

July 18, 2018

Via Hand Delivery and ECFS

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

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

Dear Ms. Dortch,

On behalf of Sinclair Broadcast Group, Inc. and Tribune Media Company (together, “Applicants”), we hereby notify the Commission that Applicants have (i) withdrawn the application to divest WGN-TV, Chicago, IL, to WGN TV Licensee, LLC (BALCDT-20180227ABD), and (ii) withdrawn the applications to divest KIAH(TV), Houston, TX and KDAF(TV), Dallas, TX to subsidiaries of Cunningham Broadcasting Corporation (BALCDT-20180427ABM and BALCDT-20180427ABL). Sinclair will instead acquire WGN-TV from Tribune¹ and will divest KIAH and KDAF to another third party (or parties) acceptable to the Commission. Sinclair intends to file applications to assign KIAH and KDAF to the Sinclair Divestiture Trust pending entering into agreements to sell such stations, which agreements will be assigned to the Trust.

The divestitures proposed by this Amendment are consistent with the Commission’s National Television Ownership Limit. Upon consummation of the merger applications and Applicants’ proposed divestitures, post-transaction Sinclair will have a national audience reach of 38.86% (including the UHF discount).² In addition, as Applicants confirmed in the June Comprehensive Exhibit to the merger

¹ As part of the merger transaction, Applicants filed a Form 315 Application on June 26, 2017, seeking FCC consent to transfer control of WGN Continental Broadcasting Company, LLC to Sinclair Broadcast Group, Inc., which remains pending. FCC File No. BTC - 20170626AGD. Interested parties were given an opportunity to comment on (and did comment on) Sinclair’s proposed ownership of WGN-TV during the initial pleading cycle.

² See Computation of National Audience Share, attached as Exhibit 1 hereto; *see also* 47 C.F.R. § 73.3555(e); April 24, 2018 Amendment to Comprehensive Exhibit at 19.

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applications, Sinclair's ownership of WGN-TV complies with the Local Television Multiple Ownership Rule and the Radio-Television-Cross-Ownership Rule because Sinclair does not currently own any TV stations in the Chicago market and will acquire one radio station in connection with the merger transaction.³

Respectfully submitted,

/s/ Miles S. Mason
Miles S. Mason
*Counsel to Sinclair Broadcast Group,
Inc.*

/s/ Mace Rosenstein
Mace Rosenstein
Counsel to Tribune Media Company

Attachment

cc: (via hand delivery and email)

David Roberts, Video Division
David Brown, Video Division
Jeremy Miller, Video Division

³ See June Comprehensive Exhibit to Applications at 16; see also 47 C.F.R. §§ 73.3555(b) and (c).

EXHIBIT 1

Computation of National Audience Share							
Market (Nielsen DMA)	Station	Broadcast Channel	Market Rank	Status	TV Households	Percentage US TV Households	National Audience Reach
All US DMAs					112,143,960	100.00%	
New York, NY	WPIX	11	1	Pending Tribune Acquisition	7,074,750	6.31%	6.31%
Los Angeles, CA	KTLA	31	2	Pending Tribune Acquisition	5,318,630	4.74%	2.37%
Chicago, IL	WGN-TV	19	3	Pending Tribune Acquisition	3,299,720	2.94%	1.47%
Philadelphia, PA	WPHL-TV	17	4	Pending Tribune Acquisition	2,869,580	2.56%	1.28%
Dallas-Ft. Worth, TX	KDAF	32	5	Pending Tribune Acquisition - To be divested			
Washington D.C.	WJLA-TV	7	6	Owned	2,492,170	2.22%	2.22%
Washington D.C.	WDCW	50	6	Pending Tribune Acquisition			
Houston, TX	KIAH	38	7	Pending Tribune Acquisition - To be divested			
Seattle-Tacoma, WA	KOMO-TV	38	12	Owned	1,880,750	1.68%	0.84%
Seattle-Tacoma, WA	KUNS-TV	50	12	Owned - To be divested			
Seattle-Tacoma, WA	KCPQ	13	12	Pending Tribune Acquisition - To be divested			
Seattle-Tacoma, WA	KZJO	25	12	Pending Tribune Acquisition			
Minneapolis-St. Paul, MN	WUCW	22	15	Owned	1,730,430	1.54%	0.77%
Miami-Ft. Lauderdale, FL	WSFL-TV	19	16	Pending Tribune Acquisition - To be divested			
Denver, CO	KFCT	21	17	Pending Tribune Acquisition (Satellite) - To be divested	1,589,560	1.42%	0.71%
Denver, CO	KDVR	32	17	Pending Tribune Acquisition - To be divested			
Denver, CO	KWGN-TV	34	17	Pending Tribune Acquisition			
Cleveland-Akron (Canton), OH	WJW	8	19	Pending Tribune Acquisition - To be divested			
Sacramento-Stockton-Modesto, CA	KTXL	40	20	Pending Tribune Acquisition - To be divested			
St. Louis, MO	KDNL-TV	31	21	Owned	1,189,890	1.06%	0.53%
St. Louis, MO	KPLR-TV	26	21	Pending Tribune Acquisition - (KPLR or KDNL to be divested)			
St. Louis, MO	KTVI	43	21	Pending Tribune Acquisition			
Portland, OR	KATU	43	22	Owned	1,180,980	1.05%	0.53%
Portland, OR	KUNP	16	22	Owned			
Portland, OR	KRCW-TV	33	22	Pending Tribune Acquisition			
Pittsburgh, PA	WPGH-TV	43	24	Owned	1,141,950	1.02%	0.51%

Market (Nielsen DMA)	Station	Broadcast	Market	Status	TV Households	Percentage US TV Households	National Audience Reach
		Channel	Rank				
Pittsburgh, PA	WPNT	42	24	Owned			
Raleigh-Durham, NC	WLFL	27	25	Owned	1,133,160	1.01%	0.51%
Raleigh-Durham, NC	WRDC	28	25	Owned			
Baltimore, MD	WBFF	46	26	Owned	1,108,010	0.99%	0.49%
Nashville, TN	WZTV	15	27	Owned	1,030,650	0.92%	0.46%
Nashville, TN	WUXP-TV	21	27	Owned			
Indianapolis, IN	WTTK	29	28	Pending Tribune Acquisition (Satellite)	1,026,260	0.92%	0.46%
Indianapolis, IN	WXIN	45	28	Pending Tribune Acquisition			
Indianapolis, IN	WTTV	48	28	Pending Tribune Acquisition			
San Diego, CA	KSWB-TV	19	29	Pending Tribune Acquisition - To be divested			
Salt Lake City, UT	KUTV	34	30	Owned	948,840	0.85%	0.42%
Salt Lake City, UT	KMYU	9	30	Owned - To be divested			
Salt Lake City, UT	KJZZ-TV	46	30	Owned			
Salt Lake City, UT	KSTU	28	30	Pending Tribune Acquisition - To be divested			
San Antonio, TX	KABB	30	31	Owned	924,480	0.82%	0.41%
San Antonio, TX	WOAI-TV	48	31	Owned			
Hartford & New Haven, CT	WCCT-TV	20	32	Pending Tribune Acquisition	921,500	0.82%	0.41%
Hartford & New Haven, CT	WTIC-TV	31	32	Pending Tribune Acquisition			
Kansas City, MO	WDAF-TV	34	33	Pending Tribune Acquisition	901,020	0.80%	0.40%
Columbus, OH	WSYX	48	34	Owned	896,980	0.80%	0.40%
Cincinnati, OH	WKRC-TV	12	35	Owned	871,970	0.78%	0.78%
Milwaukee, WI	WVTV	18	36	Owned	868,500	0.77%	0.39%
Milwaukee, WI	WITI	33	36	Pending Tribune Acquisition			
West Palm Beach-Ft. Pierce, FL	WPEC	13	38	Owned	829,110	0.74%	0.74%
West Palm Beach-Ft. Pierce, FL	WTVX	34	38	Owned			
Greenville-Spartanburg, SC-Asheville, NC	WLOS	13	38	Owned	809,190	0.72%	0.72%
Austin, TX	KEYE-TV	43	39	Owned	791,480	0.71%	0.35%
Las Vegas, NV	KSNV	22	40	Owned	757,400	0.68%	0.34%
Las Vegas, NV	KVCW	29	40	Owned			
Oklahoma City, OK	KOCB	33	41	Owned	705,840	0.63%	0.31%
Oklahoma City, OK	KOKH-TV	24	41	Owned - To be divested			
Oklahoma City, OK	KFOR-TV	27	41	Pending Tribune Acquisition			

Market (Nielsen DMA)	Station	Broadcast Channel	Market Rank	Status	TV Households	Percentage US TV Households	National Audience Reach
Oklahoma City, OK	KAUT-TV	40	41	Pending Tribune Acquisition - To be divested			
Grand Rapids-Kalamazoo-Battle Creek, MI	WWMT	8	43	Owned	689,950	0.62%	0.62%
Grand Rapids-Kalamazoo-Battle Creek, MI	WXMI	19	43	Pending Tribune Acquisition - To be divested			
Birmingham, AL	WABM	36	44	Owned	687,180	0.61%	0.31%
Birmingham, AL	WTTO	28	44	Owned			
Harrisburg-Lancaster-Lebanon-York, PA	WHP-TV	21	45	Owned	682,460	0.61%	0.30%
Harrisburg-Lancaster-Lebanon-York, PA	WPMT	47	45	Pending Tribune Acquisition - To be divested			
Norfolk-Portsmouth-Newport News, VA	WTVZ-TV	33	47	Owned	673,820	0.60%	0.30%
Greensboro-High Point-Winston-Salem, NC	WXLV-TV	29	48	Owned - To be divested			
Greensboro-High Point-Winston-Salem, NC	WMYV	33	48	Owned	672,650	0.60%	0.30%
Greensboro-High Point-Winston Salem, NC	WGHP	35	48	Pending Tribune Acquisition			
Memphis, TN	WREG-TV	28	50	Pending Tribune Acquisition	649,360	0.58%	0.29%
New Orleans, LA	WNOL-TV	15	51	Pending Tribune Acquisition	638,020	0.57%	0.28%
New Orleans, LA	WGNO	26	51	Pending Tribune Acquisition			
Providence, RI-New Bedford, MA	WJAR	50	52	Owned	597,990	0.53%	0.27%
Buffalo, NY	WUTV	14	53	Owned	592,750	0.53%	0.26%
Buffalo, NY	WNYO-TV	49	53	Owned			
Fresno-Visalia, CA	KMPH-TV	28	54	Owned	574,610	0.51%	0.26%
Fresno-Visalia, CA	KFRE-TV	36	54	Owned			
Richmond-Petersburg, VA	WRLH-TV	26	55	Owned - To be divested			
Richmond-Petersburg, VA	WTVR-TV	25	55	Pending Tribune Acquisition	566,930	0.51%	0.25%
Little Rock-Pine Bluff, AR	KATV	22	58	Owned	522,530	0.47%	0.23%
Mobile, Al-Pensacola, FL	WEAR-TV	17	59	Owned	522,260	0.47%	0.23%
Mobile, Al-Pensacola, FL	WFGX	50	59	Owned			
Albany-Schenectady-Troy, NY	WRGB	6	60	Owned	521,820	0.47%	0.47%
Albany-Schenectady-Troy, NY	WCWN	43	60	Owned			
Tulsa, OK	KTUL	10	62	Owned	516,540	0.46%	0.46%
Lexington, KY	WDKY-TV	31	63	Owned	459,300	0.41%	0.20%
Dayton, OH	WKEF	51	64	Owned	453,960	0.40%	0.20%
Wichita-Hutchinson, KS	KSAS-TV	26	67	Owned	416,400	0.37%	0.19%
Wichita-Hutchinson, KS	KOCW	14	67	Owned			
Wichita-Hutchinson, KS	KAAS-TV	17	67	Owned			

Market (Nielsen DMA)	Station	Broadcast	Market	Status	TV Households	Percentage US TV Households	National Audience Reach
		Channel	Rank				
Des Moines-Ames, IA	KDSM	16	68	Owned - To be divested Pending Tribune Acquisition	416,020	0.37%	0.37%
Des Moines-Ames, IA	WHO-DT	13	68				
Green Bay-Appleton, WI	WLUK-TV	11	69	Owned	415,890	0.37%	0.37%
Green Bay-Appleton, WI	WCWF	21	69	Owned			
Roanoke-Lynchburg, VA	WSET-TV	13	70	Owned	414,620	0.37%	0.37%
Flint-Saginaw-Bay City, MI	WSMH	16	71	Owned	411,210	0.37%	0.18%
Spokane, WA	KLEW-TV	32	72	Owned	410,900	0.37%	0.18%
Charleston-Huntington, WV	WCHS-TV	41	73	Owned	406,310	0.36%	0.18%
Omaha, NE	KPTM	43	74	Owned	399,010	0.36%	0.18%
Rochester, NY	WUHF	28	76	Owned	384,380	0.34%	0.17%
Columbia, SC	WACH	48	77	Owned	384,190	0.34%	0.17%
Toledo, OH	WNWO-TV	49	78	Owned	379,120	0.34%	0.17%
Portland-Auburn, ME	WGME-TV	38	79	Owned	367,720	0.33%	0.16%
Huntsville-Decatur (Florence), AL	WHNT-TV	19	80	Pending Tribune Acquisition	367,510	0.33%	0.16%
Madison, WI	WMSN-TV	49	81	Owned	366,690	0.33%	0.16%
Paducah, KY-Cape Girardeau, MO-Harrisburg, IL-Mt Vernon, IL	KBSI	22	82	Owned	354,790	0.32%	0.16%
Harlingen-Weslaco-Brownsville-McAllen, TX	KGBT-TV	31	84	Owned	351,810	0.31%	0.16%
Syracuse, NY	WSTM-TV	24	85	Owned	350,100	0.31%	0.16%
Champaign/Springfield-Decatur, IL	WICS	42	88	Owned	344,180	0.31%	0.15%
Champaign/Springfield-Decatur, IL	WICD	41	88	Owned (simulcast)			
Chattanooga, TN	WTVC	9	89	Owned	336,580	0.30%	0.30%
Savannah, GA	WTGS	28	90	Owned	328,860	0.29%	0.15%
Cedar Rapids-Waterloo-Iowa City-Dubuque, IA	KGAN	51	91	Owned	325,780	0.29%	0.15%
Charleston, SC	WCIV	34	92	Owned	320,980	0.29%	0.14%
El Paso, TX	KFOX-TV	15	93	Owned	318,260	0.28%	0.14%
El Paso, TX	KDBC-TV	18	93	Owned			
South Bend-Elkhart, IN	WSBT-TV	22	96	Owned	297,680	0.27%	0.13%
Ft. Smith-Fayetteville-Springdale-Rogers, AR	KFSM-TV	18	98	Pending Tribune Acquisition	292,160	0.26%	0.13%
Ft. Smith-Fayetteville-Springdale-Rogers, AR	KXNW	34	98	Pending Tribune Acquisition			

Market (Nielsen DMA)	Station	Broadcast	Market	Status	TV Households	Percentage US TV Households	National Audience Reach
		Channel	Rank				
Tri-Cities, TN-VA	WCYB-TV	5	99	Owned	290,530	0.26%	0.26%
Greenville-New Bern-Washington, NC	WCTI-TV	12	100	Owned	285,650	0.25%	0.25%
Myrtle Beach-Florence, SC	WPDE-TV	16	101	Owned	281,550	0.25%	0.13%
Davenport, IA-Rock Island-Moline, IL	WQAD-TV	38	102	Pending Tribune Acquisition	277,950	0.25%	0.12%
Boise, ID	KBOI-TV	9	104	Owned	264,300	0.24%	0.24%
Reno, NV	KRXI-TV	44	105	Owned	263,990	0.24%	0.12%
Lincoln & Hastings-Kearney, NE	KFXL-TV	13	106	Owned	263,110	0.23%	0.23%
	KHGI-TV	15	106	Owned			
	KNWB-TV	6	106	Owned (Satellite)			
Johnstown-Altoona-State College, PA	WJAC-TV	34	107	Owned	262,020	0.23%	0.12%
Tallahassee, FL-Thomasville, GA	WTWC-TV	40	108	Owned	257,570	0.23%	0.11%
Yakima-Pasco-Richland-Kennewick, WA	KIMA-TV	33	114	Owned	239,760	0.21%	0.11%
	KEPR-TV	18	114	Owned (Satellite)			
Traverse City-Cadillac, MI	WPBN-TV	47	118	Owned	233,370	0.21%	0.10%
Traverse City-Cadillac, MI	WTOM-TV	35	118	Owned (Satellite)			
Eugene, OR	KVAL-TV	13	119	Owned	231,570	0.21%	0.21%
Eugene, OR	KCBY-TV	11	119	Owned (Satellite)			
Eugene, OR	KPIC	19	119	Owned (Satellite)			
Macon, GA	WGXA	16	120	Owned	222,970	0.20%	0.10%
Peoria-Bloomington, IL	WHOI	19	122	Owned	222,210	0.20%	0.10%
Bakersfield, CA	KBAK	33	126	Owned	212,180	0.19%	0.09%
Corpus Christi, TX	KUQI	38	128	Owned	198,820	0.18%	0.09%
Amarillo, TX	KVII-TV	7	131	Owned	179,920	0.16%	0.16%
Amarillo, TX	KVIH-TV	12	131	Owned (Satellite)			
Chico-Redding, CA	KRCR-TV	7	132	Owned	179,370	0.16%	0.16%
Columbia-Jefferson City, MO	KRCG	12	135	Owned	163,790	0.15%	0.15%
Medford-Klamath Falls, OR	KTVL	10	136	Owned	163,600	0.15%	0.15%
Beaumont-Port Arthur, TX	KFDM-TV	25	142	Owned	156,020	0.14%	0.07%
Sioux City, IA	KPTH	49	148	Owned	144,180	0.13%	0.06%
Albany, GA	WFXL	12	154	Owned	134,510	0.12%	0.12%

Market (Nielsen DMA)	Station	Broadcast Channel	Market Rank	Status	TV Households	Percentage US TV Households	National Audience Reach
Wheeling, WV-Steubenville, OH	WTOV-TV	9	158	Owned	121,320	0.11%	0.11%
Missoula, MT	KCFW-TV	9	164	Owned	113,110	0.10%	0.10%
Missoula, MT	KECI-TV	13	164	Owned			
Abilene-Sweetwater, TX	KTXS-TV	20	165	Owned	107,760	0.10%	0.05%
Quincy, IL-Hannibal, MO-Keokuk, IA	KHQA-TV	7	172	Owned	93,920	0.08%	0.08%
Butte-Bozeman, MT	KTVM-TV	6	185	Owned	69,060	0.06%	0.06%
Eureka, CA	KAEF-TV	22	195	Owned	56,660	0.05%	0.03%
Ottumwa, IA-Kirksville, MO	KTVO	33	200	Owned	42,990	0.04%	0.02%
TOTAL					69,209,840	61.72%	38.86%

Notes:

Based on Nielsen Local Television Market Universe Estimates ("Nielsen Report"). Audience estimates are as of January 1, 2017 and used throughout the 2017-2018 television season. Estimates are effective September 23, 2017. No more recent estimates have been released by Nielsen.

Includes all stations of which Sinclair is the licensee (identified as "Owned" in Column E) or for which Sinclair is the proposed transferee pursuant to pending Form 315 applications filed in connection with the Tribune transaction (identified as "Pending Tribune Acquisition" in Column E). Does not include LMA stations in which Sinclair has a cognizable interest under FCC rules unless such station would affect the national audience reach.

Does not include stations for which Sinclair may provide non-programming services pursuant to grandfathered JSAs, or in markets where Sinclair provides services to a station but does not hold an ownership interest in any station in such market, as Sinclair is not considered to hold a cognizable interest in such stations or markets under the Commission's Rules.

Does not include Class A stations or low power television stations, as they are not subject to Section 73.3555.