

July 9, 2018

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

**Re: Tribune Media Company and Sinclair Broadcast Group, Inc., Consolidated Applications for Consent to Transfer Control, MB Docket No. 17-179**

Dear Ms. Dortch:

We are writing in support of the Motion Requesting to Hold Proceeding in Abeyance filed by Public Knowledge and Common Cause (collectively, the “Petitioners”) in the above-captioned proceeding on June 28, 2018.<sup>1</sup> The motion argues that the Federal Communications Commission (“FCC” or the “Commission”) cannot appropriately evaluate Sinclair Broadcast Group, Inc.’s (“Sinclair”) acquisition of Tribune Media Company (“Tribune”) while the UHF discount is under review by the United States Court of Appeals for the D.C. Circuit.<sup>2</sup> The Petitioners make well-founded arguments that the court’s consideration of the UHF discount has significant procedural and substantive bearing on whether Sinclair can consummate its transaction as currently presented.

As previously addressed by multiple parties in this proceeding,<sup>3</sup> the UHF discount is a technically-obsolete rule that would allow Sinclair to acquire a national audience reach far in excess of the congressionally-mandated 39% cap. Specifically, Sinclair’s most recent divestiture plan relies on the UHF discount to reduce its post-transaction reach from 58.77% to 37.39%, only 1.61% below the cap.<sup>4</sup> If the Commission’s reinstatement of the UHF discount is vacated by the D.C. Circuit, Sinclair would have to make significant divestitures – greater than four times

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<sup>1</sup> See Motion Requesting to Hold Proceeding in Abeyance, MB Docket No. 17-179 (filed June 28, 2018) (“Abeyance Motion”).

<sup>2</sup> *Id.*

<sup>3</sup> Several parties have already urged the Commission to hold the proceeding in abeyance in response to Sinclair’s most recent divestiture proposal. See Petition to Deny of National Hispanic Media Coalition, Common Cause, and United Church of Christ, MB Docket No. 17-179 (filed June 20, 2018); Petition to Deny of Free Press, MB Docket No. 17-179 (filed June 20, 2018); Petition to Deny of Cinemoui, Herndon-Reston Indivisible, International Cinematographers Guild, Latino Victory Project, National Association of Broadcast Employees and Technicians – CWA, NTCA – The Rural Broadband Association, Public Knowledge, Ride Television Network, Sports Fans Coalition, MB Docket NO. 17-179 (filed June 20, 2018); Amended Petition to Deny of the Attorneys General of the States of Illinois, California, Iowa, Oregon, Rhode Island, and the District of Columbia, MB Docket No. 17-179 (filed June 26, 2018).

<sup>4</sup> See Tribune Media Company and Sinclair Broadcast Group, Inc. Consolidated Applications for Consent to Transfer Control of Licenses and Authorizations, Amendment to June Comprehensive Exhibit, Exhibit J (filed April 24, 2018); see also Abeyance Motion at 5.

the currently-proposed divestitures – to comply with ownership limit.<sup>5</sup> As the Petitioners explain, it would be very difficult procedurally to undo Sinclair’s transaction if it is consummated prior to the court’s ruling on the UHF discount.<sup>6</sup>

Moving forward with this proceeding prior to the court’s decision also opens the door for the newly-formed company to impose long-lasting public interest harms. As the record overwhelmingly demonstrates, Sinclair would use its newfound bargaining power in retransmission consent negotiations to force distributors as well as consumers to pay higher prices for its content.<sup>7</sup> A post-transaction Sinclair would also crowd out carriage opportunities for independent and diverse programming,<sup>8</sup> and reduce broadcast localism diversity in local markets.<sup>9</sup>

While we continue to maintain that the transaction should be denied in its entirety, for the foregoing reasons, we respectfully request the Commission grant the Petitioners’ motion and take no further action in this proceeding until the D.C. Circuit has completed its review of the UHF discount.

Respectfully submitted,

/s/\_\_\_\_\_

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<sup>5</sup> Abeyance Motion at 3.

<sup>6</sup> *Id* at 3.

<sup>7</sup> *See, e.g.*, Petition to Deny of Free Press, MB Docket No. 17-179 at 31-36 (filed Aug. 7, 2017); Petition to Dismiss or Deny of Dish Network, LLC, MB Docket No. 17-179, at 14-43 (Aug. 7, 2017); Petition to Deny of Competitive Carriers Association, MB Docket No. 17-179, at 21-25 (filed Aug. 7, 2017).

<sup>8</sup> *See, e.g.*, Comments of Cinemoi, Ride Television Network, AWE – A Wealth of Entertainment, MAVTV Motor Sports Network, One America News Network, TheBlaze and Eleven Sports Network, MB Docket No. 17-179, at 9-11 (filed Aug. 7, 2017).

<sup>9</sup> *See, e.g.*, Petition to Deny of Free Press, MB Docket No. 17-179, at 9 (filed Aug. 7, 2017); Petition to Deny of National Hispanic Media Coalition, Common Cause, and United Church of Christ, MB Docket No. 17-179, at 10-13 (filed June 20, 2018).

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