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August 12, 2016

BY HAND DELIVERY AND ECFS

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

**Re: Applications Filed for the Transfer of Control and Assignment of
Broadcast Television Licenses from Media General, Inc. to Nexstar
Media Group, Inc.,
MB Docket No. 16-57**

Dear Ms. Dortch:

Nexstar Broadcasting Group, Inc. (“Nexstar”), by counsel, hereby responds to the notices of *ex parte* communications filed by DISH Network LLC (“DISH”), American Cable Association (“ACA”), and ITTA on August 4, 2016¹, and by Cox Communications, Inc. (“Cox”) on July 14, 2016², in the above-referenced docket.

As an initial matter, DISH, ACA, ITTA and Cox continue to ignore the demonstrated public interest benefits of Nexstar’s proposed merger with Media General, Inc. (“Media General”). The applications for FCC consent to the transaction (the “Applications”) include a public interest showing that identifies, at a level of specificity unprecedented for a broadcast transaction, the numerous public interest benefits that the transaction will deliver.³ These include increased

¹ See Letter from Alison Minea, DISH Network LLC, Mary Lovejoy, American Cable Association, and Mike Jacobs, ITTA to Marlene H. Dortch, Secretary, FCC, MB Docket No. 16-57 (Aug. 4, 2016) (“DISH Letter”).

² See Letter from Matthew A. Brill to Marlene H. Dortch, Secretary, FCC, MB Docket No. 16-57 (July 14, 2016) (“Cox Letter”).

³ *E.g.*, Nexstar and Media General Inc., FCC File No. BTCCDT-20160210ABW, Comprehensive Exhibit (March 2016) at 4-13; Nexstar, Response to Information Request, MB Docket No. 16-57 (June 24, 2016), available at [https://ecfsapi.fcc.gov/file/1062421989180/Nexstar_Response_to_Information_Request%20\(ECFS\).pdf](https://ecfsapi.fcc.gov/file/1062421989180/Nexstar_Response_to_Information_Request%20(ECFS).pdf).

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efficiencies that will make Nexstar more attractive to programmers and allow Nexstar to expand its already robust investment in local news (including opening new state capital bureaus and expanding access to existing bureaus in state capitals and Washington, D.C.). In addition, as a result of the required divestitures, the transaction will place one station in the hands of a minority owner, one station in the hands of a female owner, and one station in the hands of an established Spanish language broadcaster. The mere repetition of the claim that “the Applications present no merger-specific benefits”⁴ does not make that claim true and is plainly contradicted by the Applications’ extensive showing.⁵

Moreover, the DISH and Cox Letters simply repeat misleading and misplaced arguments about the application of the Commission’s general rules regarding retransmission consent to the instant rule-compliant transaction. As Nexstar and Media General explained in their Consolidated Opposition to petitions filed by DISH, ACA, ITTA and Cox, under well-established FCC precedent, a merger proceeding is the not the proper forum to address general policy matters such as retransmission consent restrictions.⁶ Where, as here, the proposed transaction fully complies with all applicable rules, the petitioners’ concerns lie not with the transaction itself, but rather, with industry-wide rules that the Commission has

⁴ See DISH Letter at 2.

⁵ See *supra* note 3. These parties also continue to mischaracterize the transaction as “unprecedented in size and scope” despite the fact that there are several existing broadcast station groups of greater or similar “size and scope,” including Ion Media Networks, Tribune Media Company, Univision Holdings, Inc., CBS Corporation, Fox Television Stations, LLC and Sinclair Broadcast Group, Inc. See Nexstar and MEG, *Consolidated Opp’n to Pets. to Deny* (Apr. 14, 2016) (“Consolidated Opp’n”) at 6, n.19.

⁶ See Consolidated Opp’n at 9-10 & n.32 (citing *Local TV Holdings, LLC, Transferor, and Tribune Broadcasting Company II, LLC, Transferee*, Memorandum Opinion and Order, 28 FCC Rcd 16850, 16856, ¶ 13 n.51 (2013) (“The proper forum in which to seek changes in the way the Commission treats SSAs in general is a rulemaking.”); *Applications for Consent to Transfer of Control from Shareholders of Belo Corp. to Gannett Co., Inc.*, Memorandum Opinion and Order, 28 FCC Rcd 16867, 16880, ¶ 31 (2013) (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”); *High Maintenance Broad., Inc.*, Letter, FCC File No. BALCDT-20120315ADD at 2 & n.9 (Aug. 28, 2012) (declining to address arguments regarding retransmission consent reforms in the context of an adjudicatory licensing proceeding); *Acme Television, Inc.*, Letter, 26 FCC Rcd 5189, 5192 (2011) (same); *Acme Television Licenses of Ohio, LLC*, Letter, 26 FCC Rcd 5198, 5200-01 (2011) (same); *Free State Communications, LLC*, Letter, 26 FCC Rcd 10310, 10312 (2011) (same)).

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adopted through notice-and-comment rulemaking. Notwithstanding the petitioners' efforts to recast their arguments as "transaction specific" based on harms that "could befall" petitioners, such concerns are "purely speculative" and do not provide a proper basis for denying the Applications or imposing conditions upon the grant thereof.⁷ Thus, the conditions proposed in the DISH and Cox Letters are unnecessary and, for the reasons explained in the Consolidated Opposition, inappropriate.⁸

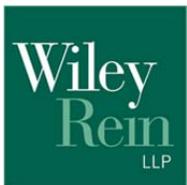
It would be particularly disturbing for the Commission to impose unspecified "other potential mechanisms to ensure the merged entity complies with applicable rules," as suggested in the DISH Letter.⁹ Nexstar is not aware of any instance where the FCC has conditioned approval of a broadcast transaction on "independent third-party oversight and certification and reporting requirements." While such requirements might be more plausible in the face of a record establishing specific concerns under the Commission's rules, they are wholly inappropriate as a prophylactic measure.

For the foregoing reasons, Nexstar urges the FCC to reject the arguments of the petitioners in this proceeding and grant the Applications—which are now ripe for approval—without further delay.

⁷ See Consolidated Opp'n at 4, 36-41.

⁸ See *id.* at 42-46. It is equally improper to urge the Commission to set aside a single specific existing contract term that was bargained for and agreed to by all parties to an existing retransmission consent agreement merely because one party to the agreement would prefer not to be bound by the terms it agreed to.

⁹ See DISH Letter at 3. To the extent that DISH is referring in part to the compliance plan contained in the consent decree between the Commission and Sinclair Broadcast Group, Inc. ("Sinclair"), that bears no connection to Nexstar, as Nexstar has not engaged in, nor been investigated for, the activities alleged in the Sinclair matter. See *Sinclair Broadcast Group, Inc.*, Order and Consent Decree, DA 16-856 (rel. July 29, 2016). Similarly, in situations (outside the broadcast context) where the Commission has imposed an independent third-party oversight requirement, it has done so in the face of a finding of likely public interest harms that do not exist here. See *In the Matter of Applications of Charter Communications, Inc., Time Warner Cable Inc., & Advance/Newhouse Partnership*, FCC 16-59, MB Docket No. 15-149 (rel. May 10, 2016).



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Please contact the undersigned should you have any questions.

Sincerely,

/s/ Gregory L. Masters /s/

Gregory L. Masters
Counsel for Nexstar Broadcasting Group, Inc.

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