



Federal Communications Commission
Washington, D.C. 20554

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DA 26-417

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In re: Applications for Assignment of
Licenses
LMS File Nos. 0000275451 *et al.*

Dear Counsel,

The Video Division has before it applications (Applications) that seek consent to the proposed exchange of television station licenses (Transaction) between Gray Television Licensee, LLC (Gray), on the one hand, and Scripps Broadcasting Holdings LLC and ION Television License, LLC (collectively, Scripps, and together with Gray, the Applicants), on the other.¹ The American Television Alliance (ATVA) and NCTA – The Internet & Television Association (NCTA) filed comments arguing that, despite certifying compliance with the Local Television Ownership Rule,² the Applicants nonetheless

¹ The Attachment provides a complete list of the Applications and the subject broadcast television station licenses.

² 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)).

have the burden of making a case-specific showing that the public interest benefits of owning two stations in the market outweigh the harms.³ They further contend that the Applicants “have not yet made a showing that this transaction is in the public interest, nor have they addressed [potential] harms that would result from the transaction,”⁴ specifically concerning the retransmission consent process. For the reasons set forth below, we find these arguments to be without merit, and we deny the Informal Objections and grant the Applications.

Transaction. The Transaction would result in each of Gray and Scripps owning more than one full power television station ranked among the top four in certain Nielsen Designated Market Areas (DMA), as follows:⁵

- Colorado Springs-Pueblo. Scripps currently owns KOAA-TV, Pueblo, Colorado, and would acquire KKTV(TV), Colorado Springs, Colorado.
- Lansing. Gray currently owns WILX-TV, Onondaga, Michigan, and would acquire WSYM-TV, Lansing, Michigan.

Background. The Local Television Ownership Rule, as reflected in the Code of Federal Regulations, provides 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 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.”⁶ However, the court in *Zimmer Radio* vacated the latter provision—the Top-Four Prohibition—such that ownership of any two stations in a single DMA is now rule compliant (the Two-Station Limit).⁷

Pleadings. ATVA argues that “[n]othing in *Zimmer Radio*” alters the Applicants’ obligation to show, or the Commission’s obligation to find, that the Transaction serves the public interest, convenience, and necessity, including that “the potential public interest benefits of the proposed transaction outweigh the public interest harms.”⁸ It asserts that the court “simply found that the Commission’s *blanket* prohibition was unsupported by the record in three particular circumstances,” none of which is present in

³ Comments of the American Television Alliance at ii, LMS Pleading File No. 0000277367 (filed Aug. 29, 2025) (ATVA Objection); *see also* Comments of NCTA – the Internet & Television Association at 1, LMS File No. 0000277365 (filed Aug. 29, 2025) (asserting that “the Commission must . . . take a hard look at these applications . . . to ensure that public interest harms do not outweigh the Transaction’s benefits”) (NCTA Objection). Neither ATVA nor NCTA has asserted standing as a petitioner to deny pursuant to Section 309(d)(1) of the Communications Act of 1934 (Act). 47 U.S.C. § 309(d)(1). Accordingly, we will consider their filings as informal objections (Informal Objections) pursuant to Section 73.3587 of the Commission’s rules. 47 CFR § 73.3587.

⁴ ATVA Objection at ii; *see also* NCTA Objection at 4 (stating that the Applicants “make only general assertions . . . and unsubstantiated claims”).

⁵ Applications, Comprehensive Exhibit at 1-2. Gray would also acquire the following full power television stations in the Transaction: (1) KATC(TV), Lafayette, Louisiana, in the Lafayette, LA DMA; (2) KKCO(TV), Grand Junction, Colorado, in the Grand Junction-Montrose DMA; and KMVT(TV), Twin Falls, Idaho, in the Twin Falls DMA.

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

⁷ *See Letter from Chief, Video Division to Sinclair, Inc., et al.*, Letter Order, DA 26-108 (MB Feb. 3, 2026) (*Sinclair-Cunningham-Roberts Letter Order*).

⁸ ATVA Objection at 6; *see also* 47 U.S.C. § 310(d).

the Transaction, and that “Section 310(d) continues to oblige the Commission to determine whether Applicants have carried their burden.”⁹ In short, ATVA contends that “*Zimmer Radio*’s analysis is irrelevant” to Commission consideration of the Transaction.¹⁰ NCTA likewise suggests that the Commission’s review of the Applications should proceed “[i]rrespective of the Eighth Circuit decision,” and that there is “no disputing” that “the Commission must take a hard look at the applicants’ assertions of benefits, weighed against the predictable, concrete harm to consumers from common ownership of two or more top-four stations.”¹¹

Shifting to application of its desired balancing test, ATVA argues that “the top-four duopolies created or perpetuated by the proposed transaction would have anticompetitive effects” on the product markets for retransmission consent and spot advertising, such that the Transaction “would tend to raise prices.”¹² ATVA further observes that the Applications are “notably silent on these issues,” a “failure” that, unless remedied, it contends “would preclude grant of the application given the Administrative Procedure Act’s . . . requirement of reasoned decision-making, including consideration of all relevant factors.”¹³ As for public interest benefits articulated by the Applicants, ATVA contends that they rely on broad assertions and flawed economic analyses, resulting in justifications for the Transaction that are “irrelevant to local market conditions,” “unsupported,” and “unverifiable.”¹⁴ NCTA again concurs, claiming that the Applicants “make only general assertions about market size and unsubstantiated claims about the need for consolidation to support local news in those markets” that are “insufficient to overcome the long-accepted understanding that creation of duopolies—particularly among top-four stations—puts upward pressure on retransmission consent fees and consumer prices for multichannel video services.”¹⁵ NCTA also contends that the Applicants’ claims regarding increased local news production are unsupported by data and do not constitute actual commitments.¹⁶

The Applicants jointly respond that “[u]nder the correct standard of review . . . it is clear that the Applications are more than sufficient, because they demonstrate compliance with the Commission’s rules and the relevant statute as modified by the Eighth Circuit’s decision in *Zimmer Radio*.”¹⁷ More is required, they assert, “only if the Commission or a petitioner identifies concrete ‘public interest harms’ resulting from the transaction ‘substantially frustrating or impairing the objectives or implementation of the Act or related statutes.’”¹⁸ They also state that ATVA articulates a “strained reading” of *Zimmer*

⁹ ATVA Objection at 6 (emphasis in original). ATVA characterizes these circumstances as: (1) where the merger involves especially weak stations; (2) where the top four stations are not all affiliated with the major networks; and (3) where stations outside the top four produce local news, thus offsetting the effects of the merger. *Id.* at 6-8.

¹⁰ ATVA Objection at 8.

¹¹ NCTA Objection at 1 & n.3.

¹² ATVA Objection at 9.

¹³ *Id.* (citing *Michigan v. EPA*, 576 U.S. 743, 750 (2015) (internal quotations omitted); *see also id.* at 10-16 (providing Herfindahl-Hirschman calculations for the markets involved in the Transaction).

¹⁴ ATVA Objection at 16-29.

¹⁵ NCTA Objection at 4.

¹⁶ *Id.* at 4.

¹⁷ Joint Opposition to Comments of Gray Television Licensee, LLC, Scripps Broadcasting Holdings LLC, and ION Television License, LLC at 4, LMS Pleading File No. 0000278356 (filed Sep. 15, 2025) (Joint Opposition).

¹⁸ *Id.* at 8 (quoting *Consent to Transfer Control of Media General, Inc. to Nexstar Media Group, Inc.*, Memorandum Opinion and Order, 32 FCC Rcd 183, 191-192 (2017)).

Radio, where “any transaction that falls outside three narrow constructs does not comply with the local television ownership rule as modified by the decision.”¹⁹ The Applicants urge the Commission to once again reject the “claim that the purported impact of the Transactions on privately negotiated retransmission consent agreements justifies denial of the Applications.”²⁰ They further assert that neither ATVA nor NCTA provides credible evidence indicating that the Transaction will give Gray or Scripps market power sufficient to extract supercompetitive retransmission consent rates and that ATVA’s arguments concerning the competitive impact of the Transaction on retransmission consent and advertising rates are inherently flawed.²¹

In reply, ATVA reiterates its position that, under section 310(d) of the Act, the Applicants “bear the burden of proving, by a preponderance of the evidence, that the proposed transaction, on balance, serves the public interest.”²² It claims that the Applicants “misstate the applicable legal standard for transaction review” and attempt to “reverse the burden of proof.”²³ ATVA denies the Applicants’ characterization of its reading of *Zimmer Radio*, instead arguing that the court’s “finding that not *all* Top Four duopolies necessarily disserve the public interest—and that a blanket rule is thus unjustified—does not amount to a finding that *all* duopolies are permissible under the public interest standard of Section 310(d).”²⁴ ATVA further asserts that the Applicants misapply the Commission’s longstanding competition principles and continue to offer no concrete detail to support their required public interest showing.²⁵

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.”²⁶ 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.²⁷ 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.²⁸ For the reasons explained below, we find that the transaction fully complies with the Commission’s rules, including the post-*Zimmer* 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 neither

¹⁹ Joint Opposition at 8.

²⁰ *Id.* at 7 & n.21 (citing various Commission decisions declining to consider arguments about retransmission consent rates in an adjudicatory context).

²¹ *Id.* at 12-21.

²² Reply Comments of the American Television Alliance at 3, LMS Pleading File No. 0000278756 (filed Aug. 29, 2025) (quoting *Applications of AT&T Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9134, para. 18 (2015)).

²³ *Id.* at 4-5.

²⁴ *Id.* at 6 (emphasis in original).

²⁵ *Id.* at 9-24.

²⁶ 47 U.S.C. § 310(d).

²⁷ *Applications for Consent to the Transfer of Control of Paramount Global*, Memorandum Opinion and Order, 40 FCC Rcd 5689, 5701, para. 25 (2025).

²⁸ *Id.*

ATVA nor NTCA has advanced 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 recent decisions issued subsequent to the close of the pleading cycle in this proceeding, we have considered and rejected arguments substantially similar to those raised by ATVA and NCTA.²⁹ In particular, we recognized that “the Two-Station Limit, without restriction, now *is* the Local Television Ownership Rule.”³⁰ 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.”³¹

We find that the Applications fully comply with the Two-Station Limit, and ATVA and NCTA have 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.³² The Informal Objections focus primarily on alleged retransmission consent harms raised by the proposed combinations.³³ However, as we have determined in previous decisions, we find these alleged harms to be speculative.³⁴ Moreover, 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,³⁵ and we reiterate that we will not consider such issues in an adjudication involving rule-compliant broadcast television duopolies.³⁶

²⁹ See *Sinclair-Cunningham-Roberts Letter Order*; *Letter from Chief, Video Division to Sinclair Inc., et al.*, Letter Order, DA 26-117 (MB Mar. 9, 2026) (*Sinclair-HSH-Cunningham-Deerfield Letter Order*).

³⁰ *Sinclair-Cunningham-Roberts Letter Order* at 8 (emphasis in original).

³¹ *Id.*

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

³³ See, e.g., NCTA Objection at 4 (“The applicants’ assertions about benefits are insufficient to overcome the long-accepted understanding that creation of duopolies—particularly among top-four stations—puts upward pressure on retransmission consent fees and consumer prices for multichannel video services, which also places cable operators and other MVPDs at a competitive disadvantage compared with online video providers. The risk of this harm is exacerbated in the markets where this transaction would lead to common ownership of the two top-rated stations.”); ATVA Objection at 10-14 (arguing that retransmission consent prices would increase because of the Transaction).

³⁴ *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.”); *Sinclair-HSH-Cunningham-Deerfield Letter Order* at 6.

³⁵ *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 better, fairer, and more effective method of implementing a new industry wide policy than uneven application of conditions in isolated [adjudicatory] proceedings.”).

³⁶ *Sinclair-Cunningham-Roberts Letter Order* at 7-8.

Finally, based on our own review of the Transaction, we have not identified any other issues or potential public interest harms that would require further consideration. To the contrary, we find that synergies created by the Transaction could benefit viewers through “increased quality and quantity of local news and other locally produced programming.”³⁷

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), that the applications listed in the Appendix seeking consent to assign the licenses for certain broadcast television stations from Gray Television Licensee, LLC to ION Television License, LLC, and from Scripps Broadcasting Holdings LLC to Gray Television Licensee, LLC, **ARE 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 pleadings and other requests for Commission action, addressed herein, filed by the American Television Alliance and NCTA – the Internet & Television Association **ARE DENIED**.

Sincerely,

/s/

David J. Brown
Chief, Video Division
Media Bureau

³⁷ Joint Opposition at 21.

Attachment

**Proposed License Assignment from Gray Television Licensee, LLC to
ION Television License, LLC**

Call Sign	Facility ID No.	LMS File No.	Community of License
KKTV	35037	0000275451	COLORADO SPRINGS, CO
K30QH-D	167733	0000275452	BURLEY, ETC., ID
K13ZI-D	35036	0000275453	COLORADO SPRINGS, CO
KMVT	35200	0000275454	TWIN FALLS, ID
K32OG-D	185447	0000275455	PUEBLO, CO
KKCO	24766	0000275456	GRAND JUNCTION, CO
K19NE-D	186350	0000275457	GATEWAY, CO
K25FZ-D	70103	0000275458	GRAND JUNCTION, CO
K28AD-D	52575	0000275459	MONTROSE, CO
KSVT-LD	167735	0000275460	TWIN FALLS, ID
KJCT-LP	128473	0000275461	GRAND JUNCTION, CO
K23NW-D	167155	0000275462	MONTROSE, CO
K31IV-D	35038	0000275463	ROMEO, CO
K21JK-D	168357	0000275464	MONTROSE, CO

**Proposed License Assignment from Scripps Broadcasting Holdings LLC to Gray Television
Licensee, LLC**

Call Sign	Facility ID No.	LMS File No.	Community of License
KATC	33471	0000275465	LAFAYETTE, LA
WSYM-TV	74094	0000275466	LANSING, MI