcasting Corporation	0000145505
K27NZ-D, Longview, WA	35476	KPTV-KPDX Broadcasting Corporation	0000145501
KUBN-LD, Madras, OR	34863	KPTV-KPDX Broadcasting Corporation	0000145500
KVVU-TV, Henderson, NV	35870	KVVU Broadcasting Corporation	0000145518
K18NA-D, Pahrump, NV	48809	KVVU Broadcasting Corporation	0000145520
K28EU-D, Laughlin, etc., NV	18149	KVVU Broadcasting Corporation	0000145519