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March 14, 2014

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**VIA ELECTRONIC FILING**

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

RE: 2010 Quadrennial Regulatory Review, MB Docket Nos. 09-182 and 07-294  
Attribution of Television Joint Sales Agreements, MB Docket No. 04-256  
**NOTICE OF EX PARTE COMMUNICATIONS**

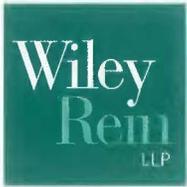
Dear Ms. Dortch:

On March 13, 2014, Perry Sook, Chairman of the Board, President and CEO of Nexstar Broadcasting, Inc. (“Nexstar”), accompanied by Richard E. Wiley and Richard J. Bodorff of Wiley Rein LLP, met with Commissioner Clyburn, her Chief of Staff and Senior Legal Advisor – Media, Adonis Hoffman, and her Legal Intern, Stefanie Frank, to address issues of concern pertaining to the above-referenced proceedings.

Mr. Sook expressed concern about the proposed attribution of joint sales agreements (JSAs), as well as the Media Bureau’s public notice of the previous day concerning processing of certain television transaction applications.<sup>1</sup> He was especially concerned about the impact of the Processing Notice on a number of currently pending transactions proposing JSAs and shared services agreements (“SSAs”) between Nexstar and its sharing partner, Mission Broadcasting, Inc., all of which were agreed to by the parties and filed with the Commission in good faith based upon well-established Commission precedent. These pending transactions are collectively valued at over \$400 million, and both Nexstar and Mission are paying costly ticking fees on bank financing for the deals. Mr. Sook stated that these applications should be processed in accordance with precedent at the time of their filing.

Mr. Sook described the relationship between Nexstar and Mission. He noted that the controlling shareholder of Mission is female, and that Mission is the

<sup>1</sup> Public Notice, “Processing of Broadcast Television Applications Proposing Sharing Arrangements and Contingent Interests,” DA 14-330 (March 12, 2014) (the “Processing Notice”).



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largest female-controlled television broadcast company in the nation. Mr. Sook observed that the Mission/Nexstar relationships have created economies of scale and cost savings which have enabled Mission's stations to air an additional 170 hours per week of locally produced news. He also noted that Mission was a television licensee before Nexstar was, and that Nexstar and Mission's first JSA/SSA arrangement dates back sixteen years, to 1998.

Mr. Sook observed that Nexstar and Mission compete for advertising dollars with MVPDs which themselves sell ad insertions in dozens of cable programming channels. Attribution of JSAs would in most cases effectively limit television broadcasters to selling only one programming channel, making competition against MVPDs even more challenging. Mr. Sook also noted that the announced proposed merger of Comcast and Time Warner Cable will dramatically impact the media landscape, and suggested that the Commission defer any action relative to JSAs until a decision on the Comcast/Time Warner Cable merger has been reached and its impact assessed.

Mr. Sook stated that regulatory uncertainty resulting from the Commission's proposed attribution of in-market JSAs and the Processing Notice have badly depressed the stocks of all publicly traded broadcasting companies active in the JSA/SSA space. He urged the Commission to establish clear and objective standards under which to process applications proposing JSAs/SSAs, as certainty is a necessary prerequisite to deal structuring and financing. Mr. Sook also advocated extended grandfathering of existing JSA/SSA relationships.

Respectfully submitted,

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

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cc (via email):

Commissioner Mignon Clyburn  
Adonis Hoffman  
Stefanie Frank