

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC**

In the Matter of	)	
	)	
Tribune Media Company (Transferor)	)	
	)	
and	)	MB Docket No. 17-179
	)	
Sinclair Broadcast Group, Inc. (Transferee)	)	
	)	
Consolidated Applications for Consent to	)	
Transfer Control	)	

**COMMENTS OF COMPETITIVE CARRIERS ASSOCIATION**

Steven K. Berry  
President & CEO

Rebecca Murphy Thompson  
EVP & General Counsel

Courtney Neville  
Policy Counsel

COMPETITIVE CARRIERS ASSOCIATION  
805 15th Street NW, Suite 401  
Washington, DC 20005  
(202) 449-9866  
[www.ccamobile.org](http://www.ccamobile.org)

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Competitive Carriers Association (“CCA”)<sup>1</sup> submits these comments<sup>2</sup> in response to the Federal Communications Commission’s (“FCC” or “Commission”) Public Notice pausing the 180-day transaction shot clock in this proceeding.<sup>3</sup>

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<sup>1</sup> CCA is the nation’s leading association for competitive wireless providers and stakeholders across the United States. CCA’s membership includes nearly 100 competitive wireless providers ranging from small, rural carriers serving fewer than 5,000 customers to regional and national providers serving millions of customers. CCA also represents associate members including vendors and suppliers that provide products and services throughout the mobile communications supply chain.

<sup>2</sup> Outside counsel for CCA have filed acknowledgements of confidentiality in the above-captioned proceeding pursuant to the Commission’s *Protective Order* and received no objections. Accordingly, the Applicants provided CCA’s outside counsel an unredacted copy of their pleadings and responses to the Commission’s RFI. CCA’s employees do not have access to these Highly Confidential materials.

<sup>3</sup> *Media Bureau Pauses 180-Day Transaction Shot Clock In the Proceeding for Transfer of Control of Tribune Media Company to Sinclair Broadcasting Group, Inc. to Allow for Additional Comment*, Public Notice, DA 17-1026 (MB Oct. 18, 2017).

## I. INTRODUCTION.

The Commission correctly suspended the shot clock following Sinclair’s inadequate response<sup>4</sup> to the Commission’s first Request for Information (“RFI”).<sup>5</sup> The RFI asked Sinclair to produce documents and narrative responses to substantiate many of the conclusory assertions that appeared in the Comprehensive Exhibit.<sup>6</sup> As many commenters observed at the time, the Comprehensive Exhibit was devoid of the factual specificity necessary for the Commission to evaluate the merits of the Transaction, let alone conclude that it will serve the “public interest.”<sup>7</sup>

Sinclair continues to withhold critical evidence from the Commission and fails to address important questions about the Transaction’s effect on the 600 MHz incentive auction repack. Contrary to the RFI’s explicit instructions, Sinclair fails to provide documentation related to ATSC 3.0. Worse, Sinclair’s narrative “responses” regarding ATSC 3.0 are mostly unsupported platitudes repackaged from its Comprehensive Exhibit.<sup>8</sup> Indeed, Sinclair’s RFI response is so

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<sup>4</sup> Responses of Sinclair Broadcast Group, Inc. to FCC Request for Information, MB Docket No. 17-179 (filed Oct. 5, 2017) (“RFI Response”).

<sup>5</sup> Letter from Michelle M. Carey, FCC, to Miles S. Mason, Counsel to Tribune Media Co., and Mace J. Rosenstein, Counsel to Sinclair Broadcast Group, Inc., MB Docket No. 17-179 (Sept. 14, 2017) (“RFI”).

<sup>6</sup> Application for Consent to Transfer Control of Entity Holding Broadcast Station Construction Permit or License, Tribune Media Co. and Sinclair Broadcast Group, Inc., Comprehensive Exhibit Form 315 (June 26, 2017) (“Comprehensive Exhibit”).

<sup>7</sup> See, e.g., Petition to Deny of DISH, LLC, MB Docket No. 17-179, at 9-10 (filed Aug. 7, 2017); Petition to Deny of American Cable Association, MB Docket No. 17-179, at 9-10 (filed Aug. 7, 2017) (“ACA Petition”); Petition to Deny of NTCA—The Rural Broadband Association, MB Docket No. 17-179, at 2-4 (filed Aug. 7, 2017) (“NTCA Petition”); Reply Comments of the American Television Alliance, MB Docket No. 17-179, at 6-7 (filed Aug. 29, 2017) (“ATVA Reply Comments”); Petition to Deny of Public Knowledge, Common Cause, and United Church of Christ, OC Inc., MB Docket No. 17-179, at 2 (filed Aug. 7, 2017) (“PK Petition”).

<sup>8</sup> Compare, e.g., Comprehensive Exhibit at 2 (stating that “economies of scale” will enable Sinclair to “expedite the rollout of an ATSC 3.0 network.”), with RFI Response at 11 (“[B]y giving Sinclair a large spectrum footprint, the merger will accelerate the roll-out of ATSC 3.0”).

sparse that what little information was designated as “Highly Confidential” hardly needs to be addressed.

Where Sinclair has provided new information, it confirms petitioners’ concerns and raises even more questions warranting the Commission’s investigation. Sinclair apparently concedes that it intends to realize market power to force adoption of ATSC 3.0 within the broader ecosystem of equipment manufacturers, mobile broadband operators, multichannel video programming distributors (“MVPDs”), and device manufacturers. But the amount of horizontal and vertical concentration necessary to circumvent these market pressures also would be sufficient to threaten a range of anticompetitive outcomes in other product markets, including the wireless broadband market, which would suffer from strategic delay of the 600 MHz incentive auction repack. Sinclair’s response fails to allay CCA’s concerns about these competitive harms.

While CCA welcomes the Commission’s decision to halt the shot clock until November 2, 2017, the clock should remain suspended until Sinclair provides documents and details about ATSC 3.0 sufficient to respond to the first RFI. In the meantime, the Commission should issue a second RFI seeking additional documents and details about Sinclair’s history of stalling the repack, forcing others to adopt ATSC 3.0, entering into sidecar arrangements, and other competitive issues that the petitioners have raised.

## **II. SIGNIFICANT CONCERNS AND QUESTIONS REMAIN REGARDING SINCLAIR'S ABILITY TO DELAY THE 600 MHZ INCENTIVE AUCTION REPACK.**

### **A. Sinclair Has Not Provided Documentation About ATSC 3.0.**

Despite the Commission's unambiguous request for documentation about ATSC 3.0,<sup>9</sup> Sinclair has failed to satisfy this obligation. Sinclair's failure to respond is sufficient to warrant dismissal. As CCA noted, ATSC 3.0 is a critical element of Sinclair's long-term objective to enter mobile broadband and online video distribution markets.<sup>10</sup> Numerous broadcasters, equipment manufacturers, device manufacturers, wireless carriers, and MVPDs, however, have found that incorporating ATSC 3.0 chipsets into their devices will be costly, operationally burdensome, and unjustified by consumer demand. Since CCA filed its reply in this proceeding, industry stakeholders have stepped forward to warn the Commission about the many challenges associated with an ATSC 3.0 mandate. T-Mobile submitted a technical white paper extensively discussing "the significant issues associated with implementing ATSC 3.0 mobile device

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<sup>9</sup> RFI at Request 7 (asking Sinclair to provide documents and narrative responses to substantiate its assertion that "[t]he Transaction will make implementing ATSC 3.0 more efficient by offering economies of scale in equipment purchasing and installation services.").

<sup>10</sup> See Reply Comments of Competitive Carriers Association, MB Docket No. 17-179, at 2 (filed Aug. 29, 2017); Petition to Deny of Competitive Carriers Association, MB Docket No. 17-179, at 14-15 (filed Aug. 7, 2017).

reception capability.”<sup>11</sup> Nokia,<sup>12</sup> Qualcomm,<sup>13</sup> Ericsson,<sup>14</sup> Motorola Mobility,<sup>15</sup> and other equipment manufacturers,<sup>16</sup> likewise, have echoed their opposition to an ATSC 3.0 mandate due

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<sup>11</sup> See T-Mobile, *Complications Associated With ATSC 3.0 Implementation In Mobile Devices* (Sept. 2017), attached to Letter from Steve B. Sharkey, T-Mobile, to Marlene H. Dortch, FCC, MB Docket No 17-179, at 1-2 (filed Sept. 11, 2017).

<sup>12</sup> Letter from Brian Hendricks, Nokia, to Marlene H. Dortch, FCC, GN Docket No. 16-142 (filed Sept. 15, 2017) (“Nokia ATSC 3.0 Letter”) (“It is expected that in order to receive ATSC 3.0, mobile devices would need to operate at additional frequencies, possibly as low as 470 MHz. If the same antenna is used to receive ATSC 3.0 signals in the 470-608 MHz band in addition to 600 MHz band (3GPP Band 71 or 617-698 MHz), the antenna performance is likely to degrade,” “[t]here is no ‘free’ space for additional or larger antennas in mobile devices,” and “[a]dding a new receiver chain to mobile devices for ATSC 3.0 reception would impact device design, performance, and cost.”).

<sup>13</sup> Letter from Dean R. Brenner and John W. Kuzin, Qualcomm, to Marlene H. Dortch, FCC, GN Docket No. 16-142, at 2 (filed Sept. 19, 2017) (“In light of the detrimental effects that including ATSC 3.0 support can have on the cost and size of a mobile device, the technology trade-offs required to accommodate competing technologies, and the reduced performance and spectral efficiency that it may have on other mobile bands and services.”).

<sup>14</sup> Letter from Jared M. Carlson Vice President, Government Affairs and Public Policy, Ericsson, to Marlene H. Dortch, FCC, GN Docket No. 16-142, at 1 (filed Sept. 15, 2017) (“There exist today multiple options for the receipt of linear and on-demand mobile content on mobile phones, and a mandate to include ATSC 3.0 in mobile phones will provide little, if any, benefit to consumers while the cost of doing so, as outlined in page 6 of T-Mobile’s analysis, is quite high.”).

<sup>15</sup> Letter from Jeffrey Harper, Vice President, Motorola Mobility, to Marlene H. Dortch, FCC, GN Docket No. 16-142, at 4 (filed Sept. 12, 2017) (“In other words, it is not feasible to add ATSC 3.0 to a smartphone without impacting its industrial design significantly.”).

<sup>16</sup> See, e.g., Ethertronics, Inc., *Antenna Issues Associated with Integration of Additional Radio Functionality in Smartphones*, at 1 (Sept. 2017), attached to Letter from Sebastian Rowson Ph.D., Chief Scientist, Ethertronics Inc, to Marlene H. Dortch, FCC, GN Docket No. 16-142 (filed Sept. 19, 2017) (“Integration of additional radio system functionality into smartphones has the potential to cause multiple problems in terms of interference, reduced cellular radio performance, and volume constraints (industrial design). ... These problems along with cost constraints and requirements for high antenna gain for TV reception are reasons why TV viewing usage in handsets in North America and Europe is practically non-existent, at least from a hardware perspective and ATSC 3.0 does not change these fundamental challenges.”); Peter Gammel, Chief Technology Officer, Skyworks Solutions, Inc., to Marlene H. Dortch, FCC, GN Docket No. 16-142 (filed Oct. 5, 2017) (noting that “there would be detrimental consequences to attempting concurrent operability of LTE and ATSC 3.0 in the band”).

to the immense technical challenges that ATSC 3.0 would create for mobile broadband providers.

Far from rebutting these concerns, Sinclair’s RFI response acknowledges that ATSC 3.0 is not viable in a market where industry stakeholders are free to act. Sinclair said that it worries about the exorbitant cost for broadcasters to deploy ATSC 3.0 and noted that “the cost of building out the technology infrastructure (estimated to be \$300,000 to \$600,000 per station) will not be financially justifiable for small stations.”<sup>17</sup> Sinclair also said it doubts that manufacturers would voluntarily adopt the new standard based on market demand.

While Sinclair focuses on denying its current desire for an FCC-enforced mandate, it ignores the incentive and ability that the post-Transaction company would have to enforce ATSC 3.0 deployment on its own. Sinclair has sought to coerce ATSC 3.0 deployment through holdout tactics and other anticompetitive conduct, including conditioning clearance of the 600 MHz band on mobile broadband operators’ agreement to install ATSC 3.0 tuners in their devices.<sup>18</sup> Indeed, Sinclair’s RFI response admits that the Transaction would arm with it greater power to “encourag[e] other broadcasters and electronics manufacturers to adopt the technology more quickly.”<sup>19</sup> T-Mobile has already illustrated how Sinclair would “encourag[e]” ATSC 3.0 deployment. In one instance, for example, Sinclair would “not even entertain discussions regarding an early transition for [one of its broadcast stations] unless T-Mobile agreed to place

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<sup>17</sup> RFI Response at 17.

<sup>18</sup> See, e.g., Comments of CTIA, GN Docket No. 16-142, at 2 (May 9, 2017) (urging the Commission to “ensure that the ATSC 3.0 transition, which appears to be in its early stages, is not used to delay the 39-month transition governing the 600 MHz incentive auction repacking process”).

<sup>19</sup> RFI Response at 16. Sinclair even claims that ATSC 3.0 justifies its local duopolies and eliminating smaller rivals. *Id.* at 18.



ATSC 3.0 technology into its mobile devices.”<sup>20</sup> MVPDs have reported similar attempts by large broadcasters such as Sinclair to tie ATSC 3.0 carriage to retransmission consent negotiations.<sup>21</sup>

Sinclair’s response provides no meaningful assurances that Sinclair would not continue to “encourage” or “incentivize” others to adopt ATSC 3.0 through the coercive tying arrangements that T-Mobile and others describe.<sup>22</sup> Indeed, the vertical and horizontal scale sufficient to singlehandedly force ATSC 3.0 adoption on nationwide or regional wireless operators also would cause other anticompetitive harms on wireless operators and the video distribution ecosystem. Members of Congress have increasingly voiced their concerns about Sinclair’s ability to interfere with the repack by mandating adoption of ATSC 3.0.<sup>23</sup> In a recent letter to the Commission, for example, a bipartisan group of 56 of House members reiterated that “[c]learing the 600 MHz band as quickly as possible is a critical component of the ongoing effort to deploy high-speed internet to rural America and close the digital divide.”<sup>24</sup> They expressed concerns

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<sup>20</sup> Reply Comments of T-Mobile US, Inc., MB Docket No. 17-179, at 3 (Aug. 29, 2017) (“T-Mobile Reply Comments”).

<sup>21</sup> See Letter from Michael Nilsson, Counsel to the American Television Alliance, to Marlene H. Dortch, FCC, GN Docket No. 16-142 (Oct. 25, 2017) (“The ATVA representatives each reported that broadcasters already seek to require carriage of ATSC 3.0 in recent retransmission consent negotiations.”).

<sup>22</sup> See T-Mobile Reply Comments at 16.

<sup>23</sup> See, e.g., *Hearing Before the Subcommittee on Communications and Technology, The Broadcast Incentive Auction: Update on Repacking Opportunities and Challenges*, 115 Cong. (Sept. 7, 2017), <http://bit.ly/2hKrcle>; *The Broadcast Incentive Auction: Update on Repacking Opportunities and Challenges*, Preliminary Hearing Transcript, at 105 (Sept. 7, 2017) (“Preliminary Hearing Transcript”) (statement of Representative Matsui) (“[I]f the Sinclair merger goes through, Sinclair will have significant incentive to slow-walk the transition.”).

<sup>24</sup> See Letter from Hon. Cathy McMorris Rodgers *et al.*, Members of Congress, to Ajit Pai, Chairman, FCC (Oct. 16, 2017), <http://bit.ly/2yrFoYi>.

that “delays to the 39-month repacking timeline established by the FCC will impede billions of dollars of private sector investments in infrastructure necessary for achieving this goal.”<sup>25</sup>

The ability to deploy ATSC 3.0 must yield transaction-specific benefits that “flow through to consumers, and not inure solely to the benefit of the company.”<sup>26</sup> Without a full accounting of evidence relevant to Sinclair’s ability and incentive to raise prices, reduce quality, and extract concessions from would-be competitors, the Commission cannot assess the public interest harms.

**B. Sinclair Has Not Provided Documentation About Dielectric.**

Sinclair’s control over Dielectric, the largest manufacturer of broadcast equipment in the United States, represents another way for Sinclair to interfere with the repack.<sup>27</sup> Even though the RFI seeks information to substantiate Sinclair’s claim that the Transaction would offer “economies of scale in equipment purchasing and installation services,”<sup>28</sup> Sinclair fails to even mention Dielectric. The Transaction would further enhance Dielectric’s market power by allowing Sinclair to eliminate Tribune’s antenna contracts with an alternate supplier, Electronics Research, Inc., which would tighten Sinclair’s chokehold over the broadcast equipment market and the repack timeline. Sinclair must produce documents sufficient to demonstrate Dielectric’s market share pre- and post- Transaction and assure the Commission that Dielectric will not have

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<sup>25</sup> *Id.*

<sup>26</sup> *Application of Charter Comm’cns, Inc., Time Warner Cable Inc., and Advance/Newhouse Partnership for Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd 6327, 6479-80 ¶ 318 (2016).

<sup>27</sup> By Sinclair’s own estimate, Dielectric “has supplied more than two-thirds of the TV industry’s high power antennas . . . .” Press Release, Sinclair Broadcast Group, *Sinclair Broadcast Group Announces Agreement to Purchase the Assets of Dielectric* (June 18, 2013), <http://bit.ly/2u2Dm0X>.

<sup>28</sup> Comprehensive Exhibit at 2.

excessive concentration in the broadcast equipment market. The upstream and downstream competitive effects of the transaction on the broadcast equipment market are part and parcel of the Commission’s “public interest” review.<sup>29</sup> Requesting documents to inform this analysis is consistent with Commission precedent and critical to the Commission’s evaluation of potential vertical integration effects, including monopoly and monopsony power.<sup>30</sup>

**C. Sinclair Has Not Provided Documentation About Its Undisclosed Stations.**

The Applicants’ undisclosed array of Class A, low-power, and sidecar stations represents yet another avenue for Sinclair to interfere with the relocation of broadcast stations following the 600 MHz incentive auction. While Sinclair’s stake in these stations may not implicate the Commission’s ownership rules, they are far from irrelevant. They enhance Sinclair’s ability to delay the repack by, among other things, controlling transition timelines and equipment procurement decisions for many more stations than it has disclosed. The Commission’s public

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<sup>29</sup> See *Applications for Consent to the Transfer of Control of Licenses XM Satellite Radio Holdings Inc., to Sirius Satellite Radio Inc.*, Memorandum Opinion and Report and Order, 23 FCC Rcd 12348, 12378-79 ¶¶ 62-68 (2008) (analyzing the monopsony power over upstream equipment markets the transaction would give applicants and accepting voluntary commitment to permit any device manufacturer to develop equipment that could deliver the merged entity’s satellite radio service).

<sup>30</sup> See, e.g., Information and Data Request to Comcast Corporation, MB Docket No. 14-57, at Request 16 (Aug. 22, 2014) (“Produce all documents . . . discussing any plans of the Company . . . for the construction of new facilities or equipment . . .”); *id.* at Request 39 (“Produce all documents related to the Company’s current and continued support for . . . CableCARD devices . . . [and] the extent to which new system technologies . . . would enhance or limit a subscriber’s ability to use a consumer-owned navigation device”); *id.* at Request 43 (“With respect to deployment of TV Everywhere provide a complete list of devices for which the Company provides TV Everywhere authentication . . . [and] a list and description of each application and device for which the Company has declined to provide TV Everywhere authentication services”); Information and Data Request to Charter Communications Inc., MB Docket No. 15-149, at Request 92 (Sept. 21, 2015) (“Describe and explain in detail and provide all documents regarding . . . any plans to sell, provide, or license the Spectrum Guide to other persons or on any other person’s platform or CE device . . . how the transaction will spur innovation in the further development of consumer devices”).

interest inquiry goes well beyond enforcing compliance with its ownership rules; it reaches threats to competition, interactions of industry players, and the speed of private sector deployment of advanced service.<sup>31</sup> Any station controlled by the Applicants—be it Class A, LPTV, or non-owned sidecars—is a lever to delay the repack through ATSC 3.0-related tying arrangements.

Sinclair and Tribune have failed to reveal their non-attributable stations in the Comprehensive Exhibit, Opposition, or in the RFI response.<sup>32</sup> Sinclair, for instance, is known to control stations nominally owned by Deerfield Media, Howard Stirk Holdings, Mercury Broadcasting Company, WDKA Acquisition Corporation, Fisher Communications, New Age Media, and Cunningham Broadcasting.<sup>33</sup> Sinclair only mentions any “subsidiary of Sinclair” in

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<sup>31</sup> See, e.g., *Applications for Consent to Transfer Control of Licenses and Section 214 Authorizations from MediaOne Group, Inc. to AT&T Corp.*, Memorandum Opinion and Order, 15 FCC Rcd 9816, 9821 ¶ 10 (2000).

<sup>32</sup> RFI Response, Exhibit 2 at SINCLAIR-000013 (admitting Sinclair’s failure to disclose (i) “LMA stations in which Sinclair has a cognizable interest under FCC rules unless such station would affect the national audience reach;” (ii) “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;” and (iii) “Class A stations or low power television stations, as they are not subject to Section 73.3555.”).

<sup>33</sup> See, e.g., *DISH Network LLC v. Sinclair Broadcast Group, Inc.*, Verified Retransmission Complaint and Request for Preliminary Injunctive Relief, MB Docket No. 12-1, at Exhibit 3 at 5 (filed Aug. 15, 2015 ) (listing Cunningham Broadcasting Corp., Deerfield Media, Howard Stirk Holdings LLC, WDKA Acquisition Corporation, and Mercury Broadcasting Company among the stations that DISH has requested Sinclair to “stop coordinating negotiations or negotiating on a joint basis for”); News Release, Sinclair Broadcast Group Closes TV Station Acquisitions, Sinclair (Dec. 3, 2012) (reporting Sinclair will provide sales and other non-programming services to stations sold to Deerfield Media, Inc. pursuant to a shared service and joint sales agreements), <http://bit.ly/2yoEKx0>; Keach Hagey, *Sinclair Draws Scrutiny Over Growth Tactics*, Wall Street Journal (Oct. 20, 2013), <http://on.wsj.com/2ysLzgw> (reporting Sinclair abandoned sidecar deals with Howard Stirk Holdings and Deerfield Media in several markets to gain FCC approval for Albritton acquisition); News Release, *Sinclair Broadcast Group*

describing the stations where the transaction would give Sinclair an unlawful duopoly.<sup>34</sup> There are undoubtedly many other similar arrangements that Sinclair has failed to disclose, but the full extent of Sinclair's control over other non-owned stations remains unclear. Sinclair must provide local marketing arrangements, joint sales agreements, time brokerage agreements, shared services agreements, and similar contracts to which Sinclair, Tribune, or their subsidiaries are a party. Similarly, because Class A, LPTV stations, and sidecar are relevant to repacking timelines and ATSC 3.0, Sinclair and Tribune must provide a full list of those stations over which they exercise direct or indirect control. Without this information, the Commission cannot properly assess the extent of Sinclair's market power and leverage to interfere with the repack.

### **III. SINCLAIR'S INADEQUATE RFI RESPONSE REQUIRES IMMEDIATE ACTION FROM THE COMMISSION.**

#### **A. The Shot Clock Should Remain Paused Until Sinclair Completes Its Response to the First RFI.**

Rather than attempting to prove that the benefits of the Transaction outweigh its costs, the Applicants simply refuse to help the Commission build the record necessary for the Commission to conduct its analysis or for industry stakeholders or the public to comment. The shot clock should remain paused until they do so.<sup>35</sup> The Applicants alone hold information critical to verifying claimed benefits or to disproving the presence of harms, and as such, bear the burden of providing sufficient evidence to support each claimed benefit to enable the

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*Announces Agreement to Purchase New Age Media TV Stations*, Sinclair Broadcast Group (Sept. 25, 2013), <http://bit.ly/2gJOIVn>.

<sup>34</sup> See RFI Response at 5.

<sup>35</sup> Indeed, the Commission recognized that it “has a strong interest in ensuring a full and complete record upon which to base its decision in this proceeding.” See *Shot Clock Public Notice* at 2.

Commission to verify its likelihood and magnitude.<sup>36</sup> In past reviews where applicants have failed to provide sufficient information, the Commission has repeatedly halted recent proceedings and required that Applicants supplement the record.<sup>37</sup> These precedents control here.

Sinclair has failed to fulfill the Commission's requests to provide documents to support its narrative responses for *seven of the ten* of the RFI questions, including the purported ATSC 3.0 benefits made possible by this Transaction. By requesting this information in its RFI, the Commission recognized the vital importance of ATSC 3.0 to its transaction-review process; the FCC would not have expended the time and resources to supplement the record on them otherwise. Sinclair must cooperate with the Commission by responding to its requests, and the shot clock must remain paused until Sinclair does so.

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<sup>36</sup> See, e.g., *AT&T Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9237 ¶ 274 (2015) (“[A] claimed [merger] benefit must be verifiable”).

<sup>37</sup> See, e.g., *Applications of Comcast Corp., General Electric Company, and NBC Universal, Inc.*, Order, 25 FCC Rcd 3802 (Apr. 16, 2010) (suspending filing deadlines and stopping the Commission's informal 180-day shot clock for the applicants to submit additional requested economic reports); *Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations*, Order, Letter, MB Docket No. 14-57 (Dec. 22, 2014) (suspending 180-day transaction clock due to discovery of “a significant number of responsive documents that were not timely produced to the FCC” by the Applicants); *Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations*, Letter, MB Docket No. 14-57, ¶ 4 (Oct. 22, 2014) (suspending pleading cycles and stopping 180-day shot clock because commenters’ “inability to review Highly Confidential Information that has been submitted in these dockets significantly hampers their ability to meaningfully comment and participate in these proceedings”); *Applications of AT&T DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, Order, MB Docket No. 14-90, ¶ 4 (Oct. 22, 2014) (same).

**B. The Commission Should Issue a Second RFI to Request Information and Documents Regarding the Many Other Potential Harms that the Transaction Threatens.**

In addition to completing their response to the Commission’s first RFI, the Applicants must address significant competitive issues posed by the proposed Transaction that CCA, T-Mobile, and other petitioners have raised. The second RFI should ask Sinclair and Tribune to describe in detail and provide all:

1. Local marketing agreements, time brokerage agreements, joint sales agreements, shared services agreements, and affiliation agreements to which Tribune, Sinclair, or its affiliates is a party, irrespective of whether such agreements create “attributable interests” or “cognizable interests” under the Section 73.3555 of the Commission’s rules, and irrespective of whether the agreements relate to full-power, low-power, or Class A services.
2. Correspondence, agreements, proposals, and understandings between (1) Sinclair or any entity with which Sinclair holds a local marketing agreement, time brokerage agreement, joint sales agreement, shared services agreement, or affiliation agreement (collectively, “Sinclair Affiliates”), and (2) any 600 MHz forward auction winner, relating to terms, conditions, timing, or consideration under which Sinclair or a Sinclair Affiliate would transition its facilities to its new channel assignments.
3. Executed and draft agreements relating to ATSC 3.0 to which Sinclair, ONE Media, Dielectric, Sinclair Affiliates, or their affiliates is a party, including without limitation patent licensing agreements, broadcast equipment agreements, standards-setting agreements, and retransmission consent agreements.
4. Agreements sufficient to identify the stations to which Dielectric supplies, and is expected to supply post-Transaction antenna equipment to broadcasters.
5. Agreements sufficient to identify the manufacturers that supply broadcast equipment to Tribune or its affiliates.
6. Documents that identify any specific plans that Sinclair has made to alter or terminate agreements with Electronics Research, Inc. or any other suppliers of antennas, transmission lines, and other necessary broadcast transmission components post-Transaction.

#### IV. CONCLUSION.

The Commission cannot evaluate the Transaction on the record presented. Accordingly, CCA requests that the Commission require the Applicants to provide documents in response to the Commission's first RFI request regarding ATSC 3.0; continue to pause the Transaction shot clock until the Applicants do so; and issue a second RFI to address the numerous and significant repack-related harms not included in the first RFI. These measures are necessary to satisfy the Commission's public interest mandate and ensure a complete review of the Transaction.

Respectfully submitted,

/s/ Rebecca Murphy Thompson  
Steven K. Berry  
Rebecca Murphy Thompson  
Courtney Neville  
COMPETITIVE CARRIERS ASSOCIATION  
805 15th Street NW, Suite 401  
Washington, DC 20005  
(202) 449-9866

November 2, 2017