



Federal Communications Commission
Washington, D.C. 20554

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DA 26-177

Sinclair, Inc.
c/o Miles S. Mason
Pillsbury Winthrop Shaw Pittman LLP
1200 Seventeenth Street, NW
Washington, DC 20036

HSH Flint (WEYI) Licensee, LLC
c/o Colby M. May
Law Offices of Colby M. May
P.O. Box 15473
Washington, DC 20003

Traverse City (WGTU-TV) Licensee, Inc. and Deerfield Media (Rochester) Licensee, LLC
c/o Scott R. Flick
Pillsbury Winthrop Shaw Pittman LLP
1200 Seventeenth Street, NW
Washington, DC 20036

DIRECTV, LLC
c/o Michael Nilsson
HWG LLP
1919 M Street, NW
Washington, DC 20036

Re: Applications for Assignment of Licenses from
HSH Flint (WEYI) Licensee, LLC
LMS File No. 0000277992;

Traverse City (WGTU-TV) Licensee, Inc.
LMS File Nos. 0000277961;

and

Deerfield Media (Rochester) Licensee, LLC
LMS File No. 0000277940

to Subsidiaries of Sinclair, Inc.

Dear Counsel:

The Video Division, Media Bureau, has before it the three above-captioned applications (collectively, Applications) seeking consent to the assignment of the licenses of broadcast television stations to subsidiaries of Sinclair, Inc. (Sinclair). The first application seeks consent to the assignment of the license of WEYI-TV, Saginaw, Michigan, from HSH Flint (WEYI) Licensee, LLC (HSH), to Sinclair

subsidiary WEYI Licensee, LLC.¹ The second application seeks consent to the assignment of the license of WGTU(TV), Traverse City, Michigan, from Traverse City (WGTU-TV) Licensee, Inc., a subsidiary of Cunningham Broadcasting Corporation (Cunningham), to Sinclair subsidiary WGTU Licensee, LLC.² The third application seeks consent to the assignment of the license of WHAM-TV, Rochester, New York, from Deerfield Media (Rochester) Licensee, LLC (Deerfield) to Sinclair subsidiary WHAM Licensee, LLC.³ DIRECTV, LLC (DIRECTV) filed a single, consolidated petition to deny the Applications.⁴ For the reasons set forth below, we deny the Petition and grant the Applications.

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:

- Flint-Saginaw-Bay City. Sinclair currently owns WSMH-TV, Flint, Michigan, and would acquire WEYI-TV, Saginaw, Michigan.
- Traverse City-Cadillac. Sinclair currently owns WPBN-TV, Traverse City, Michigan, and its satellite station WTOM-TV, Cheboygan, Michigan, and would acquire WGTU(TV), Traverse City, Michigan.⁵
- Rochester. Sinclair currently owns WUHF(TV), Rochester, New York, and would acquire WHAM-TV, Rochester, New York.

Consistent with the Local Television Ownership Rule⁶ in effect at the time the Applications were filed, the Applicants submitted showings contending that the proposed combinations would warrant approval under the Commission's case-by-case approach to the Local Television Ownership Rule.⁷

¹ LMS File No. 0000277992 (filed Sep. 8, 2025) (HSH Application).

² LMS File No. 0000277961 (filed Sep. 8, 2025) (Cunningham Application).

³ LMS File No. 0000277940 (filed Sep. 8, 2025) (Deerfield Application). We refer to HSH, Cunningham, Deerfield, and Sinclair, collectively, as the Applicants.

⁴ Petition to Deny of DIRECTV, LLC, LMS Pleading File Nos. 0000280866, 0000280869, and 0000280872 (filed Nov. 18, 2025) (Petition).

⁵ Sinclair also would acquire the license of WGTQ(TV), Sault Ste. Marie, Michigan, which operates as full-power satellite station of WGTU. See 47 CFR § 73.3555, Note 5. Sinclair requests a continuing satellite exemption for WGTQ, pursuant to the standards set forth in *Streamlined Reauthorization Procedures for Assigned or Transferred Television Satellite Stations*, MB Docket Nos. 18-63 and 17-105, Report and Order, 34 FCC Rcd 1539 (2019). It has provided a copy of the most recent written decision of the Commission approving such status, see *Cunningham Broadcasting Corporation c/o Miles Mason, Esq.*, Letter Order, 28 FCC Rcd 15834 (VD 2013), and certified that there has been no material change in the underlying circumstances upon which the Commission relied. Cunningham Application, Multiple Ownership Compliance Showing, at 1-2 and Exh. 2.

⁶ 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).

⁷ See *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, para. 79 (2017), *subsequent history omitted* (2017 *Quadrennial Order on Reconsideration*); HSH Application, Multiple Ownership Compliance Showing at 1-4 (HSH Compliance Showing); Deerfield Application, Multiple Ownership Compliance Showing at 1-4 (Deerfield Compliance Showing); Cunningham Application, Multiple Ownership Compliance Showing at 2-4 (Cunningham Compliance Showing). In addition, Sinclair and HSH state that, independent of the assignment of WEYI-TV's license, Sinclair acquired the station's NBC network affiliation as of December 10, 2025, and that the HSH Application no longer involves the assignment of a station ranked among the top four in the market. HSH Application, WEYI - Reason for Amendment (11-2025).

Nevertheless, they assert that they do not believe a case-by-case market analysis remains necessary in light of *Zimmer Radio*'s invalidation of the Top-Four Prohibition.⁸

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: “(i) The digital noise limited service contours of the stations . . . do not overlap; or (ii) 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 AM to 1 AM 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 top-four affiliated program streams on a full-power station’s multicast channel, or low power television 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. DIRECTV asserts in its Petition 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

⁸ HSH Compliance Showing at 1; Deerfield Compliance Showing at 1; Cunningham Compliance Showing at 1.

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).

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’ affirmative obligation to show that the proposed license transfers are in the public interest.”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 With regard to the public interest benefits articulated by the Applicants, raised in the context of the case-by-case market analysis, DIRECTV contends that the Applicants only provide vague and non-measurable assertions, and that simply stating that “synergies” will enable Sinclair to invest in the acquired stations and expand programming does not meet the requisite Commission standard of transaction-specific, measurable, and verifiable benefits.²⁰

The Applicants jointly respond in their Opposition that they have demonstrated that the proposed transactions are in the public interest.²¹ They argue that the Commission “has historically considered compliance with its rules to demonstrate that a proposed broadcast transaction is *prima facie* consistent with the public interest, and has granted countless assignment applications on that basis alone without requiring a separate ‘public interest’ showing.”²² The Applicants further contend that DIRECTV’s retransmission consent arguments, including the potential for increased retransmission consent rates, do not implicate cognizable or public interest harms.²³ In addition, they argue that *Zimmer Radio*’s vacatur of the Top-Four Prohibition undermines DIRECTV’s standing to raise a retransmission consent-related challenge, since denial of the Applications would not prevent Sinclair from acquiring the top-four network affiliations of the stations being assigned.²⁴

In reply, 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.”²⁵ DIRECTV further argues that there is no “retransmission consent exception” to the Commission’s transaction review; the Commission’s public interest analysis must address DIRECTV’s contention that the transactions would allow the Applicants to raise retransmission consent rates.²⁶

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.²⁷ In addition to containing the necessary factual

¹⁷ Petition at 4-6.

¹⁸ *Id.* at 7; *see also* 47 U.S.C. § 310(d).

¹⁹ Petition at 10-18.

²⁰ *Id.* at 18-19.

²¹ *See* Joint Opposition to Petition to Deny, LMS Pleading File Nos. 0000281776 (filed Nov. 28, 2025) (Joint Opposition).

²² *Id.* at 4.

²³ *Id.* at 7-9.

²⁴ *Id.* at 10. As noted above, Sinclair has already acquired the NBC affiliation in the Flint market, and moved that programming to a multicast stream of WSMH-TV. *See supra* n.7.

²⁵ Reply of DIRECTV, LLC, LMS Pleading File No. 0000283978 3-4 (filed Dec. 5, 2025) (Reply).

²⁶ *Id.* at 5-7.

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

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.²⁸ 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.²⁹ 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.³⁰ 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.³¹ In the case of viewer standing, the petitioner must allege that he or she is a resident of the station's service area or a regular viewer of the station.³² 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."³³

We find that DIRECTV has demonstrated that it meets the requirements for standing with regard to the Applications. In its Petition, 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.³⁴ Based on these claims, and consistent with precedent, we find that DIRECTV has met the requirements for standing.³⁵

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."³⁶ 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.³⁷ 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

²⁸ 47 U.S.C. § 309(d).

²⁹ *Id.*

³⁰ 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).

³¹ 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).

³² See *Rainbow/PUSH Coalition v. FCC*, 330 F.3d 539, 542-43 (D.C. Cir. 2003).

³³ *Cox Radio, Inc. & Summit Media, LLC*, Letter Order, 28 FCC Rcd 5674, 5676, n.12 (AD 2013).

³⁴ See Petition at 4-6, Appx A, Declaration of Michael Hartmann.

³⁵ See *Letter from Chief, Video Division to Sinclair Inc., et al.*, Letter Order, at 6 (VD rel. Feb. 3, 2026) (*Sinclair-Cunningham-Roberts Letter Order*); *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)

³⁶ 47 U.S.C. § 310(d).

³⁷ *Applications for Consent to the Transfer of Control of Paramount Global*, Memorandum Opinion and Order, 40 FCC Rcd 5689, 5701, para. 25 (2025).

frustrating or impairing the objectives or implementation of the Act or related statutes.³⁸ 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 to 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.

On February 3, 2026, the Bureau issued the *Sinclair-Cunningham-Roberts Letter Order*, which addressed and rejected many of the arguments presented by DIRECTV here.³⁹ In that decision, we traced the history of the Local Television Ownership Rule from its initial adoption in the *1999 Television Ownership Order*⁴⁰ through the Eighth Circuit’s vacatur of the Top-Four Prohibition, and recognized that “the Two-Station Limit, without restriction, now *is* the Local Television Ownership Rule.”⁴¹ We also rejected the contention that the Commission must engage in a balancing process pursuant to Section 310(d) of the Act before granting an application, explaining that “[w]here 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.”⁴²

We find that 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.⁴³ The Petition focuses primarily on the retransmission consent harms raised by the proposed combinations.⁴⁴ However, just as we found in the *Sinclair-Cunningham-Roberts Letter Order* that similar concerns were speculative, we reach the same determinations here.⁴⁵ And again, as we explained in the *Sinclair-Cunningham-Roberts Letter Order*, the Commission has found on multiple occasions in the past that 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.⁴⁶ We

³⁸ *Id.*

³⁹ See *Sinclair-Cunningham-Roberts Letter Order*.

⁴⁰ *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*).

⁴¹ *Sinclair-Cunningham-Roberts Letter Order* at 8 (emphasis in original).

⁴² *Id.*

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

⁴⁴ See, e.g., Petition at 10 (“Applicants seek to create three new duopolies. Yet record evidence in numerous proceedings shows that duopolies give broadcasters more leverage to charge higher retransmission consent fees, which ultimately leads to higher bills for MVPD customers.”).

⁴⁵ *Sinclair-Cunningham-Roberts Letter Order* at 9 (“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.”).

⁴⁶ *Id.*; *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

emphasize again that we will not consider such issues in an adjudication involving rule-compliant broadcast television duopolies.⁴⁷

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** that, for the reasons specified herein, the Applications (LMS File Nos. 0000277961, 0000277992, 0000277940) **ARE GRANTED**.

IT IS FURTHER ORDERED that the request for continued operation of WGTQ(TV), Sault Ste. Marie, Michigan as a satellite station of WGTU(TV), Traverse City, Michigan, 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 that the Petition to Deny (LMS Pleading File Nos. 0000280866, 0000280869, 0000280872) filed by DIRECTV, LLC **IS DENIED**.

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 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).

Sincerely,

David J. Brown
Chief, Video Division
Media Bureau

better, fairer, and more effective method of implementing a new industry wide policy than uneven application of conditions in isolated [adjudicatory] proceedings.”).

⁴⁷ *Sinclair-Cunningham-Roberts Letter Order* at 7-8.