**Before the**
**FEDERAL COMMUNICATIONS COMMISSION**
**Washington, D.C. 20554**

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| In the Matter of:<br><br>Media Bureau Establishes Pleading Cycle for Applications to Transfer Control of NBI Holdings, LLC and Cox Enterprises, Inc., to Terrier Media Buyer, Inc., and Permit-But-Disclose *Ex Parte* Status for the Proceeding | )<br>)<br>)<br>)<br>)<br>)<br>)<br>) | MB Docket No. 19-98 |

**CONSOLIDATED JOINT OPPOSITION TO PETITIONS TO DENY AND COMMENTS**


| COX ENTERPRISES, INC. | NBI HOLDINGS, LLC | TERRIER MEDIA BUYER, INC. |
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**CONSOLIDATED JOINT OPPOSITION TO PETITIONS TO DENY AND COMMENTS**

NBI Holdings, LLC ("Northwest"); Cox Enterprises, Inc. ("Cox"); and Terrier Media Buyer, Inc. ("Terrier Media") (collectively, the "Applicants") hereby oppose the Petition to Deny of Common Cause, Common Cause Ohio, and United Church of Christ, OC Inc. ("Common Cause"); the Comments filed by the American Television Alliance ("ATVA"); and the Petition to Deny of Darryl B. Beauford in the above-captioned proceeding.[1]

## I. INTRODUCTION AND SUMMARY

The Applicants seek Commission consent to the transfer of control to Terrier Media of all of the television stations owned by Northwest and Cox and four radio stations also owned by Cox.[2] As the Applicants have explained, the Transactions comply with all of the Commission's

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[1] Comments of the American Television Alliance, MB Docket No. 19-98 (May 10, 2019) (the "ATVA Comments"); Petition to Deny of Common Cause, Common Cause Ohio, and United Church of Christ, OC Inc., MB Docket No. 19-98 (May 10, 2019) (the "Common Cause Objection"); and Petition to Deny of Darryl B. Beauford, MB Docket No. 19-98 (Apr. 19, 2019) (the "Beauford Objection"). The Cox Transaction and the Northwest Transaction described in the Applications are referenced herein collectively as the "Transactions." Common Cause, ATVA, and Mr. Beauford are collectively referred to herein as the "Opponents."

[2] *See* Media Bureau Establishes Pleading Cycle for Applications to Transfer Control of NBI Holdings, LLC, and Cox Enterprises, Inc., to Terrier Media Buyer, Inc., and Permit-But-Disclose Ex Parte Status for the Proceeding, *Public Notice*, DA 19-275 (rel. Apr. 10, 2019) (the

ownership rules and will provide the Stations involved with a significant new source of capital for the expansion of local service. Terrier Media is making a strategic, long-term investment in broadcasting that is designed to strengthen the acquired stations and expand local service in an age of unprecedented competition. Terrier Media acknowledged that, as a newcomer to the broadcasting industry, it will rely heavily on the existing leadership teams that have built Cox and Northwest into two of the most successful and respected broadcast station groups in America.[3] Television viewers and the Commission should welcome this type of transaction because it shows that relied-upon local television service will continue to expand and improve into the foreseeable future.

Common Cause claims that Terrier Media's private equity investors are a threat to localism and diversity because they will cause Terrier Media to "gut" the stations it acquires and then sell them at a profit in a few years. These ill-informed, speculative fears cannot provide a basis for delaying or denying the Applications. Common Cause is simply wrong because Terrier Media understands that localism will continue to drive the value of the businesses it is buying. If Terrier Media ruins the local services the Stations provide, then it will have significantly undermined the value of its substantial investment in this business. The smart business plan for local television – demonstrated by the explosion of local news and public affairs programming in the industry over the past decade – is expanding, not contracting, local service. That is the business plan that attracted Terrier Media to these Transactions, and that is the plan that Terrier Media is committed to executing. Common Cause's claim that the transaction will reduce diversity by combining two heretofore separate station groups is absurd. If accepted, no station

applications and stations listed in the Attachment to the Public Notice are referred to herein as the "Applications" and "Stations," respectively.).

[3] *See* Applications, Comprehensive Exhibit at 6-7 (the "Comprehensive Exhibit").

groups could ever merge. The transaction will not negatively impact viewpoint diversity in any market because there is no overlap between the service areas of Cox and Northwest. Moreover, because Terrier Media is a new entrant, the transaction will add a new voice to the rich mix of broadcasting viewpoints available nationwide. Terrier Media is fully qualified to be a Commission licensee, and Common Cause's objections to a private equity-backed company owning television stations is both baseless and short-sighted.

ATVA's Comments are nothing more than transparent regulatory rent-seeking masquerading as concern for consumers. On behalf of its member companies, ATVA argues that the Applications are deficient because they don't address the impact the transaction will have on retransmission consent rates or consumer costs for cable and satellite service. The Commission has repeatedly rejected this line of inquiry in evaluating television transactions, and there is nothing about these Transactions that presents a reason to change course.[4] In the free marketplace established by Congress, retransmission consent agreements are voluntarily negotiated between broadcasters and multichannel video programming distributors ("MVPDs"). Congress gave the Commission a limited oversight role over good faith negotiations, and broadcast transaction review is far outside that mandate.

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[4] *See, e.g.*, Consent to Transfer Control of Certain License Subsidiaries of Raycom Media, Inc. to Gray Television, Inc., *Memorandum Opinion and Order*, DA 18-1286 (rel. Dec. 20, 2018) (the "*Gray-Raycom*"); Consent to Transfer Control of Media General, Inc. to Nexstar Media Group, Inc., *Memorandum Opinion and Order*, 32 FCC Rcd 183 (2017) ("*Nexstar-Media General*"); Applications for Consent to Transfer of Control from Shareholders of Belo Corp. to Gannett Co., Inc., *Memorandum Opinion and Order*, FCC Rcd 16867 (2013) ("*Gannett-Belo*"); High Maintenance Broadcasting, LLC, *Letter Ruling*, FCC File No. BALCDT-20120315ADD, rel. Aug. 28, 2012; ACME Television Licenses of Ohio, LLC, *Letter Ruling*, 26 FCC Rcd 5198 (2011); Free State Communications, LLC, *Letter Ruling*, 26 FCC Rcd 10310 (2011); ACME Television, Inc., *Letter Ruling*, 26 FCC Rcd 5189 (2011).

MVPDs sign retransmission consent contracts that represent the value that local television stations bring their subscribers. No MVPD is ever required to sign any retransmission consent agreement. Ever. Recent increases in retransmission consent rates don't demonstrate a dysfunctional market in need of Commission intervention. They demonstrate a functioning market seeking to reach its equilibrium in the manner intended by Congress. Government intervention in the market – particularly in the way ATVA suggests in this proceeding – will only skew the true market value of broadcast stations.

It is also the case that no MVPD is ever required to pass through a fee increase to its customers. Ever. MVPDs elect to pass on fee increases to consumers to maintain their profit margins. In an unregulated rate environment, that is to be expected. But it takes a lot of chutzpah for ATVA to claim that its members are advocating on behalf of consumers in one breath, while raising customer rates to buffer profit margins in the other. MVPDs' private business decisions should not be a factor in considering the Applications. As in past proceedings, ATVA's arguments should be rejected.

Finally, in his opposition, Mr. Darryl Beauford has asked the Commission to deny the transfer of WSB-TV ("WSB"), Cox's station in Atlanta, to Terrier Media largely based on an alleged public file violation in 2015. As explained herein, neither Mr. Beauford's Petition, nor his associated Complaint,[5] establishes that WSB violated the Commission's rules, and neither sets forth any basis for the Commission to disapprove the transfer of WSB to Terrier Media.

The Applications comply with all Commission rules and the Applicants have made clear that Terrier Media is ready, willing, and able to invest in the Stations' communities and expand

[5] Mr. Beauford filed a complaint with the Commission on October 24, 2015 ("Complaint"). The Complaint alleges that Mr. Beauford was denied access to the public inspection file when he visited WSB the previous day.

service to those communities.  Accordingly, the Commission should deny the filings of the Opponents[6] and grant the Applications without delay.

## II. COMMON CAUSE AND ATVA FAILED TO ESTABLISH PARTY STANDING IN THIS PROCEEDING.

Under the Commission's rules, to establish standing to file a petition to deny, a petitioner must show: (1) "grant of the challenged application would cause the petitioner to suffer a direct injury," (2) "the injury can be traced to the challenged action," and (3) it is "likely, as opposed to merely speculative, that the injury would be prevented or redressed by the relief requested."[7]  In the case of a petition based upon "viewer standing," the petitioner also must allege that the transaction will not serve the public interest and that he or she is a resident of the station's service area and a regular viewer of the station.[8]  A petitioner must support the factual allegations necessary to establish standing with one or more affidavits submitted under penalty of perjury from persons with personal knowledge of those facts.[9]  To establish organizational standing, an organization also must show that at least one of its members satisfies each requirement.[10]

Common Cause and United Church of Christ, OC Inc., as participants in the Common Cause Objection, failed to meet the standards required to establish standing by Commission

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[6] As described in Section II, Common Cause and ATVA failed to establish standing to oppose the Applications and their filings should be considered to be no more than informal objections.

[7] Alaska Native Wireless LLC, *Order*, 18 FCC Rcd 11640, 11644, ¶ 10 (2003); *see* Rockne Educational TV, Inc., *Memorandum Opinion and Order*, 26 FCC Rcd 14402, 14405, ¶ 7 (2011).

[8] *See, e.g. Nexstar-Media General*, 32 FCC Rcd at 189, ¶ 15.  With respect to viewer standing, factual allegations as to why the grant of an application would not serve the public interest and a showing of local residence are needed to meet the requirement to demonstrate an injury in fact. *Id.* at n. 46.

[9] *Id.*, *see* 47 U.S.C. § 309(d); 47 C.F.R. § 73.3584.

[10] *Free Press v. FCC*, 735 Fed. Appx. 731 (D.C. Cir. 2018); *Sierra Club v. EPA*, 292 F.3d 895, 898 (D.C. Cir. 2002).

precedent because they did not include any affidavit that even alleges that one of their members will be injured as a result of the transaction. They therefore lack party standing.[11] Common Cause Ohio attached the Declaration of Bob Daley, but that document fails to allege that Mr. Daley is a regular viewer of WHIO-TV or regular listener of the Dayton market radio stations. Nor does Mr. Daley identify any rule violation in the Applications or Transaction-related public interest that will suffer if the Applications are granted. Mr. Daley's chief concern appears to be about the impact on the Dayton daily newspaper, which is not part of the Commission's review of the Transactions. Even assuming the sincerity of Mr. Daley's views, they do not establish Common Cause Ohio's standing to oppose the Applications.[12] The Common Cause Objection should therefore be treated as an informal objection.

ATVA effectively concedes its obvious standing deficiencies (its members are financially interested MVPDs, not concerned citizens or legitimately interested parties) by styling its filing as "comments." The Commission should recognize that ATVA has not established party

[11] Applications of Local TV Holdings, LLC, Transferor and Tribune Broadcasting Company II, LLC, Transferee and Dreamcatcher Broadcasting, LLC, Transferee for Consent to Transfer of Control of Certain Licensee Subsidiaries of Local TV Holdings, *Memorandum Opinion and Order*, 28 FCC Rcd 16850, 16853-54, ¶ 8 (2013) (finding that "by failing to include an affidavit or declaration from any members in this proceeding, PPFP has failed to demonstrate that it has standing at all"); *see* S'holders of Tribune Co., Transferors & Sam Zell, et al. Transferees & Applications for the Renewal of License of KTLA(TV), L.A., Cal., et al., *Memorandum Opinion and Order – Corrected*, 22 FCC Rcd 21266, 21269, ¶ 7 (2007) ("The requirement of an affidavit or declaration by a resident of the station's service area who is a regular viewer of the station with personal knowledge of the facts alleged in order to establish standing is unambiguous.").

[12] WFBM, Inc., *Memorandum Opinion and Order*, 47 FCC 2d 1267 (1974) ("Hearsay, rumor, opinion or broad generalization do not satisfy the specificity requirement of Section 309(d)."); *see* S'holders of AMFM, Inc., *Memorandum Opinion and Order*, 15 FCC Rcd 16062, 16077, ¶ 38 (2000) ("Roslin's bare allegation that Clear Channel could, or would act in an anti-competitive manner in the future is purely speculative and unsupported, and thus is inadequate to establish the requisite injury."); License Renewal Applications of Certain Broadcast Stations Licensed for and Serving the Metropolitan Los Angeles, California Area, *Memorandum Opinion and Order*, 68 FCC 2d 75 (1978) (dismissing petitions to deny based on the failure to satisfy Section 309(d), including lack of specific allegations of fact).

standing and the ATVA Comments should also be treated as an informal objection in this proceeding.[13]

## III. THE APPLICANTS HAVE AMPLY DEMONSTRATED THAT THE TRANSACTIONS WILL ENHANCE THE PUBLIC INTEREST.

### A. The Applications Clearly Satisfy the Commission's Public Interest Standard.

Both Common Cause and ATVA erroneously argue that the Applicants failed to satisfy their burden of demonstrating that approving the Transactions would be in the public interest.[14] Of course, their version of the applicable "burden of proof" is nowhere to be found in the cases; those cases establish that Applicants' actual burden in this proceeding has been fully satisfied. The D.C. Circuit long ago affirmed that assignment and transfer of control applications will be granted if they provide a basic showing that allows the Commission to make the public interest determination required by statute.[15] Even the one broadcast-related case cited by Common Cause recognizes that the primary burden of a transfer applicant is to demonstrate that the proposed transaction "complies with the specific provisions of the Act, other applicable statutes, and the Commission's Rules."[16] More is required only if the Commission or a petitioner identifies concrete "public interest harms" resulting from the transaction "substantially frustrating or impairing the objectives or implementation of the Act or related statutes."[17] It is well-settled that a petition must be supported with "the necessary specificity and support; mere

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[13] *See*, e.g., *Gray-Raycom*, DA 18-1286 n. 2 ("None of the commenters has asserted standing as a petitioner to deny pursuant to Section 309(d)(1) of the Act.").

[14] Common Cause Objection at 2-3; ATVA Comments at 2.

[15] *See Committee to Save WEAM v. FCC*, 808 F.2d 113 (D.C. Cir. 1986); *see also* United Church of Christ v. FCC, No. 01-1374 (D.C. Cir. 2002).

[16] *See* Common Cause Objection at 2 (citing Comcast Corporation, General Electric Company and NBC Universal or Consent to Assign Licenses and Transfer Control of Licensees, *Memorandum Opinion & Order*, 26 FCC Rcd 4238, ¶ 22 (2011) ("*Comcast-NBCU Order*").

[17] *See id. See also Nexstar-Media General*, 32 FCC Rcd at 191-192.; *Gannett-Belo*, 28 FCC Rcd at 16879.

conclusory allegations are not sufficient."[18] Only if a petitioner is able to meet this initial requirement, does the Commission undertake an analysis to determine whether the petitioner has alleged a "substantial and material question of fact" that calls into question whether the transaction serves the public interest.[19]

Under this correct standard, it is clear that the Applications are more than sufficient because they not only demonstrate compliance with the Commission's rules and the relevant statute, but they detail tangible public interest benefits that the Transactions will create.[20] On the other hand, Common Cause and ATVA have shown no concrete harms that would be caused by approval of the Transactions. Instead they only speculate about what Terrier Media might do to the Stations' local service because of its private equity investors and invite the Commission to abandon precedent and entangle itself in private retransmission consent contractual matters. The speculations of Common Cause and ATVA utterly fail to satisfy their burden of identifying any actual public interest harms that would trigger a more searching Commission public interest review.[21] Accordingly, the Applications as filed fully satisfy the Commission's public interest standard.

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[18] *Kola, Inc., Memorandum Opinion and Order*, 11 FCC Rcd 14297, 14305, ¶ 15 (1996) (quoting *Beaumont Branch of the NAACP v. FCC*, 854 F.2d 501, 507 (D.C. Cir. 1988)).

[19] *See e.g., Nexstar-Media General*, 32 FCC Rcd at 192, ¶ 20; *Astroline Commc'ns Co., Ltd. P'ship v. FCC*, 857 F.2d 1556, 1561 (D.C. Cir. 1988); 47 U.S.C. § 309(e).

[20] *See* Comprehensive Exhibit at 3-8.

[21] The Beauford Objection does not even address the public interest aspects of the Cox Transaction.

### B. The Applications' Showings for Transfer of Northwest's Stations in the Greenwood-Greenville, Yuma-El Centro, and Eureka DMAs Are More Than Sufficient to Justify Grant.

ATVA specifically contends that the Applicants did not make necessary showings that a top-four combination in the Yuma-El Centro DMA, a top-four combination in the Eureka DMA, and a so-called "quadropoly" in the Greenwood-Greenville DMA should be allowed to continue. ATVA is wrong on the facts and wrong on the law.

First, ATVA's cavalier contention that the Applicants merely "purport[]" to make a public interest showing justifying continuation of the existing top-four combination in the Yuma-El Centro DMA (KSWT/KYMA-DT) is misleading.[22] In fact, in Attachment 5 to the Comprehensive Exhibit, the Applicants made an extensive, robust showing that continuation of the existing top-four combination in Yuma-El Centro would serve the public interest.[23] The components of that showing tracked Commission precedent, encompassing ratings and revenue share data, market characteristics, and specific facts about cost savings and operational efficiencies, additional news programming, and other tangible public interest benefits that have resulted from the combination of stations in that particular market. ATVA does not offer any factual rebuttal to any aspect of this showing; ATVA's comments with respect to Yuma-El Centro should be disregarded.

Second, ATVA's complaint that the Applicants made no public interest showing relating to common ownership of stations in the Eureka and Greenwood-Greenville DMAs is unavailing,

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[22] ATVA Comments at 4. ATVA refers to "Yakima" when it apparently meant Yuma.

[23] ATVA misleadingly argues that the Commission has not yet approved a "new" top-four duopoly under its case-by-case review process. ATVA Comments at 7. But the Applicants cited and relied on the FCC's case-by-case approval, in the context of the Gray-Raycom merger, of the continuation of two existing top-four combinations, in Honolulu and Amarillo. Attachment 5 to Comprehensive Exhibit at 2-3 and n. 7. As was the case with Gray-Raycom, the Applications propose no new top-four combination.

and a classic exercise in misdirection. In fact, Northwest's existing ownership of stations in those markets is fully compliant with the Commission's multiple ownership rules, and its continuation under new controlling owners requires no separate showing of any kind. That is because only one of the two Northwest-owned stations in the Eureka market is a full-power station (KIEM-TV); the other is a low power station (KVIQ-LP) which does not count in FCC multiple ownership analysis.[24] That combination is therefore *per se* permissible under current law. The "quadropoly" station ownership configuration in the Greenwood-Greenville market of which ATVA complains is similarly lawful. The video signals in question in that market are broadcast by full-power station WABG-TV (utilizing its primary signal and a .2 digital multicast) and two low power stations (WNBD-LD and WXVT-LD).[25]

The Commission routinely approves the transfer of stations that comply with the local ownership rules but nonetheless control multiple big 4-affiliated program streams, and has never required the special showing ATVA demands here. In just the past few months, the Commission approved (1) the assignment of WWNY-TV (NBC affiliate) and WNYF-CD (FOX Affiliate), each serving the Watertown, New York DMA, and KEYC-TV (CBS Affiliate with a Fox-affiliated multicast), serving the Mankato, Minnesota DMA, from United Communications Corporation to Gray Television Licensee, LLC; [26] and (2) the transfer of control of certain licensee entities of Cordillera Communications, LLC to Scripps Media, Inc., including the transfer of KRTV(TV) (CBS affiliate) and KTGF-LD (NBC affiliate), each serving the Great

[24] *See* 47 C.F.R. § 74.732(b) ("Low power TV and TV translator stations are not counted for purposes of § 73.3555, concerning multiple ownership.").

[25] ATVA misstates these facts, claiming that the combination in Greenwood-Greenville consists of a primary signal, two multicasts, and one low power station. ATVA Comments at n. 2.

[26] *See* FCC File No. BALCDT-20190211ABU.

Falls, Montana DMA.[27] Each of those transfers involved multicast and/or low-power program streams affiliated with big 4 networks. Moreover, the Commission, without requiring special showings, also has approved transactions for new combinations of signals that are the same type that ATVA complains about in its Comments. For example, late last year the Commission approved WBOC, Inc.'s acquisition of NBC affiliated WRDE-LD in the Salisbury, MD DMA[28] where WBOC also owned and operated the CBS and Fox affiliated WBOC-TV.[29] In these and many other transactions, the Commission consented to the sale of stations to a single entity that continued to hold affiliation agreements with more than one big 4 network in a local market by either using a multicast signal and/or a low power station to broadcast more than one big 4 network's programming. There is no reason to treat Terrier Media differently.

ATVA effectively concedes that its complaints about Eureka and Greenwood-Greenville are at best premature. ATVA acknowledges that the Commission is considering in its ongoing Quadrennial Review whether to include top-four affiliated low power stations and multicasts in its multiple ownership analysis.[30] But the mere possibility of a prospective change in the Commission's approach to this issue only serves to underline that no such rules of the road exist today, however much ATVA might wish they did.[31] And ATVA fails to note that the

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[27] *See* Applications for Consent to Transfer Control of License and Request for Continued Satellite Authority, *Letter Ruling*, DA 19-259 (Rel. Apr. 4, 2019).

[28] *See* FCC File No. BALCDT-20180821AAO.

[29] *See also* FCC File No. BALCDT-20140617ABM. In this application, the Commission consented to Meredith Corporation's ("Meredith") acquisition of WGGB-TV, which is the ABC and Fox affiliate for the Springfield-Holyoke DMA. At the time of its acquisition of WGGB-TV, Meredith also owned and operated WSHM-LP, which is the CBS affiliate for the same market.

[30] ATVA Comments at n. 2 and 17.

[31] Stated another way, ATVA cannot use this application proceeding to seek reconsideration of issues long ago settled in rulemaking dockets that established the regulations governing low power/translator TV stations and digital multicast channels. Nor can it ask the Commission to presume the outcome of a pending rulemaking and enforce rules that have not yet been adopted,

Quadrennial Review's look at these issues is only a preliminary look at one piece of the larger picture of local ownership; the Commission has not proposed any new rules at all, let alone rules that would justify ATVA's position here. In fact, today's Commission recognizes that broadcast television stations face considerable competitive risks in a fragmented and diverse video marketplace, and that a more relaxed regulatory approach is amply justified.[32]

For these reasons, the Commission should reject ATVA's demand that Terrier Media make a special showing for transfer of its so-called "top 4 quadropoly" and "top-4 duopolies."

### C. Common Cause's Attack on Terrier Media's Private Equity Investors Is Ill-Informed, Speculative, and Provides No Basis for Denying the Applications.

Common Cause claims that Terrier Media's private equity backing means that it will be national in focus and will not serve the local needs of the Stations' communities.[33] This,

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particularly in the case of the Northwest Transaction, where ATVA is seeking to disrupt existing ownership combinations. The Commission repeatedly and correctly has found the types of generalized objections to the retransmission consent marketplace ATVA presses in this case are appropriately addressed in open rulemakings, not station-specific assignment proceedings. *See ACME TV Licenses*, 26 FCC Rcd at 5198; *Free State*, 26 FCC Rcd at 10310.

[32] *See* 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, *Order on Reconsideration and Notice of Proposed Rulemaking,* 32 FCC Rcd 9802 (2017) (eliminating eight voices test and JSA attribution) ("*Recon Order*"). ATVA also fails to recognize that strong public interest considerations support maintaining the rules as they are. Permitting broadcasters like Northwest and Terrier Media to control (and sell) multiple big 4-affiliated program streams in small markets can benefit the viewing public in those markets. Broadcasters in small markets often use multicast signals or low power stations to provide viewers with signals they could not otherwise receive from an in-market station. ATVA fails to acknowledge that the Eureka DMA (market 195) and Greenwood-Greenville DMA (market 193), like most of the country's smallest markets, do not have four full-power television stations. In fact, in all but a handful of the smallest 50 DMAs, one broadcast owner operates at least two big 4-affiliated signals in the market. This is not a surprise, because viewers in these markets demand these signals and markets of this size are generally too small to permit operation of four independently operated, big 4-affiliated full-power stations. By broadcasting multiple big 4 streams in a market, broadcasters are able to better serve their communities with more high quality local programming.

[33] Common Cause Objection at 3-4.

Common Cause argues, will lead to diminished localism and diversity in each of the Stations' markets.[34] Common Cause's ill-informed "skepticism" about the intentions of private equity firms cannot substitute for evidence that these Transactions will harm the public interest. In fact, the Applications make clear that Terrier Media intends to continue the strong commitment to localism that Cox and Northwest have exhibited.[35]

This only makes business sense, because the most successful broadcasters today are those that pair high-quality national programming with excellent coverage of local news and public affairs. To maintain the local part of this winning formula, Terrier Media has every incentive to invest in the Stations to improve their commitment to local communities through improvements in the Stations' equipment and digital and broadcast operations. The Applications describe Terrier Media's plan to do just that. Common Cause's skepticism is really just a manifestation of its hostility to private equity investors. Speculation based on prejudice is not a ground for denying the Applications, and any generalizations do not bear themselves out in fact with respect to Terrier Media.

Common Cause claims that Terrier Media's commitments to improve local television service are insufficient because they are not specific enough.[36] Yet, where the Applications provide specific examples of improvements to local service (such as expanded distribution of content produced by the Washington news bureau and expanded access by the Stations to content of regional interest), Common Cause responds by saying that only programming conceived, produced, and aired locally should count.[37] This ignores the Commission's directly-on-point

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[34] *Id.* at 5-7.
[35] Comprehensive Exhibit at 6-8.
[36] Common Cause Objection at 4-5.
[37] *Id.* at 5.

decision in *Nexstar-Media General* that the expansion of access to Washington, D.C. and state-wide news is an important and cognizable public interest benefit.[38] Nothing Terrier Media could say would please Common Cause, which has prejudged the outcome, and the Commission should give Common Cause's speculation no weight.

The example Common Cause uses to justify its suspicion of Terrier Media is both telling of and damning to its argument. Common Cause argues that the Commission should keep private equity firms out of broadcasting because those firms have downsized many newspapers across the country, reducing local service.[39] In Common Cause's view of recent history, private equity firms began preying upon a healthy newspaper industry in 2004 and have since cut newsroom staff and consolidated operations to generate profits that are being distributed to shareholders.[40] An accurate retelling of events, however, would be that by 2004 newspapers were already in distress.[41] The Commission's efforts in 2003 and 2006 to allow efficient newspaper/broadcast combinations were thwarted by the courts. Subsequently, a few private equity groups did invest in the industry, but were not able to stem the industry's overall decline or realize their hoped-for profits.[42]

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[38] *Nexstar-Media General*, 32 FCC Rcd at ¶ 29. *See also Gray-Raycom*, DA 18-1286 at ¶ 14.

[39] Common Cause Objection at 5-6.

[40] *Id.*

[41] In 2003, in attempting to relax the newspaper/television cross-ownership rule, the Commission noted the declining readership of newspapers and the general contraction of the newspaper industry. *See* 2002 Biennial Review, *Report and Order and Notice of Proposed Rulemaking*, 18 FCC Rcd 13620, 13761-13762, 1376,7 ¶¶ 359-360, 369 (2002), remanded by Prometheus I.

[42] A few weeks ago, Warren Buffett, who spearheaded the private equity foray into the newspaper industry said that local newspapers had gone "from monopoly to franchise to competitive to . . . toast" and that most local newspapers are "going to disappear." Warren Buffett Says the Newspaper Business is "toast", Sam Ro, Yahoo Finance, April 29, 2019, https://finance.yahoo.com/news/warren-buffett-newspapers-are-toast-exclusive-133720666.html.

It didn't have to be that way. In the 1990s and 2000s there were dozens of broadcasters ready to invest in newspapers and a plethora of studies showed that such investments would not lessen viewpoint diversity, but at the urging of lobbying groups like Common Cause, the Commission maintained its newspaper/broadcast cross-ownership rule until 2017, [43] when it was too late to check the decline of newspapers. Broadcast television remains the most relied-upon local news source and its importance has grown as local newspapers wane. The Commission should not follow Common Cause down another dead end road by blocking needed investment in local television like that promised by the Transactions. Instead, the Commission should recognize that the proposed Transactions will serve the public interest by ensuring that Cox and Northwest can secure the funding necessary to maintain and improve the trusted local services they have always provided.

Common Cause finally alleges that Cox's consolidation of newspaper, radio, and television properties has harmed local news in Dayton.[44] To support those claims, Common Cause attaches a declaration from a former Cox employee, Bob Daley. Mr. Daley does not like the way local news is covered in Dayton, and he blames Cox for what he claims is a decline in the coverage of local news there. While Mr. Daley is entitled to his opinion, the Commission itself recently reviewed Cox's operations in Dayton and came to the conclusion that Cox's operations in Dayton helped show why the newspaper/broadcast cross-ownership rule was no longer necessary.[45]

Far from demonstrating why the proposed Transactions will be bad for the Dayton community, Cox's Dayton operations actually show that coordinated, strategic investment like

[43] *Recon Order*, 32 FCC Rcd at 9802.

[44] Common Cause Objection at 7.

[45] *Recon Order*, 32 FCC Rcd at 9816-17, ¶ 27.

that offered by Terrier Media in these Transactions is in fact the key to maintaining high-quality local service. Cox strategically used the efficiencies of coordinated operations of its Dayton media properties to increase investment and ensure that Dayton's local news needs are well served. Contrary to the statements of Mr. Daly and Common Cause, because Cox's properties in Dayton began operating as one integrated local news outlet, Cox has been able to expand its award winning local news coverage on each of its platforms in the Dayton market. Specifically, it has increased local news by two and a half hours a week on WHIO-TV, added news cut-ins four times an hour around the clock on its radio stations WHIO-AM and WHIO-FM, and run at least 15% more local news stories in the *Dayton Daily News*. And Cox's joint operations in that market have not stopped competitors WDTN-TV, WRGT-TV, and WKEF-TV from offering full slates of competing local news products.

While Common Cause and Mr. Daley would like to see even more diversity of viewpoint in the market, the Transactions under review in this proceeding will have no impact on diversity of viewpoint in the Dayton market. Absent these Transactions, Cox would continue to own its newspaper, radio, and television properties in Dayton; pursuant to the Transactions, Terrier Media will own them with Cox management in place. Contrary to Common Cause's claims, the evidence from Dayton strongly supports grant of the Applications.

### D. The Commission Should Again Dismiss Claims That Retransmission Consent Outcomes Form Any Basis For Denying Or Delaying Broadcast Transactions.

Both Common Cause and ATVA claim that the purported impact of the Transactions on privately negotiated retransmission consent agreements justifies denial of the Applications.[46] The Commission has repeatedly rejected this argument in past television station transfer

[46] ATVA Comments, *passim*; Common Cause Objection at 7.

proceedings, and should do so again here.[47] Common Cause makes this argument as a speculative, one-sentence throw-away, and the Commission should give Common Cause exactly that same level of attention on this issue. ATVA, on the other hand, cloaks its retransmission consent complaints in the language of FCC rule violations – *e.g.*, calling Northwest's ownership of one full-power and two low power stations in the tiny Greenwood-Greenville DMA a "quadropoly" – and demands that Terrier Media provide the Commission with more information.[48] As described above, however, ATVA identifies no violations of the Commission's rules and its position devolves into the same complaint about MVPDs having to pay too much for retransmission consent that the Commission has always rejected. Since it isn't

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[47] *See e.g.*, *Nexstar-Media General*, 32 FCC Rcd at 196-97, ¶ 35 (declining to consider arguments about effect of transaction on retransmission consent rates, noting that alleged "harms must be demonstrably transaction-specific and not industry-wide in nature to be addressed in the context of a transfer of control proceeding"); *Gannett-Belo*, 28 FCC Rcd at 16880, ¶ 31 (rejecting calls to address retransmission consent issues raised in an application proceeding, stating that "[w]e decline to address in this licensing order an issue posed in th[e retransmission consent] rulemaking proceeding, at the behest of parties that petitioned to commence it"); J. Stewart Bryan III and Media General Commc'ns Holdings, LLC (Transferor), S'holders of New Young Broad. Holding Co., Inc., and its Subsidiaries (Transferor), and Post-Merger S'holders of Media General, Inc. (Transferee), *Memorandum Opinion and Order*, 28 FCC Rcd 15509, 15518, ¶¶ 20-21 (2013) (calling claim that transaction will increase retransmission consent fees "speculative and . . . improper in the context of this adjudicatory proceeding" and stating that it "will not take action in the context of this limited proceeding that will pre-judge the outcome of another proceeding pending before us"); *High Maint. Broad., Inc.*, FCC File No. BALCDT-20120315ADD at 2 (addressing retransmission consent arguments and finding that "rulemaking proceedings are the proper forum for consideration of the issues raised"); *Acme Television, Inc., Letter Ruling*, 26 FCC Rcd 5189, 5191 (2011) (refusing to impose conditions where "TWC has not argued that any supposedly increased bargaining position that it contends would be gained by the combined stations violates our rules"); Acme Television Licenses of Ohio, LLC, *Letter Ruling*, 26 FCC Rcd 5198, 5200 (2011) (denying petition where "TWC makes no effort, beyond its generalized arguments, to demonstrate that the proposed assignment and related cooperative agreements violate our rules and precedent"); *Free State Commc'ns, LLC*, 26 FCC Rcd at 10312. ("We will not address here the substance of the Retransmission Consent Proceeding, and we decline to reach a decision that would effectively pre-judge the outcome of a pending rulemaking in favor of one of the parties that petitioned to commence it.").

[48] ATVA Comments at 6.

the Commission's job to rescue MVPDs from agreements that they entered into, but don't like, or to exercise transactional authority to dictate retransmission consent rates, the Commission should reject ATVA's arguments.

**1. ATVA Ignores Commission Precedent Disregarding Retransmission Consent Impacts in Considering Television Station Transfers.**

ATVA's main argument is that the Applications are deficient because they fail to address the alleged public interest implications of allowing Terrier Media to acquire the retransmission consent agreements negotiated separately by Cox, Northwest, and the various MVPDs that serve those owners' local television markets.[49] This argument ignores Commission precedent without explaining why the Commission should change course here. Since the Commission has repeatedly rejected MVPDs' claims that retransmission consent impacts are relevant to television station transaction reviews, there is no basis for requiring Terrier Media to address the issue in its Applications.[50] Nor is there any reason for the Commission to require Terrier Media to provide additional information and solicit additional comment. The Commission need not develop a record on an issue it has repeatedly recognized is not relevant to analysis of television station sales.

ATVA tries to cover for the logical gap between its requests and the Commission's precedent by claiming that the Commission "has not hesitated to place conditions on transactions where retransmission consent-related harms would otherwise have outweighed claimed benefits."[51] Of course, the cases ATVA cites for this proposition – NewsCorp's 2004 bid to take

[49] *Id.* at 6-9.

[50] *See supra* n. 48.

[51] ATVA Comments at 6.

over DIRECTV and Comcast's acquisition of NBC – are totally irrelevant here.[52] In both of those cases, the Commission was worried about the competitive harms of permitting consolidation of local television stations and MVPDs under a single owner, including the potential that a combined MVPD/local television operation would have the incentives to withhold programming or exclude other television stations from local MVPD channel lineups, and the conditions imposed were designed to remedy those harms.[53] In truth, the Commission has never granted anything like the relief ATVA seeks here, and ATVA provides no reason why the Commission should do anything other than reject its argument as it has each previous time it has been submitted.

### 2. The FCC Should Reject ATVA's Requests for Commission Intervention in the Retransmission Consent Marketplace.

ATVA's claims that controlling multiple big 4 affiliations would create unfair bargaining leverage for Terrier Media is just another veiled invitation for the Commission to enmesh itself in the private retransmission consent market that Congress created in 1992. The Commission has rightly and steadfastly resisted the temptation to intervene in retransmission consent negotiations for years. Other than enforcing its good faith bargaining rules, the Commission has wisely refrained from trying to do what the market does best, which is find the appropriate terms for retransmission of local television signals.[54]

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[52] *See id.* at n.16. The allegation that Sinclair once raised an argument similar to that raised by ATVA, an argument that led to no Commission action favoring ATVA's position, is likewise irrelevant to this case.

[53] *See* General Motors Corporation and Hughes Electronics Corporation, *Memorandum Opinion and Order*, 19 FCC Rcd 473, 565-569, ¶¶ 201-211 (2003); *Comcast-NBCU* at ¶¶ 168-178.

[54] *See* Retransmission Consent Issues: Good Faith Negotiation and Exclusivity, *First Report and Order*, 15 FCC Rcd 5445, 5450 (2000) (stating "the Commission concluded in the *Broadcast Signal Carriage Order* that Congress did not intend that the Commission should intrude in the negotiation of retransmission consent. We do not interpret the good faith requirement of SHVIA to alter this settled course….") (citing Implementation of the Cable Television Consumer

ATVA claims that Commission intervention in this case is appropriate because "the Department of Justice has repeatedly challenged mergers that would create top-four duopolies, recognizing that top-four duopolies raise retransmission consent fees and lead to higher prices for consumers."[55] But ATVA fails to say that the Hart-Scott-Rodino waiting period for Terrier Media's acquisition of Northwest has expired without the Department of Justice taking any action to challenge the supposed "top 4 quadropoly" or "top 4 duopolies" that ATVA finds objectionable. There is no basis in law or policy for the Commission to take a different direction. There is simply no violation of the Commission's rules and no issue of unfair competition presented by the proposed Transactions.

ATVA's real concern about these Transactions is that its members may pay higher retransmission consent fees if the Transactions close. This is allegedly because ATVA's members chose to pay Northwest's stations "among the highest retransmission consent fees in the nation" and chose to provide that those rates would apply to any stations that Northwest might acquire.[56] To its credit, ATVA acknowledges that the reason its members entered into these agreements is because its members' subscribers value Northwest's stations' programming and its members want to continue delivering Northwest's stations' content so that they don't lose subscribers.[57] In other words, ATVA members, faced with regular marketplace negotiating choices regarding the rates and terms for retransmission consent, made deals, preserving the

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Protection and Competition Act of 1992, Broadcast Signal Carriage Issues, *Report and Order*, 8 FCC Rcd 2965, 3006 (1993)); *see also* ATC Broadband LLC v. Gray Television Licensee, Inc., *Memorandum Opinion and Order*, 24 FCC Rcd 1645 (2009); Chairman Tom Wheeler, *An Update on Our Review of the Good Faith Retransmission Consent Negotiation Rules*, FCC Blog (July 14, 2016, 10:37 am), https://www.fcc.gov/news-events/blog/2016/07/14/update-our-review-good-faith-retransmission-consent-negotiation-rules.

[55] ATVA Comments at 8 (citations omitted).

[56] *See id.* at 3-4, 7, 9.

[57] *Id.* at 7.

service their subscribers demanded. ATVA fails to offer any explanation for why it is appropriate for the Commission to use the Transactions to manipulate the impact of the terms that MVPDs voluntarily entered into.[58]

ATVA tries to make this a public interest issue by saying that higher retransmission consent rates mean higher subscription rates for consumers.[59] Indeed it even says that "top-four duopolies, triopolies, and quadropolies raise prices for consumers," as if broadcasters had any ability to control the subscription rates charged by MVPDs.[60] The reality is that annual MVPD rate increases drew the attention of legislators and regulators long before cable operators started making retransmission consent payments to television broadcasters.[61] Such rate increases reflect the voluntary acts of private MVPDs seeking to maximize subscribers and revenues. The public interest is not served by the Commission blocking transactions that comply with FCC rules in order to guarantee MVPD subscriber numbers and revenues.[62]

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[58] *Id.* at 9.

[59] *Id.* at 7.

[60] *Id.*

[61] Cable Television Consumer Protection and Competition Act of 1992, 47 U.S.C. § 325(b) (2014). *See also* Edmund Andres, *Bush Rejects Bill That Would Limit Rates on Cable TV*, NY TIMES (Oct. 4, 1992), available at https://www.nytimes.com/1992/10/04/us/bush-rejects-bill-that-would-limit-rates-on-cable-tv.html (describing the increase in cable rates faced by consumers).

[62] Moreover, ATVA's claim that its members, numbering some of the largest companies in the world, need to be protected from the bargaining leverage of broadcasters like Cox and Northwest is impossible to credit. MVPDs possess inherent advantages in the retransmission consent negotiation process. Unlike broadcasters, they are not subject to multiple ownership regulations by the FCC, leaving them in a preferred position to offer customers in a given local market access to signals that typically number in the hundreds, subject only to limits set by technology. And the largest MVPDs dwarf broadcasters' size, which confers on those MVPDs obvious leverage advantages in the retransmission consent marketplace. For example, AT&T boasts consolidated 2018 revenues of $170.8 billion and a market capitalization of some $235 billion. *See* Press Release, AT&T, *AT&T Reports Fourth Quarter Results* (Jan, 30, 2019), available at https://about.att.com/story/2019/att_fourth_quarter_earnings_2018.html; AT&T Market Cap: 235.51B for May 24, 2019, YCHARTS, https://ycharts.com/companies/T/market_cap. Even the comparatively small Cable One, which ATVA cites in its Comments, has a market capitalization of $6.43 billion, which is almost *seventeen times* the price Terrier Media will pay for Northwest.

## IV. WSB DID NOT VIOLATE THE COMMISSION'S PUBLIC FILE RULE.

Mr. Beauford has asked the Commission to deny the transfer of WSB, Cox's station in Atlanta, to Terrier Media based on an alleged public file violation in 2015, among other reasons.[63] As explained herein, neither the Beauford Objection, nor the associated underlying Complaint, establishes that WSB violated the Commission's rules, and neither sets forth any basis for the Commission to disapprove the transfer of WSB to Terrier Media.

### A. WSB Provided the Required Access to the Public File.

The Beauford Objection and Mr. Beauford's Complaint concern his desire to see an email that Mr. Beauford himself sent to WSB's general manager, Tim McVay, on December 25, 2014. At the time of Mr. Beauford's Complaint, the Commission's rules required television stations to place public file information "in the public inspection file on the Commission's website, with the exception of letters and emails from the public" which were to be maintained at the studio.[64] In 2017, the Commission eliminated the requirement that television stations retain letters and emails from the public.[65]

According to both the Beauford Objection and the Complaint, Mr. Beauford visited the WSB studio on October 23, 2015 and requested to view WSB's public inspection file. There is a material disconnect between how the two documents characterize this visit. The Beauford Objection alleges that Mr. Beauford's public file request included a specific reference to the

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CABO Stock Price – Cable One Inc., MarketWatch (last visited May 25, 2019), https://www.marketwatch.com/investing/stock/cabo.

[63] *See generally* Beauford Objection.

[64] 47 C.F.R. § 73.3526(b)(2) (version in effect from Feb. 26, 2013-June 23, 2016).

[65] Revisions to Public Inspection File Requirements — Broadcaster Correspondence File and Cable Principal Headend Location, *Report and Order*, 32 FCC Rcd 1565, 1569, ¶ 11 (2017) ("[R]etention of letters and emails is not necessary to ensure that broadcasters comply with their public interest obligation.").

December 25, 2014 email. That assertion is not supported by the Complaint. In the Complaint, which was filed on October 24, 2015 (one day after Mr. Beauford's visit to WSB), Mr. Beauford states that a WSB employee asked him which files he wanted to see. He quotes himself as responding "WSB-TV, Q4 of 2014, Q1 and Q2 of 2015."[66] The Complaint indicates that WSB staff directed Mr. Beauford to the online public file, in compliance with FCC rules.[67]

Therefore, according to his own contemporaneous account, Mr. Beauford did not indicate to the staff that he wanted to see his December 2014 email when he visited the station on October 23, 2015. Rather, he quotes himself as requesting access to WSB's public file covering three time periods, each of which was available online. It was logical for WSB staff to direct Mr. Beauford to the online public inspection file, where the vast majority of the records WSB is required to keep under FCC rules were maintained. The response from WSB staff was appropriate, in good faith, and compliant with Commission rules.

The Beauford Objection reports that Mr. Beauford returned to the station on October 28, 2016, after receiving a call from Mr. McVay regarding his concerns. Mr. Beauford states that on that second visit, the station's staff showed him his December 2014 email on a computer terminal, as permitted under then-applicable FCC rules.[68] While the Beauford Objection indicates that Mr. Beauford remained unsatisfied, it does not indicate that the station failed to meet its obligations under FCC rules.

[66] Beauford Objection at 26.

[67] *See* 47 C.F.R. § 73.3526 (c)(1) ("[T]he portion of the file *that is not included in the online public inspection* file shall be available for public inspection at any time during regular business hours at an accessible place in the community of license.") (emphasis added).

[68] *Id*. ("All or part of the file may be maintained in a computer database.").

### B. Mr. Beauford's Other Claims Likewise Fail to State a Basis to Deny the Transfer of WSB to Terrier.

Mr. Beauford claims that the transfer of WSB should be denied because WSB did not have a policy in place to view the public inspection file and did not allow Mr. Beauford "to see where [his] complaint was entered into the WSB-TV Public Inspection File."[69] But the Commission does not require stations to have a particular procedure for accessing the public inspection file. According to the Beauford Objection, Mr. Beauford approached the Station's receptionist, she conferred with her colleagues "for about 5 minutes" and then another staff member came out to ask Mr. Beauford "which files did [he] want to see."[70] This is a reasonable method of addressing members of the public, and granting public file access.

Mr. Beauford asserts that he should have had access to "the Resolution Page regarding how Management handled [his] complaint," and that the complaint should have been entered into the online public inspection file.[71] With respect to the "Resolution Page" claim, there is no such requirement in the Commission's rules. With respect to the contention that the Complaint should have been entered into the online public inspection file, this appears to reflect a misunderstanding of the Commission's rules.[72]

Finally, the assertions made in the Beauford Objection are wholly unrelated to the instant Transaction. The Beauford Objection barely references the Transaction, and fails entirely to

[69] Beauford Objection at 20.

[70] *Id.* at 26.

[71] *Id.* at 20.

[72] Mr. Beauford may be referring to the requirement that "[m]aterial having a substantial bearing on a matter which is the subject of an FCC investigation or complaint to the FCC of which the applicant, permittee, or licensee has been advised…shall be retained until the applicant, permittee, or licensee is notified in writing that the material may be discarded." 47 C.F.R. § 73.3526(e)(10). That rule does not require stations to upload to the online public file viewer complaints that have not led to a Letter of Inquiry or investigative request.

address the impact it will have on the public interest.  Rather, the Beauford Objection asks the FCC to disapprove the transfer for WSB to Terrier solely in order to punish Cox by disrupting the Cox Transaction.[73]  The WSB Petition presents no basis for disrupting the Cox Transaction and should be dismissed.

[73] Beauford Objection at 17.

## V. CONCLUSION

The Petitions to Deny and the Comments fail to raise any material issues regarding whether the Transactions comply with the Commission's rules or will serve the public interest. Terrier Media's acquisition of the Northwest and Cox Stations will provide substantial public interest benefits to viewers and listeners in the stations' markets. Therefore, the Applicants request that the Commission promptly grant the Applications.

Respectfully submitted,

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May 28, 2019

DECLARATION

Brian Brady hereby declares under penalty of perjury as follows:

1. I am the President of NBI Holdings, LLC ("NBI"), transferor in a series of applications filed with the Federal Communications Commission ("FCC") and consolidated in the FCC's MB Docket No. 19-98.
2. I have reviewed the foregoing May 28, 2019 Consolidated Joint Opposition to Petitions to Deny and Comments to be filed in MB Docket No. 19-98 by NBI, Cox Enterprises, Inc, and Terrier Media Buyer, Inc., and the facts set forth therein relating to NBI, except those of which public notice may be taken, are true and correct.

Brian Brady, President of NBI
May 28, 2019

DECLARATION

Jane Williams hereby declares under penalty of perjury as follows:

1. I am the Executive Vice President of Cox Media Group, LLC, a wholly owned subsidiary of Cox Enterprises, Inc. ("Cox").
2. I have reviewed the May 28, 2019 Consolidated Joint Opposition to Petitions to Deny and Comments to be filed in MB Docket No. 19-98 by Cox, NBI Holdings, LLC, and Terrier Media Buyer, Inc. The facts set forth therein relating to Cox, except those of which public notice may be taken, are true and correct.

Jane M. Williams

Jane Williams
Executive Vice President
Cox Media Group, LLC
May 28, 2019

**DECLARATION OF MR. AARON SOBEL**

1. My name is Aaron Sobel, and I am Secretary of Terrier Media Buyer, Inc. ("Terrier Media"), the proposed transferee of the Northwest Stations and the Cox Stations.

2. My duties as Secretary include the creation and development of strategic plans for Terrier Media's acquisition and post-acquisition operation of the Northwest Stations and the Cox Stations.

3. I am submitting this declaration to verify the accuracy and completeness of the portions of the Consolidated Joint Opposition to Petitions to Deny and Comments that relate to Terrier Media (the "Opposition").

4. I have read the Opposition and I am familiar with the contents thereof. The facts relating to Terrier Media contained in the Opposition are true and accurate to the best of my knowledge, information, and belief formed after reasonable inquiry.

5. I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 28, 2018

________________________________

Aaron Sobel
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CERTIFICATE OF SERVICE

I, Tammi Foxwell, hereby certify that a true and correct copy of the foregoing Consolidated Joint Opposition to Petitions to Deny and Comments was placed in first class U.S. mail, postage prepaid, except where otherwise indicated, on this 28th day of May 2019, addressed to the following:

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