



Federal Communications Commission
Washington, D.C. 20554

September 29, 2022

Via Electronic Mail

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**Re: Applications to Transfer Control of TEGNA, Inc., to Standard General, L.P.
MB Docket No. 22-162**

Dear Counsel:

On April 21, 2022, the Federal Communications Commission (Commission) accepted for filing applications seeking consent to transfer control of subsidiaries of TEGNA, Inc. (TEGNA), the ultimate parent of the licensees of 64 full-power television stations, two full-power radio stations, and other related FCC licenses, to an indirect subsidiary of SGCI Holdings III LLC (SGCI Holdings), whose Managing Member is Soohyung Kim, the Managing Partner of Standard General L.P. (Standard General and, jointly with TEGNA, the Applicants) (the Merger).¹ On May 20, 2022, the Media Bureau (Bureau) extended the pleading cycle, requiring petitions to deny to be filed by June 22, 2022, oppositions to be filed by July 7, 2022, and replies to be filed by July 18, 2022.² On June 3, 2022, the Bureau released a letter seeking limited additional documents and information.³ By this letter, we seek further information in order for the

¹ *Media Bureau Establishes Pleading Cycle for Applications to Transfer Control of TEGNA, Inc., to Standard General, L.P., and Permit-but-Disclose Ex Parte Status for the Proceeding*, Public Notice, MB Docket No. 22-162, DA 22-443 (MB Apr. 21, 2022) (*First Public Notice*).

² *Media Bureau Extends Pleading Cycle for Applications to Transfer Control of TEGNA, Inc., to Standard General, L.P.*, Public Notice, MB Docket no. 22-162, DA 22-562 (MB May 20, 2022) (*Second Public Notice*).

³ Letter from Holly Saurer, Chief, Media Bureau, to Scott C. Flick, Esq., Counsel to SGCI Holdings III LLC, et al. (Jun. 3, 2022) (*First Information Request*).

Commission to review the applications and make the necessary public interest finding under Section 310(d) of the Communications Act of 1934, as amended (the Act).⁴

Accordingly, pursuant to Section 308(b) of the Act, we request that the Applicants provide the requested documents and written responses for each request set forth in the Attachment and amend the applications to reflect such responses. Applicants' responses are due no later than October 13, 2022 or a date mutually agreed upon with the Media Bureau. Parties, including the Applicants, will have time after that to supplement their pleadings, by a date to be announced in a later public notice.

For instructions on how to identify and organize the documents and written responses called for by this request, please see the instructions in the Attachment. Your responses should be filed with Marlene H. Dortch, Secretary of the Commission, through the Commission's Electronic Comment Filing System (ECFS), under reference number MB Docket No. 22-162.⁵ For any responses that contain confidential or proprietary information, please follow the filing instructions set forth in the Protective Order released on June 3, 2022.⁶

For any electronic filings in response to this letter made using the Commission's Electronic Filing System, please also serve the documents via e-mail to David Brown at david.brown@fcc.gov. If you have any questions regarding this matter, please contact David Brown, david.brown@fcc.gov, Deputy Chief, Video Division, Media Bureau, at (301) 908-5926, or Jeremy Miller, jeremy.miller@fcc.gov, Video Division, at (202) 418-1507.

Sincerely,

Holly Saurer
Chief, Media Bureau

Enclosures

⁴ 47 U.S.C. § 310(d).

⁵ If it is not possible to submit the responses electronically, please file in accordance with the instructions for paper filers set forth in the *First Public Notice*.

⁶ *TEGNA, Inc., et al*, MB Docket No. 22-162, Protective Order, DA 22-604 (MB 2022).

ATTACHMENT

Inquiries: Information and Documents to be Provided

The Applicants must provide the information and documents requested below, in accordance with the Instructions and Definitions below, by October 13, 2022, as set forth above.

Unless otherwise indicated, the time period covered by this Information Request is January 1, 2019, to the present.

Requests for Documents

- (1) All documents, including presentations to AGM and any other financial lending or investment institutions, addressing each company's evaluation of this transaction (as well as alternative transactions considered among the companies), the motivating reasons for each company joining in the transaction, the reasons why the transaction would be advantageous to each company, and, specifically, documents discussing the cutting of staff, the diminution or displacement of local content, and the expansion of national content;
- (2) All documents, including without limitation offering memoranda or prospectuses, used to secure funding, or to market to, or discuss the proposed transactions with, prospective investors;
- (3) All analyses supporting or quantifying the Applicants' contention that the transaction will facilitate investment in local content and production capabilities, including specific business synergies and efficiencies that will facilitate such investment or otherwise aid the operation of Standard General and CMG were the transaction to be consummated;
- (4) All analyses and documents relating to projected future capital expenditures, personnel headcounts, and programming plans for each of the broadcast stations included in the Applications;
- (5) For each station acquired by Standard General or CMG within the last five years, provide documentation and data with respect to the addition of local and news programming, specifically breaking out, for each station, the weekly addition (or loss) of hours of (a) local news, (b) other local programming, and (c) news and interest segments not originated by the station. Provide documents or, if not otherwise available in document form, a narrative response describing the relationship between centrally originated programming by Standard General and CMG and any requirements for local stations to air such programming, including without limitation any written agreements or correspondence between Standard General and CMG and the stations with respect to such programming;
- (6) Describe in detail how a Washington, D.C. newsroom will be integrated with local stations and the extent of local station editorial control over resulting news coverage; provide all documents relating to any such proposed integration.
- (7) All documents concerning any actual or potential consolidation of news operations or services, including impacts on personnel headcounts;

- (8) All analyses and documents relating to Standard General's review of the CMG retransmission agreements currently in place, including calculations of post-transaction rate increases, or, alternatively, a statement that Standard General has not reviewed such agreements;
- (9) All correspondence from Deborah McDermott or other Standard General executives to TEGNA employees addressing how the proposed transaction may affect staffing or conditions of employment.

(10) The following schedules to the Merger Agreement:

- a. Section 4.2 - Capital Stock and Indebtedness
- b. Section 4.4(a) - Consents and Approvals; No Violations
- c. Section 4.4(b) - Consents and Approvals; No Violations
- d. Section 4.11(a) - Employee Benefits Plans
- e. Appendix 4.11(a)(i) Appendix 4.11(a)(ii) Section 4.11(e) - Multiemployer Plans
- f. Section 4.11(g) - Post-Employment Benefits
- g. Section 4.15(a)(iii) - Tax Matters
- h. Section 4.16 - Employment and Labor Matters
- i. Appendix 4.16(c)
- j. Section 4.20 - MVPD Matters
- k. Section 4.21 - Finders or Brokers Section 6.5(a) - Employee Matters
- l. Section 6.6(e) - Regulatory Approvals, Efforts

(11) The following schedules to the Contribution Agreement:

- a. Section 1.01 - Permitted Liens
- b. Section 3.04 - FCC and Programming Distribution Matters
- c. Section 3.13 - Financial Statements
- d. Section 4.05 - FCC and Programming Distribution Matters
- e. Section 4.06 - Taxes
- f. Section 4.12 - Employees; Labor Matters; Employee Benefit Plans
- g. Section 4.15 - Financial Statements

Affidavit Requirement. We direct the Applicants to support their answers with an affidavit or declaration under penalty of perjury, signed and dated by an authorized officer of TEGNA, Standard General, and AGM with personal knowledge of the representations provided in the responses. The affidavit or declaration must verify the truth and accuracy of the information therein, state that all of the documents and information requested by this letter that is in the Company’s possession, custody, control, or knowledge has been produced, and state that any and all documents provided in its answers are true and accurate copies of the original documents. In addition to such general affidavit or declaration of the authorized officer of TEGNA, Standard General, and AGM described above, if such officer (or any other affiant or declarant) is relying on the personal knowledge of any other individual rather than his or her own knowledge, and if multiple employees contribute to the answer, TEGNA, Standard General, and AGM shall provide separate affidavits or declarations of each such individual with personal knowledge that identify clearly to which answers the affiant or declarant with such personal knowledge is attesting. All such declarations provided must comply with Section 1.16 of the Rules,⁷ and be substantially in the form set forth therein. Failure to so support the Company’s answers could subject it to forfeiture.⁸

Definitions. The following definitions apply only to this Information Request. They are not intended to set or modify precedent outside the context of this document. In this Information Request, the following terms shall have the following meanings (such meanings to be equally applicable to both the singular and plural forms of the terms defined):

1. The term “TEGNA” means TEGNA, Inc., and its Subsidiaries and Affiliates.
2. The terms “Standard General” means Standard General, L.P., and its Subsidiaries and Affiliates.
3. The term “AGM” means Apollo Global Management, Inc., and all of its Subsidiaries and Affiliates, including, specifically, CMG Media Corporation and its subsidiaries and affiliates.
4. The term “CMG” means Cox Media Group and all licensee subsidiaries thereof, which have been found to be under the *de facto* control of AGM as determined in *Terrier Media Buyer, Inc.*, MB Docket No. 19-196, Declaratory Ruling, 34 FCC Rcd 10544, 10549-50 (MB 2019).
5. The term “Applicants” means TEGNA, Standard General, and AGM.
6. The term “Applications” means the series of applications listed in the attachment to the April 21, 2022, Public Notice.
7. The term “discussing” when used to refer to documents means analyzing, constituting, summarizing, reporting on, considering, recommending, setting forth, or describing a subject. Documents that contain reports, studies, forecasts, analyses, plans, proposals, evaluations, recommendations, directives, procedures, policies, or guidelines regarding a subject should be treated as documents that discuss the subject. However, documents that merely mention or refer to a subject without further elaboration should not be treated as documents that discuss that subject.
8. The term “Transaction” includes the proposed merger of TEGNA and Standard General and the related transactions the applications for which were accepted for filing on April 21, 2022.

⁷ See 47 CFR § 1.16.

⁸ *SBC Commc’ns, Inc.*, Forfeiture Order, 17 FCC Rcd 7591, 7600, para. 28 (2002) (imposing a \$100,000 penalty for failing to submit a sworn written response).

9. The term “Multichannel Video Programming Distributor” or “MVPD” means an entity, including a cable operator, which is engaged in the business of making available for purchase, by subscribers or customers, multiple channels of video programming.

10. The terms “and” and “or” have both conjunctive and disjunctive meanings.

11. The word “any” shall be construed to include the word “all,” and the word “all” shall be construed to include the word “any.” The word “each” shall be construed to include the word “every,” and the word “every” shall be construed to include the word “each.” All words used in the singular should be construed to include the plural, and all words used in the plural should be construed to include the singular.

12. The term “documents” means all computer files and written, recorded, and graphic materials of every kind in the possession, custody, or control of the Applicants. The terms “documents” and “analyses” are used interchangeably. Both include without limitation, electronic correspondence, metadata, embedded, hidden and other bibliographic or historical data describing or relating to documents created, revised, or distributed on computers systems, and all duplicates of documents (whether or not identical) in the files of or in the files maintained on behalf of all directors, officers, managers or other supervisory employees, duplicates of documents in all other files that are not identical duplicate of the originals, and duplicates of documents the original of which are not in the possession, custody, or control of the Applicants. The term “documents” includes spreadsheets, as well as underlying cell formulae and other codes. In addition, the term “documents” includes without limitation any amendments, side letters, appendices, or attachments. The term “computer files” includes without limitation information stored in, or accessible through, computer or other information retrieval systems. Thus, the Applicants should produce documents that exist in machine-readable form, including documents stored in personal computers, portable computers, workstations, minicomputers, mainframes, servers, backup disks and tapes and archive disks and tapes, and other forms of offline storage, whether on or off the Applicants’ premises. Electronic mail messages should also be provided, even if only available on backup or archive tapes or disks. Computer files shall be printed and produced in hard copy or produced in machine-readable form (provided that Commission staff determine prior to submission that it would be in a format that allows the Commission to use the computer files), together with instruction and all other materials necessary to use or interpret the data. Unless otherwise specified, the term “documents” excludes bills of lading, invoices, purchase orders, customs declarations, and other similar documents of a purely transactional nature and also excludes architectural plans and engineering blueprints. Where more than one identical copy of a requested document exists, the Applicants shall only produce one representative copy.

Instructions

1. To the extent responses for new information is being requested, submit responses in both paper and electronic form. Submit responsive documents (including materials containing Highly Confidential or Confidential Information) in electronic form only, unless otherwise specified. The Commission does not now require the submission of paper copies of these documents at this time but reserves the right to require their submission at a later time.

2. The Commission accepts electronic productions loaded onto hard drives, CD-ROMs, or DVD-ROMs. Where the size of the production exceeds the capacity of a single DVD-ROM, hard drives should be used as the delivery medium. For each piece of media, a unique identifier (MEDIAID) must be provided and must be physically visible *on the exterior* of the physical item. If the media is encrypted, supply the tool for decryption on or with the same media, as well as instructions for decryption. Provide the password separately. All documents produced in electronic format shall be scanned for, and free of, viruses. The Commission will return any infected media for replacement, which may affect the timing of the Applicants' compliance with this Information Request. The Commission does not accept load file productions via email or those that are posted on download sites (*e.g.*, FTP, secure server).

3. Each requested document shall be submitted in its entirety, even if only a portion of that document is responsive to a request made herein. This means that the document shall not be edited, cut, or expunged, and shall include all appendices, tables, or other attachments, and all other documents referred to in the document or attachments. All written materials necessary to understand any document responsive to these requests shall also be submitted. Provide final versions of each document; however, if a final version does not exist provide one copy of the latest draft of the document.

4. Unless otherwise agreed to by the Commission, requests for the production of documents (and any particular type of document) require the production of all responsive documents in the possession, custody, or control of the Company.

5. For each document submitted in response to this request, indicate, by number and subsection, the specific request to which it is responsive, and, for documents, identify the Person(s) from whose files the document was retrieved (*i.e.*, the custodian). Documents may be grouped according to the specific request to which it is responsive so long as it is indicated in a clear manner. For instance, all documents responding to a specific request may be contained in a specific file name so long as the name clearly identifies the document request.

6. The specific requests made herein are continuing in nature. The Applicants are required to produce in the future any and all documents and information that are responsive to the requests made herein but not initially produced. In this regard, the Applicants must supplement their responses (a) if the Applicants learns that, in some material respect, the documents and information initially disclosed were incomplete or incorrect or (b) if additional responsive documents or information are acquired by or become known to the Applicants after the initial production.

7. Any documents that are withheld in whole or in part from production based on a claim of privilege shall be assigned document control numbers (with unique consecutive numbers for each page of each document). For any page of any Document that the Company has designated to be withheld as entirely privileged, the Company shall submit a substitute, placeholder page that lists only the Document ID of the page that was withheld in entirety as privileged and a statement indicating that the page has been withheld in entirety as privileged. For any document withheld as entirely privileged, it is sufficient to supply one substitute, placeholder page for that document, so long as the range of Document IDs for the entire document is listed on the placeholder page and each Document ID for each page of the document is reflected in metadata.

8. For each Document identified on the Company privilege log:
 - 1) Provide the document control number(s);
 - 2) Identify all authors of the document;
 - 3) Identify all addressees of the document;
 - 4) Identify all recipients of the document or of any copies of the document, to the extent not included among the document's addressees;
 - 5) Provide the date of the document;
 - 6) Provide a description of the subject matter of the document;
 - 7) State the nature or type of the privilege that the Company is asserting for the document (e.g., "attorney-client privilege");
 - 8) Provide the number(s) of the Request to which the document is responsive;
 - 9) Provide the document control number(s) of any attachments to the document, regardless of whether any privilege is being asserted for such attachment(s); and
 - 10) State whether the document has been produced in redacted form, and include the range of Document ID labels for those produced documents.

The Company's privilege log shall also conform with all of the following requirements:

- 1) Provide a separate legend identifying each author, addressee, and recipient identified on the Company's privilege log.
- 2) Identify on the privilege log, and denote with an asterisk, all attorneys acting in a legal capacity with respect to the withheld document or communication.
- 3) The description of the subject matter of each document shall describe the nature of the document in a manner that, though not revealing information that is itself privileged, provides sufficiently detailed information to enable the Commission to assess the applicability of the privilege claimed.
- 4) For each document withheld under a claim that it constitutes or contains attorney work product, also state whether the Company asserts that the document was prepared in anticipation of litigation or for trial and, if so, specify the anticipated litigation or trial upon which the assertion is based.
- 5) Produce all nonprivileged portions of any responsive document (including nonprivileged or redactable attachments) for which a claim of privilege is asserted, except where the only nonprivileged information in the document has already been produced. Note where any redactions in the document have been made.
- 6) The privilege log shall be produced in both hardcopy and electronic form, the electronic form of which shall be both searchable and sortable.
- 7) Documents sent solely between counsel, including in-house counsel acting solely in a legal capacity, and documents authored by the Company's outside counsel that were not directly or indirectly furnished to any third party, such as internal law firm memoranda, may be omitted from the privilege log. However, any attachments to such documents must be included on the privilege log (if a privilege is applicable to such materials), unless such attachments are addressed and sent solely to counsel.