

Transaction Description and Public Interest Statement

This application requests Commission consent to the *pro forma* assignment of the FCC licenses (the “**Licenses**”) for the stations identified in the application and below (the “**Stations**”). Under the current ownership structure, The E.W. Scripps Company (“**EWS**”) is the controlling parent of each licensee entity. The proposed transaction is a *pro forma* internal corporate restructuring pursuant to which the Licenses will be assigned from the current licensees to other wholly-owned subsidiaries of EWS. The proposed transaction involves no substantial change in the beneficial ownership of the Stations, and EWS will retain ultimate ownership and control.

The restructuring and assignment of the Licenses will be accomplished through a series of internal mergers and transfers of interest by and between the EWS subsidiaries. The current ownership structure and the proposed ownership changes are reflected in the attached corporate organizational charts.

Step 1:

Desk BC Merger, LLC, a direct wholly-owned subsidiary of EWS and the 100% parent of Journal Broadcast Corporation (“**JBC**”)¹, will be merged with and into Scripps Media, Inc. (“**SMI**”), also a direct wholly-owned subsidiary of EWS. Promptly thereafter, JBC will be converted into a single member limited liability company and renamed Scripps Broadcasting Holdings LLC (“**SBH LLC**”). (SBH LLC will retain and continue to operate under the same Tax Payer Identification Number as its predecessor, JBC.)

Shortly thereafter, SBH LLC will distribute its 100% ownership interest in Journal Broadcast Group (“**JBG**”) to SMI. Following these steps, SBH LLC and JBG both will be direct wholly-owned subsidiaries of SMI.

Step 2:

Immediately thereafter, Newschannel 5 Network, LLC (“**NC5**”)² will be merged upstream and into its direct parent JBG, which will momentarily hold the NC5 satellite licenses.

Immediately thereafter, JBG will be merged upstream and into SMI. As a result, SMI will temporarily hold the NC5 licenses.

Step 3:

In the final stage of the restructuring that is relevant to the satellite licenses, within a few days SMI will transfer its FCC licenses³ and the FCC licenses originally held by NC5 to SBH LLC.

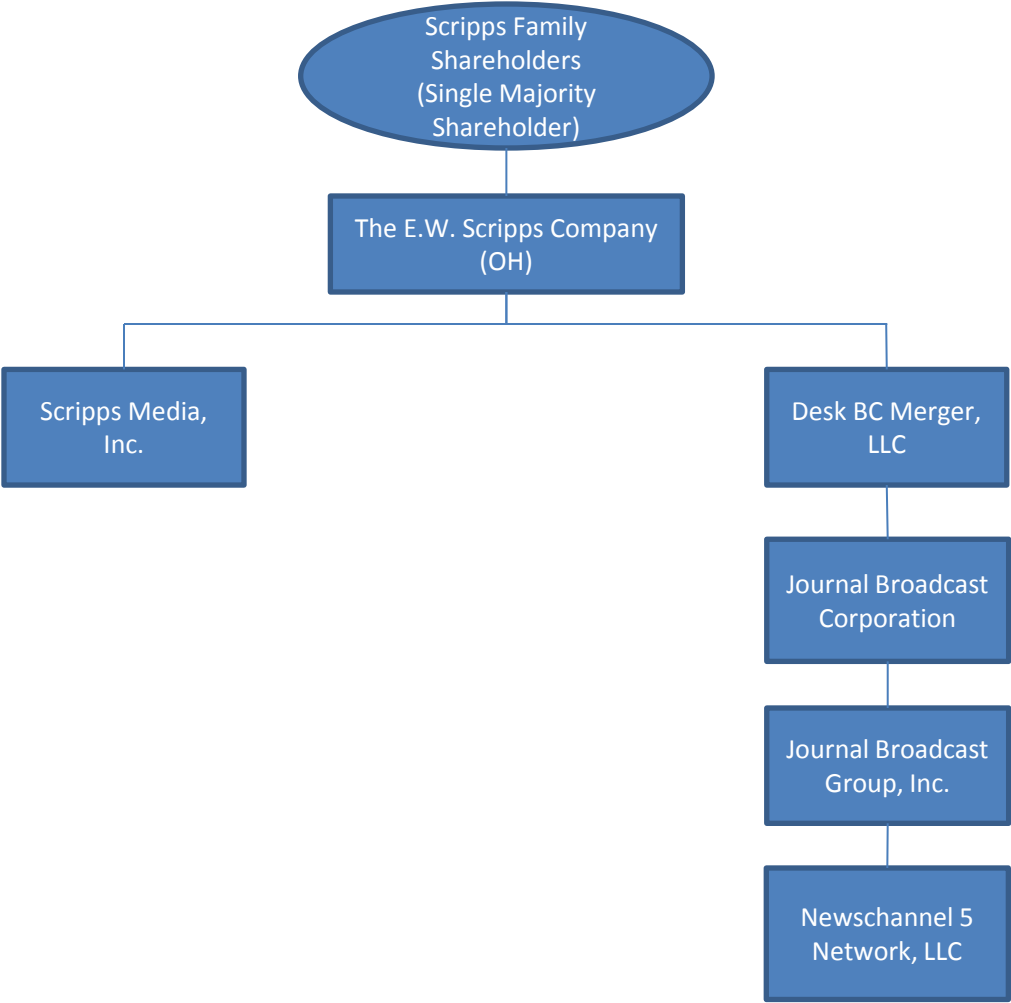
These license assignments are *pro forma* in nature because the transactions will result in no change to the identity of the ultimate controlling entity, and will have no effect on the day-to-day operations of the Stations. Accordingly, grant of this application will serve the public interest by enabling continued operation of the Stations, which are used in connection with broadcast television stations for newsgathering and satellite transmission activities.

¹ The satellite licenses held directly by JBC are: E940294, E850092, E910115, E950316, E040389, E050056, E020216, E110103, E100114, E980274, E000666, and E000491.

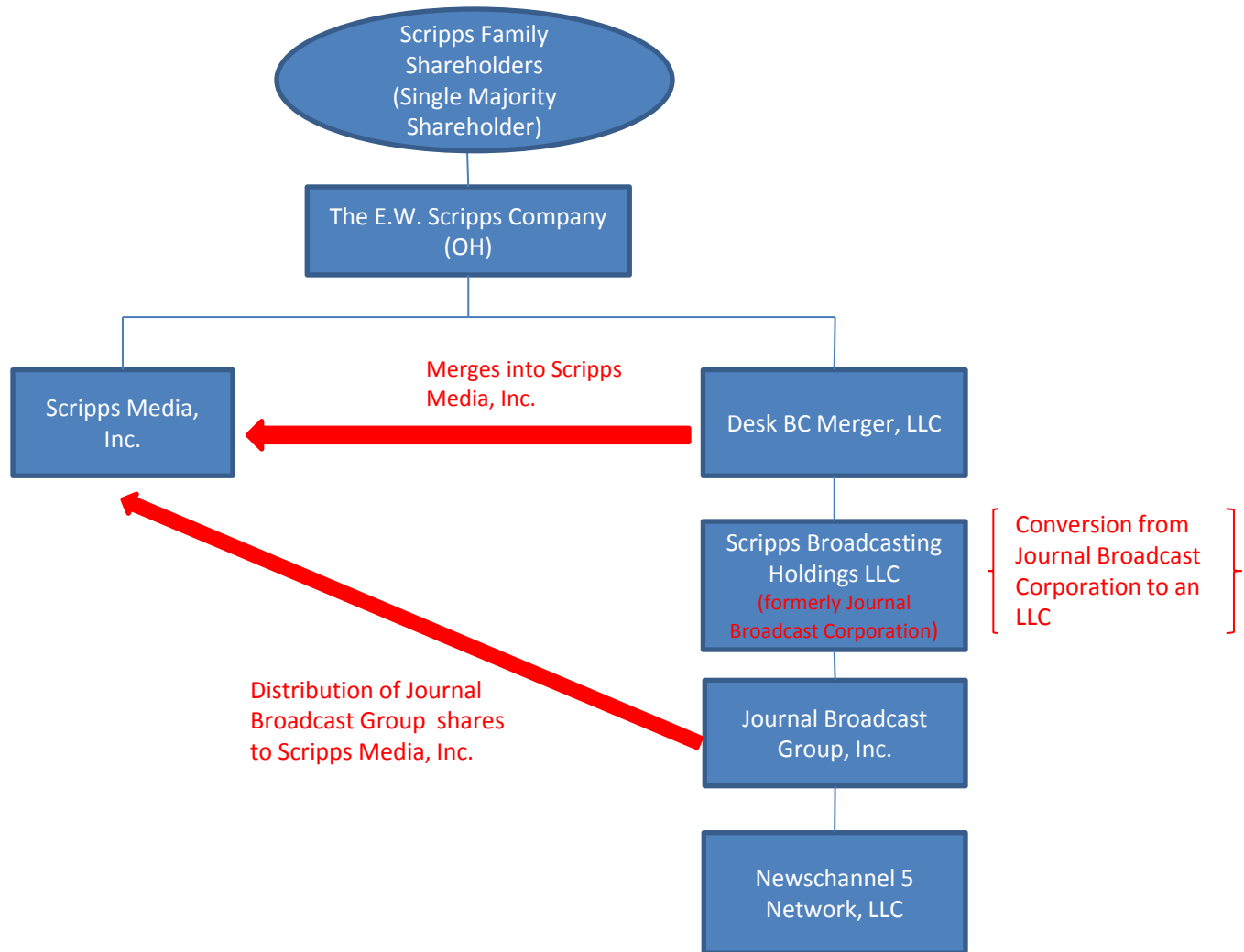
² The satellite licenses held directly by NC5 are: E040278, E050338, E960167, E130144, and E150100.

³ The satellite licenses held directly by SMI are: E000598, E4306, E910658, E950157, E950402, E960119, E970261, E970317, E980469, E010092, E020228, E040068, E040162, E040164, E040205, E040233, E120090, E120223, E860672, E861084, E873875, E950022, E950078, E950285, E950344, E960179, E900424, E990425, E000053, E000230, E030091, E050140, E070031, E070038, E070268, E080109, E860859, E890901, and E960489.

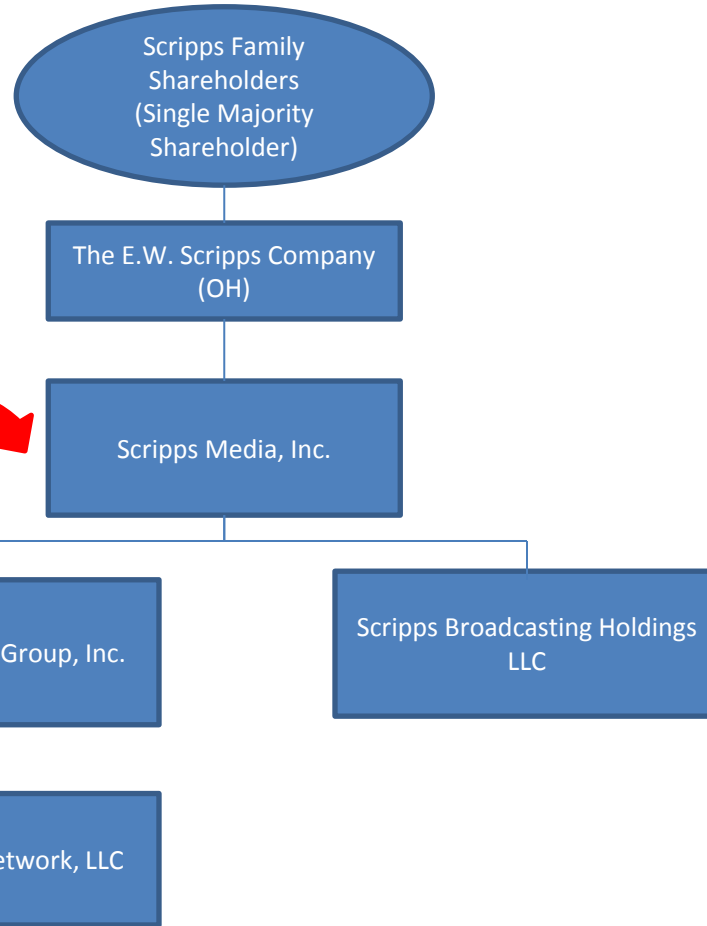
The E.W. Scripps Company Current Ownership Structure



Reorganization Step 1



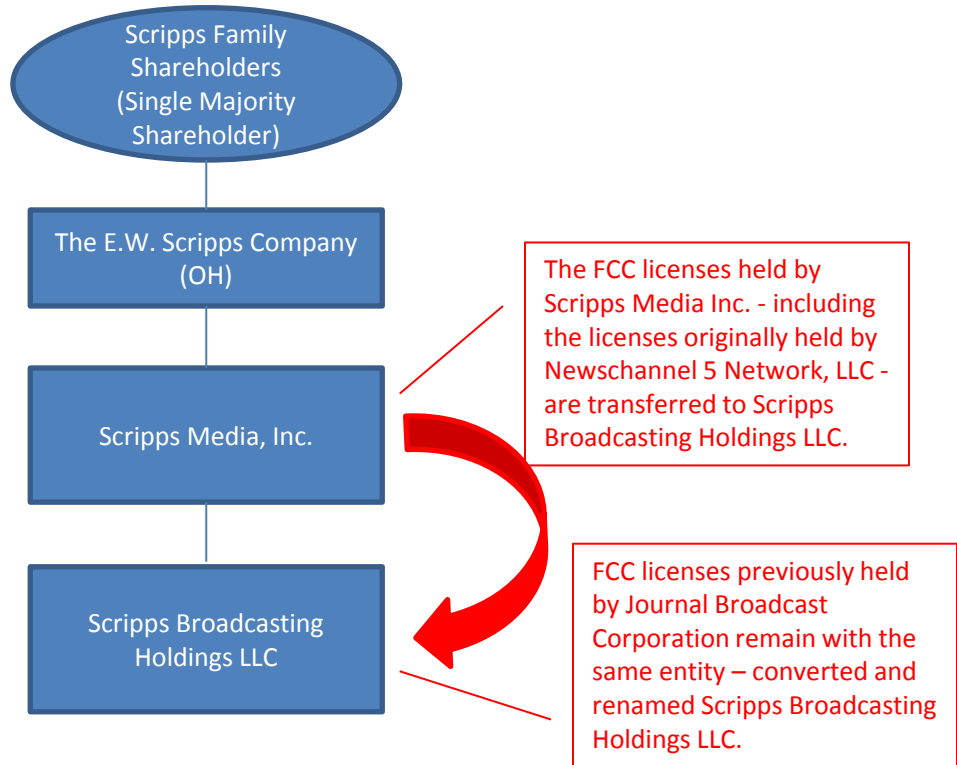
Reorganization Step 2



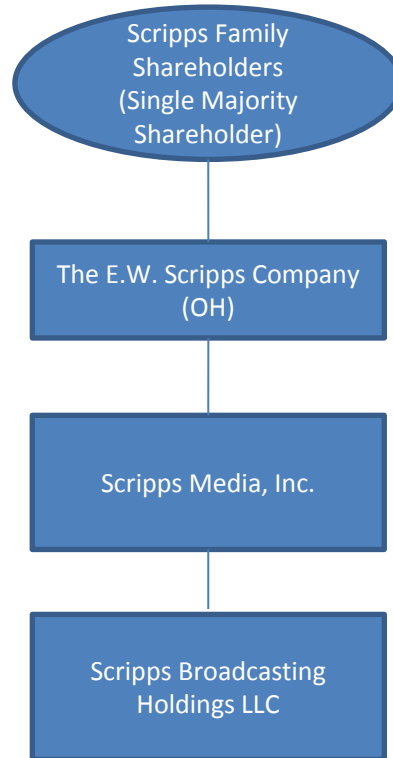
Journal Broadcast Group, Inc. merges into Scripps Media, Inc.

Newschannel 5 Merges into Journal Broadcast Group, Inc.

Reorganization Step 3



The E.W. Scripps Company Post-Closing Ownership Structure



Summary of Proposed License Assignments For Each Licensee Group

❖ **Scripps Media, Inc.:**

The following FCC earth station licenses currently held by Scripps Media, Inc. will be assigned to Scripps Broadcasting Holdings LLC:

E000598, E4306, E910658, E950157, E950402, E960119, E970261, E970317, E980469, E010092, E020228, E040068, E040162, E040164, E040205, E040233, E120090, E120223, E860672, E861084, E873875, E950022, E950078, E950285, E950344, E960179, E990424, E990425, E000053, E000230, E030091, E050140, E070031, E070038, E070268, E080109, E860859, E890901, E960489

❖ **Newschannel 5 Network, LLC:**

The following FCC earth station licenses currently held by Newschannel 5 Network, LLC will be assigned to Scripps Broadcasting Holdings LLC:

E040278, E050338, E960167, E130144, E150100

❖ **Journal Broadcast Corporation:**

The following FCC earth station licenses currently held by Journal Broadcast Corporation will be held by Scripps Broadcasting Holdings LLC, which represents and will be implemented by a LLC conversion and name change from Journal Broadcast Corporation:

E940294, E980092, E910115, E950316, E040389, E050056, E020216, E110103, E100114, E980274, E000666, E000491