



# PUBLIC NOTICE

Federal Communications Commission

45 L Street NE

News Media Information 202 / 418-0500

Internet: <https://www.fcc.gov>

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DA 22-443

Released: April 21, 2022

**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**

**MB Docket No. 22-162**

**Petition to Deny Date: May 23, 2022**

**Opposition Date: June 7, 2022**

**Reply Date: June 17, 2022**

On March 10, 2022, applications were filed proposing to transfer all outstanding equity interests in 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. (Standard General).<sup>1</sup>

In addition, applications were filed contemporaneously for a series of related transactions. First, Standard General affiliate Community News Media LLC proposes to transfer control of its four full-power television stations<sup>2</sup> to a subsidiary of CMG Media Corporation (CMG), which the Bureau previously determined to be under the *de facto* control of Apollo Global Management, Inc. (AGM).<sup>3</sup> Second, CMG seeks to transfer control of WFXT(TV), Boston, MA, to SGCI Holdings. Finally, immediately upon consummation of the merger, post-merger TEGNA (New Tegna) proposes to assign the licenses of four full-power television stations<sup>4</sup> to indirect, wholly-owned subsidiaries of CMG.

In addition to selling several stations to CMG, the parties plan to finance the transaction in part through sale of nonvoting Series A Preferred Securities to, among others, affiliates of AGM. As set forth

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<sup>1</sup> A list of the Applications can be found in the Attachments to the Public Notice. The parties amended the Applications on March 23, and April 1, 2022. One application covering 10 stations was inadvertently accepted for filing through the Licensing and Management System (“LMS”) on March 15, 2022. This Public Notice will determine the pleading cycle for all stations listed in the Attachments, including those that incorrectly have a public notice date automatically issued through LMS.

<sup>2</sup> KBSI(TV), Cape Girardeau, MO; KLKN(TV), Lincoln, NE; WDKA(TV), Paducah, KY; and WLNE-TV, New Bedford, MA.

<sup>3</sup> *Terrier Media Buyer, Inc.*, Declaratory Ruling, 34 FCC Rcd 10544, 10549, paras. 14-15 (MB 2019).

<sup>4</sup> KVUE(TV), Austin, TX; KMPX(TV), Decatur, TX; KHOU(TV), Houston, TX; and KTBU(TV), Conroe, TX.

in detail in a term sheet submitted as an amendment to the applications, “[f]or so long as the Series A Preferred Securities remain outstanding, without the prior written consent of the Series A Preferred Majority Holder, [New TEGNA] will not” engage in certain specifically listed corporate actions.<sup>5</sup> The Applicants assert that AGM affiliates will not have an attributable interest in New TEGNA.<sup>6</sup>

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 the 50 percent discount applied to UHF stations (UHF Discount).<sup>7</sup> The parties report that the proposed transaction would result in New TEGNA having a national audience reach of 28.46% of U.S. television households if one includes the UHF discount, an ownership share in compliance with the national cap.<sup>8</sup> The parties assert that CMG would have a national audience reach of 10.43% with the UHF discount.<sup>9</sup>

The Local Television Ownership Rule allows an entity to own two television stations licensed in the same Designated Market Area (DMA) if: (1) the digital noise limited service contours of the stations (as determined by 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.<sup>10</sup> According to the Applicants, the transactions will not create new combinations in any DMA, and the existing station combinations would not violate the Local Television Ownership Rule.<sup>11</sup> The Applicants also state that the transactions do not involve the creation of any new joint sales, option, or time brokerage agreements between CMG's and New TEGNA's stations.

#### **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,<sup>12</sup> 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.<sup>13</sup>

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<sup>5</sup> Term Sheet, Section 10. Certain entities in the post-closing ownership structure will need specific approval under Section 310(b)(4) of the Communications Act of 1934 and Section 1.5001(i) of the Commission's rules. 47 U.S.C. § 310(b)(4); 47 CFR § 1.5001(i). A petition for declaratory ruling has been filed in connection with this proceeding. The staff will issue a separate pleading cycle for the declaratory ruling proceeding by public notice.

<sup>6</sup> Comprehensive Exhibit, at 4.

<sup>7</sup> See 47 CFR § 73.3555(b)(e)(1) and (2).

<sup>8</sup> Comprehensive Exhibit at 2-3.

<sup>9</sup> *Id.*

<sup>10</sup> 47 CFR § 73.3555(b)(1).

<sup>11</sup> *Id.* at 1, 2, 33.

<sup>12</sup> 47 CFR § 1.1200(a).

<sup>13</sup> See *id.* § 1.1206.

The proceeding in this Public Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules.<sup>14</sup> 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).<sup>15</sup> Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.<sup>16</sup> 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. 22-162.

## 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 May 23, 2022. Oppositions to petitions to deny must be filed no later than June 7, 2022. Replies must be filed no later than June 17, 2022. 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.<sup>17</sup> 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.<sup>18</sup> 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. 22-162, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

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<sup>14</sup> 47 CFR § 1.1200 *et seq.*

<sup>15</sup> 47 CFR § 1.1206(b)

<sup>16</sup> *Id.*

<sup>17</sup> *Id.* § 1.45(c).

<sup>18</sup> *See id.* §§ 1.46(a) and 73.3584(e).

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/>.

Filings in response to this Public Notice may 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.

- U.S. 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 delivered 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.<sup>19</sup>

**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)
- Chris Robbins, Video Division, Media Bureau, e-mail [Chris.Robbins@fcc.gov](mailto:Chris.Robbins@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, Chris Robbins, and Jim Bird should include in the subject line of the e-mail: (1) MB Docket No. 22-162; (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. 22-162, TEGNA/Standard Media, *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](mailto:fcc504@fcc.gov) or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (TTY).

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>.

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<sup>19</sup> *FCC Announces Closure of FCC Headquarters Open Window and Change in Hand-Delivery Policy*, Public Notice, 35 FCC Rcd 2788 (OMD 2020). <https://www.fcc.gov/fcc-closes-headquarters-open-window-and-changes-hand-delivery-policy>

For further information, contact David Brown at (301) 908-5926, Jeremy Miller at (202) 418-1507, or Chris Robbins at (202) 418-0685. For press inquiries, contact Janice Wise at (202) 418-8165.

By: Chief, Media Bureau

**Attachment****TEGNA Merger Applications**

<b>Call Sign</b>	<b>Community of License</b>	<b>Application File Nos.</b>	<b>Licensee</b>	<b>Facility ID</b>
WUPL(TV)	Slidell, LA	0000186355	Belo TV, Inc.	13938
WBXN-CD	New Orleans, LA	0000186356	Belo TV, Inc.	70419
KTHV(TV)	Little Rock, AR	0000186358	Cape Publications, Inc.	2787
KFSM-TV	Fort Smith, AR	0000186359	Cape Publications, Inc.	66469
WZZM(TV)	Grand Rapids, MI	0000186369	Combined Communications of Oklahoma, LLC	49713
KENS(TV)	San Antonio, TX	0000186371	KENS-TV, Inc.	26304
KFMB-TV	San Diego, CA	0000186372	KFMB-TV, LLC	42122
KING-TV	Seattle, WA	0000186389	KING Broadcasting Company	34847
KREM(TV)	Spokane, WA	0000186391	KING Broadcasting Company	34868
KTVB(TV)	Boise, ID	0000186394	KING Broadcasting Company	34858
K15IO-D	McCall & New Meadows, ID	0000186397	KING Broadcasting Company	34869
K16JE-D	Glenns Ferry, ID	0000186393	KING Broadcasting Company	188132
K17KF-D	Cambridge, ID	0000186392	KING Broadcasting Company	188131
K21CC-D	Lewiston, ID	0000186390	KING Broadcasting Company	50532
K23KY-D	Council, ID	0000186399	KING Broadcasting Company	11446
K29NB-D	Cascade, ID	0000186396	KING Broadcasting Company	34884

K30QA-D	Coeur D'Alene, ID	0000186398	KING Broadcasting Company	34861
KTFT-LD	Twin Falls, ID	0000186395	KING Broadcasting Company	167056
KONG(TV)	Everett , WA	0000186373	KONG-TV, Inc.	35396
KSKN(TV)	Spokane, WA	0000186387	KSKN Television, Inc.	35606
KTTU(TV)	Tucson, AZ	0000186400	KTTU-TV, Inc.	11908
KWES-TV	Odessa, TX	0000186401	KWES Television, LLC	42007
KXTV(TV)	Sacramento, CA	0000186403	KXTV, LLC	25048
KBMT(TV)	Beaumont, TX	0000186374	LSB Broadcasting, Inc.	10150
KCEN-TV	Temple, TX	0000186384	LSB Broadcasting, Inc.	10245
KIDY(TV)	San Angelo, TX	0000186376	LSB Broadcasting, Inc.	58560
KIII(TV)	Corpus Christi, TX	0000186379	LSB Broadcasting, Inc.	10188
KXVA(TV)	Abilene, TX	0000186377	LSB Broadcasting, Inc.	62293
KYTX(TV)	Nacogdoches, TX	0000186385	LSB Broadcasting, Inc.	55644
KUIL-D	Beaumont, TX	0000186380	LSB Broadcasting, Inc.	168234
KAGS-LD	Bryan, TX	0000186378	LSB Broadcasting, Inc.	10246
KIDB-LD	Sweetwater, TX	0000186375	LSB Broadcasting, Inc.	53545
KIDU-LD	Brownwood, TX	0000186383	LSB Broadcasting, Inc.	58559
KIDV-LD	Albany, TX	0000186381	LSB Broadcasting, Inc.	58571
KVHP-LD	Jasper, TX	0000186382	LSB Broadcasting, Inc.	168235
WGRZ(TV)	Buffalo, NY	0000186402	Multimedia Entertainment, LLC	64547
KARE(TV)	Minneapolis, MN	0000186415	Multimedia Holdings Corporation	23079
KNAZ-TV	Flagstaff, AZ	0000186416	Multimedia Holdings Corporation	24749

KPNX(TV)	Mesa, AZ	0000186424	Multimedia Holdings Corporation	35486
K06AE-D	Prescott, AZ	0000186422	Multimedia Holdings Corporation	35274
K26OD-D	Globe, AZ	0000186421	Multimedia Holdings Corporation	35487
KPSN-LD	Payson, AZ	0000186417	Multimedia Holdings Corporation	63396
KTVD(TV)	Denver, CO	0000186423	Multimedia Holdings Corporation	68581
KUSA(TV)	Denver, CO	0000186419	Multimedia Holdings Corporation	23074
WJXX(TV)	Orange Park, FL	0000186420	Multimedia Holdings Corporation	11893
WTLV(TV)	Jacksonville, FL	0000186418	Multimedia Holdings Corporation	65046
KSDK(TV)	St. Louis, MO	0000186404	Multimedia KSDK, LLC	46981
WATL(TV)	Atlanta, GA	0000186406	Pacific and Southern, LLC	22819
WLTX(TV)	Columbia, SC	0000186407	Pacific and Southern, LLC	37176
WMAZ-TV	Macon, GA	0000186409	Pacific and Southern, LLC	46991
WXIA-TV	Atlanta, GA	0000186408	Pacific and Southern, LLC	51163
WBNS(AM)	Columbus, OH	0000186364	RadiOhio, Incorporated	54901
WBNS-FM	Columbus, OH	0000186363	RadiOhio, Incorporated	54701
WHAS-TV	Louisville, KY	0000186405	Sander Operating Co. I LLC D/B/A WHAS Television	32327
KGW(TV)	Portland, OR	0000186444	Sander Operating Co. III LLC D/B/A KGW Television	34874
K16ML-D	Corvallis, OR	0000186450	Sander Operating Co. III LLC D/B/A KGW Television	34851



K17HA-D	Astoria, OR	0000186449	Sander Operating Co. III LLC D/B/A KGW Television	130923
K19LT-D	Prineville, etc., OR	0000186445	Sander Operating Co. III LLC D/B/A KGW Television	34864
K25KS-D	The Dalles, OR	0000186452	Sander Operating Co. III LLC D/B/A KGW Television	34844
K28MJ-D	Tillamook, OR	0000186446	Sander Operating Co. III LLC D/B/A KGW Television	189303
K29AZ-D	Newport, OR	0000186448	Sander Operating Co. III LLC D/B/A KGW Television	34865
K35HU-D	Grays River, WA	0000186451	Sander Operating Co. III LLC D/B/A KGW Television	34870
KGWZ-LD	Portland, OR	0000186447	Sander Operating Co. III LLC D/B/A KGW Television	30810
KMSB(TV)	Tucson, AZ	0000186388	Sander Operating Co. V LLC D/B/A KMSB Television	44052
KCWI-TV	Ames, IA	0000186425	TEGNA Broadcast Holdings, LLC	51502
WCCT-TV	Waterbury, CT	0000186430	TEGNA Broadcast Holdings, LLC	14050
WNEP-TV	Scranton, PA	0000186427	TEGNA Broadcast Holdings, LLC	73318
WOI-DT	Ames, IA	0000186435	TEGNA Broadcast Holdings, LLC	8661
WPMT	York, PA	0000186439	TEGNA Broadcast Holdings, LLC	10213
WQAD-TV	Moline, IL	0000186438	TEGNA Broadcast Holdings, LLC	73319

WTIC-TV	Hartford, CT	0000186428	TEGNA Broadcast Holdings, LLC	147
WZDX(TV)	Huntsville, AL	0000186429	TEGNA Broadcast Holdings, LLC	28119
W07DC-D	Allentown/ Bethlehem, PA	0000186437	TEGNA Broadcast Holdings, LLC	73325
W10CP-D	Towanda, PA	0000186431	TEGNA Broadcast Holdings, LLC	73320
W14CO-D	Clarks Summit, etc., PA	0000186432	TEGNA Broadcast Holdings, LLC	73326
W15CO-D	Towanda, PA	0000186436	TEGNA Broadcast Holdings, LLC	73324
W20AD-D	Williamsport, PA	0000186433	TEGNA Broadcast Holdings, LLC	73321
W26CV-D	Mansfield, PA	0000186426	TEGNA Broadcast Holdings, LLC	129499
W29FQ-D	Pottsville, PA	0000186434	TEGNA Broadcast Holdings, LLC	73327
WTSP(TV)	St. Petersburg, FL	0000186365	Tegna East Coast Broadcasting, LLC	11290
WLBZ(TV)	Bangor, ME	0000186368	Tegna East Coast Broadcasting, LLC	39644
WCSH(TV)	Portland, ME	0000186366	Tegna East Coast Broadcasting, LLC	39664
WGCI-LD	Skowhegan, ME	0000186367	Tegna East Coast Broadcasting, LLC	39642
WATN-TV	Memphis, TN	0000186411	TEGNA Memphis Broadcasting, Inc.	11907
WLMT(TV)	Memphis, TN	0000186412	TEGNA Memphis Broadcasting, Inc.	68518
WTHR(TV)	Indianapolis, IN	0000186414	VideoIndiana, Inc.	70162
WALV-CD	Indianapolis, IN	0000186413	VideOhio, Inc.	70161
WBIR-TV	Knoxville, TN	0000186443	WBIR-TV, LLC	46984

WBNS-TV	Columbus, OH	0000186362	WBNS-TV, Inc.	71217
WCNC-TV	Charlotte, NC	0000186440	WCNC-TV, Inc.	32326
W17EE-D	Lilesville/ Wadesboro, NC	0000186441	WCNC-TV, Inc.	32316
W36FB-D	Briscoe, NC	0000186442	WCNC-TV, Inc.	32317
WFAA(TV)	Dallas, TX	0000186453	WFAA-TV, Inc.	72054
WFMY-TV	Greensboro, NC	0000186454	WFMY Television, LLC	72064
WKYC(TV)	Cleveland, OH	0000186455	WKYC-TV, LLC	73195
WTOL(TV)	Toledo, OH	0000186456	WTOL Television, LLC	13992
WUSA(TV)	Washington, D.C.	0000186457	WUSA-TV, Inc.	65593
WVEC(TV)	Hampton, VA	0000186459	WVEC Television, LLC	74167
WJHJ-LP <sup>20</sup>	Newport News, Etc., VA	**	WVEC Television, LLC	35137
WYSJ-CD <sup>21</sup>	Yorktown, VA	**	WVEC Television, LLC	35134
WWL-TV	New Orleans, LA	0000186352	WWL-TV, Inc.	74192

**Texas Stations to Be Acquired by CMG**

<b>Call Sign</b>	<b>Community of License</b>	<b>Application File Nos.</b>	<b>Licensee</b>	<b>Facility ID</b>
KHOU(TV)	Houston, TX	0000186461	KHOU-TV, Inc.	34529
KTBU(TV)	Conroe, TX	0000186460	KHOU-TV, Inc.	28324
KMPX(TV)	Decatur, TX	0000186462	WFAA-TV, Inc.	73701
KVUE(TV)	Austin, TX	0000186458	KVUE Television, Inc.	35867

<sup>20</sup> Currently in the process of being acquired by TEGNA licensee WVEC Television, LLC. See LMS File No. 0000187978

<sup>21</sup> Currently in the process of being acquired by TEGNA licensee WVEC Television, LLC. See LMS File No. 0000187977

**Community News Media Transfers**

<b>Call Sign</b>	<b>Community of License</b>	<b>Application File Nos.</b>	<b>Licensee</b>	<b>Facility ID</b>
KLKN(TV)	Lincoln, NE	0000186354	KLKN Lincoln License LLC	11264
WLNE-TV	New Bedford, MA	0000186357	WLNE Providence License LLC	22591
WDKA(TV)	Paducah, KY	0000186361	Paducah Television License LLC	39561
KBSI(TV)	Cape Girardeau, MO	0000186360	Paducah Television License LLC	19593

**WFXT Sale**

<b>Call Sign</b>	<b>Community of License</b>	<b>Application File Nos.</b>	<b>Licensee</b>	<b>Facility ID</b>
WFXT(TV)	Boston, MA	0000186353	Teton Opco Corp.	6463