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Re: Applications for Assignment of Licenses from
Cunningham Broadcasting Corporation,
LMS File Nos. 0000276551 et al.
and
KMTR Television, LLC,
LMS File Nos. 0000276767 et al.
to Subsidiaries of Sinclair, Inc.

Dear Counsel:

The Video Division, Media Bureau, has before it two sets of applications that seek consent to the assignment of broadcast television stations to subsidiaries of Sinclair, Inc. (Sinclair). The first set seeks to assign KMTR(TV), Eugene, Oregon, from KMTR Television, LLC, a subsidiary of Roberts Media, LLC (Roberts) to a Sinclair subsidiary (Roberts Application). The second set seeks consent to assign the licenses of certain broadcast television stations from subsidiaries of Cunningham Broadcasting Corporation (Cunningham) to subsidiaries of Sinclair (Cunningham Applications, and jointly with the Roberts Application, Applications).¹ DIRECTV, LLC (DIRECTV) filed separate petitions to deny the Applications.² For the reasons set forth below, we deny the Petitions and grant the Applications.

¹ The Attachment provides a complete list of the Applications and the subject broadcast television station licenses. We refer to Cunningham, Roberts, and Sinclair, collectively, as the Applicants.

² Petition to Deny of DIRECTV, LLC, LMS Pleading File Nos. 000027651 et al. (filed Sept. 15, 2025) (DIRECTV Roberts Petition); Petition to Deny of DIRECTV, LLC, LMS Pleading File Nos. 0000276767 et al. (filed Sept. 18, 2025) (DIRECTV Cunningham Petition) (collectively, Petitions).

Applications. Grant of the Applications would result in Sinclair owning more than one station ranked among the top four in certain Nielsen Designated Market Areas (DMAs), as follows:³

- Eugene. Sinclair currently owns KVAL-TV, Eugene, Oregon, and would acquire KMTR, Eugene, Oregon.⁴
- Portland-Auburn. Sinclair currently owns WGME-TV, Portland, Maine, and would acquire WPFO(TV), Waterville, Maine.
- Eureka. Sinclair currently owns KAEF-TV, Arcata, California, and would acquire KBVU(TV), Eureka, California.
- Chico-Redding. Sinclair currently owns KRCR-TV, Redding, California, and would acquire KCVU(TV), Paradise, California.
- Tri-Cities, TN-VA. Sinclair currently owns WCYB-TV, Bristol, Virginia, and would acquire WEMT(TV), Greeneville, Tennessee.

Consistent with the Local Television Ownership Rule⁵ in effect at the time the Applications were filed,⁶ Sinclair initially requested that the Commission either grant a “failing” station waiver or, in the alternative, make a market-specific finding that common ownership of two top-four stations in these DMAs would serve the public interest.⁷ Sinclair subsequently filed amendments asserting that, in light of *Zimmer Radio*, the Applications comply with the Local Television Ownership Rule and that neither a “failing” station waiver nor a case-by-case market analysis remains necessary.⁸

³ In the Greenville-New Bern-Washington DMA, Sinclair currently owns WCTI-TV, New Bern, North Carolina, and would acquire WYDO(TV), Greenville, North Carolina. While WCTI-TV is ranked among the top four stations in the DMA, WYDO is not. See WYDO Assignment Application, LMS File No. 0000276767, Multiple Ownership Exhibit at 1.

⁴ Sinclair also would acquire KMCB(TV), Coos Bay, Oregon, and KTCW(TV), Roseburg, Oregon, both of which operate as full-power satellite stations of KMTR. See 47 CFR § 73.3555, Note 5. KMCB and KTCW have operated as satellites since 1991 and 1992, respectively, see *Shareholders of the Ackerley Group, Inc. (Transferor) and Clear Channel Communications, Inc. (Transferee)*, Memorandum Opinion and Order, 17 FCC Rcd 10828 (2002), and we find that there has been no material change in the underlying circumstances supporting grant of that status.

⁵ 47 CFR § 73.3555(b) (vacated in part by *Zimmer Radio of Mid-Missouri, Inc. v. FCC et al.*, 145 F.4th 828 (8th Cir. 2025) (*Zimmer Radio*)) (Local Television Ownership Rule).

⁶ The Roberts Application and the Cunningham Applications were filed on August 12, 2025, and August 15, 2025, respectively.

⁷ See, e.g., LMS File No. 0000276769, WPFO Failing Station Waiver at 1, n.3 (citing 47 CFR § 73.3555(b)(2) and Note 6). The Commission has granted such presumptive waivers for proposed top-four station combinations where at least one of the stations has been struggling for an extended period of time both in terms of its audience share and in its financial performance. *Review of the Commission's Regulations Governing Television Broadcasting, Report and Order*, 14 FCC Rcd 12903, 12938-39, paras. 79-81 (1999) (*Local Ownership Order*), recon. granted in part, 16 FCC Rcd 1067 (2001); 47 CFR § 73.3555, Note 7.

⁸ See, e.g., WPFO Assignment Application, LMS File No. 0000276769, WPFO-Reason for Amendment (11-2025). In addition, Sinclair states that, independent of the assignment of the stations' licenses, it has entered into agreements to acquire the network affiliations of WPFO and WEMT as of December 8, 2025, and the network affiliations of KBVU and KCVU as of December 9, 2025, implying that the relevant applications no longer involve the assignment of stations ranked among the top four in the market. *Id.*

Background. At the time the Applications were filed, the Local Television Ownership Rule provided that an entity may own two television stations licensed in the same DMA if: (1) the digital noise limited service contours of the stations . . . do not overlap; or (2) at the time the application to acquire . . . 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 Sunday to Saturday, 7 a.m. to 1 a.m. daypart audience share ratings averaged over a 12-month period immediately preceding the date of the application, as measured by Nielsen Media Research or by any comparable professional, accepted audience ratings service.⁹ The Commission, in its 2018 quadrennial regulatory review, tightened application of the latter provision—the Top-Four Prohibition—by amending Note 11 to the Local Television Ownership Rule to prohibit, in relevant part, new station combinations in a single DMA involving low power television (LPTV) stations with top-four affiliated program streams, as well as the assignment or transfer of such pre-existing combinations.¹⁰ For all transactions implicating the Top-Four Prohibition, the Commission, at the request of the applicants, would consider showings that the Top-Four Prohibition, including Note 11, should not apply due to specific circumstances in a local market or with respect to a specific transaction on a case-by-case basis.¹¹

On July 23, 2025, the U.S. Court of Appeals, Eighth Circuit (Eighth Circuit), issued its decision in *Zimmer Radio*, holding that, in the 2018 *Quadrennial Review Order*, the Commission had sufficiently justified “retention of the Two-Station Limit”¹² of the Local Television Ownership Rule, but that it “arbitrarily and capriciously retained the Top-Four Prohibition . . . and improperly tightened Note 11.”¹³ The court therefore vacated and remanded both the amendment to Note 11 and the Top-Four Prohibition, but it withheld for 90 days issuance of its Rule 41(b) mandate as to the Top-Four Prohibition.¹⁴ It provided this delay to allow the Commission “an opportunity . . . to identify—in the existing record—adequate evidence to support any of its articulated justifications for retaining” the Top-Four Prohibition.¹⁵ The Commission did not submit an additional filing to the court, and the court issued its mandate on October 23, 2025.¹⁶

Pleadings. In both of its nearly identical Petitions, DIRECTV asserts that it has standing to file, basing its claim primarily on allegations of direct economic harm due to higher input prices that it will have to pay as a result of the transactions.¹⁷ With regard to the applicable standard governing Commission review of the Applications in the wake of *Zimmer Radio*, DIRECTV contends that “[n]othing in *Zimmer Radio*” alters the Applicants’ obligation to show, or the Commission’s obligation to find, that the transactions serve the public interest, convenience, and necessity, including that “the

⁹ 47 CFR § 73.3555(b) (vacated in part by *Zimmer Radio*). We will refer to the numerical ownership limit of the Local Television Ownership Rule as the “Two-Station Limit.”

¹⁰ 2018 *Quadrennial Regulatory Review – Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, Report and Order, MB Docket No. 18-349, 38 FCC Rcd 12782, 12835-41, paras. 97-108 & n.335 (2023) (2018 *Quadrennial Review Order*), vacated in part, *aff’d in part*, *Zimmer Radio of Mid-Missouri, Inc. v. FCC et al.*, 145 F.4th 828 (8th Cir. July 23, 2025); see also 47 CFR § 73.3555(b), Note 11 (vacated in part by *Zimmer Radio*).

¹¹ 47 CFR § 73.3555(b)(2) (vacated in part by *Zimmer Radio*).

¹² *Zimmer Radio*, 145 F.4th at 853.

¹³ *Id.* at 839.

¹⁴ *Id.* at 862.

¹⁵ *Id.* at 857 (internal citations omitted).

¹⁶ *Zimmer Radio of Mid-Missouri, Inc. v. FCC et al.*, Mandate, No. 24-1380 (8th Cir. Oct. 23, 2025).

¹⁷ DIRECTV Cunningham Petition at 6-9; DIRECTV Roberts Petition at 5-7.

potential public interest benefits of the proposed transaction outweigh the public interest harms.”¹⁸ DIRECTV further argues that the evidence shows that local television consolidation gives broadcasters more leverage to charge higher retransmission fees, which leads to higher bills for multichannel video programming distributor (MVPD) customers.¹⁹ As an additional reason why the transactions will lead to higher prices, DIRECTV claims that “[t]he evidence has long shown that larger station groups (like Sinclair) can command higher retransmission consent rates than smaller ones” like Roberts or Cunningham.²⁰ With regard to the public interest benefits articulated by the Applicants, raised in the context of the “failing” station waivers, DIRECTV contends that the Applicants only make unverifiable “promises related to things like news,” and that these showings are “woefully insufficient” and do not constitute actual commitments.²¹

DIRECTV also asserts that there is “little doubt” that Sinclair “controls” KMTR and “influences” the Cunningham stations “with respect to everything other than retransmission consent.”²² With regard to KMTR, DIRECTV points out that Sinclair already provides news and other services to KMTR through a shared service agreement (SSA) and that Sinclair is the successor in interest to an option agreement regarding KMTR.²³ Similarly, with regard to the five Cunningham stations, DIRECTV cites the joint sales agreements and SSAs between Sinclair and Cunningham for those stations,²⁴ as well as the Sinclair 10-K annual report filed with the Securities and Exchange Commission, in which Sinclair reports transactions with Cunningham as “Related Person Transactions,” and also reports that the stations are Variable Interest Entities (VIEs).²⁵

The Applicants jointly respond in their Oppositions that they have demonstrated that the proposed transactions are in the public interest.²⁶ The Joint Oppositions explain that the Commission relies on the application form’s “requested certifications and related attachments to determine whether a proposed transaction complies with the applicable statutes and rules and is therefore in the public interest,” and that

¹⁸ DIRECTV Cunningham Petition at 12; DIRECTV Roberts Petition at 10-11; *see also* 47 U.S.C. § 310(d).

¹⁹ DIRECTV Cunningham Petition at 14; DIRECTV Roberts Petition at 12.

²⁰ DIRECTV Cunningham Petition at 19; DIRECTV Roberts Petition at 16.

²¹ DIRECTV Cunningham Petition at 23-24; DIRECTV Roberts Petition at 20-21. DIRECTV also contends that Sinclair and Cunningham do not make a sufficient showing with regard to their request for failing station waivers. DIRECTV Cunningham Petition at 20-27.

²² DIRECTV Cunningham Petition at 6; DIRECTV Roberts Petition at 4. In support of its assertion, DIRECTV observes that the online public files (OPIFs) of the stations list Sinclair entities as the licensee. DIRECTV Cunningham Petition at 5; DIRECTV Roberts Petition at 3. The public files for KMTR and Cunningham stations did inaccurately identify Sinclair entities as the licensees, but only because of a pervasive programming glitch in the Commission’s Licensing and Management System (LMS) database that often populates the proposed assignee as the licensee upon certain filings, and the linkage between the Commission’s OPIF database and LMS. The staff has corrected the licensee field in LMS and OPIF for these stations, as it typically does in due course for any filing triggering this programming bug.

²³ DIRECTV Roberts Petition at 2-3.

²⁴ DIRECTV Cunningham Petition at 3-4.

²⁵ *Id.* at 5-6.

²⁶ *See* Joint Opposition to Petition to Deny, LMS Pleading File No. 0000276551 (filed Sept. 25, 2025) (Roberts Joint Opposition); Joint Opposition to Petition to Deny, LMS Pleading File Nos. 0000276767 et al. (filed Sept. 25, 2025) (Roberts Joint Opposition) (collectively, Joint Oppositions).

the Commission has routinely granted countless assignment applications on this basis alone.²⁷ They further argue that DIRECTV's retransmission consent arguments do not raise cognizable public interest harms. Specifically, they assert that DIRECTV's retransmission consent allegations are legally irrelevant, and that an increase in rate paid by DIRECTV is not a public interest harm.²⁸ In addition, the Roberts Joint Opposition contends that DIRECTV's unauthorized control allegations are baseless and speculative.²⁹

In its replies, DIRECTV concedes that while “[b]roadcasters may have chosen not to make [a public interest] showing in routine, uncontroversial assignments, as Applicants suggest, and the Media Bureau may have even granted such routine applications, especially when unopposed,” such a practice “does not mean that broadcast transaction review—and only broadcast transaction review—constitutes an analysis-free zone even when a petition to deny has been filed challenging the public interest benefits of the transaction.”³⁰ DIRECTV further argues that there is no “retransmission consent exception” to the Commission’s transaction review.³¹ In the DIRECTV Roberts Reply, DIRECTV also contends that the Applicants inaccurately minimize Sinclair’s influence over KMTR.³²

Standing. Under section 309(d) of the Communications Act of 1934, as amended (Act), only a “party in interest” has standing to file a petition to deny.³³ In addition to containing the necessary factual allegations to support a *prima facie* case that grant of the application would be inconsistent with the public interest, convenience, and necessity, a petition to deny must contain specific allegations of fact demonstrating that the petitioner is a party in interest.³⁴ The allegations of fact, except for those of which official notice may be taken, must be supported by an affidavit or declaration under penalty of perjury of someone with personal knowledge of the facts alleged.³⁵ In general, a petitioner in a transfer or assignment proceeding also must allege and prove that: (1) it has suffered or will suffer an injury in fact; (2) there is a causal link between the proposed assignment and the injury in fact; and (3) that not granting the transfer or assignment would remedy or prevent the injury in fact.³⁶ In the broadcast regulatory context, standing is generally shown in one of three ways: (1) as a competitor in the market subject to signal interference; (2) as a competitor in the market subject to economic harm; or (3) as a resident of the station’s service area or regular listener of the station.³⁷ In the case of viewer standing, the petitioner

²⁷ Roberts Joint Opposition at 7; Cunningham Joint Opposition at 6-7.

²⁸ Roberts Joint Opposition at 9-10; Cunningham Joint Opposition at 10-11.

²⁹ Roberts Joint Opposition at 5-6.

³⁰ Reply of DIRECTV, LLC, LMS File No. 0000280843, 3-4 (filed Nov. 18, 2025) (DIRECTV Roberts Reply); Reply of DIRECTV, LLC, LMS File Nos. 0000280846 et al., 4-5 (filed Nov. 18, 2025) (DIRECTV Cunningham Reply) (collectively, DIRECTV Replies).

³¹ DIRECTV Roberts Reply at 5-11; DIRECTV Cunningham Reply at 6-12.

³² DIRECTV Roberts Reply at 13-15.

³³ 47 U.S.C. § 309(d); 47 CFR § 73.3584.

³⁴ 47 U.S.C. § 309(d).

³⁵ *Id.*

³⁶ See, e.g., *Lujan v. Defenders of Wildlife*, 504 U.S. 555 (1992); *MCI Communications Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 7790 (1997); *Saga Communications of North Carolina, LLC and Library Productions, a Limited Partnership, re: WOXL-FM*, Letter Order, 20 FCC Rcd 11987 (MB 2005).

³⁷ See, e.g., *Entercom License, LLC*, Hearing Designation Order, MB Docket No. 16-357, 31 FCC Rcd 12196, 12205 (2016); *Connoisseur Media Licenses, LLC*, Letter Order, 30 FCC Rcd 6045, 6048-6049 (MB 2015).

must allege that he or she is a resident of the station's service area or a regular viewer of the station.³⁸ An organization can establish standing on behalf of its members if it provides an affidavit or declaration "of one or more individuals entitled to standing indicating that the group represents local residents and that the petition is filed on their behalf."³⁹

We find that DIRECTV has demonstrated that it meets the requirements for standing with regard to the Applications. In its Petitions, DIRECTV claims that grant of the transaction will have specific, negative effects on it, specifically related to retransmission consent fee negotiations, and that those harms can be cured by dismissal or denial of the Applications.⁴⁰ Based on these claims, and consistent with precedent, we find that DIRECTV has met the requirements for standing.⁴¹

Discussion. Section 310(d) of the Act provides that no station license shall be transferred or assigned except upon application to the Commission and upon a finding by the Commission "that the public interest, convenience, and necessity will be served thereby."⁴² In making this determination, we first assess whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules.⁴³ If the proposed transaction does not violate a statute or rule, we then consider whether the transaction could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.⁴⁴ For the reasons explained below, we find that the proposed transactions fully comply with the Commission's rules, including the post-*Zimmer Radio* Local Television Ownership Rule, and there are no issues or potential public interest harms identified in the record that would require further consideration. Notably, while the Commission will consider transaction-specific objections to otherwise rule-compliant transactions, we find that DIRECTV has failed advance any such objections. Accordingly, we conclude that grant of the Applications will result in public interest benefits and serve the public interest, convenience, and necessity.

In 1999, the Commission modified the Local Television Ownership Rule, setting for the first time the Two-Station Limit that remains in effect following the *Zimmer Radio* decision.⁴⁵ In so doing, the Commission clearly stated its belief that "the demonstrated benefits of same-market television station combinations support allowing the formation of such combinations in . . . cases where competition and diversity will not be unduly diminished" and that its "significant yet measured relaxation" of the Local

³⁸ See *Rainbow/PUSH Coalition v. FCC*, 330 F.3d 539, 542-43 (D.C. Cir. 2003).

³⁹ *Cox Radio, Inc. & Summit Media, LLC*, Letter Order, 28 FCC Rcd 5674, 5676, n.12 (AD 2013).

⁴⁰ See Roberts Petition at 5; Cunningham Petition at 6. DIRECTV also submitted the necessary supporting affidavits. See KMTR Petition, Appx A, Declaration of Michael Hartmann; Sinclair-Cunningham Petition at 6, Appx. A, Declaration of Michael Hartmann.

⁴¹ See *Applications of Tribune Media Company, Nexstar Media Group, Inc. et al*, MB Docket No. 19-30, Memorandum Opinion and Order, 34 FCC Rcd 8436, 8448, para. 24 (2019); *Applications to Transfer Control of License Subsidiaries of Media General, Inc., to Nexstar Broadcasting, Inc.*, MB Docket No. 16-57, Memorandum Opinion and Order, 32 FCC Rcd 183, 189, para. 16 (MB/WTB 2017).

⁴² 47 U.S.C. § 310(d).

⁴³ *Applications for Consent to the Transfer of Control of Paramount Global*, Memorandum Opinion and Order, 40 FCC Rcd 5689, 5701, para. 25 (2025).

⁴⁴ *Id.*

⁴⁵ *Review of the Commission's Regulations Governing Television Broadcasting and Television Satellite Stations Review of Policy and Rules*, MB Docket Nos. 91-221 and 87-8, Report and Order, 14 FCC Rcd 12903 (1999) (*1999 Television Ownership Order*).

Television Ownership Rule was “targeted to promote the public interest without appreciable harm to [its] competition and diversity goals.”⁴⁶ More expansively, the Commission stated:

In considering the changes we have proposed to our local television ownership rules, we must assess the costs and benefits of such modifications in light of both our diversity and competition objectives. Our multiple ownership restrictions must strike a balance between the benefits to the industry and to the public of common ownership, such as economies of scale which can result in stronger stations and improved service to the public, and the reduction in the diversity of ownership and competition in a market that may arise from consolidation of station ownership.⁴⁷

and

Balancing these competing considerations . . . and recognizing the continuing dominant role played by broadcasting in society and the continuing importance of ensuring that diversity and competition are protected, we believe that the revisions we make today to our rules reflect the degree of relaxation warranted by the growth of alternatives to broadcast television, the demonstrated benefits of common ownership, and our objective of ensuring diversity and competition.⁴⁸

While the Two-Station Limit was initially subject to restrictions, namely the Top-Four Prohibition and the requirement that eight independently owned, full power, and operational television stations (commercial and noncommercial) would remain in the DMA post-transaction (the Eight-Voices Test),⁴⁹ both of those restrictions have been eliminated. The Commission, in its 2014 quadrennial regulatory review, eliminated the Eight-Voices Test, while retaining the Two-Station Limit and modifying the Top-Four Prohibition to permit applicants to request a case-by-case analysis of proposed combinations.⁵⁰ This decision was ultimately upheld by the U.S. Supreme Court.⁵¹ In addition, as discussed above, the Eighth Circuit vacated and remanded the amendment to Note 11 and the Top-Four Prohibition, in its entirety,⁵² while finding that the Commission had sufficiently justified retention of the Two-Station Limit.⁵³ In vacating the Top-Four Prohibition, the court stated that the Commission “is in a better position than th[is] Court to assess the disruptive effect of vacating” the Top-Four Prohibition.⁵⁴ Ultimately the Commission chose not to defend further the Top-Four Prohibition prior to issuance of the

⁴⁶ *Id.* at 12930-31, paras. 57-59.

⁴⁷ *Id.* at 12911, para. 16.

⁴⁸ *Id.* at 12923-24, para. 41.

⁴⁹ *Id.* at 12932-34, paras. 64-68.

⁵⁰ *2014 Quadrennial Regulatory Review – Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Television Communications Act of 1996*, Order on Reconsideration and Notice of Proposed Rulemaking, MB Docket Nos. 14-50, 09-182, 07-294, 04-256, 17-289, 32 FCC Rcd 9802 (2017), *subsequent history omitted*.

⁵¹ *Federal Communications Commission v. Prometheus Radio Project*, 592 U.S. 414 (2021), *reversing* 939 F.3d 567 (2019).

⁵² *Zimmer Radio*, 145 F.4th at 862.

⁵³ *Id.* at 853.

⁵⁴ *Id.* at 857.

court's mandate, and the Media Bureau is bound by the Commission's judgment concerning its necessity.

It is clear, therefore, that neither the Commission nor the courts have viewed the Eight-Voices Test or the Top-Four Prohibition as necessary to uphold the ongoing validity of the Two-Station Limit. Moreover, the vacatur of the amendment to Note 11 eliminates any consideration of LPTV stations with top-four affiliated program streams from determinations of compliance with the Local Television Ownership Rule. Indeed, the Two-Station Limit, without restriction, now *is* the Local Television Ownership Rule.

At the outset, we reject DIRECTV's argument that, even after certifying compliance with the Two-Station Limit, the Applicants must identify and discuss potential public interest harms, most notably the harm to competition. The Commission already completed that process in adopting the Two-Station Limit, stating that "[w]e believe that our decision strikes the appropriate balance between common ownership and our fundamental competition and diversity concerns, and ensures that our television ownership restrictions appropriately reflect ongoing changes in the broadcast television industry."⁵⁵ Where the Commission has adopted a specific, numerical ownership limit, as it has with the Two-Station Limit, an applicant satisfies its initial burden of showing that the transaction is in compliance with the Act and the Commission's rules and policies related to competition and diversity by correctly certifying compliance with that limit. Indeed, as the Commission stated when modifying its broadcast application forms to rely on "Yes/No" certifications, the "revised forms will significantly reduce burdens on applicants and on the Commission staff while continuing to provide a *sufficient basis for determining whether a proposed action is in compliance* with the Act, and Commission rules and policies."⁵⁶

Thus, DIRECTV's argument runs directly counter to the Commission's stated intent in adopting the Two-Station Limit to "fashion a bright-line test, bring certainty to the permissibility of these transactions, and expedite their consummation, given that we do not believe as a general matter that they unduly compromise our competition and diversity goals."⁵⁷ A more detailed showing is necessary only if the applicant is seeking a waiver, if a petitioner raises cognizable potential public interest harms, or if the

⁵⁵ 1999 *Television Ownership Order*, 14 FCC Rcd at 12967, para. 151; *see also id.* at 12967, para. 154 (amending the Commission's rules "pursuant to the authority contained in Section[] . . . 310 . . . of the [Act]"); 2002 *Biennial Regulatory Review – Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, Report and Order, 18 FCC Rcd 13620, 13645-47, paras. 80-85 (2003) (2002 *Biennial Regulatory Review*).

⁵⁶ 1998 *Biennial Regulatory Review – Streamlining of Mass Media Applications, Rules, and Processes, and Policies and Rules Regarding Minority and Female Ownership of Mass Media Facilities*, MM Docket Nos. 98-43, 94-149, Report and Order, 13 FCC Rcd 23056, 23067, para. 22 (1998) (emphasis added). We, of course, recognize that the certifications contained in the Commission's standard assignment and transfer of control applications are not limited to compliance with our ownership rules and that there are, indeed, Commission rules and policies not motivated by our competition and diversity concerns.

⁵⁷ 1999 *Television Ownership Order*, 14 FCC Rcd at 12933, para. 64; *see also* Separate Statement of Chairman William E. Kennard, August 5, 1999 Meeting ("For far too long it's been a case of administration by waiver, not by rule. Parties have presented us with a variety of business arrangements and combinations, and we have not been able to set a bright line test as to what's permitted and what's not, and so the problem just keeps getting worse. Today we are cleaning up our rules and providing the certainty that the market needs."); 2002 *Biennial Regulatory Review*, 28 FCC Rcd at 13645, para. 81 (2003) ("Thus, the extensive rulemaking proceeding used to develop these broadcast ownership rules takes full account of the Commission's public policy goals of diversity, competition, and localism. These rules squarely embody the Commission's public interest goals of limiting the effect of market power and promoting localism and viewpoint diversity.").

Commission, on its own review, determines that additional information is required to process the application.⁵⁸

The Applications fully comply with the Two-Station Limit, and DIRECTV has failed to provide any transaction-specific arguments that raise a substantial and material question of fact sufficient to show that grant of the Applications would be *prima facie* inconsistent with the public interest.⁵⁹ According to DIRECTV, the main point of the Petitions was to identify the retransmission consent harms raised by the proposed combinations.⁶⁰ The Petitions, however, do not contain any transaction-specific details that would meaningfully distinguish this transaction from any other transaction involving the acquisition of a second in-market station. In essence, DIRECTV argues that additional scale will lead to increased retransmission consent rates, which it will pass along to consumers. We find this argument, as it relates to these transactions, to be speculative and unsupported by any transaction-specific evidence. Moreover, as we have found on multiple occasions, issues of broad applicability, such as the effect of common ownership of two top-four stations on the market for retransmission consent, are best handled in a rulemaking of industry-wide effect.⁶¹ We will not consider them in adjudications involving rule-compliant broadcast television duopolies.⁶²

Furthermore, we reject DIRECTV's claim that "Sinclair already exercises substantial control over KMTR other than with respect to retransmission consent—without having obtained Commission authorization to do so."⁶³ While the Petitions allege various indicia of control primarily to challenge Sinclair's "failing" station waiver requests, rather than as an independent basis to oppose the Applications,⁶⁴ we nevertheless determine that these objections do not raise any material concerns of an unauthorized transfer of control warranting further inquiry into this matter with respect to the proposed transactions. Nothing in the record indicates that any person or entity affiliated with Sinclair prematurely or improperly identified Sinclair as the licensee for KMTR or the Cunningham stations in any Commission filing.⁶⁵ We also find no merit to DIRECTV's claims with regard to any of the sharing

⁵⁸ We note that in large, multi-market broadcast transactions—which frequently include waiver requests—the parties routinely will voluntarily submit a public interest statement for the proposed transaction in the initial application. This practice, which is often in anticipation of varied levels of opposition to the proposed transaction, has no bearing on whether such a showing must be included in all rule-compliant broadcast transactions.

⁵⁹ 47 U.S.C. § 309(d)(1); *see also* 47 CFR § 73.3584.

⁶⁰ *See* DIRECTV Roberts Reply at 13; *see also* Cunningham Petition at 13-20.

⁶¹ *ACME Television, Inc.*, Letter Decision, 26 FCC Rcd 5189, 5192 (MB 2011), *citing Pine Bluff Radio, Inc.*, Memorandum Opinion and Order, 14 FCC Rcd 6594, 6599 (1999); *Application of Great Empire Broadcasting, Inc. and Journal Broadcasting Corp.*, Memorandum Opinion and Order, 14 FCC Rcd 11145, 11148 (1999). *See, also, Community Television of Southern California v. Gottfried*, 459 U.S. 499, 511 (1983) ("[A] rulemaking is generally a better, fairer, and more effective method of implementing a new industry wide policy than uneven application of conditions in isolated [adjudicatory] proceedings.").

⁶² On an alternative, independent basis, we also reject DIRECTV's challenge that assignment of the Cunningham stations would cause economic harm because Sinclair already acquired the network affiliations of these stations in December 2025, which was consistent with the rules in effect at that time.

⁶³ DIRECTV Roberts Petition at 2-3.

⁶⁴ *See* DIRECTV Roberts Reply at 13 ("In our Petition, we listed the ways in which Sinclair exercises influence over KMTR and suggested that the Commission might consider its own investigation as to whether Sinclair already controls the station. This was not the main point of our Petition, as we are principally concerned about retransmission consent.").

⁶⁵ *See supra* note 22.

agreement that it cites, as all of the sharing agreements are well within the realm of those previously approved by the Commission as sufficiently preserving licensee control over personnel, programming, and finances. Further, we note that Sinclair's VIE relationship with Cunningham by itself does not trigger attribution under the Commission's rules.⁶⁶

Additionally, in the wake of *Zimmer Radio*'s vacatur of the Top Four Prohibition, we also dismiss as moot the Applicants' initial request for failing station waivers of that prohibition. Finally, based on our own review of the proposed transactions, we have not identified any issues or potential public interest harms that would require further consideration.

Accordingly, having reviewed the Applications and the record in this matter, **IT IS ORDERED**, pursuant to sections 4(i) and (j), and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 310(d), and pursuant to the authority delegated under section 0.283 of the Commission's rules, 47 CFR § 0.283, that the applications listed in the Attachment seeking consent to assign the licenses for certain broadcast television stations from subsidiaries of Roberts Media, LLC and Cunningham Broadcasting Corporation to subsidiaries of Sinclair, Inc., **ARE GRANTED**.

IT IS FURTHER ORDERED that the request for continued operation of KMCB(TV), Coos Bay, Oregon, and KTCW(TV), Roseburg, Oregon as satellite stations of KMTR(TV), Eugene, Oregon, pursuant to the "satellite exception" of Note 5 to section 73.3555 of the Commission's rules, 47 CFR § 73.3555, **IS GRANTED**.

IT IS FURTHER ORDERED, pursuant to sections 4(i) and (j), 309, and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 309, 310(d), that the Petitions to Deny (LMS Pleading File Nos. 0000278366 and 0000278519) filed by DIRECTV, LLC **ARE DENIED**.

Sincerely,

/s/

David J. Brown
Chief, Video Division
Media Bureau

⁶⁶ See Roberts Joint Opposition at 5-6.

Attachment

**Proposed License Assignment from KMTR Television, LLC to
Sinclair Eugene Licensee, LLC**

Call Sign	Community of License	Facility ID No.	LMS File No.
KMTR	EUGENE, OR	35189	0000276551
KTCW	ROSEBURG, OR	35187	0000276552
K15KF-D	COOS BAY, OR	35188	0000276553
K31AE-D	SUTHERLIN, OR	35172	0000276554
K22GX-D	TRI CITY, OR	35184	0000276555
KMCB	COOS BAY, OR	35183	0000276556

**Proposed License Assignment from Subsidiaries of Cunningham Broadcasting Corporation to
Subsidiaries of Sinclair, Inc.**

Call Sign	Community of License	Facility ID No.	LMS File No.
WYDO	GREENVILLE, NC	35582	0000276767
WPFO	WATERVILLE, ME	84088	0000276769
KBVU	EUREKA, CA	58618	0000276776
WEMT	GREENEVILLE, TN	40761	0000276775
KCVU	PARADISE, CA	58605	0000276777