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May 7, 2018

BY ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

Re: Applications of Tribune Media Company and Sinclair Broadcasting Group, Inc. for Consent to Transfer Control of Licenses and Authorizations, MB Docket No. 17-179

Dear Ms. Dortch:

On May 3, 2018, Michael Nilsson of Harris, Wiltshire & Grannis LLP and I met with Media Bureau staff to discuss procedural issues related to Sinclair's latest Amendment of its application to purchase stations from Tribune.¹ Present on behalf of the Commission were Media Bureau Chief Michelle Carey, Barbara Kreisman, Sarah Whitesell, Chris Robbins, and David Roberts.

Specifically, we discussed the following:

- We discussed our understanding that Sinclair cannot close on its proposed transaction until the Commission approves both the applications that constitute the transaction *and* the proposed divestiture applications. Moreover, we reiterated our continued view that the Commission cannot process the proposed transaction without knowing all the parties

¹ See *Applications of Tribune Media Co. and Sinclair Broadcast Group, Inc. for Consent to Transfer Control of Licenses and Authorizations*, MB Docket No. 17-179, Amendment to June Comprehensive Exhibit (filed April 24, 2018) ("April Amendment"); see also *Applications of Tribune Media Co. and Sinclair Broadcast Group, Inc. for Consent to Transfer Control of Licenses and Authorizations*, MB Docket No. 17-179, Amendment to June Comprehensive Exhibit (filed Feb. 20, 2018); *Applications of Tribune Media Co. and Sinclair Broadcasting Group, Inc. for Consent to Transfer Control of Licenses and Authorizations*, MB Docket No. 17-179, Amendment to June Comprehensive Exhibit (filed March 8, 2018).

who will acquire the stations that Sinclair proposes to divest and the terms on which those stations would be acquired—information and data that Sinclair has yet to provide.²

- We discussed our understanding that Sinclair will not “acquire” divested Tribune stations notwithstanding Sinclair’s statements that *it* is seeking to sell Tribune’s stations.³ (Of course, Sinclair may not obtain “control” of Tribune’s stations—a term that includes the ability to set the terms of a sale to a third party—without prior Commission authorization.⁴) We explained the relevance of this understanding to after-acquired station clauses in Sinclair’s retransmission consent contracts, among other things.
- We discuss whether the April Amendment constitutes a “major amendment” for purposes of the Commission’s rules.⁵ Such a determination appears relevant, among other things, with respect to the timing of two potential duopoly showings in St. Louis, each of which depends on when an “application” is filed.⁶

² See Letter from Mary C. Lovejoy to Marlene H. Dortch, MB Docket No. 17-179 *et al.* at 8-9 (filed Mar. 26, 2018) (“March ACA Letter”).

³ See, e.g., April Amendment at 3 (noting that “Sinclair is negotiating” to sell a Tribune-owned station); March ACA Letter at 6 (discussing concerns with after-acquired station clauses); *John H. Phipps, Inc. (Assignor) and WCTV Licensee Corp. (Assignee)*, 11 FCC Rcd. 13053, ¶ 9 (1996) (permitting non-substantive “essentially instantaneous” transfers to complete complex transactions).

⁴ 47 U.S.C. § 310(d) (“No construction permit or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any manner, voluntarily or involuntarily, directly or indirectly, or by transfer of control of any corporation holding such permit or license, to any person except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby. Any such application shall be disposed of as if the proposed transferee or assignee were making application under section 308 of this title for the permit or license in question; but in acting thereon the Commission may not consider whether the public interest, convenience, and necessity might be served by the transfer, assignment, or disposal of the permit or license to a person other than the proposed transferee or assignee.”).

⁵ See 47 C.F.R. § 73.3578(b) (“Any amendment to an application for assignment of construction permit or license, or consent to the transfer of control of a corporation holding such a construction permit or license, shall be considered to be a minor amendment, except that any amendment which seeks a change in the ownership interest of the proposed assignee or transferee which would result in a change in control, or any amendment which would require the filing of FCC Forms 314, 315, or 345 (see § 73.3540), if the changes sought were made in an original application for assignment or transfer of control, shall be considered to be a major amendment. However, the FCC may, within 15 days after the acceptance for filing of any other amendment, advise the applicant that the amendment is considered to be a major amendment and therefore is subject to the provisions of § 73.3580.”).

⁶ April Amendment at 2 n.7 (noting that two St. Louis stations, an ABC affiliate and a CW affiliate, have switched rankings between the time the original application was filed and the time the April Amendment was filed); see also 47 C.F.R. § 73.3555(b)(1)(ii) (generally prohibiting combinations where, “[a]t the time the application to acquire or construct 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 most recent all-day (9 a.m.-midnight) audience share, as measured by Nielsen Media Research or by any comparable

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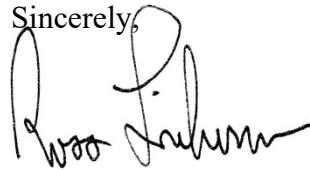
Page 3

- We discussed whether the Commission would be requesting data and information from the parties seeking to acquire divested stations, as it requested from Applicants themselves⁷, should these parties not provide such information on their own.

* * *

In accordance with the Commission's rules, I will file a copy of this letter electronically in the docket listed above.

Sincerely,

A handwritten signature in black ink, appearing to read "Ross J. Lieberman", written over the word "Sincerely,".

Ross J. Lieberman

cc: Meeting participants

professional, accepted audience ratings service.”); *Amendment of Parts 1 and 21 of the Commission's Rules and Regulations Applicable to the Domestic Public Radio Services (Other than Maritime Mobile)*, 60 F.C.C.2d 549, ¶ 6 (1976) (“[W]e consider an application which is amended by a major amendment to be so changed as to be the equivalent of a newly filed application.”).

⁷ Letter from Michelle M. Carey to Miles S. Mason and Mace J. Rosenstein, MB Docket No. 17-179 (Sept. 14, 2017) (containing information request).