

Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of
Applications for Consent to the Assignment of
Licenses from Subsidiaries of Allen Media, LLC,
to Gray Television Licensee, LLC
LMS File Nos. 0000277192 et al.

MEMORANDUM OPINION AND ORDER

Adopted: April 30, 2026

Released: April 30, 2026

By the Acting Chief, Media Bureau:

I. INTRODUCTION

1. The Media Bureau (Bureau) has before it applications (Applications) that seek consent to the assignment of broadcast television station licenses from subsidiaries of Allen Media, LLC (Allen Media), to Gray Television Licensee, LLC (Gray) (collectively, the Applicants).1 DIRECTV, LLC (DIRECTV), filed a petition to deny the Applications.2 In addition, five entities filed objections or comments to the Applications, which we will treat as informal objections (collectively, Objections), pursuant to section 73.3587 of the Commission’s rules:3 (1) Georgia Cable Association, Illinois Broadband & Cable Association, Indiana Cable and Broadband Association, and Tennessee Cable & Broadband Association (collectively, Cable Associations);4 (2) Business Forward;5 (3) a coalition of Asian American, Native Hawaiian, and Pacific Islander communities (AANHPI Coalition);6 (4) a coalition of civil rights, consumer protection, and public interest organizations (Civil Rights Coalition);7

1 The Attachment provides a complete list of the Applications, the Allen Media subsidiary licensees, and the subject broadcast television station licenses. The Applications are available in the Commission’s Licensing and Management System (LMS).

2 Petition to Deny of DIRECTV, LLC, LMS Pleading File No. 0000280897 (filed Nov. 18, 2025) (Petition).

3 47 CFR § 73.3587.

4 Comments of Georgia Cable Association, Illinois Broadband & Cable Association, Indiana Cable and Broadband Association, and Tennessee Cable & Broadband Association, LMS Pleading File No. 0000284189 (filed Dec. 5, 2025) (Cable Associations Objection).

5 Comments of Business Forward, LMS Pleading File No. 0000284195 (filed Dec. 6, 2025) (Business Forward Objection).

6 Comments of Asian Americans Advancing Justice, Asian and Pacific Islander American Vote, Empowering Pacific Islander Communities, Japanese American Citizens League, National Council of Asian Pacific Americans, OCA-Asian Pacific American Advocates, and Sikh American Legal Defense and Education Fund, LMS Pleading File No. 0000284451 (filed Dec. 10, 2025) (AANHPI Objection).

7 Objection of National Civil Rights Organizations to Major Local TV Consolidation Transactions, LMS Pleading File No. 0000284499 (filed Dec. 10, 2025) (Civil Rights Coalition Objection). The member organizations of the Civil Rights Coalition are: Asian Americans Advancing Justice; Asian and Pacific Islander American Vote; Common Cause; Consumer Action; Hispanic Tech and Telecommunications Partnerships; Japanese American Citizens League; LGBT Tech; MANA, A National Latina Organization; Multicultural Media & Correspondents Association; Multicultural Media, Telecom and Internet Council; NAACP; National Action Network; National

(continued...)

and (5) Newsmax Media, Inc.⁸

2. By this *Memorandum Opinion and Order*, we deny the Petition and Objections—only with respect to the Applications.⁹ We also grant the requests for waiver of the Commission’s Local Television Ownership Rule,¹⁰ subject to the divestiture Gray has committed to make.¹¹ After carefully and thoroughly reviewing the record, we find that there are no material public interest harms arising from the transaction. We further find that certain transaction-related public interest benefits are likely to be realized, especially given Gray’s reaffirmed commitment to “strong local news and information programming.”¹² Accordingly, we grant the Applications.

II. BACKGROUND

A. Applications

3. 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) [t]he digital noise limited service contours of the stations . . . do not overlap; or (ii) [a]t 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, 7AM to 1AM 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.”¹³ 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.¹⁴ Ownership of more than two stations, however, is impermissible, unless the Commission finds good cause to waive application of the Local Television Ownership Rule.

4. As set forth in the Applications, Gray proposes to own two full-power stations (Duopolies) in the following five DMAs:

- Huntsville-Decatur (Florence), AL: WAFF(TV) and WAAY-TV, Huntsville, Alabama.

Black Justice Collective; National Coalition on Black Civic Participation; National Council of Asian Pacific Americans; National Council of Negro Women; National Hispanic Media Coalition; National LGBTQ Taskforce Action Fund; National Newspaper Publishers Association; National Urban League; OCA-Asian Pacific American Advocates; Sikh American Legal Defense and Education Fund; and The Leadership Conference on Civil and Human Rights.

⁸ Informal Objection of Newsmax Media, Inc., LMS Pleading File No. 0000295742 (filed Apr. 21, 2026) (Newsmax Objection). We refer to the Cable Associations, Business Forward, AANHPI Coalition, Civil Rights Coalition, and Newsmax, collectively, as Objectors.

⁹ See *infra* para. 7.

¹⁰ 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).

¹¹ See Letter from Hilton Howell, Jr., Chairman and Chief Executive Officer, Gray Media, Inc. to Hon. Brendan Carr, Chairman, FCC, at 3 (filed Apr. 30, 2026) (*Gray Localism Commitment Letter*); see also *infra* para. 26.

¹² *Id.* at 1.

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

¹⁴ 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*) (application for review pending).

- Paducah-Cape Girardeau-Harrisburg: KFVS(TV), Cape Girardeau, Missouri, and WSIL-TV, Harrisburg, Illinois.¹⁵
- Evansville, IN: WFIE(TV) and WEVV-TV, Evansville, Indiana.
- Lafayette, LA: KATC(TV) and KADN-TV, Lafayette, Louisiana.¹⁶
- Rockford, IL: WSLN(TV), Freeport, Illinois, and WREX(TV), Rockford, Illinois.

5. As set forth in the Applications, Gray proposes to own three full power stations (Triopolies) in the following two DMAs:

- Fort Wayne, IN: WPTA(TV), WISE-TV, and WFFT-TV, Fort Wayne, Indiana.
- Montgomery-Selma, AL: WSFA(TV) and WCOV-TV, Montgomery, Alabama, and WIYC(TV), Troy, Alabama.

6. The Applicants filed the Applications prior to the issuance of the mandate in *Zimmer Radio*.¹⁷ Consistent with the Local Television Ownership Rule in effect at the time, the Applicants requested grant pursuant to either the case-by-case standard then included in the Commission's rules or the Commission's general waiver process.¹⁸

B. Transaction Review Process

7. On September 22, 2025, the Bureau released a single Public Notice, accepting for filing and establishing a pleading cycle for three sets of assignment applications, including the Applications,

¹⁵ Gray also would acquire KPOB-TV, Poplar Bluff, Missouri, which has operated as a full power satellite station of WSIL-TV since at least 1965, *see Applications of Black Hills Video Corp. for Renewal of the License for Station KAR42*, Decision, 38 FCC 1323 (1965), and it requests continued recognition of that status pursuant to the presumptive test set forth in the Commission's rules. 47 CFR § 73.3555, Note 5; Application for Consent to Transfer Control of WFFT-TV, LMS File No. 0000277192, Comprehensive Exhibit at 26 (Comp. Exh.) A copy of the Comp. Exh. is attached to each of the Applications. While Gray does not meet the presumptive test, *2014 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 et al.*, Second Report and Order, 31 FCC Rcd 9864, 9876, para. 32, n.72 (2016) (“Accordingly, consistent with case law developed after the digital transition, we . . . evaluate all future requests for new or continued satellite status on an *ad hoc* basis.”), we find that there are compelling circumstances that warrant approval under our *ad hoc* analysis. As the only full power television station licensed to Poplar Bluff, KPOB-TV provides service to an underserved area, and it faces significant obstacles to operating independently, including the “inability of the station to provide a signal capable of reaching the major population centers in the market, the lack of any infrastructure from which the station could be operated, and the absence of any staff to operate the station.” Comp. Exh. at 27-28. Moreover, veteran media broker Gregory Guy, the managing partner of Tideline Partners, LLC, states that, in his professional opinion, any attempt to sell KPOB-TV to an out-of-market buyer would require “an exhaustive and time-consuming marketing effort” and result in “a severely depressed price.” Comp. Exh. at Attachment 4, KPOB-TV Broker Letter. Accordingly, we grant the request for satellite authority.

¹⁶ On April 28, 2026, the Commission granted its consent to the assignment of the license of KATC from Scripps Broadcasting Holdings LLC to Gray. *See Letter from Chief, Video Division to Gray Television Licensee, LLC., et al.*, Letter Order, DA 26-417 (MB Apr. 28, 2026).

¹⁷ *Zimmer Radio of Mid-Missouri, Inc. v. FCC et al.*, Mandate, No. 24-1380 (8th Cir. Oct. 23, 2025).

¹⁸ 47 CFR § 1.3; Comp. Exh. at 1, 10.

from various licensees to Gray.¹⁹ It did so purely “as a matter of administrative convenience,”²⁰ not because all three sets of applications are financially or legally connected. The Bureau further “emphasize[d] that [it] will not necessarily process these applications simultaneously.”²¹

8. On March 30, 2026, the United States Department of Justice (DOJ) granted Gray’s request for early termination of the waiting period “provided by Section 7A(b)(2) of the Clayton Act and Sections 803.10(b) and 803.11(c) of the Premerger Notification Rules.”²²

9. *Pleadings.* DIRECTV asserts in its Petition that it has standing to file, alleging direct economic harm due to higher input prices that it claims it will have to pay as a result of the Transaction.²³ DIRECTV maintains that *Zimmer Radio* does not affect the Applicants’ affirmative obligation under section 310(d) of the Communications Act of 1934, as amended (the Act) to show that the proposed license transfer is in the public interest.²⁴ In addition, DIRECTV and the Objectors raise concerns that the Transaction would lead to harms as a result of increased levels of market control. They claim that the Transaction would increase retransmission consent rates by giving broadcasters more leverage over distributors in retransmission consent negotiations, which ultimately flow through to satellite and cable customers.²⁵

10. DIRECTV and Business Forward assert that the Transaction will increase prices for local advertisers that rely on broadcast television spot advertisements.²⁶ DIRECTV and the Cable Associations further argue that the Applicants’ claim that consolidation is necessary to support local news in the affected markets is speculative and not transaction-specific, and that Gray fails to offer firm commitments to increase local service.²⁷ The Cable Associations allege that Gray’s proposed reacquisition of three stations from Allen Media that DOJ required Gray to divest as part of a prior transaction—namely WSIL-TV and KPOB-TV in the Paducah-Cape Girardeau-Harrisburg DMA and WREX in the Rockford, IL

¹⁹ *Media Bureau Establishes Pleading Cycle for Three Sets of Assignment Applications to Gray Television Licensee, LLC, from Subsidiaries of (1) SagamoreHill Broadcasting II, LLC; (2) Block Communications, Inc.; and (3) Allen Media, LLC*, Public Notice, 40 FCC Rcd 7446 (MB 2025). The Bureau has already granted applications to assign the licenses of WLFI-TV, Lafayette, Indiana, WTHI-TV, Terre Haute, Indiana, and WTVA(TV), Tupelo, Mississippi, all of which were included in this Public Notice, from subsidiaries of Allen Media to Gray. *Letter from Chief, Video Division to Gray Television Licensee, et al.*, Letter Order, DA 26-281 (MB Mar. 23, 2026). We refer to the remaining proposed assignments from Allen Media to Gray, set forth in the Applications, as the Transaction.

²⁰ Public Notice at 2.

²¹ *Id.*

²² Letter from George “Chip” Nierlich, Acting Director of Civil Enforcement (Mergers), Antitrust Division, DOJ, to J. Parker Erkmann, Esq., Counsel to Gray Media, Inc. (dated Mar. 20, 2026), LMS File No. 0000295127.

²³ Petition at 6-7. DIRECTV claims that it also has standing as a competitor. *Id.* at 7-8.

²⁴ *Id.* at 9-13; *see also* Newsmax Objection at 2-3.

²⁵ *See* Petition at 14-22; AANPHI Objection at 1-3; Cable Association Objection at 8-13; Business Forward Objection at 2; Civil Rights Coalition at 3-4. DIRECTV limits its objections to the markets in which Gray would create new station combinations involving major network affiliates. Petition at 5-6. We note that DIRECTV incorrectly states that the Transaction would result in Gray owning Triopolies, based on its ownership of a low power television (LPTV) station with a major network affiliation, in the Evansville, IN and Rockford, IL DMAs. After *Zimmer Radio*, the Local Television Ownership Rule does not apply to such LPTV stations. We expect DIRECTV to understand and correctly apply the Local Television Ownership Rule to its arguments.

²⁶ *See* Petition at 22-24; Business Forward Objection at 1; Newsmax Objection at 19-21.

²⁷ *See* Petition at 24-26; Cable Associations Objection at 13-15.

DMA—would violate the terms of DOJ’s settlement with Gray.²⁸ The AANHPI Coalition argues that the proposed acquisitions not only would curtail competition, but also diminish localism as more stations fall under one owner’s programming model; shrink viewpoint diversity, leaving fewer independent editorial voices; and further marginalize minority communities in ownership, coverage, and visibility.²⁹ The Civil Rights Coalition also raises concerns that such consolidation will reduce local news and increase duplication, and that the Transaction fails to make an affirmative demonstration that the stations will serve the public interest, convenience, and necessity more broadly with regard to its anti-competitive effects, implications for localism, consequences for ownership and viewpoint diversity, and broader impact on consumers and communities.³⁰

11. In their Opposition, the Applicants claim that none of the Objectors have standing, asserting that DIRECTV’s claim to injury is speculative, and that the Objectors fail to make even a cursory effort to demonstrate how the Transaction would cause a direct injury.³¹ The Applicants argue that the Commission should find good cause to waive the Local Television Ownership Rule, and that they have demonstrated that it is in the public interest to do so based on the unique characteristics of the markets and stations at issue.³² The Applicants reiterate the arguments made in their Applications that the Transaction will produce significant public interest benefits, including the generation of “synergies that can be used to invest in the quality and quantity of locally produced content in the communities where the Applicants operate.”³³ The Applicants ask that the Commission again dismiss the claim that retransmission consent outcomes form any basis for denying or delaying broadcast transactions,³⁴ and contend that DIRECTV’s arguments regarding the effect of the Transaction on spot advertising rates are generalized, speculative, and improper in the context of this adjudicatory proceeding.³⁵

12. In an informal objection filed months after the record in this proceeding closed, Newsmax reiterates the arguments that the Transaction would weaken competition for local news and raise costs for consumers, and also claims that the Bureau lacks authority to approve Top-Four combinations.³⁶ Gray filed a response asserting that the Newsmax Objection warrants no further comment, because it raises no fact or argument that has not been fully addressed in this proceeding previously, other than to attack a media merger that does not involve the Applicants.³⁷

²⁸ Cable Associations Objection at 11. As part of Gray’s acquisition of Quincy Media in 2011, DOJ required divestiture of these stations and barred Gray from reacquiring them for a period of 10 years. *United States v. Gray Television Inc. and Quincy Media*, Final Judgment, No. 1:21-cv-02041 (D.D.C. Oct. 11, 2021). However, DOJ has granted early termination for the Transaction. *See supra* para. 8.

²⁹ AANHPI Objection at 3.

³⁰ Civil Rights Coalition Objection at 2-5; *see also* Newsmax Objection at 6-18.

³¹ Joint Opposition of Gray Television Licensee, LLC; Alabama TV License Company LLC et al.; Independence Television Company et al.; and SagamoreHill of Columbus GA, LLC et al. (Joint Opposition) at 4-6 (filed Dec. 10, 2025). For the discussion on standing, *see infra* Section V.

³² Comp. Exh. at 8-12.

³³ *Id.* at 3-4, 12-13.

³⁴ *Id.* at 13-24.

³⁵ *Id.* at 24-28.

³⁶ *See, e.g.*, Newsmax Objection at 1-2, 5-7, 11-19. Newsmax’s argument concerning the Bureau’s delegated authority to grant Top-Four combinations is a late-filed petition for reconsideration of the *Sinclair-Cunningham-Roberts Letter Order*, and we will not address it herein.

³⁷ Letter from Kevin P. Latek, Executive Vice President, Secretary, and Chief Legal and Development Officer, Gray Media, Inc. to Marlene H. Dortch, Secretary, FCC (dated Apr. 22, 2026), LMS File No. 0000295786.

III. STANDARD OF REVIEW AND PUBLIC INTEREST FRAMEWORK

13. Pursuant to section 310(d) of the Act,³⁸ we must determine whether the proposed assignment to Gray of the above-referenced licenses will serve the public interest, convenience, and necessity. 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.³⁹

14. 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.⁴⁰ Our competitive analysis, which forms an important part of the public interest evaluation, is informed by, but not limited to, traditional antitrust principles.⁴¹ The DOJ has independent authority to examine the competitive impacts of proposed mergers and transactions involving transfers of Commission licenses, but the Commission's competitive analysis under the public interest standard is somewhat broader, and often takes a more extensive view of potential and future competition and its impact on the relevant markets.⁴² Notably, the Commission has determined it may impose and enforce transaction-related conditions to ensure that the public interest is served by the

³⁸ 47 U.S.C. § 310(d). Section 310(d) of the Act requires that we consider applications for assignment of Title III licenses under the same standard as if the proposed assignee were applying for licenses directly under section 308 of the Act, 47 U.S.C. § 308. See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd 9581, 9585, para. 8 (2017) (*CenturyLink-Level 3 Order*); *Application of Verizon Communications Inc. and Straight Path Communications, Inc. for Consent to Transfer Control of Local Multipoint Distribution Service, 39 GHz, Common Carrier Point-to-Point Microwave, and 3650-3700 MHz Service Licenses*, Memorandum Opinion and Order, 33 FCC Rcd 188, 189, para. 5 & n.11 (WTB 2018) (*Verizon-Straight Path Order*); *Applications of GCI Communication Corp., ACS Wireless License Sub, Inc., ACS of Anchorage License Sub, Inc., and Unicom, Inc. for Consent to Assign Licenses to the Alaska Wireless Network, LLC*, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 10433, 10442, para. 23 & n.71 (2013) (*Alaska Wireless-GCI Order*).

³⁹ 47 U.S.C. § 310(d); *Applications for Consent to the Transfer of Control of Paramount Global*, Memorandum Opinion and Order, 40 FCC Rcd 5689, 5701, para. 25 (2025); *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 8; *Verizon-Straight Path Order*, 33 FCC Rcd at 190, para. 5; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23.

⁴⁰ See, e.g., *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 9; *Verizon-Straight Path Order*, 33 FCC Rcd at 190, para. 5; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23.

⁴¹ See, e.g., *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 9; *Verizon-Straight Path Order*, 33 FCC Rcd at 190, para. 6; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10443, para. 25; see also *Northeast Utils. Serv. Co. v. FERC*, 993 F.2d 937, 947 (1st Cir. 1993) (public interest standard does not require agencies "to analyze proposed mergers under the same standards that the Department of Justice . . . must apply").

⁴² See, e.g., *Applications for Consent to the Transfer of Control of Licenses, XM Satellite Radio Holdings Inc., Transferor to Sirius Satellite Radio Inc., Transferee*, MB Docket No. 07-57, Memorandum Opinion and Order and Report and Order, 23 FCC Rcd 12348, 12365-66, para. 32 (2008); *AT&T Inc. and BellSouth Corporation Application for Transfer of Control*, WC Docket No. 06-74, Memorandum Opinion and Order, 22 FCC Rcd 5662, 5674, para. 21 (2007) (*AT&T-BellSouth Order*); *Applications of Nextel Communications, Inc. and Sprint Corporation for Consent to Transfer Control of Licenses and Authorizations, File Nos. 0002031766, et al.*, WT Docket No. 05-63, Memorandum Opinion and Order, 20 FCC Rcd 13967, 13978, para. 22 (2005) (*Sprint-Nextel Order*); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation for Consent to Transfer Control of Licenses and Authorizations, File Nos. 0001656065, et al.*; *Applications of Subsidiaries of T-Mobile USA, Inc. and Subsidiaries of Cingular Wireless Corporation for Consent to Assignment and Long-Term De Facto Lease of Licenses, File Nos. 0001771442, 0001757186, and 0001757204*; *Applications of Triton PCS License Company, LLC, AT&T Wireless PCS, LLC, and Lafayette Communications Company, LLC for Consent to Assignment of Licenses, File Nos. 0001808915, 0001810164, 0001810683, and 50013CWAA04*, WT Docket Nos. 04-70, 04-254, and 04-323, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21545, para. 42 (2004) (*Cingular-AT&T Wireless Order*).

transaction.⁴³

15. If we determine that a transaction raises no public interest harms or that any such harms have been ameliorated by the Commission-imposed conditions or by voluntary commitments, we next consider a transaction's public interest benefits. Applicants bear the burden of proving those benefits by a preponderance of the evidence.⁴⁴ As part of our public interest authority, we may impose conditions to ensure for the public the transaction-related benefits claimed by the Applicants.⁴⁵

16. Finally, if we are able to find that transaction-related conditions are able to ameliorate any public interest harms and the transaction is in the public interest, we may approve the transaction as so conditioned or agreed.⁴⁶ In contrast, if we are unable to find that a proposed transaction even with such conditions serves the public interest or if the record presents a substantial and material question of fact, then we must designate the application for hearing.⁴⁷

IV. QUALIFICATIONS OF APPLICANTS AND COMPLIANCE WITH COMMUNICATIONS ACT AND FCC RULES AND POLICIES

17. Section 310(d) of the Act requires that the Commission make a determination as to whether the Applicants have the requisite qualifications to hold Commission licenses.⁴⁸ Among the factors the Commission considers in its public interest review is whether the applicant for a license has the requisite "citizenship, character, financial, technical, and other qualifications."⁴⁹ Therefore, as a threshold matter, the Commission must determine whether the applicants to a proposed transaction meet

⁴³ See, e.g., *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, 9141, para. 22 (2015) (*AT&T-DIRECTV Order*); *Comcast-NBC Universal Order*, 26 FCC Rcd at 4249, para. 25; *Application of EchoStar Communications Corp., (A Nevada Corp.), General Motors Corp., and Hughes Electronics Corp (Delaware Corps.) (Transferors) and EchoStar Communications Corp. (A Delaware Corp.) (Transferee)*, Hearing Designation Order, 17 FCC Rcd 20559, 20575, para. 27 (2002) (*EchoStar-DIRECTV HDO*); see also *Application of WorldCom, Inc. and MCI Commc'ns Corp. for Transfer of Control of MCI Communications Corporation to WorldCom, Inc.*, Memorandum Opinion and Order, 13 FCC Rcd 18025, 18032, para. 10 (1998) (stating that the Commission may attach conditions to the transfers); *Applications of T-Mobile US, Inc., and Sprint Corp., for Consent to Transfer Control of Licenses and Authorizations, Applications of American H Block Wireless L.L.C., DBSD Corp., Gamma Acquisition L.L.C., and Manifest Wireless L.L.C. for Extension of Time*, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, 34 FCC Rcd 10578, 10596, para. 42 (2019) (*T-Mobile-Sprint Order*).

⁴⁴ 47 U.S.C. § 309(e); *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586, para. 10; *Verizon-Straight Path Order*, 33 FCC Rcd at 190-91, para. 7; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23.

⁴⁵ See, e.g., *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10443, para. 26; *Applications of AT&T Inc. and Centennial Communications Corp. for Consent to Transfer Control of Licenses, Authorizations, and Spectrum Leasing Arrangements*, Memorandum Opinion and Order, 24 FCC Rcd 13915, 13929, para. 30 (2009).

⁴⁶ See, e.g., *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586, para. 11; *Verizon-Straight Path Order*, 33 FCC Rcd at 191, para. 8.

⁴⁷ 47 U.S.C. § 309(e); *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586-87, para. 11; *Verizon-Straight Path Order*, 33 FCC Rcd at 191, para. 8; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10444, para. 27. Section 309(e)'s requirement applies only to those applications to which Title III of the Act applies. *ITT World Communications, Inc. v. FCC*, 595 F.2d 897, 901 (2d Cir. 1979); *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586-87, para. 11 & n.37.

⁴⁸ 47 U.S.C. § 310(d).

⁴⁹ 47 U.S.C. §§ 308, 310(d); see also *T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 43; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9142, para. 24; *Applications Filed by Qwest Communications International, Inc. and CenturyTel, Inc. d/b/a CenturyLink for Consent to Transfer Control*, WC Docket No. 10-110, Memorandum Opinion and Order, 26 FCC Rcd 4194, 4201, para. 11 (2011) (*CenturyLink-Qwest Order*); *AT&T-BellSouth Order*, 22 FCC Rcd at 5756, paras. 190-91.

the requisite qualification requirements to hold and transfer licenses under section 310(d) of the Act and the Commission's rules.⁵⁰

A. Applicants' Qualifications

18. No party has raised an issue with respect to the basic qualifications of the Applicants. Accordingly, pursuant to Commission precedent, we find that there is no reason to reevaluate the requisite citizenship, character, financial, technical, or other basic qualifications of Gray or Allen Media under the Act or our rules, regulations, and policies.⁵¹

B. Compliance with the Communications Act and FCC Rules and Policies

19. As discussed below, in the five DMAs where Gray proposes to form a combination of two full power television stations, we find that these combinations will permit Gray to better serve its local viewers while at the same time complying with the Commission's Local Television Ownership Rule, and we grant them herein.⁵² Regarding Gray's proposed ownership of more than two full power television stations in the Fort Wayne, IN and Montgomery-Selma, AL DMAs,⁵³ we grant the Applicants' requests for waiver of the Commission's Local Television Ownership Rule, subject to the divestiture Gray has committed to make.⁵⁴

20. *Duopolies.* We find that the proposed Duopolies fully comply with the Commission's rules, including the post-*Zimmer Radio* Local Television Ownership Rule.⁵⁵ Further, as discussed below, we find that there are no cognizable public interest harms identified in the record that would require further consideration of these station combinations.⁵⁶ Accordingly, we conclude that grant of the Duopolies will serve the public interest, convenience, and necessity.

21. *Triopolies.* As set forth in the Applications, Gray proposes to own Triopolies in the Montgomery-Selma, AL and Fort Wayne, IN DMAs and, therefore, seeks waivers of the Local Television Ownership Rule. In the Montgomery-Selma, AL DMA, Gray currently owns and operates WSFA, the top-ranked station in the market, and it seeks Commission consent to acquire fourth-ranked WCOV-TV and ninth-ranked WIYC.⁵⁷ In the Fort Wayne, IN DMA, Gray currently owns and operates WPTA, the

⁵⁰ See *T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 43; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9142, para. 24; *CenturyLink-Qwest Order*, 26 FCC Rcd at 4201, para. 11; *AT&T-BellSouth Order*, 22 FCC Rcd at 5756, para. 191. The Commission generally does not reevaluate the qualifications of transferors unless issues related to basic qualifications have been sufficiently raised in petitions to warrant designation for hearing. See *T-Mobile-Sprint Order*, 34 FCC Rcd at 10597, para. 45; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9142, para. 25.

⁵¹ See *T-Mobile-Sprint Order*, 34 FCC Rcd at 10597, para. 44; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9142, para. 25.

⁵² The Applicants also state that post-transaction, Gray would reach 25.1% of the national audience, after taking into account the 50% discount applied to UHF stations, and thus, Gray will remain in compliance with the Commission's National Television Multiple Ownership Rule. See Comp. Exh. at 1, 5 & Attach. 2; 47 CFR § 73.3555(e).

⁵³ 47 CFR § 73.3555(b) (vacated in part by *Zimmer Radio*). The divestiture Gray has committed to make in Fort Wayne would result in it owning two full power television stations in that DMA.

⁵⁴ *Gray Localism Commitment Letter* at 3.

⁵⁵ See *Sinclair-Cunningham-Roberts Letter Order* at 8 ("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.").

⁵⁶ *Id.* at 8-9 ("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 Commission, on its own review, determines that additional information is required to process the application.") (internal citations omitted).

⁵⁷ Comp. Exh. at 24.

second-ranked station in the market, as well as WISE-TV, the fourth-ranked station, and it seeks Commission consent to acquire WFFT-TV, the third-ranked station in the market.⁵⁸

22. The Commission's rules may be waived for good cause shown.⁵⁹ When an applicant seeks waiver of a rule, it must plead with particularity the facts and circumstances which warrant such action.⁶⁰ Waiver is appropriate "if special circumstances warrant a deviation from the general rule and such deviation will serve the public interest."⁶¹ In making this determination, the Commission may take into account considerations of hardship, equity, or more effective implementation of overall policy on an individual basis.⁶²

23. Gray states that all the DMAs at issue in the Applications, including Montgomery-Selma, AL, are small to mid-sized markets⁶³ where advertising revenue has been declining due to fierce competition from non-broadcast video competitors. In particular, Gray notes that, because of such competition and growth in the number of broadband-only homes, "viewer impressions during local news hours" have fallen "precipitously" in the Montgomery-Selma, AL DMA.⁶⁴ As a result, this DMA is a "challenging market[] to serve," and to "increase or preserve the local news that is currently provided to these markets, additional combinations and synergies are required."⁶⁵

24. Gray asserts that, if the Transaction is approved, it will immediately look to increase local news and entertainment programming in the DMA.⁶⁶ For instance, Gray states that it produces 37 hours of local news each week, while "[a]ll of the news that airs on WCOV-TV is currently sourced from Allen's station in Huntsville with limited insertion of local segments."⁶⁷ It "anticipates adding locally produced news on WCOV-TV at times when other stations in the market are not airing local news," which will "reenergize" the station "following years of underinvestment."⁶⁸ Gray states that such "new local news programming will replace syndicated programming on WCOV-TV."⁶⁹ Gray further observes that WCOV-TV "is not managed by leaders squarely focused on the station and has very limited local personnel" and that Allen Media "recently laid off all of the meteorologists at WCOV-TV and now imports local weather content from outside the market."⁷⁰ It submits that it will "expand its highly viewed breaking coverage of severe weather emergencies and local stories, as well as explore opportunities to add

⁵⁸ *Id.* at 18. However, Gray has committed to divest WISE-TV no later than two years from grant of the Transaction. *See infra* para. 26.

⁵⁹ 47 CFR § 1.3.

⁶⁰ *WAIT Radio v. FCC*, 418 F.2d 1153, 1157, para. 2 (D.C. Cir. 1969).

⁶¹ *See Northeast Cellular Telephone Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990 (citing *WAIT Radio*, 418 F.2d at 1159)); *NetworkIP, LLC v. FCC*, 548 F.3d 116, 127 (D.C. Cir. 2008).

⁶² *Northeast Cellular*, 897 F.2d at 1166.

⁶³ The Montgomery-Selma, AL DMA ranks 121st in the country. Comp. Exh. at 24. Gray also observes that the Montgomery-Selma, AL DMA is "surrounded by much larger markets, including Atlanta (DMA 7), Birmingham (DMA 45) and Mobile (DMA 57)." *Id.*

⁶⁴ *Id.* at 25.

⁶⁵ Comp. Exh. at 9-10.

⁶⁶ *Id.* at 25; *see also Gray Localism Commitment Letter* at 2.

⁶⁷ Comp. Exh. at 25.

⁶⁸ *Id.*

⁶⁹ *Id.*

⁷⁰ *Id.*

coverage of local and regional sports of interest.”⁷¹ Gray further states that viewers of the Allen Media stations will benefit by Gray pairing its tremendous local and regional newsgathering capabilities with national reporting resources otherwise unavailable to the those stations.⁷² Finally, Gray submits that it has committed to complementary investments that will further strengthen its stations’ service to their communities, including Gray’s expectation that, soon after closing, it will upgrade the digital applications that Allen Media uses to connect its stations with online viewers.⁷³

25. We find that special circumstances warrant grant of the waiver request to permit Gray to own three full power stations and that such degree of common ownership will not hurt competition in the Montgomery-Selma, AL DMA, but bolster it. Gray’s commitment to increase local news programming on WCOV-TV will benefit not just viewers, but also advertisers, by providing higher quality advertising availabilities. Furthermore, requiring divestiture of one station, such as the ninth-ranked WIYC, to an independent buyer (in the event one could be found) is not likely to produce significant public interest benefits. Thus, strict compliance with the Local Television Ownership Rule would be inconsistent with the purpose of that rule—promoting competition among broadcast television stations—and, therefore, inconsistent with the public interest.⁷⁴ Moreover, we find that grant will result in more effective implementation of Commission policy by preserving and promoting increased local programming in the Montgomery-Selma, AL DMA.

26. *Divestiture.* Gray commits to divest WISE-TV in the Fort Wayne, IN DMA “no later than two years following the closing should the Commission grant the requested assignments, provided that a waiver of the Local TVO Rule remains necessary under the Commission’s rules at such time.”⁷⁵ We find that competition will not be unduly harmed during the period of common ownership.

V. STANDING

27. Under the Act, only a “party in interest” has standing to file a petition to deny.⁷⁶ 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.⁷⁷ 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.⁷⁸ 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 or viewer of the station.⁷⁹ An organization can establish standing on behalf of its members if it provides an affidavit or

⁷¹ *Id.*

⁷² Comp. Exh. at 10.

⁷³ *Id.* at 11.

⁷⁴ See 2014 *Quadrennial Regulatory Review*, MB Docket Nos. 14-50 et al., Order on Reconsideration and Notice of Proposed Rulemaking, 32 FCC Rcd. 9802, 9833, para. 71 (2017); 2018 *Quadrennial Review*, MB Docket No. 18-349, Report and Order, 38 FCC Rcd 12782, 12827, para. 81 (Local Television Ownership Rule “remains first and foremost competition-focused”).

⁷⁵ *Gray Localism Commitment Letter* at 3.

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

⁷⁷ 47 U.S.C. § 309(d).

⁷⁸ *Id.*

⁷⁹ See, e.g., *Nexstar/Tribune Order*; *Entercom License, LLC*, MB Docket No. 16-357, Hearing Designation Order, 31 FCC Rcd 12196, 12205, para. 22 (2016); *Connoisseur Media Licenses, LLC*, Letter Order, 30 FCC Rcd 6045, 6048, 6049 (MB 2015).

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.”⁸⁰ In general, a petitioner in a transfer 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 transfer and the injury in fact; and (3) not granting the transfer would remedy or prevent the injury in fact.⁸¹ Consistent with Commission practice, to the extent that we find standing has not been established, we will treat such pleading as an informal objection and address the arguments raised.⁸²

28. Consistent with Commission precedent, we determine that DIRECTV’s claims that 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 underlying the Transaction, are sufficient to establish standing with regard to the Applications.⁸³ Accordingly, we find that DIRECTV qualifies as a party-in-interest in this proceeding.

29. The Objectors all submitted their pleadings as comments, without any attached affidavits, and do not seek standing. Consistent with Commission practice, however, we will consider these pleadings as informal objections, pursuant to section 73.3587 of the Commission’s rules,⁸⁴ and address their arguments.

VI. POTENTIAL PUBLIC INTEREST HARMS AND BENEFITS

30. In this section, we consider the potential harms and benefits arising from the Transaction. As discussed below, in light of Gray’s commitments, we find that the Transaction will not raise any material public interest harms. We further find that the Transaction is likely to result in tangible benefits by allowing Gray to achieve the scale necessary to provide expanded news coverage, enhanced service, and continued innovation to the local communities it serves. We conclude that, on balance, the benefits outweigh any potential public interest harms.

A. Potential Public Interest Harms

31. *Competitive Effects.* DIRECTV, the Cable Associations, and Business Forward raise allegations of prospective harms resulting from the proposed combinations with respect to retransmission consent. Specifically, they argue that Gray will have enhanced leverage to demand higher retransmission consent fees from MVPDs that will result in higher prices for MVPD customers.⁸⁵ However, the Commission has stated that an increase in retransmission consent rates by itself is not necessarily a public interest harm.⁸⁶ Instead, the Commission has found a public interest harm exists only where an increase is not the product of “competitive marketplace considerations.”⁸⁷ Over the years, the Commission has

⁸⁰ *Liberian Television of Dallas License LLC, Debtor-in-Possession et al.*, Order, 34 FCC Rcd 8543, 8547, para. 7 (MB 2019); *Cox Radio, Inc. & Summit Media, LLC*, Letter Order, 28 FCC Rcd 5674, 5676, para. 2, n.12 (MB 2013).

⁸¹ 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).

⁸² See 73 CFR § 73.3587.

⁸³ See Petition at 6-9, Appx A, Declaration of Michael Hartmann.

⁸⁴ 47 CFR § 73.3587.

⁸⁵ See, e.g., Cable Associations Objection at 9.

⁸⁶ *Nexstar/Tribune Order*, 34 FCC Rcd at 8451, para. 29.

⁸⁷ *Implementation of the Satellite Home Viewer Improvement Act of 1999 Retransmission Consent Issues: Good Faith Negotiation and Exclusivity*, MB Docket No. 99-363, First Report and Order, 15 FCC Rcd 5445, 5469-70, paras. 56-58 (2000) (*2000 Good Faith Negotiation Order*) (finding that “[c]onsiderations that are designed to

(continued....)

consistently affirmed Congress’s intent, in creating the retransmission consent regime, to “establish a marketplace for the disposition of the rights to retransmit broadcast signals” but not to “dictate the outcome of the ensuing marketplace negotiations.”⁸⁸ We reiterate that issues of broad applicability, such as the effect of broadcast industry consolidation on the retransmission consent process, are best handled in a rulemaking of industry-wide effect.⁸⁹ Accordingly, we find that the allegations regarding retransmission consent do not raise a substantial and material question of fact as to whether grant of the Applications would serve the public interest.

32. We also find no merit to the claims made by DIRECTV and Business Forward that there will be harms to the local spot advertising market. Their argument takes an outdated and unduly narrow view of the competitive environment, in which digital advertising doesn’t serve as a substitute for traditional local television ads, and streamers and cable providers don’t offer targeted and DMA-wide advertising options.⁹⁰ Moreover, the Commission has never defined a market for spot advertising, and, to the extent that the Commission is to consider such an argument, we believe it is better addressed in the context of a rulemaking of industry-wide nature.

33. *Localism and Viewpoint Diversity.* Multiple Objectors raise concerns regarding localism and viewpoint diversity.⁹¹ We find that these arguments regarding the prospective impact on localism do not raise a substantial and material question of fact as to whether grant of the Applications would serve the public interest. None of the contentions that localism would decline are specific to the Transaction before us, much less to the Montgomery-Selma, AL and Fort Wayne, IN DMAs. Rather, they are all cursory and conclusory criticisms of consolidation, and are not particular to Gray’s ownership or management. Gray’s assertion that it “has a long history of expanding local service in markets where it operations more than one station, including numerous acquisitions of underperforming stations in markets where existing Gray stations are leaders,”⁹² is unchallenged by the Objectors.

B. Potential Public Interest Benefits

34. We next review the potential public interest benefits. The Commission finds a claimed benefit to be cognizable only if it is: (1) transaction-related; (2) verifiable; and (3) likely to flow through

frustrate the functioning of a competitive market” and “[c]onduct that is violative of national policies favoring competition” are not “competitive marketplace considerations”).

⁸⁸ See, e.g., *Implementation of Section 103 of the STELA Reauthorization Act of 2014 Totality of the Circumstances Test*, MB Docket No. 15-216, Notice of Proposed Rulemaking, 30 FCC Rcd 10327, 10328, para. 2 (2015) (*Totality of the Circumstances Test NPRM*), citing S. Rep. No. 92, 102nd Cong., 1st Sess. (1991), reprinted in 1992 U.S.C.C.A.N. 1133, 1169. Under this regime, broadcast television stations and MVPDs are required to “negotiate in good faith,” and it is not a violation of the duty to negotiate in good faith where a party enters into agreements “containing different terms and conditions, including price terms” with different entities, provided “such different terms and conditions are based on competitive marketplace considerations.” See 47 U.S.C. § 325(b)(3)(C).

⁸⁹ *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.”).

⁹⁰ See, e.g., *Streaming TV Advertising is Taking Over – Here’s How to Get Ahead of the Curve* (Nov. 5, 2025), <https://nationalmediaspots.com/streaming-tv-advertising-is-taking-over-heres-how-to-get-ahead-of-the-curve/>; *Addressable TV: How Advertising is Evolving With Television* (Mar. 14, 2019), <https://www.paramount.com/news/addressable-tv-how-advertising-is-evolving-with-television>.

⁹¹ See, e.g., AANHPI Objection at 3.

⁹² Comp. Exh. at 2.

to consumers and not inure solely to the benefit of the company.⁹³ Here, we find that the record indicates that the Transaction will produce public interest benefits to viewers of Gray's and Allen Media's stations, including by "creating conditions that naturally lead to increased local programming production and improved service in each market."⁹⁴ We also recognize Gray's commitments with respect to its hiring practices.⁹⁵

35. The Applicants assert that Gray's Washington, D.C., News Bureau will improve the newsgathering capabilities of the acquired stations by ensuring that Gray's local communities are fully informed of developments in the nation's capital that affect those communities.⁹⁶ According to the Applicants, last year alone that bureau helped to produce more than 4,000 unique stories of local interest.⁹⁷ In addition, Gray Media features Local News Live, a 24/7 national news network of Gray's local journalists from more than 110 of its television stations that "work closely with local stations covering issues directly impacting viewers in their market."⁹⁸ We have previously found that expanded access to Washington, DC, and state news bureaus that results from a transaction "provide[s] transaction-specific, public interest benefits" to viewers⁹⁹ and that even shared news sources provide public interest benefits when stations did not have prior access to those sources.¹⁰⁰

36. The Applicants identify additional investments that Gray has committed to make that will further strengthen its stations' service to their communities. Specifically, Gray expects to upgrade the digital applications that Allen Media uses to connect its stations with online viewers.¹⁰¹ Gray has also made a number of commitments to localism, most notably increasing the amount and availability of local programming in the aggregate in the acquisition markets, and launching a new application that distributes local content for each of the Big Four Allen Media-affiliated stations in the affected markets.¹⁰² We find these measures to be in the public interest.

37. We recognize Gray's commitment to equal opportunity employment and nondiscrimination as strengthening its service in the public interest.¹⁰³ Gray states that it does not have DEI programs in place today and will not establish such initiatives. Gray further summarizes the changes it has made to its practices to promote equal employment and nondiscrimination and additional

⁹³ See *Applications Filed for the Transfer of Control of Authorizations Held by Frontier Communications Corporation, Debtor-in-Possession and Its Wholly Owned Subsidiaries et al.*, WC Docket No. 20-197 et al., Memorandum Opinion and Order and Declaratory Ruling, 36 FCC Rcd 291, 301, para. 25 (WCB/IB/WTB/OEA 2021) (*Frontier 2021 Order*); *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671, para. 214; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9604, para. 50 (citing *AT&T-BellSouth Order*, 22 FCC Rcd at 5761, para. 202); *AT&T-DIRECTV Order*, 30 FCC Rcd at 9237, paras. 273-74.

⁹⁴ See Comp. Exh. at 2.

⁹⁵ *Gray Localism Commitment Letter*; see Letter from Hilton Howell, Jr., Chairman and Chief Executive Officer, Gray Media, Inc. to Hon. Brendan Carr, Chairman, FCC, LMS File Nos. 0000277192 et al., at 1-2 (filed Apr. 30, 2026) (*Gray Workforce Commitment Letter*).

⁹⁶ Comp. Exh. at 10.

⁹⁷ *Id.*

⁹⁸ *Id.*

⁹⁹ See *Nexstar/Tribune Order*, 34 FCC Rcd at 8449-8450, para. 26; see also *Gray-Raycom Order*, 33 FCC Rcd at 12356, 12361-62, paras. 14, 31; *Nexstar/Media General Order*, 32 FCC Rcd at 194-196, paras. 26-29.

¹⁰⁰ See *Nexstar/Tribune Order*, 34 FCC Rcd at 8450, para. 26; *Gray-Raycom Order*, 33 FCC Rcd at 12361-62, para. 31.

¹⁰¹ Comp. Exh. at 11.

¹⁰² *Gray Localism Commitment Letter* at 2-3.

¹⁰³ *Gray Workforce Commitment Letter* at 1-3.

commitments it will make upon closing the proposed Transaction, including to its hiring and promoting practices, training, compensation, supplier and vendor selection, leadership structure and job functions, employee groups, and public and internal messaging.¹⁰⁴ We accept Gray's commitment as firm and definite, and expect that these changes will prevent DEI discrimination in the post-transaction company, as consistent with the law and public interest.¹⁰⁵

38. The Commission has acknowledged that a transaction enabling a combined company to emerge as a stronger competitor in the marketplace is a transaction-specific benefit to consumers.¹⁰⁶ Overall, based on the record before us, we find that grant of the Applications is likely to result in public interest benefits and therefore we find that a grant serves the public interest, convenience, and necessity.

VII. CONCLUSION

39. We have conducted a detailed review of the Applications and related filings in this proceeding, as well as a thorough analysis of the potential harms and benefits of the Transaction, including the firm and definite commitments of the Applicants to take certain actions, as set forth above. Based on our extensive consideration of the record, and subject to the commitments contained herein, we find that the Applicants are fully qualified and conclude that grant of the Applications will result in public interest benefits and serve the public interest, convenience, and necessity.

VIII. ORDERING CLAUSES

40. Accordingly, **IT IS ORDERED** that, 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 seeking consent to assignment of the licenses of broadcast television stations from subsidiaries of Allen Media, LLC, to Gray Television Licensee, LLC, as set forth in the Attachment, **ARE GRANTED**.

41. **IT IS FURTHER ORDERED** that, pursuant to section 1.3 of the Commission's rules, 47 CFR § 1.3, the requests of Gray Television Licensee, LLC, for waiver of section 73.3555(b) of the Commission's rules, 47 CFR § 73.3555(b) (vacated in part by *Zimmer Radio*), **ARE GRANTED**, subject to the divestiture commitment.

42. **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, only with respect to the Applications, the Petition to Deny (LMS Pleading File No. 0000280897) filed by DIRECTV, LLC, and the Objections, as defined herein (LMS Pleading File Nos. 0000284189; 0000284195; 0000284451; 0000284499; and 0000295742), **ARE DENIED**.

43. 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), 47 U.S.C. §§ 154(i), 154(j).

FEDERAL COMMUNICATIONS COMMISSION

¹⁰⁴ *Id.* at 1-3.

¹⁰⁵ *Id.*

¹⁰⁶ See, e.g., *CenturyLink-Qwest Order*, 26 FCC Rcd at 4202, para. 15, 4212, para. 39; *Applications of GCI Communication Corp., ACS Wireless License Sub, Inc., ACS of Anchorage License Sub, Inc., and Unicom, Inc. for Consent to Assign Licenses to the Alaska Wireless Network, LLC*, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 10433, 10472-73, paras. 100-101 (2013) (*Alaska Wireless-GCI Order*); *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9605, paras. 52-53; *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd 12501, 12534, para. 61 (WCB, IB, WTB 2016).

Alexander Sanjenis
Acting Chief, Media Bureau

ATTACHMENT

Alabama TV License Company, LLC

Call Sign	Community of License	Facility ID No.	LMS File No.
WAAY-TV	Huntsville, Alabama	57292	0000277199

BCBE License Subsidiary

Call Sign	Community of License	Facility ID No.	LMS File No.
WEVV-TV	Evansville, Indiana	72041	0000277194
WEEV-TV	Evansville, Indiana	73998	0000277195

BCBL License Subsidiary

Call Sign	Community of License	Facility ID No.	LMS File No.
KADN-TV	Lafayette, Louisiana	33261	0000277203
KLAF-LD	Lafayette, Louisiana	33261	0000277204

Ft. Wayne TV License Company, LLC

Call Sign	Community of License	Facility ID No.	LMS File No.
WFFT-TV	Fort Wayne, Indiana	25040	0000277192

Harrisburg TV License Company, LLC

Call Sign	Community of License	Facility ID No.	LMS File No.
WSIL-TV	Harrisburg, Illinois	73999	0000277196
K10KM-D	Cape Girardeau, Missouri	74000	0000277197
KPOB-TV	Poplar Bluff, Missouri	73998	0000277198

Montgomery TV License Company, LLC

Call Sign	Community of License	Facility ID No.	LMS File No.
WCOV-TV	Montgomery, Alabama	73642	0000277200
WALE-LD	Montgomery, Alabama	181989	00002772021
WIYC	Troy, Alabama	62207	0000277202

Rockford TV License Company, LLC

Call Sign	Community of License	Facility ID No.	LMS File No.
WREX	Rockford, Illinois	73940	0000277193