



PUBLIC NOTICE

Federal Communications Commission
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DA 22-1368

Released: December 23, 2022

MEDIA BUREAU SEEKS COMMENT ON LETTERS FILED BY SGCI HOLDINGS III LLC AND STANDARD GENERAL L.P. REGARDING APPLICATIONS TO TRANSFER CONTROL OF TEGNA, INC.

Comments Due: January 13, 2023
Reply Comments Due: January 20, 2023

MB Docket No. 22-162

On April 21, 2022, the Federal Communications Commission (Commission) accepted for filing applications (the Applications) seeking consent to transfer control of subsidiaries of TEGNA, Inc. (TEGNA), the ultimate parent of the licensees of 64 full-power television stations, two full-power radio stations, and other related FCC licenses, to an indirect subsidiary of SGCI Holdings III LLC (SGCI Holdings), whose Managing Member is Soohyung Kim, the Managing Partner of Standard General L.P.¹

On December 16, 2022, SGCI Holdings and Standard General L.P. submitted a letter addressing the applicability of retransmission consent agreements to the TEGNA stations that will be controlled by Standard General L.P. and SGCI Holdings III LLC following the transactions contemplated by the Applications.² SGCI Holdings and Standard General L.P. submitted a second letter on December 22, 2022 addressing concerns raised regarding reduction of station-level staffing after consummation of the transactions contemplated by the Applications.³ SGCI Holdings and Standard General L.P. submitted a third letter dated December 23, 2022, addressing concerns raised regarding potential post-consummation coordination between SGCI Holdings, Standard General L.P., and TEGNA on the one hand, and Apollo Global Management, Inc. and investment funds managed by its affiliates and CMG Media Corporation and its subsidiaries on the other hand.⁴ The Commission hereby seeks public comment on all three of these filings, which are all attached hereto. Interested parties must file comments no later than **January 13, 2023**, with reply comments due **January 20, 2023**.

¹ *Media Bureau Establishes Pleading Cycle for Applications to Transfer Control of TEGNA, Inc., to Standard General, L.P., and Permit-but-Disclose Ex Parte Status for the Proceeding*, Public Notice, MB Docket No. 22-162, DA 22-443 (MB Apr. 21, 2022).

² Letter from Soohyung Kim, Standard General, to Marlene H. Dortch, FCC, MB Docket No. 22-162 (filed Dec. 16, 2022) (Attach. A).

³ Letter from Soohyung Kim, Standard General, to Marlene H. Dortch, FCC, MB Docket No. 22-162 (filed Dec. 22, 2022) (Attach. B).

⁴ Letter from Soohyung Kim, Standard General, to Marlene H. Dortch, FCC, MB Docket No. 22-162 (dated Dec. 23, 2022) (Attach. C). This letter has not been posted to the Commission's Electronic Comment Filing System (ECFS) as of the time of the release of this Public Notice, but is attached hereto.

For further information, contact David Brown at (301) 908-5926, Jeremy Miller at (202) 418-1645, or Joel Rabinovitz, (202) 418-0689. For press inquiries, contact Janice Wise at (202) 418-8165.

-FCC-

ATTACHMENT A



767 FIFTH AVENUE 18TH FLOOR NEW YORK 10153
TELEPHONE 212.257.4701 FACSIMILE 212.257.4709

December 16, 2022

Via ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
45 L Street, NE
Washington, DC 20554

**Re: In re Applications to Transfer Control of TEGNA Inc. (“TEGNA”) to
Standard General L.P., MB Docket No. 22-162**

Dear Ms. Dortch:

In connection with the applications filed in the above-referenced proceeding (“Applications”), this letter addresses the applicability of retransmission consent agreements (each, an “RCA”) to the TEGNA stations that will be controlled by Standard General L.P. and SGC I Holdings III LLC (collectively, “Standard General”) following the transactions contemplated by the Applications (the “Transactions”).

As Standard General has previously stated, any impact of the Transactions on the retransmission consent fees payable by multichannel video programming distributors (“MVPDs”) is not central to Standard General’s thesis for the proposed Transactions. Accordingly, in light of the cost of continued delay to the closing of the Transactions (the “Closing”), consistent with the terms of the Agreement and Plan of Merger, dated February 22, 2022, Standard General hereby:

- (1) voluntarily and irrevocably waives enforcement or other application of any term or condition of an RCA that would, by reason of any of the Transactions, result in an RCA between Cox Media Group and any MVPD applying to any current TEGNA station that will be controlled by Standard General after the Closing (such stations, the “TEGNA Stations”); and
- (2) acknowledges and agrees that the intent and effect of such waiver is to permit any RCA with TEGNA in effect as of the time immediately prior to the Closing to continue to apply to the TEGNA Stations as of and following the Closing.

Please contact the undersigned if you have any questions with respect to the foregoing.

Very truly yours,

A handwritten signature in black ink, appearing to be 'Soohyung Kim'.

Soohyung Kim

ATTACHMENT B



767 FIFTH AVENUE 18TH FLOOR NEW YORK 10153
TELEPHONE 212.257.4701 FACSIMILE 212.257.4709

December 22, 2022

Via ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
45 L Street NE
Washington, DC 20554

**Re: In re Applications to Transfer Control of TEGNA Inc. (“TEGNA”) to
Standard General L.P., MB Docket No. 22-162**

Dear Ms. Dortch:

In connection with the applications filed in the above-referenced proceeding (“Applications”), this letter is to address any concerns raised regarding reduction of station-level staffing after consummation of the transactions contemplated by the Applications (the “Transactions”).

SGCI Holdings III LLC (together with Standard General L.P., “Standard General”) has repeatedly stated in the record that (i) it has no intention of reducing local news or newsroom staff (or station-level staffing more generally) as a result of the Transactions¹ and (ii) contrary to concerns that have been raised, TEGNA’s DC newsroom will be used to supplement and enhance TEGNA’s local news offerings and will in no way serve to displace local news or local journalists.

To further remove any doubt about station news staffing matters, Standard General commits that it will not conduct any journalism or newsroom staffing layoffs or similar reductions at the stations for a minimum of two years following the Transactions.² To be clear, Standard General does not have plans for any future station staffing reductions, but cannot predict how future economic conditions or changes in the broadcast industry may require broadcasters to make adjustments in the composition or size of station staffing to best serve the needs of the public. In that regard, Standard General expects that implementation of its plans to increase station news content at TEGNA will actually increase the number of journalists and newsroom employees at the stations. To provide further assurances to the Commission, Standard

¹ See, e.g., Applicants’ Response to Request for Documents and Information (filed June 13, 2022) at 9; Applicants’ Consolidated Opposition and Response to Comments (filed July 7, 2022) at 31; Notice of *Ex Parte* Communication (filed Sept. 13, 2022); Applicants’ Response to Request for Documents and Information (filed Oct. 13, 2022) at 16-18; Notice of *Ex Parte* Communication (filed Oct. 13, 2022) at 1-2, 5.

² This commitment is not intended to preclude case-by-case employment decisions “for cause” that are unrelated to or which could otherwise arise regardless of the Transactions.

General is willing to file quarterly (or if the Commission prefers, annual) reports providing the amount of new investments it has made at the local station level at TEGNA, as well as, after the conclusion of the two-year period referenced above, information regarding any layoffs in the newsrooms of the TEGNA stations.

In addition, Standard General agrees that it will cause TEGNA to recognize each of the labor unions currently covered by a collective bargaining agreement with TEGNA as the exclusive collective bargaining representatives of those bargaining unit employees and will cause TEGNA to honor such collective bargaining agreements. Standard General would also be happy to engage with the labor unions to discuss any existing or outstanding grievances they may have with their respective collective bargaining agreements.

Please contact the undersigned if you have any questions with respect to the foregoing.

Very truly yours,



Soohyung Kim

ATTACHMENT C

December 23, 2022

Via ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
45 L Street NE
Washington, DC 20554

**Re: In re Applications to Transfer Control of TEGNA Inc. (“TEGNA”) to
Standard General L.P., MB Docket No. 22-162**

Dear Ms. Dortch:

In connection with the applications filed in the above-referenced proceeding (“Applications”), this letter is to address concerns raised regarding potential coordination between Standard General L.P., SGCI Holdings III LLC (collectively, “Standard General”) and TEGNA on the one hand and Apollo Global Management, Inc. and investment funds managed by its affiliates (“Apollo”) and CMG Media Corporation and its subsidiaries (“CMG”) on the other hand, after consummation of the transactions contemplated by the Applications (the “Transactions”).

While NCTA “does not oppose the transactions under consideration in this docket,”¹ it has expressed concerns that post-closing TEGNA and CMG may engage in coordination in the future and requested that the Commission adopt conditions to resolve its concerns.² As Standard General has stated on the record in this proceeding, it has not considered and will not following the Transactions enter into any agreements with Apollo, CMG or their respective affiliates relating to TEGNA broadcast stations other than short-term transition services agreements needed to avoid disruption of service to the public.³ Similarly, Standard General and

¹ Comments of NCTA – The Internet and Television Association (“NCTA”) (filed June 22, 2022) at 1 (“NCTA Comments”).

² See, e.g., NCTA Comments at 4 (acknowledging that “the pending transaction does not currently contemplate post-merger sidecar agreements between TEGNA and CMG Media Corporation,” but claiming “it is not unforeseeable that such agreements could be entered into post-merger.”); NCTA Notice of *Ex Parte* (filed Sept. 7, 2022) (same); NCTA Notice of *Ex Parte* (filed Sept. 22, 2022) (“Although the parties have made certain representations to the Commission regarding their post-merger plans, without binding conditions designed to prevent such coordination there is a risk that if and when the Commission approves the merger the parties could enter into agreements or arrangements leading to information-sharing and coordination among the parties.”).

³ See, e.g., Applicants’ Comprehensive Exhibit at 2, n.5; Applicants’ Response to Request for Documents and Information (filed June 13, 2022) at 3 (“[T]he Combined Company, AGM, and CMG have not entered into and will not enter into any Sharing Agreements or other agreements related to programming, operations, or sale of advertising with each other for any station.”); Applicants’ Consolidated Opposition and Response to Comments (filed July 7, 2022) at 6, 29

Apollo/CMG have repeatedly made clear that they will not engage in joint retransmission consent negotiations or coordination between post-closing TEGNA and CMG, Apollo or their respective affiliates, even where it would be legally permissible under the Commission's rules. Further, the waiver letter that Standard General submitted to the FCC on December 16, 2022 resolves any concerns that the NCTA or its members may have regarding the retransmission consent agreements that will govern post-closing TEGNA.

To further remove any doubt about potential coordination, and consistent with the terms of the Agreement and Plan of Merger dated February 22, 2022, Standard General, Apollo, and CMG are willing to agree to each of the conditions that NCTA requested that the Commission adopt in this proceeding. Specifically, Standard General, Apollo, and CMG hereby make the following commitments (in reference to NCTA's June 22, 2022 Comments), which shall take effect automatically upon consummation of the Transactions and which Standard General, Apollo, and CMG propose the Commission incorporate into its Order in this proceeding:

- No employee or agent of Standard General or TEGNA, on the one hand, or CMG or Apollo, on the other hand, that may be involved in retransmission consent negotiations may review any retransmission agreement to which the other entity is a party, or receive non-public information from the other with respect to such agreement.
- No employee or agent of Standard General or TEGNA, on the one hand, or CMG or Apollo, on the other hand, may provide a copy of a station retransmission consent agreement or non-public information regarding such agreement to any employee or agent of the other entity involved in retransmission consent agreements.
- Standard General and/or TEGNA, on the one hand, and CMG and/or Apollo, on the other hand, may not engage common legal counsel or other agents in connection with retransmission consent negotiations.
- TEGNA and CMG shall each maintain in the online public file of the applicable stations owned by such party a list of each LMA, JSA, SSA, or similar agreement between TEGNA and CMG entered into by or otherwise applicable to such party's stations.
- As the applicants committed in their June 13 Letter, the FCC should also adopt a merger condition that Standard General and/or TEGNA, on the one hand, and Apollo and/or CMG, on the other hand, will not enter into any LMA, JSA, SSA, or similar

and 45; Applicants' Joint Opposition to Motion for Extension of Time Within Which to File Replies (filed July 11, 2022) at 8; Applicants' Notice of *Ex Parte* Communication (filed Aug. 17, 2022) at 2; Applicants' Joint Response to Supplement to Petition to Dismiss or Deny (filed Nov. 3, 2022) at 5, n.14.

agreement related to programming, operations, or sale of advertising for any station owned by the other.⁴

- Any new JSA, LMA, SSA or similar agreement between TEGNA or Standard General, on the one hand, and CMG or Apollo, on the other hand, that is not otherwise barred by the immediately preceding condition shall be filed in the stations' online public files and separately in the instant merger docket 30 days prior to taking effect.

These commitments will remain in place for so long as Standard General controls TEGNA, or their termination in the following instances:

- With respect to commitments relating to Apollo and its affiliates, at the earlier of such time as (i) Apollo and its affiliates no longer hold any securities of TEGNA, or (ii) Apollo and its affiliates no longer hold any interest in CMG.
- With respect to commitments relating to CMG, at such time that CMG and its affiliates no longer hold any securities of TEGNA.

The foregoing shall not (i) prohibit Standard General, TEGNA, Apollo, CMG or their affiliates from effectuating the closings of the Transactions and entering into customary transition services agreements for a duration no longer than six months after the closing of the sale of Austin, TX station KVUE (FCC Facility ID 35867), Dallas, TX station KMPX (FCC Facility ID 73701), Houston, TX stations KHOU and KTBU (FCC Facility IDs 34529 and 28324), and Standard General's acquisition of Boston, MA station WFXT (FCC Facility ID 6463), (ii) prohibit Standard General, TEGNA, Apollo, CMG or their affiliates from taking any action that has been expressly approved by the FCC, or (iii) prevent Standard General, TEGNA, Apollo, CMG or their affiliates from complying with any applicable laws, orders, rules, regulations, and other legal obligations.

The commitments that Standard General, Apollo, and CMG have made herein, in combination with Standard General's waiver of the application of the CMG retransmission consent agreements to the TEGNA stations that will be controlled by Standard General that was submitted to the FCC on December 16, 2022, address in full all concerns that NCTA and Altice USA have articulated relating to the Transactions.

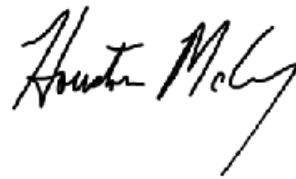
⁴ As NCTA's proposed conditions target station-to-station transactions it believes might impact leverage in retransmission negotiations, for purposes of clarity, Standard General, Apollo, and CMG do not construe these commitments to require the parties to take any action that would (a) prevent TEGNA and CMG from entering into temporary hosting or sharing agreements for the implementation of ATSC 3.0; (b) restrict competition or limit the distribution of syndicated or other programming, such as TEGNA's diginets Quest, True Crime network and Daily Blast Live; or (c) prohibit any party from reselling non-broadcast station products in any market or providing support services for producers of such products.

Please contact the undersigned if you have any questions with respect to the foregoing.

Very truly yours,



Soohyung Kim
Managing Member
SGCI HOLDINGS III LLC
Managing Partner, Chief Investment Officer
STANDARD GENERAL L.P.



Houston McCurry
Principal, Private Equity
APOLLO GLOBAL MANAGEMENT, INC.



Eric D. Greenberg
Executive Vice President, General Counsel &
Corporate Secretary
CMG MEDIA CORPORATION