Federal Communications Commission
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Re: Assignment of WTVQ-DT, Lexington, Kentucky from WTVQ-TV, LLC to Scripps Broadcasting Holdings LLC
LMS File No. 0000294404

Dear Counsel:

The Video Division, Media Bureau (Bureau), has before it the above-captioned application seeking consent to the assignment of the license of television station WTVQ-DT, Lexington, Kentucky (WTVQ-DT or Station) from WTVQ-TV, LLC, an indirect, wholly-owned subsidiary of Morris Network, Inc. (collectively, Morris) to Scripps Broadcasting Holdings LLC, a wholly-owned subsidiary of The E.W. Scripps Company (collectively, Scripps).[1] DIRECTV, LLC (DIRECTV) filed a petition to deny the Application.[2] For the reasons set forth below, we deny the Petition and grant the Application.

Background. Scripps is currently the licensee of WLEX-TV, Lexington, Kentucky. Acquisition of WTVQ-DT[3] would result in Scripps having an attributable interest in two television stations in the Lexington Designated Market Area (DMA).

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

[1] LMS File No. 0000294404 (filed Mar. 26, 2026) (Application). We refer to Morris and Scripps collectively as the Applicants. The Applicants state that they will file separate applications with the appropriate bureaus requesting Commission consent to the assignment of licenses for non-broadcast facilities. *Id*., Comprehensive Exhibit at 1, n.1.

[2] Petition to Deny of DIRECTV, LLC, LMS Pleading File No. 0000296013 (filed Apr. 29, 2026) (Petition).

[3] Scripps and Morris entered into a local programming and marketing agreement in March 2026, pursuant to which Scripps is permitted to provide certain programming and advertising services on WTVQ-DT. Joint Opposition to Petition to Deny of Scripps Media, Inc. et al, LMS Pleading File No. 0000296400, at 3 (filed May 8, 2026) (Joint Opposition).

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."[4] 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).[5]

Pleadings. DIRECTV asserts in its Petition that it has standing to file, alleging direct economic harm due to higher input prices that it asserts it will have to pay as a result of the transaction.[6] DIRECTV further claims that it also has standing as a competitor, citing broadcasters' arguments in rulemaking proceedings that multichannel video programming distributors (MVPDs) compete with over-the-air broadcasters for viewers as they simultaneously rely on broadcasters as program suppliers.[7] 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.[8] DIRECTV asserts that the Applicants fail to make any public interest showing despite the clear harm arising from creating a new "Big Four" duopoly.[9] Specifically, DIRECTV argues that the evidence shows that local television consolidation gives broadcasters more leverage to charge higher retransmission fees, which leads to higher bills for MVPD customers.[10] DIRECTV further contends that the transaction will lead to higher prices for DIRECTV and its customers because Scripps is much larger than Morris, and "[l]arger station groups (like Scripps) command higher retransmission consent rates than smaller ones (like Morris)."[11]

The Applicants respond that the Application is rule-compliant, and that grant will result in efficiencies and economies of scale in Lexington that will help Scripps continue to provide and improve upon its current level of journalism and service to the local communities in the DMA.[12] Specifically, they submit that to the greatest extent possible, Scripps intends to reinvest the efficiencies it will achieve, allowing it to better compete with broadcasters Gray and Nexstar, as well as digital giants like Meta, Google, and Apple.[13] The Applicants explain that competitive pressures and realities hit broadcast operations in small- and mid-sized markets like Lexington particularly hard, and a "market of Lexington's

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[4] 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).

[5] *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).

[6] Petition at 3-6.

[7] *Id.* at 6.

[8] *Id*. at 8-9.

[9] *Id*. at 10-16. The Commission has referred to "Big Four" to mean one of the traditionally largest four broadcast television networks – ABC, CBS, Fox, and NBC. *See*, *e.g.*, *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*, Notice of Proposed Rulemaking, 33 FCC Rcd 12111, 12137, para. 66 (2018).

[10] *Id*. at 10-11.

[11] *Id*. at 15-16.

[12] Joint Opposition at 2, 5.

[13] *Id*. at 5-6, 13.

size cannot sustainably support four independent local news operations, making operational efficiencies essential to preserving robust local service."[14] They further contend that "DIRECTV follows the same playbook here that it has used unsuccessfully in seeking to delay and deny other recent Big Four combination applications, by opposing the Scripps/Morris deal without providing any concrete evidence that transaction-specific harms to the public would result from grant of the Application."[15] Moreover, regarding DIRECTV's claims that grant of the Application "will ultimately harm consumers' pocketbooks,"[16] the Applicants assert that "DIRECTV appears to charge the same, uniform monthly fees for its various satellite service packages to consumers in all DMAs throughout the country, in markets large and small, urban and rural, and where two top-four ranked duopolies already exist and where they do not."[17] This, the Applicants argue, "seems to suggest that increases in retransmission consent rates and, in turn, consumer prices, are not 'inevitable'."[18]

In reply, DIRECTV argues that Applicants ignore or minimize the harms established in the Petition with regard to retransmission consent, and that there is no retransmission consent exception to transaction review.[19] In response to Applicants' claims regarding DIRECTV's pricing structure, DIRECTV states that it has "presented extensive evidence in recent proceedings that duopolies are significant drivers of price increases."[20] DIRECTV also contends that the Applicants fail to establish the public interest benefits associated with this transaction, Lexington viewers already have access to Scripps's programming offerings via a Local Programming and Marketing Agreement, and that the Applicants' vague references to public benefits fall short of the specific and verifiable commitments that the Commission typically relies on.[21]

Standing. Under section 309(d) of the Act, only a "party in interest" has standing to file a petition to deny.[22] 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.[23] 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.[24] 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

[14] *Id*. at 12-13.

[15] *Id*. at 3; *see also id*. at 4 ("It is hard to take seriously DIRECTV's suggestion that such claims are 'transaction-specific' when DIRECTV has literally written and then filed those exact words multiples times with the Commission in the last several months in the context of multiple different transactions. When DIRECTV's allegations are so generic that they are literally lifted from one pleading to another (and another, and another!), the idea that such claims are 'transaction-specific' rings hollow.").

[16] Petition at 10.

[17] Joint Opposition at 8 & n.17.

[18] *Id*. at 8 n.17.

[19] Reply of DIRECTV, LLC, LMS Pleading No. 0000296836, at 5-12 (filed May 15, 2026).

[20] *Id*. at 10-11.

[21] *Id.* at 13-14.

[22] 47 U.S.C. § 309(d); 47 CFR § 73.3584.

[23] 47 U.S.C. § 309(d).

[24] *Id.*

proposed transfer or assignment and the injury in fact; and (3) that not granting the transfer or assignment would remedy or prevent the injury in fact.[25] 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.[26] 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.[27] 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."[28]

We find that DIRECTV has demonstrated that it meets the requirements for standing with regard to the Application. 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 Application.[29] Based on these claims, and consistent with precedent, we find that DIRECTV has met the requirements for standing.[30]

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."[31] 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.[32] 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.[33] For the reasons explained below, we find that the proposed transaction fully complies with the Commission's rules, including the post-*Zimmer Radio* Local Television Ownership Rule, and that 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

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[25] *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).

[26] *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).

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

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

[29] *See* Petition at 3-6.

[30] *See Sinclair-Cunningham-Roberts Letter Order* at 6; *Letter from Chief, Video Division to Sinclair, Inc., et al.*, Letter Order, DA 26-177, at 4-5 (MB Feb. 20, 2026) (*Sinclair-HSH-Cunningham-Deerfield Letter Order*) (application for review pending); *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).

[31] 47 U.S.C. § 310(d).

[32] *Applications for Consent to the Transfer of Control of Paramount Global*, MB Docket No. 24-275, Memorandum Opinion and Order, 40 FCC Rcd 5689, 5701, para. 25 (2025).

[33] *Id.*

conclude that grant of the Application will result in public interest benefits and serve the public interest, convenience, and necessity.

In recent decisions, we have considered and rejected substantially similar arguments raised by DIRECTV. 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.[34] In that decision, we traced the history of the Local Television Ownership Rule, from its initial adoption in the *1999 Television Ownership Order*[35] 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."[36] 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."[37] In multiple recent decisions since then, we have repeatedly rejected similar claims raised by DIRECTV, largely in reliance on the *Sinclair-Cunningham-Roberts Letter Order*.[38]

We find that the Application fully complies 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 Application would be *prima facie* inconsistent with the public interest.[39] The Petition focuses primarily on the retransmission consent harms raised by the proposed combinations.[40] However, just as we found in the *Sinclair-Cunningham-Roberts Letter Order*, and again in subsequent orders, that similar concerns were speculative, we reach the same determination here.[41] 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

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[34] *See Sinclair-Cunningham-Roberts Letter Order*.

[35] *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*).

[36] *Sinclair-Cunningham-Roberts Letter Order* at 8 (emphasis in original).

[37] *Id*.

[38] *See*, *e.g.*, *Sinclair-HSH-Cunningham-Deerfield Letter Order*; *Letter from Chief, Video Division to Cox Television Jacksonville, LLC., et al.*, Letter Order, DA 26-304 (MB Mar. 30, 2026) (application for review pending); *Letter from Chief, Video Division to Cadillac Telecasting Co., et al.*, Letter Order, DA 26-612 (MB June 18, 2026).

[39] 47 U.S.C. § 309(d)(1); *see also* 47 CFR § 73.3584.

[40] *See*, *e.g.*, Petition at 11 ("The public harm, meanwhile, is clear. The evidence shows that local television consolidation gives broadcasters more leverage to charge higher retransmission consent fees.").

[41] *See*, *e.g.*, *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.").

rulemaking of industry-wide effect.[42] We emphasize again that we will not consider such issues in an adjudication involving rule-compliant broadcast television duopolies.[43]

Finally, based on our own review of the proposed transaction, we have not identified any issues or potential public interest harms that would require further consideration. To the contrary, we find that grant of the Application "will allow Scripps to fully integrate WTVQ with its existing Lexington operations on a long-term basis, enabling enhanced service and programming to viewers in the Lexington DMA."[44]

Accordingly, having reviewed the Application and the record in this matter, **IT IS ORDERED** that, for the reasons specified herein, the Application (LMS File No. 0000294404) **IS GRANTED**.

IT IS FURTHER ORDERED that the Petition to Deny 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,

/s/

David J. Brown
Chief, Video Division
Media Bureau

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[42] *Sinclair-HSH-Cunningham-Deerfield Letter Order* at 6; *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.").

[43] *Sinclair-Cunningham-Roberts Letter Order* at 7-8.

[44] Joint Opposition at 3, n.3.