FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON

OFFICE OF THE
CHAIRWOMAN

July 12, 2023

The Honorable Cathy McMorris Rodgers, Chair
Committee on Energy and Commerce
U.S. House of Representatives
2125 Rayburn House Office Building
Washington, DC 20515

The Honorable Ted Cruz, Ranking Member
Committee on Commerce, Science, and Transportation
United States Senate
512 Dirksen Senate Office Building
Washington, DC 20510

Dear Chair McMorris Rodgers and Ranking Member Cruz:

Thank you for your letter of June 28, 2023, regarding the Federal Communications Commission's consideration of the proposed transaction involving TEGNA Inc., Standard General LP, and Apollo Global Management, Inc. (collectively, "the applicants").

As you note in your letter, this matter is no longer the subject of active litigation before the Court of Appeals for the D.C. Circuit as the court has ruled favorably regarding the Commission's handling of the proposed transaction. Specifically, the Court found that the applicants' challenge to the Commission's action in this proceeding was unsustainable, and that the issuance of a writ of mandamus to direct the Commission to act was unwarranted.[1] The court determined that the Commission had not unreasonably delayed in acting on the proposed transaction, and that the applicants had failed to show that the Commission had a duty to rule on the applications without going to hearing, which has long been a process required in certain circumstances under the Communications Act.[2] In sum, the court found nothing improper with the actions taken by the Commission under the law, including the designation of issues for hearing before an Administrative Law Judge.

An essential part of the Commission's mission is to determine whether grant of assignment or transfer applications serves the public interest consistent with Sections 309(a) and

[1] In early April the Court of Appeals for the D.C. Circuit denied the applicants' appeal of the Commission's decision to designate the matter for hearing before an administrative law judge. Order, SCGI Holdings III LLC v. FCC, No. 23-1083 (D.C. Cir. Apr. 3, 2023) (per curiam). In addition, the Court subsequently denied the applicants' petition for a Writ of Mandamus to direct the Commission to terminate the hearing proceeding and act by a date certain. The Court found the petition to be unwarranted and denied it on April 21, 2023. Order, SCGI Holdings III LLC v. FCC, No. 23-1084 (D.C. Cir. Apr. 21, 2023) (per curiam).

[2] Order, SCGI Holdings III LLC v. FCC, No. 23-1084 (D.C. Cir. Apr. 21, 2023) (per curiam).

310(d) of the Communications Act. Moreover, under Section 309(e) of the Communications Act, if a "substantial and material question of fact is presented" or if the Commission for any reason is unable to find that grant of the application would be consistent with the public interest, convenience, and necessity, the Commission *must* designate the application for a hearing on those grounds or issues.[3] The Act does not give the Commission the ability to "reject" or deny a license transfer. Rather, under 309(d) and (e), if the Commission is unable to affirmatively conclude for any reason that grant of the transfer is consistent with the public interest, convenience, or necessity, then it must designate the application for hearing. The Media Bureau's invocation of these ordinary Commission procedures is not unusual, but rather wholly consistent with the statutory authority afforded by Congress.

It perhaps bears repeating that the Commission has a statutory obligation to ensure that any assignment or transfer of licenses complies with the Commission's applicable rules and statutes and furthers the public interest. While the Commission endeavors to consider applications in the most timely manner possible, it cannot waive due consideration of the statutory public interest requirement, regardless of an applicant's preferences on timing or level of communication with the decisionmakers. In this case the applicants met with my office, other Commissioners' offices, and Commission staff numerous times over the course of this proceeding, including by phone, via video conference, and in person. In fact, between February 2022 and May 2023, the applicants had at least 21 meetings with the agency.[4] Furthermore, the

[3] 47 U.S.C. § 3.09(e).

[4] *See*, *e.g.*, Letter from Scott R. Flick, Counsel for SGCI Holdings III LLC, to Marlene H. Dortch, Secretary, FCC, MB Dkt No. 22-162 (rec. Aug. 17, 2022) (meeting with Media Bureau Chief and staff); Letter from Scott R. Flick, Counsel for SGCI Holdings III LLC, to Marlene H. Dortch, Secretary, FCC, MB Dkt No. 22-162 (rec. Sept. 15, 2022) (meeting with Chairwoman's Legal Advisor); Letter from Scott R. Flick, Counsel for SGCI Holdings III LLC, to Marlene H. Dortch, Secretary, FCC, MB Dkt No. 22-162 (rec. Sept. 19, 2022) (meeting with Media Bureau Chief and staff); Letter from Scott R. Flick, Counsel for SGCI Holdings III LLC, to Marlene H. Dortch, Secretary, FCC, MB Dkt No. 22-162 (rec. Sept. 22, 2022) (meeting with Commissioner Carr's Legal Advisor); Letter from Scott R. Flick, Counsel for SGCI Holdings III LLC, to Marlene H. Dortch, Secretary, FCC, MB Dkt No. 22-162 (rec. Sept. 22, 2022) (meeting with Commissioner Starks' Legal Advisor); Letter from Scott R. Flick, Counsel for SGCI Holdings III LLC, to Marlene H. Dortch, Secretary, FCC, MB Dkt No. 22-162 (rec. Sept. 23, 2022) (meeting with Commissioner Simington's Legal Advisor); Letter from Scott R. Flick, Counsel for SGCI Holdings III LLC, to Marlene H. Dortch, Secretary, FCC, MB Dkt No. 22-162 (rec. Oct. 5, 2022) (meeting with Media Bureau Chief and staff); Letter from Scott R. Flick, Counsel for SGCI Holdings III LLC, to Marlene H. Dortch, Secretary, FCC, MB Dkt No. 22-162 (rec. Oct. 13, 2022) (meeting with Media Bureau staff); Letter from Scott R. Flick, Counsel for SGCI Holdings III LLC, to Marlene H. Dortch, Secretary, FCC, MB Dkt No. 22-162 (rec. Oct. 17, 2022) (meeting with Commissioner Starks' Legal Advisor); Letter from Scott R. Flick, Counsel for SGCI Holdings III LLC, to Marlene H. Dortch, Secretary, FCC, MB Dkt No. 22-162 (rec. Oct. 28, 2022) (meeting with Commissioner Simington's Legal Advisor); Letter from Scott R. Flick, Counsel for SGCI Holdings III LLC, to Marlene H. Dortch, Secretary, FCC, MB Dkt No. 22-162 (rec. Nov. 15, 2022) (documenting separate meetings with Chairwoman and staff, Commissioner Carr and staff, and Commissioner Simington and staff); Letter from Scott R. Flick, Counsel for SGCI Holdings III LLC, to Marlene H. Dortch, Secretary, FCC, MB Dkt No. 22-162 (rec. Dec. 1, 2022) (meeting with Commissioner Starks and Legal Advisor); Letter from Scott R. Flick, Counsel for SGCI Holdings III LLC, to Marlene H. Dortch, Secretary, FCC, MB Dkt No. 22-162 (rec. May 11, 2023) (documenting separate meetings Commissioner Carr and staff, and Commissioner Simington and staff). I note that the Media Bureau issued a Public Notice on April 21, 2022 establishing this proceeding as permit-but-disclose for *ex parte* purposes. *See* 47 CFR § 1.1206; *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,

record in this proceeding remained open throughout the pendency of the applications, and the applicants communicated with the Commission extensively by filing numerous *ex parte* notices, supplemental pleadings, and unsolicited commitments. Ultimately, the level of communication and interaction between the Commission and the applicants in this proceeding was entirely consistent with similar prior transactions. And in any event, the Commission bases its decision-making not on the number of meetings held with the parties, but on the basis of the public record before the Commission.[5]

As detailed in the Hearing Designation Order, the applications, pleadings, and record developed in this proceeding raised substantial and material questions of fact that remained unsettled. Accordingly, as noted above, consistent with the Communications Act, the agency's proper course for proceeding was to advance the matter to a hearing to resolve these issues. Drafting of this Hearing Designation Order began the week of January 23, 2023, following the close of a public comment period necessitated by the applicants' introduction of various commitments into the record.

As I stated earlier, I believe that many of the questions contained in your letter regarding the Commission's precedent and basis for considering issues related to either retransmission consent rates or localism are addressed in the Hearing Designation Order issued in this case and the Commission's Opposition to Petition for Writ of Mandamus filed with the Court of Appeals for the D.C. Circuit.

In particular, the Hearing Designation Order thoroughly explained that with regard to the potential public interest harm pertaining to retransmission consent fees charged to cable operators and other multichannel video programming distributors (MVPDs), the Commission has recognized that transactions have the potential to artificially increase such fees to the detriment of consumers and the public interest. Indeed, the potential impact of a proposed transaction on retransmission consent fees has been an issue regularly raised by petitioners and examined by the Commission when reviewing proposed transactions for nearly two decades now.

DA 22-443 (MB Apr. 21, 2022). Further, the Commission's rules contain certain exceptions to the disclosure requirement for permit-but-disclose proceedings. *See generally* 47 CFR § 1.1204.

[5] As the Commission has stated previously, "[T]he object of the ex parte rules is simple—to assure that the agency's decisions are based upon a publicly available record rather than influenced by off-the-record communications between decision-makers and outside persons. This objective is grounded upon basic tenents of 'fair play' and 'due process' that are embodied in the Constitution and other laws and which, we believe, are indispensable to preserving the public's trust and confidence in the integrity of the Commission's processes." *Amendment of Subpart H, Part 1 of the Commission's Rules and Regulations*, 2 FCC Rcd 3011, 3012 ¶ 5 (1987) (citing the Sunshine Act, P.L. 94–409, 90 Stat. 1241 et seq. (1976), by which Congress amended the Administrative Procedure Act, 5 U.S.C. § 551 et seq., to provide statutory prohibitions against ex parte communications in "on-the-record" proceedings, and noting legislative history that explains the purpose of these provisions "is to insure that agency decisions required to be made on a public record are not influenced by private, off-the-record communications from those personally interested in the outcome.").

Whether in reviewing Comcast's acquisition of NBCUniversal, AT&T's acquisition of DIRECTV, Charter Communications' acquisition of Time Warner Cable, or the proposed combination of broadcast television companies such as Nexstar and Media General or Nexstar and Tribune, the Commission has repeatedly analyzed and addressed retransmission consent rates as part of its consideration of whether the license transfer sought by the applicants was in the public interest.[6] And while in those previous transactions, the Commission ultimately found that the potential for increased retransmission consent rates in those specific cases did not create a public interest harm, or may have been mitigated by conditions, the Commission clearly established this issue as a proper consideration under the Commission's public interest review.

However, as discussed in the Hearing Designation Order, the Commission's prior cases clearly indicated that a future fact pattern may rise to the level of a public interest harm that would be problematic.[7] This appeared to be the case in the instant transaction. Apollo and Standard General's proposed acquisition of TEGNA involved an unusual attempt to artificially increase the retransmission consent rates by creating a carefully sequenced, multi-step transaction that would achieve the result of having a single Apollo station (WFXT(TV) Boston) appear to acquire the publicly traded company TEGNA but ultimately be controlled by Soo Kim.

---

[6] As discussed in the HDO at ¶¶ 21-22 (footnotes and citations omitted):

> For example, in *Nexstar/Media General*, the [Media] Bureau and the Wireless Telecommunications Bureau addressed concerns that a merger between two large broadcast television companies would increase retransmission consent fees and trigger after-acquired station clauses to the detriment of consumers and the public interest. While *Nexstar/Media General* did not find that the transaction would result in undue leverage in the negotiation of retransmission consent fees, it noted that the Bureaus did "not foreclose the possibility, in the future, of looking at rising retransmission fees, black outs, and other related issues in a context broader than local markets," emphasizing that "such harms must be demonstrably transaction-specific and not industry-wide in nature to be addressed in the context of a transfer of control proceeding."
>
> More recently, in *Nexstar/Tribune*, the Commission expressed concern about increases in retransmission consent fees that are not the result of "competitive marketplace considerations." In that case, the Commission addressed allegations that a proposed merger would harm MVPDs and consumers by causing increases in retransmission consent fees, thereby harming the public interest. While the Commission ultimately held in that case that an increase in retransmission consent rates, by itself, was not necessarily a public interest harm, it was careful to qualify its holding. There, the Commission noted that a public interest harm would be more likely if a rise in rates was not the result of a functioning retransmission consent marketplace or was the product of market power. Further, the Commission specifically discussed after-acquired station clauses, which allow a broadcaster to bring newly acquired stations under its existing retransmission consent agreement, substituting the acquiring broadcaster's retransmission consent fee for the rate previously negotiated by the MVPDs for the broadcast stations in question. While the Commission found that there was no apparent reason to step in and deny one party the benefit of the negotiated bargain of after acquired clauses in that case, it suggested that such intervention would be appropriate if there was "evidence of anticompetitive practices or other wrongdoing."

[7] HDO at ¶ 21 ("*Nexstar/Media General* . . . noted that the Bureaus did 'not foreclose the possibility, in the future, of looking at rising retransmission fees, black outs, and other related issues in a context broader than local markets,' emphasizing that 'such harms must be demonstrably transaction-specific and not industry-wide in nature to be addressed in the context of a transfer of control proceeding.').

Thus, the Media Bureau's careful investigation of the retransmission consent issue was both warranted and supported by the Commission's prior review of similar transactions.[8]

With regard to the proposed transaction's potential impact on jobs, journalism, and local programming, the Hearing Designation Order similarly explained the Media Bureau's basis and authority for exploring issues related to localism.[9] As the Hearing Designation Order explained, the issue it sought to resolve at hearing was not simply labor reductions, but rather the fundamental question of whether, and to what extent, the transaction might harm localism and the service provided by the broadcast stations to the affected communities.

The fact that the Hearing Designation Order in this case was issued by the Media Bureau under delegated authority, rather than issued by the full Commission, was neither inappropriate nor unprecedented. The Commission's rules delegate broad authority to the Media Bureau to handle various matters including the assignment and transfer of broadcast licenses without regard to the size of the transaction. Notably, the only limitation on the monetary size or significance of matters that can be handled by the Media Bureau pursuant to delegated authority pertains to the imposition, reduction or cancellation of forfeitures pursuant to section 503(b) of the Communications Act.[10] Indeed, the Media Bureau has handled numerous television transactions valued over a billion dollars pursuant to delegated authority, including Terrier Media's $3.1 billion dollar acquisition of Cox Media in 2019; Nexstar Media's $7.2 billion dollar acquisition of Tribune Media Company in 2019; Gray Television's $3.6 billion dollar acquisition of Raycom Media in 2018, and Nexstar Media's $4.6 billion dollar acquisition of Media General in 2016. The Commission's bureaus regularly handle significant transactions under delegated authority, including Connect Holdings, LLC's (Apollo Global Management) acquisition of 20 Incumbent LECs owned by Lumen Technologies, Inc. for $7.5 billion in 2022; Stonepeak Infrastructure Partners' acquisition of Astound Broadband/RCN for $8.1 billion in 2021; and Altice's acquisition of Cablevision for $17.7 billion in 2016.

Indeed, a review of the Commission's records also readily shows the designation of matters for hearing by both the Commission and its various bureaus. Some prior transactions that have been designated for hearing, such as the proposed merger between EchoStar

---

[8] Further, as the Commission noted in its opposition to the applicant's petition for mandamus:

> There is no merit to Applicants' contention (Pet. 27–28) that the Commission somehow lacks authority, in assessing whether the transactions are in the public interest, to examine whether the transactions would harm consumer welfare by allowing Applicants to artificially increase retransmission fees. On the contrary, this Court has affirmed that "competitive considerations are an important element of the 'public interest,'" and that the Commission may consider "pertinent antitrust policies * * * along with other public interest considerations." *N. Nat'l Gas Co. v. FPC*, 399 F.2d 953, 961 (D.C. Cir. 1968); *see United States v. FCC*, 652 F.2d 72, 81–82 (D.C. Cir. 1980) (en banc).

Opposition to Petition for Writ of Mandamus at p. 22.

[9] HDO at ¶¶ 33-35 (footnotes and citations omitted).

[10] 47 CFR § 0.283.

Communications Corp. and DirecTV in 2002,[11] and Sinclair Broadcast Group, Inc.'s proposed acquisition of Tribune Media Company in 2018[12] were designated for hearing by the full Commission. Other significant transactions, such as the proposed assignment of licenses to Lake Broadcasting in 2014[13] and the transfer of radio stations involving Entertainment Media Trust in 2019[14] were designated for hearing by the Media Bureau.

As I noted in my earlier letter, whether on delegated authority or considered by the full Commission, the Commission has an informal guideline that strives to process transactions within 180 days. While that has long been an internal aspiration for processing transactions, more complex transactions tend to take longer to review to satisfy statutory requirements involving, among other things, public interest findings and foreign ownership. In particular, transactions that require the production of additional documents, that raise significant issues, or that seek approval for foreign ownership often take longer than 180 days to review.

Upon filing, Standard General sought approval for a high level of foreign ownership. The Communications Act has limits on foreign ownership of U.S. broadcast station licenses including a benchmark restriction of 25%.[15] Nonetheless, as filed, this transaction would have resulted in 49.16% foreign ownership.[16] In addition, the parties to the transaction were seeking approval of up to 100% foreign ownership.[17]

In light of this, the transaction required review by the Committee for the Assessment of Foreign Participation in the United States Telecommunications Sector.[18] The Committee

---

[11] *EchoStar Communications Corp., General Motors Corp. and Hughes Electronics Corp., and EchoStar Communications Corp.*, Hearing Designation Order, 17 FCC Rcd 20559 (2002).

[12] *Applications of Tribune Media Company (Transferor) and Sinclair Broadcast Group, Inc. (Transferee)*, Hearing Designation Order, MB Docket No. 17-179, 33 FCC Rcd 6830 (2018).

[13] *Patrick Sullivan and Lake Broadcasting, Inc., Application for Consent to Assignment of License of FM Translator Station W238CE, Montgomery, Alabama*, Hearing Designation Order, 29 FCC Rcd 5421 (MB 2014).

[14] *Applications of Entertainment Media Trust*, Hearing Designation Order and Notice of Opportunity for Hearing, 34 FCC Rcd 4351 (MB 2019).

[15] 47 U.S.C. § 310(b)(4) ("No broadcast station or common carrier or aeronautical en route or aeronautical fixed radio station license shall be granted to or held by . . . any corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country, if the Commission finds that the public interest will be served by the refusal or revocation of such license").

[16] Amended Petition for Declaratory Ruling of Teton Parent Corp. (filed Apr. 1, 2022). TPC had previously filed its initial petition on March 10, 2022, and then filed its first amendment on March 23, 2022. The foreign investment included three Cayman Island investment funds and one British Virgin Island investment fund.

[17] *Id.* at 2. The applicants sought this 100% foreign ownership in the aggregate of the equity and voting interests. The applicants also requested specific approval for certain foreign entities to hold interests above 5%.

[18] Standard General's proposed ownership structure involved ownership by several non-U.S. entities, which under the Commission's rules requires the filing of a separate Petition for Declaratory Ruling to seek authority for such

includes the Attorney General, the Secretary of Defense, the Secretary of Homeland Security, and the head of any other executive department or agency, or any Assistant to the President, as the President determines appropriate. The Advisors to the Committee include the Secretaries of State, Treasury, and Commerce; the Director of the Office of Management and Budget; the United States Trade Representative; the Director of National Intelligence; the Administrator of the General Services Administration; and the Director of the Office of Science and Technology Policy. In general, the more complex the transaction and the greater the levels of foreign investment, the longer this review takes to complete, which can delay Commission action. In this case, the review was not complete until eight months following the initial filing of the transaction.

As noted in my prior response, the Commission handles hundreds, if not thousands, of license transfers annually, and not every transaction considered by the Commission is tracked formally using the 180 day shot-clock. Typically, a webpage is created for the transactions with higher profiles and are tracked using the 180 day clock. Of those cases, a review of the Commission's website shows that in the past two decades at least seven significant transactions have taken longer than 375 days to process, with another dozen taking longer than 300 days.

The longest review period involved the Tribune Company transaction. The applications were accepted for filing on May 13, 2010 and the Bureau completed this transaction on November 6, 2012 with a total time period of 908 days (177 of those on the informal clock). The next longest was the T-Mobile-Sprint transaction which was accepted for filing on June 15, 2018 with an Order released on November 5, 2019 after 508 days (317 on the informal clock). Third is the Univision-Hispanic Broadcasting transaction, accepted for filing on August 2, 2002 and processed on September 9, 2003 after 416 days (258 on the informal clock). The Order for the Comcast/TimeWarner-Adelphia transaction, accepted for filing on June 2, 2005, was released on July 13, 2006 after 406 days on the informal clock. The Commission adopted an Order dismissing the Comcast–Time Warner Cable–Charter merger on April, 29, 2015 after the applications were accepted for filing on April 8, 2014 for a total of 386 days (165 on the informal clock). The Commission released an Order involving the Clear Channel transaction on January 8, 2008 after it was accepted for filing on December 20, 2006 (and spent 384 days on the informal clock). Finally, the Citadel Broadcasting-Disney transaction was accepted for filing on March 7, 2006 and granted on March 22, 2007 after 380 days on the informal clock.

For the 12 transactions with review periods longer than 300 days, the Liberty Media-DirecTV merger took 369 days to complete with an Order adopted on February 25, 2008 after the applications were accepted for filing on February 21, 2007. The AT&T-Verizon Wireless/Alltel transaction took 368 days to resolve, with an Order adopted on June 22, 2010, after the applications were accepted for filing on June 19, 2009. The Commission completed its review of the Verizon Wireless-AT&T/Centennial transaction in 354 days (175 on the informal

---

foreign ownership and coordination with other federal agencies. *See Media Bureau Announces Filing of Petition for Declaratory Ruling by Teton Parent Corp*, Public Notice, MB Docket 22-166, DA 22-446 (rel. April 22, 2022).

clock) with an Order adopted on August 20, 2010 after the applications were accepted for filing on August 31, 2009. The Media Bureau completed the Sinclair-Allbritton transaction on delegated authority after 344 days (327 on the informal clock) when an Order was adopted on July 24, 2014 after the applications were accepted for filing on August 14, 2013. The Media Bureau resolved the Nexstar-Media General transaction on delegated authority with an Order adopted on January 11, 2017 after the applications were accepted for filing on February 17, 2016 (329 days on the informal clock). The Harbinger-SkyTerra merger was approved on delegated authority by the International Bureau, the Wireless Telecommunications Bureau and the Office of Engineering and Technology on March 26, 2010 after the applications were accepted for filing on May 1, 2009 (329 days on the informal clock). The Commission completed the GCI–ACS Wireless transaction in 328 days (279 days on the informal clock) on July 16, 2013 after applications were accepted for filing on August 22, 2012. The Charter–Time Warner Cable–Bright House applications were accepted for filing on June 23, 2015 and the review was completed on May 5, 2016 after 317 days (221 days on the informal clock). The Commission finalized the AT&T-Qualcomm merger after 316 days (204 days on the informal clock) on December 22, 2011 after applications were accepted for filing on February 9, 2011. The CenturyLink–Level3 merger was completed on October 30, 2017 after 313 days (195 days on the informal clock)after the applications were accepted for filing on December 21, 2016. The Commission adopted an Order in the New Iridium transaction on February 8, 2002, 310 days (with 230 days on the informal clock) after the applications were accepted for filing on April 4, 2001. The Fox–ChrisCraft merger was completed on July 25, 2001, 301 days (with 261 days on the informal clock) after applications were accepted for filing on September 27, 2000.

With regard to questions about the advance notice of the Media Bureau's planned issuance of the Hearing Designation Order, I note that the informal practice of informing other Commissioners or offices of actions taken on delegated authority by the agency's various bureaus and offices is not required by any internal policy, rule, or statute.

As the Chairwoman now, and previously a Commissioner who sometimes received these notifications and sometimes did not, I understand this is instead a courtesy that is not always possible in every case. Concerns with the premature release of information or the potential for impacting litigation or the stock price of a publicly traded company are some of the considerations that might dictate a shorter notice to other Commission offices, as well as simply issues of timing and logistics.[19] So while I have tried to continue this courtesy as Chairwoman, it is not always possible in light of confidentiality or timing concerns, and in this instance advance coordination with my colleagues was done by direct outreach to those offices just prior to the release of the Hearing Designation Order.

[19] *See, e.g., U.S. v. Blaszczak*, 56 F.4th 230, 236 (2nd Cir. 2022) (noting that agency employee leak of "confidential predecisional information" to outside hedge fund affected the agency's "efficient use of its limited time and resources") (*citing U.S. v. Blaszczak,* 947 F.3d. 19, 33 (2nd Cir. 2019), *judgment vacated and remanded, Blaszczak v. U.S.*, 141 S.Ct. 1040 (2021). In this case, release after markets closed on Friday afternoon was prudent so as to minimize the potential impact on the publicly traded stock of TEGNA.

Some of your questions also refer to parties that were reported to have been potentially interested in acquiring the TEGNA stations. As I noted previously, the Commission is well-aware of the clear guidance of Section 310(d) of the Communications Act prohibiting consideration of an alternative transferee or assignee when reviewing an application for assignment or transfer of license. The Media Bureau's scrutiny of the proposed deal was due solely to the nature and terms of the transaction itself, namely, the carefully structured and sequenced series of transactions; the involvement of an allegedly independent third-party private equity fund and competitor; and the conflicting evidence in the record about the potential impact of the transaction on localism and consumers.

Finally, the appendix attached to your letter requests documents regarding communications between certain parties that provided comment or other materials in connection with the transaction.[20] Pursuant to your request, attached please find documents, copies of emails, and other materials potentially responsive to this request after a preliminary search of records and available databases. Searches for other potentially responsive or other communications requested by the appendix are ongoing. Should additional responsive materials be found in the future, Commission staff will provide that information as soon as possible.

Following receipt of this letter, agency staff will reach out to coordinate a time for the follow-up briefing you request on this matter.

I hope this is helpful. Please let me know if I can be of any further assistance.

Sincerely,

Jessica Rosenworcel

[20] See Letter from The Honorable Cathy McMorris Rogers, Chair, U.S. House Committee on Energy and Commerce and the Honorable Ted Cruz, Ranking Member, U.S. Senate Committee on Commerce, Science, and Transportation to the Honorable Jessica Rosenworcel, Chairwoman, Federal Communications Commission, at Appendix.

> 11. Please provide all documents concerning communications between (A) NewsGuild-CWA, David Goodfriend, or Andrew Schwartzman and (B) anyone in the Media Bureau or Chairwoman Rosenworcel's Office from September 1, 2022 to February 24, 2023. If so, identify the dates on which those meetings or oral communications took place and the subject of those communications.
>
> 12. Has anyone in the Office of the Chairwoman or Commission staff had any communications with Byron Allen or any board member, employee, or contractor of Allen Media Group or Entertainment Studios regarding the Standard General-TEGNA transaction? If so, please provide all documents concerning those communications and identify the dates on which any meetings or oral communications took place and the subject of those communications.