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## I. Introduction and Summary

This application is one of several concurrently filed applications that seek the Commission's consent to two separate transactions. In the first transaction, Terrier Media Buyer, Inc. ("Terrier Media")<sup>1</sup> will acquire companies owning all of the television stations owned by Northwest Broadcasting. After acquiring those companies, Terrier Media will acquire companies owning all of Cox's television stations and the licenses and other assets of four of Cox's radio stations. After the proposed transactions, Terrier Media will own 25 full-power television stations covering (without application of the UHF Discount) 12.949% of U.S. television households and four radio stations. Combined, the merged company would have the first or second ranked station in over half of the company's markets. Terrier Media, as a new entrant in the broadcast television market, will foster competition in the local markets and provide additional resources to improve service to the local communities without harming competition, diversity of voices, or content in any local television market.

The proposed transactions have been structured to ensure there are no potential concerns about competition, localism, or diversity. Terrier Media does not propose to create a single new duopoly in any market. The applicants propose the transfer of duopolies that fully comply with the Commission's Local Television Ownership Rule. In addition, the applicants seek consent to Terrier Media's acquisition of an existing top-four combination currently held by Northwest Broadcasting in the Yuma-El Centro market. The transactions strongly serve the public interest, and the applicants urge the Commission to promptly process and grant the associated applications.

## II. Description of the Transactions

Northwest Transaction. Pursuant to the Purchase Agreement (the "Northwest Purchase Agreement"), by and among Brian W. Brady ("Brady"), Jason R. Wolff ("Wolff"), Bristlecone, LLC, a Michigan limited liability company ("Bristlecone"), NBI Holdings, LLC, a Delaware limited liability company ("NBI"), Bryson Broadcast Holdings, LLC, a Delaware limited liability company ("Bryson"), Northwest Broadcasting, L.P., a Delaware limited partnership ("NW Broadcasting" and collectively with Bristlecone, NBI, and Bryson, "Northwest"), and Terrier Media, a Delaware corporation, Terrier Media has agreed to acquire 100% of the interests of Northwest (this transaction is referred to herein as the "Northwest Transaction"). A list of all of the Northwest television stations that are subject to the Northwest Transaction is enclosed as Attachment 1 (such stations, the "Northwest Stations"). In connection with the closing of the transaction, Brady, Bristlecone, and Wolff are expected to contribute a certain number of equity interests in exchange for equity in Terrier Media Holdings, Inc. ("Terrier Holdings").

Cox Transaction. Pursuant to the Purchase Agreement (the "Cox Purchase Agreement"), by and among Cox Enterprises, Inc., a Delaware Corporation ("Cox Parent"), Cox Media Group, LLC, a Delaware limited liability company ("CMG"), Cox Media Group Ohio, Inc., a Delaware corporation ("Cox Ohio"), and Cox Radio, Inc., a Delaware corporation (collectively, "Cox") and Terrier Media, this transaction is a transfer of control of the equity interests of certain

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<sup>1</sup> "Terrier Media" is a temporary entity name that will be changed prior to consummation of the transaction following Commission approval.

television stations (and other assets not regulated by the Commission) and the assignment of assets and property used or primarily held for use in the operation of four radio stations owned by Cox Radio (this transaction is referred to herein as the “Cox Transaction”). A list of all of the Cox television and radio stations that are subject to the Cox Transaction is enclosed as Attachment 2 (such stations, the “Cox Stations”).

Under the terms of the Cox Purchase Agreement, in exchange for the equity interests in the television stations, as well as the acquisition of the radio stations and other purchased assets, Terrier Media will pay \$3.1 billion, which amount will be adjusted to reflect the value of rollover equity in Terrier Holdings, an indirect parent entity of Terrier Media, that Cox is to receive at the closing of the Cox Transaction.

Ownership at Closing of the Transactions. Because there is no local overlap between the Northwest Stations and Cox Stations, no divestitures of television stations is required. It is anticipated that the Northwest Transaction and the Cox Transaction will close in close succession. At the conclusion of the Northwest Transaction and the Cox Transaction, all of the Northwest Stations, Cox Stations, and other assets not regulated by the Commission will be held by subsidiaries of NBI, which will be 100% owned by Terrier Media.<sup>2</sup>

AP IX Titan Holdings, L.P., a Delaware limited partnership (“Titan”), expects to hold approximately 77% of the stock of Terrier Holdings and thus will control Terrier Holdings, which, in turn, will control Terrier Media Holdings II, Inc., which will control Terrier Media. The majority of the remaining interest of Terrier Holdings will be held by Cox Parent and its affiliates, with the remainder held by Brady, Bristlecone, and Wolff.<sup>3</sup>

The general partner of Titan – AP IX Titan Holdings GP, LLC – is a Delaware limited liability company, the sole member of which is AP IX (PMC) VoteCo, LLC (“VoteCo”). VoteCo has three members: Scott Kleinman, John Suydam, and David Sambur, each of whom will vote a one-third interest in VoteCo. None of the three members of VoteCo has other reportable media interests and each of them is a natural person and a citizen of the United States. A majority of the members of VoteCo may admit additional members by written consent and any member may be removed upon the vote of the other members. Any member may resign from VoteCo at any time. VoteCo is wholly owned and controlled by its three members. Officers of VoteCo are appointed by the members and hold office until (i) their successors have been duly appointed and qualified or (ii) their earlier death, resignation or removal from office by vote of a majority of the members.

The sole limited partner of Titan will be AIF IX (PMC Equity AIV), L.P. (“PMC Equity”), a newly-formed Delaware limited partnership whose sole general partner will be VoteCo, an entity that, as described above, is wholly-owned and controlled by natural persons who are citizens of the United States. Each of the limited partners of PMC Equity will be

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<sup>2</sup> Attachment 3 is an organizational chart depicting the post-closing structure.

<sup>3</sup> Cox and Brady will have attributable post-closing interests in Terrier Holdings by reason of a director appointment right. The interests held by Bristlecone and Wolff after consummation of the Northwest Transaction in Terrier Holdings will not be attributable.

“insulated” from material involvement in the business and operations of Titan, including the broadcast operations and activities of Terrier Holdings and its subsidiaries, in accordance with Commission policy.

The insulated limited partners of PMC Equity will consist overwhelmingly of entities controlled and owned, directly or indirectly, by citizens of the United States, including private pension funds, insurance companies, endowments, charitable foundations, private companies and high net worth individuals. PMC Equity is anticipated to have 64 limited partner investors, with the largest investor holding slightly less than 10 percent and with only four other investors holding more than five percent of the ownership of PMC Equity, each of whom is a large public pension fund. Over ninety percent of the limited partners of PMC Equity will be entities organized under United States law. Foreign ownership in PMC Equity, arising principally from minority foreign interests in certain of PMC Equity’s limited partners, will be well below the 25 percent benchmark in Section 310(b)(4) of the Communications Act and is not anticipated to exceed 10% in the aggregate.

As part of the financing structure, Titan will issue transferable warrants for limited partnership interests. As a matter of policy, the Commission does not treat warrants as attributable for purposes of the Commission’s ownership rules and does not consider warrants in assessing compliance with foreign ownership ceilings unless and until the warrants are exercised. The warrants will include provisions preventing the exercise of the warrant or the issuance of equity in response to a warrant holder’s conversion request unless Titan determines that the issuance of the interests to the warrant holder following conversion would not cause any non-conformity with FCC ownership rules or with the restrictions on foreign ownership in the Communications Act and FCC rules and policies.

Foreign Ownership Compliance: As explained above, three natural persons who are United States citizens will indirectly vote approximately 77% of the stock of the licensee parent company Terrier Holdings, which, accordingly, complies with Section 310(b)(4) as to foreign voting rights. Minority shareholders of Terrier Holdings contribute in the aggregate approximately one percentage point of non-U.S. voting rights to the foreign voting rights in Terrier Holdings. Thus, Terrier Holdings complies with Section 310(b)(4) as to foreign voting rights and each of its subsidiaries, being wholly controlled by Terrier Holdings, likewise complies.

Limited partner investors in the ownership chain of Terrier Holdings are all insulated in accordance with the FCC’s rules and direct and indirect foreign ownership from limited partner investors is not expected to exceed 10%, with minority shareholders of Terrier Holdings contributing in the aggregate approximately one percentage point of non-U.S. ownership. Accordingly, Terrier Holdings complies with Section 310(b)(4) as to foreign ownership and each its subsidiaries, being wholly owned by Terrier Holdings, likewise complies.

### **III. Public Interest Benefits of the Transaction**

Terrier Media’s proposed purchase of the companies that own the Northwest Stations and Cox Stations will serve the public interest. PMC Equity, a newly created limited partnership, will provide equity capital for the transaction. As opposed to the short-term, quarter-to-quarter

focus of the public markets, PMC Equity has been structured to accommodate long-term investors favoring enterprises with a buy and build strategy that invests in businesses in collaboration with strong management teams.

As the proposed owner of the Northwest Stations and Cox Stations, Terrier Media will benefit from financial, strategic, and management expertise provided by advisory affiliates of Apollo Global Management, LLC (“AGM”), a publicly traded U.S. company with more than 1000 employees that, as of December 31, 2019, has under its management \$280 billion in assets, including private equity assets of more than \$69 billion dollars.<sup>4</sup> AGM affiliated funds in the private equity space focus on the long term buy and build strategy and strong management teams that underlie the approach that Terrier Media and VoteCo are taking with this transaction.

AGM and its affiliates have been involved in private equity transactions involving more than 150 companies across a wide range of business sectors. Principals of AGM and its subsidiaries are involved in the management of various funds and their related entities, including the most recent AGM affiliated fund, Apollo Investment Fund IX, L.P., which itself has more than \$24.7 billion dollars in committed capital. Accordingly, AGM affiliates have contributed to the development and organization of the proposed transaction, including assessment of financial requirements, arrangements for equity and debt capital, and development of the transaction structure.

AGM and its affiliates, however, are not broadcast operators. Neither AGM nor any AGM-affiliated fund will hold any limited partnership interest in PMC Equity or any stock interest in Terrier Holdings or in any Terrier Holdings subsidiary. The principal activities of AGM affiliates with respect to this transaction will be governed by two consulting arrangements, which will involve non-exclusive strategic advice, including with respect to any future follow-on transactions in the broadcasting space. Except as provided in those arrangements, neither AGM nor its affiliates will be involved in the day-to-day operations of the Northwest Stations or the Cox Stations.

Funds affiliated with AGM will direct their limited partners to directly commit capital to PMC Equity in exchange for limited partnership interests in that entity, the proceeds of which will be used to fund the acquisition of the Northwest Stations and the Cox Stations. The terms of the limited partnership interests (and, in turn, their indirect investment in Terrier Media) will be governed solely and exclusively by the PMC Equity limited partnership agreement. That limited partnership agreement will insulate each such investor from material involvement in the business of PMC Equity and from its indirect investment in Terrier Media, and each investor will have only those few restricted rights and investor protections that the Commission permits for insulated limited partners. No manager of any AGM-affiliated fund will have authority to manage or otherwise make decisions with respect to VoteCo or Terrier Media’s management or decision-making. No manager or employee of AGM or of any AGM affiliate will hold any limited partnership interests in PMC Equity.

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<sup>4</sup> AGM is one of the largest alternative asset managers in the world, managing money for some of the largest endowments, educational institutions, and pension funds.

At or after the closing, Terrier Holdings or one of its wholly owned subsidiaries (collectively, “Terrier”), as is typical for private equity transactions, will enter into two consulting agreements with affiliates of AGM, one to provide strategic advice to senior management about financing transactions and other material transactions, and the other to provide advice specifically with respect to future acquisitions. In neither case will the fee be based on Terrier’s financial performance. The agreements will not require Terrier to follow any advice given or undertake any transaction, and they will not preclude Terrier from retaining other advisors or penalize Terrier for doing so. No other agreements between Terrier entities and AGM affiliates or AGM are contemplated.

VoteCo managing members John Suydam and Scott Kleinman are officers of AGM and each of the managing members and officers of VoteCo is employed by an affiliate of AGM, as are certain officers of Terrier Media. None of these individuals, however, is a party to any agreement with AGM or any AGM affiliate with respect to those roles for VoteCo and Terrier Media and each will act in his or her individual capacity in those roles. With respect to VoteCo officers, any officers appointed by the managing members may be removed by those members at any time with or without cause. With respect to Terrier Media officers, any officer elected or appointed by the Board of Directors of Terrier Media may be removed at any time by the affirmative vote of a majority of the Board of Directors. Neither AGM nor any AGM affiliate will have any voting rights or attributable interest in VoteCo, Titan, PMC Equity, Terrier Holdings or any subsidiary of Terrier Holdings.

**A. Terrier Media’s Acquisition of the Northwest Stations Will Serve the Public Interest.**

Northwest operates a strong group of stations serving medium-sized and small markets. Brady, Northwest’s controlling owner and CEO, has over thirty years of experience in the broadcast industry. The Northwest Stations are strong performers, ranking as the first or second rated station in five of its markets. The Northwest Stations have consistently been recognized for their service to their local communities, receiving awards from numerous organizations, including such prominent groups as United Way, the Red Cross, Boys and Girls Clubs of America, and the New York State Broadcasters Association. However, Northwest has determined that this transaction provides its best future course of action, given the current media marketplace, to ensure continued superb broadcast service to its communities.

Terrier Media’s acquisition of the Northwest Stations will not reduce competition in any local market. In fact, the opposite is true. Terrier Media believes it will be critical for it to invest in efforts that will increase diversity and competition in Northwest’s local markets and that investment in the local communities will drive value creation for its broadcast television portfolio. Terrier Media intends to produce and acquire high-quality network and syndicated programming for its stations and the local communities they serve. Terrier Media also plans to devote additional capital for the creation of local content, including local news, and for infrastructure needed for innovative broadcasting. Specifically, it intends to undertake, among others, the following efforts:

- capitalizing on the stations’ compelling local content by making that content available in multiple markets;

- improving the stations' physical plant, including studio, back office and transmission equipment;
- growing each station's digital presence in its local market through improvements in station websites and applications; and
- deploying the resources required to promote deployment of ATSC 3.0.

Terrier Media will also benefit from the existing leadership and management of Northwest, as Brady will maintain a meaningful ownership interest in the new company and contribute to the new company's strategic direction while also maintaining existing Northwest operations.

**B. Terrier Media's Acquisition of the Cox Stations Will Serve the Public Interest.**

Cox has been running television stations for over 60 years, and has decades of knowledge and experience providing superb local broadcasting to both large and medium-sized markets. Cox's strong stations are recognized in their ratings. Cox owns the first or second ranked station in seven of its markets. Cox's service to its communities also is recognized by various groups across the industry. For example, in recent years, Cox Stations have earned scores of awards from the national and local sources, including Edward R. Murrow Awards, Emmy Awards, the Society of Professional Journalists Awards, and the Associated Press Awards. However, given increased competition in the media marketplace from cable and online sources and fragmentation in the video marketplace, Cox reached the conclusion that an owner with a strong willingness and ability to invest significant capital into the company was necessary to ensure that the stations can continue to serve their local communities well.

With Terrier Media's access to capital, the post-transaction station group will be well positioned to compete in the increasingly competitive local media market. Terrier Media's principals have a history of success in carve-out acquisitions similar to the Cox Transaction. Since Apollo's founding, its managed funds have executed over 28 carve-outs. Purchasing the Cox television business from the diversified Cox Parent platform will contribute to better strategic and operational focus and increased access to funds for innovation.

As a new entrant, Terrier Media's leadership will also contribute to increased diversity and competition in the Cox stations' local markets. Bringing this increased diversity and competition to these local markets is a critical part of Terrier Media's value creation strategy. Notably, the proposed combination of stations does not include any overlap markets. Thus, each of the local markets in which Cox operates will continue to see the same number of competitors in the market.

Terrier Media respects and is fully committed to continuing the Cox Stations' long history of excellence in local programming and community service. To that end, Terrier Media intends to maintain Cox's existing management and operations, and Cox Parent will maintain a meaningful ownership interest in the new company. Terrier Media intends to produce locally and acquire high-quality programming for its stations and the local communities they serve. Terrier Media also plans to devote additional capital for the creation of local content,

including local news, and for infrastructure needed for innovative broadcasting. Specifically, it intends to undertake, among others, the following efforts:

- capitalizing on the stations' compelling local content by making that content available in multiple markets;
- improving the stations' physical plant, including studio, back office and transmission equipment;
- growing each station's digital presence in its local market through improvements in station websites and applications; and
- deploying the resources required to promote deployment of ATSC 3.0.

**C. Terrier Media's Operation of the Combination of the Northwest and Cox Stations will Further Enhance the Public Interest.**

Terrier Media's principals have a long track record of superior results in strengthening businesses and making them more competitive. They also will have access to Apollo and its experience in numerous other successful investments. That collective experience will allow Terrier Media to develop and present creative approaches to address the increasing challenges faced by the television broadcast industry from an unprecedented number of new, well-funded competitors. At the same time, Terrier Media will benefit from the businesses' existing leadership and management. Brady and Cox Parent will maintain meaningful ownership interests in the new broadcast company and will make meaningful contributions to its strategic direction. Terrier Media also intends to maintain Cox's existing management and operations with corporate headquarters for the new company located in Atlanta, Georgia.<sup>5</sup> Moreover, combining the Northwest Stations and Cox Stations, which do not have any overlap markets, will allow the new company to achieve the scale and scope needed to compete more effectively.

Terrier Media is fully committed to continuing the Northwest Stations' and Cox Stations' long history of excellent local news and other local programming. Terrier Media expects to support those efforts with key investments that will enable the stations to better serve the public. Terrier Media will continue the stations' focus on the journalistic integrity, news quality, and commitment to community that Northwest and Cox have demonstrated in their ownership of the stations. Terrier Media is investing in the broadcasting market because it believes local television stations serve as a critical outlet for advertisers and a source of local news and information for viewers. Terrier Media also believes it is critical to continue to engage the local communities through active social engagement.

Terrier Media intends to expand on the outstanding efforts of Northwest and Cox to produce and acquire high-quality programming for its stations and the local communities they serve. Terrier Media plans to invest in the creation of local content, including local news, and for infrastructure needed for innovative broadcasting. In addition, the parties expect that the resources of Cox's Washington News Bureau will be available to the combined group of stations after the closing. Cox's Washington News Bureau has a fully-staffed team that covers stories of national interest as well as matters out of Washington that are of particular interest to individual

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<sup>5</sup> Terrier Media includes in Section IV of this comprehensive exhibit includes the official business address for each party to this application.



station markets. As discussed above, specifically, Terrier Media intends to undertake, among others, the following efforts:

- capitalizing on the stations’ compelling local content by making that content available in multiple markets;
- improving the stations’ physical plant, including studio, back office and transmission equipment;
- growing each station’s digital presence in its local market through improvements in station websites and applications; and
- deploying the resources required to promote deployment of ATSC 3.0.

In addition, by operating the Northwest Stations and Cox Stations together, Terrier Media will leverage the expanded reach of the combined station group for a broader distribution of programming addressing issues of regional and national importance.

**IV. Parties to the Application**

The following charts provide information on the proposed ownership and control structure for the Commission licensees to be controlled by Terrier Holdings following the consummation of the proposed transaction.<sup>6</sup> The attached diagram depicts the position of each licensee and parent entity in the Terrier Holdings structure. Each table sets forth information for the entity on the left hand side, with parent company information on the right hand side.

**A. Northwest Subsidiaries**

**Idaho Broadcast Partners, LLC**

1	Idaho Broadcast Partners, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Bryson Broadcast Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

<sup>6</sup> Pre-closing organization charts for the Northwest Stations and the Cox Stations, respectively, have been uploaded to the transferor section (Section II) of each application.

**Redwood Television Partners, LLC**

1	Redwood Television Partners, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Bryson Broadcast Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Blackhawk Broadcasting LLC**

1	Blackhawk Broadcasting LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Bryson Broadcast Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Lost Coast Broadcasting LLC**

1	Lost Coast Broadcasting LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Bryson Broadcast Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Cala Broadcast Partners LLC**

1	Cala Broadcast Partners LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Bryson Broadcast Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Bryson Broadcast Holdings, LLC**

1	Bryson Broadcast Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	NBI Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Broadcasting Licenses Limited Partnership**

1	Broadcasting Licenses Limited Partnership 1 Manhattanville Road Suite 201 Purchase, NY 10577	Northwest Broadcasting, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Broadcasting Communications, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Oregon Limited Partnership	Delaware Limited Liability Company	Oregon Limited Liability Company
3	N/A	General Partner	Limited Partner
4	N/A	1%	99%
5	N/A	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Broadcasting Communications, LLC**

1	Broadcasting Communications, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Northwest Broadcasting, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Northwest Broadcasting LP 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Oregon Limited Liability Company	Delaware Limited Liability Company	Delaware Limited Partnership
3	N/A	Member	Member
4	N/A	1%	99%
5	N/A	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Mountain Licenses, L.P.**

1	Mountain Licenses L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	Northwest Broadcasting, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Mountain Broadcasting, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Washington Limited Partnership	Delaware Limited Liability Company	Washington Limited Liability Company
3	N/A	General Partner	Limited Partner
4	N/A	1%	99%
5	N/A	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Mountain Broadcasting, LLC**

1	Mountain Broadcasting, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Northwest Broadcasting, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Northwest Broadcasting LP 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Washington Limited Liability Company	Delaware Limited Liability Company	Delaware Limited Partnership
3	N/A	Member	Member
4	N/A	1%	99%
5	N/A	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Syracuse Broadcasting, Inc.**

1	Syracuse Broadcasting, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577	Bristlecone Broadcasting, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Limited Liability Company
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Bristlecone Broadcasting LLC**

1	Bristlecone Broadcasting LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Northwest Broadcasting LP 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Partnership
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Stainless Broadcasting L.P.**

1	Stainless Broadcasting, L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	Stainless Broadcasting Company LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Stainless Broadcasting LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	New York Limited Partnership	Delaware Limited Liability Company	New York Limited Liability Company
3	N/A	General Partner	Limited Partner
4	N/A	1%	99%
5	N/A	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Stainless Broadcasting LLC**

1	Stainless Broadcasting LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Stainless Broadcasting Company LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Northwest Broadcasting LP 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	New York Limited Liability Company	Delaware Limited Liability Company	Delaware Limited Partnership
3	N/A	Member	Member
4	N/A	1%	99%
5	N/A	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%



**Northwest Broadcasting LP**

1	Northwest Broadcasting, LP 1 Manhattanville Road Suite 201 Purchase, NY 10577	Northwest Broadcasting, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	NBI Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Stainless Broadcasting Company LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Partnership	Delaware Limited Liability Company	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	General Partner	Limited Partner	Limited Partner
4	N/A	0.07%	99.27%	0.66%
5	N/A	N/A	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Northwest Broadcasting, LLC**

1	Northwest Broadcasting, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	NBI Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Stainless Broadcasting Company LLC**

1	Stainless Broadcasting Company LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	NBI Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**B. Cox Subsidiaries**

**Cox Media Group Northeast, LLC**

1	Cox Media Group Northeast, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Cox Media Group NE, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer	0%	0%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Cox Television Tulsa, LLC**

1	Cox Television Tulsa, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Cox Media Group NE, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer	0%	0%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Cox Media Group NE, Inc.**

1	Cox Media Group NE, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577	Camelot Media Buyer, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer	0%	0%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Georgia Television, LLC**

1	Georgia Television, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Camelot Media Buyer, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer	0%	0%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**WSOC Television, LLC**

1	WSOC Television, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Camelot Media Buyer, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer	0%	0%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**WFTV, LLC**

1	WFTV, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Camelot Media Buyer, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer	0%	0%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**WPXI, LLC**

1	WPXI, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Camelot Media Buyer, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer	0%	0%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Cox Television Jacksonville, LLC**

1	Cox Television Jacksonville, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Camelot Media Buyer, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer	0%	0%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Miami Valley Broadcasting Corporation**

1	Miami Valley Broadcasting Corporation 1 Manhattanville Road Suite 201 Purchase, NY 10577	Camelot Media Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Limited Liability Company
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer	0%	0%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**KIRO-TV, Inc.**

1	KIRO-TV, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577	Camelot Media Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Limited Liability Company
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer	0%	0%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Camelot Radio Buyer, LLC**

1	Camelot Radio Buyer, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Camelot Media Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer	0%	0%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Camelot Media Holdings, LLC**

1	Camelot Media Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Camelot Media Buyer, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer	0%	0%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%



**Camelot Media Buyer, Inc.**

1	Camelot Media Buyer, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577	Camelot Media Parent, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Camelot Media Parent, Inc.**

1	Camelot Media Parent, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577	NBI Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Limited Liability Company
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**C. Terrier Media<sup>7</sup>**

**NBI Holdings, LLC**

1	NBI Holdings, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	Terrier Media Buyer, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Terrier Media Buyer, Inc.**

1	Terrier Media Buyer, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577	Terrier Media Holdings II, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

<sup>7</sup> As discussed above in Section III, corporate headquarters of Terrier Media will be located in Atlanta, GA.

**Terrier Media Holdings II, Inc.**

1	Terrier Media Holdings II, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577	Terrier Media Holdings, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**Terrier Media Holdings, Inc.**

1	Terrier Media Holdings, Inc. 1 Manhattanville Road Suite 201 Purchase, NY 10577	AP IX Titan Holdings, L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	Brian W. Brady 2111 University Park Drive Suite 650 Okemos, MI 48864	Cox Enterprises, Inc. 6205 Dunwoody Park Road Atlanta, GA 30328
2	Delaware Corporation	Delaware Limited Partnership	US	Delaware Corporation
3	N/A	Single Majority Shareholder	Director Appointment Right	Director Appointment Right
4	N/A	77% See note below	See note below	See note below
5	N/A	N/A	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Officer/Director	0%	0%
Aaron Sobel	US	Officer/Director	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

Note: Titan will hold approximately 77% of the stock of Terrier Holdings and will be its single majority shareholder. A majority of the remaining stock in Terrier Holdings will be held by Cox Parent and its affiliates, with the remainder held by Brady, Bristlecone, and Wolff.

Cox Parent will have the right to appoint one or more individuals to serve as members of the board of directors of Terrier Holdings in general proportion to its respective minority interests in Terrier Holdings. Further, Brady will have the right to appoint one individual to serve as a member of the board of directors of Terrier Holdings. Members appointed by Cox Parent and Brady will constitute a minority of the members of the Terrier Holdings board. Because of that appointment right, each may be deemed to hold an attributable ownership interest in Terrier Holdings and, accordingly, is reported here. Brady will have no reportable media interests following the consummation of the Northwest Transaction. Following consummation of the Cox Transaction, Cox Parent will have an attributable interest in certain radio stations that are not part of the Cox Transaction. The list of radio stations in which Cox Parent will have an attributable interests is included in the Transferor's section of the application.

**Cox Enterprises, Inc.**

1	Cox Enterprises, Inc. 6205 Dunwoody Park Road Atlanta, GA 30328	Cox Family Voting Trust 6205 Peachtree Dunwoody Road Atlanta, GA 30328
2	Delaware Corporation	Trust
3	N/A	Shareholder
4	N/A	100%
5	N/A	N/A

The following individuals are the officers and/or directors of Cox Enterprises, Inc.:

Name	Citizenship	Positional Interest	%Votes	% Total Assets
Michael J. Ahearn	US	Director	0%	0%
Luis Avila-Marco	US	Officer	0%	0%
John Bell	US	Officer	0%	0%
David Blau	US	Officer	0%	0%
Steven Bradley	US	Officer	0%	0%
Jill Campbell	US	Officer	0%	0%
Neil Campbell	US	Officer	0%	0%
Anne C. Chambers	US	Officer, Director Emeritus	0%	0%
Janet Clarke	US	Director	0%	0%
Dallas S. Clement	US	Officer	0%	0%
William Cossey	US	Officer	0%	0%
Mark Dawson	US	Officer	0%	0%
John Dyer	US	Director	0%	0%
Randy Earley	US	Officer	0%	0%
Joe Freeman	US	Officer	0%	0%
Maria L. Friedman	US	Officer	0%	0%
Jonathan Gamble	US	Officer	0%	0%

S. Taylor Glover	US	Director	0%	0%
Robert M. Gray	US	Officer	0%	0%
John C. Hatfield	US	Officer	0%	0%
Sonji J. Jacobs	US	Officer	0%	0%
Roberto I. Jimenez	US	Officer	0%	0%
James C. Kennedy	US	Director	0%	0%
James C. Kennedy, Jr.	US	Officer	0%	0%
Carol L. Lerner	US	Officer	0%	0%
Andrea M. Lawson	US	Officer	0%	0%
Timothy Scott Leazer	US	Officer	0%	0%
Joab M. Lesesne, III.	US	Officer	0%	0%
Mark Leuenberger	US	Officer	0%	0%
J. Lacey Lewis	US	Officer	0%	0%
Anne Lofye	US	Officer	0%	0%
Keith Mask	US	Officer	0%	0%
David E. McLeod	US	Officer	0%	0%
Gregory B. Morrison	US	Officer	0%	0%
Charles L. Odom	US	Officer	0%	0%
Barry Ohlson	US	Officer	0%	0%
Scarlett Ordner	US	Officer	0%	0%
Henry Parry-Okeden	US, Australia	Director	0%	0%
Cody Partin	US	Officer	0%	0%
Jack B. Polish	US	Officer	0%	0%
Juliette W. Pryor	US	Officer	0%	0%
Andre Reese	US	Officer	0%	0%
Christian Reeves	US	Officer	0%	0%
Nancy K. Rigby	US	Officer	0%	0%
Duane Ritter	US	Officer	0%	0%
Mark Rosenbaum	US	Officer	0%	0%
Paul Scolese	US	Officer	0%	0%
Mandy Shuck	US	Officer	0%	0%
Rebecca L. Siegel	US	Officer	0%	0%
Don A. Stryzsko	US	Officer	0%	0%
Alexander C. Taylor	US	Officer, Director	0%	0%
Byron D. Trott	US	Director	0%	0%
Mary Vickers	US	Officer	0%	0%
Kristen Weathersby	US	Officer	0%	0%
Eric S. Winter	US	Officer	0%	0%
Robert Woodard	US	Officer	0%	0%
James C. Weaver	US	Director	0%	0%
Christopher Williams	US	Director	0%	0%

**Cox Family Voting Trust**

1	Cox Family Voting Trust 6205 Peachtree Dunwoody Road Atlanta, GA 30328	John Dyer 6205 Peachtree Dunwoody Road Atlanta, GA 30328	James C. Kennedy 6205 Peachtree Dunwoody Road Atlanta, GA 30328	Alexander C. Taylor 6205 Peachtree Dunwoody Road Atlanta, GA 30328
2	Trust	US	US	US
3	N/A	Trustee	Trustee	Trustee
4	N/A	33%	33%	33%
5	N/A	N/A	N/A	N/A

**AP IX Titan Holdings, L.P.**

1	AP IX Titan Holdings, L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	AP IX Titan Holdings GP, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	AIF IX (PMC Equity AIV), L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Partnership	Delaware Limited Liability Company	Delaware Limited Partnership
3	N/A	General Partner	Limited Partner
4	N/A	100%	0%
5	N/A	0%	100%

**AP IX Titan Holdings GP, LLC**

1	AP IX Titan Holdings GP, LLC 1 Manhattanville Road, Suite 201 Purchase, NY 10577	AP IX (PMC) VoteCo, LLC 1 Manhattanville Road, Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

**AIF IX (PMC Equity AIV), L.P.**

1	AIF IX (PMC Equity AIV), L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	AP IX (PMC) VoteCo, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Partnership	Delaware Limited Liability Company
3	N/A	General Partner
4	N/A	100%
5	N/A	0%

**AP IX (PMC) VoteCo, LLC**

Each of the following individuals is an officer or member of AP IX (PMC) VoteCo, LLC, a Delaware Limited Liability Company, with an address of 1 Manhattanville Road, Suite 201, Purchase, NY 10577.

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Scott Kleinman	US	Managing Member	33.3%	33.3%
John Suydam	US	Managing Member	33.3%	33.3%
David Sambur	US	Managing Member/ Officer	33.4%	33.4%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katie Newman	US	Officer	0%	0%

**V. Transaction Documents**

Northwest Transaction.

The parties are submitting with this application a copy of the Northwest Purchase Agreement. The following are the exhibits and schedules to the Northwest Purchase Agreement:

Agreement Exhibits

- Exhibit A Accounting Principles
- Exhibit B Sample Working Capital Calculation
- Exhibit C Rollover Term Sheet

Agreement Schedules

- Schedule 1.1 Houston
- Schedule 3.3.1 Capitalization
- Schedule 3.3.5 Subsidiaries
- Schedule 3.5.1 Financial Statements
- Schedule 3.7 Taxes
- Schedule 3.8.1(a) Properties
- Schedule 3.8.1(d) Sale of Properties
- Schedule 3.9.7 Target Station Licenses
- Schedule 3.10 Benefits Plans
- Schedule 3.10.6 Post-Employment or Post-Termination Benefits Plans
- Schedule 3.10.7 Effect of Consummation of Contemplated Transactions on Benefits Plans
- Schedule 3.10.8 Nonqualified Deferred Compensation Plans
- Schedule 3.11.1 List of Registered Intellectual Property

Schedule 3.11.2	Intellectual Property Infringement/Litigation
Schedule 3.12	Environmental Matters
Schedule 3.13.1	Material Contracts
Schedule 3.14	Transactions with Affiliates
Schedule 3.16	Insurance
Schedule 3.17	Labor Matters
Schedule 3.17.2	Collective Bargaining Agreements
Schedule 3.17.4	Employment, Consulting and Independent Contracting Contracts
Schedule 3.18	Retransmission Agreements
Schedule 3.19	Carriage Agreements
Schedule 3.20	Most Favored Nation Agreements
Schedule 5.10	Qualifications
Schedule 8.2.6	Conduct of Business Prior to the Closing
Schedule 8.2.7	Conduct of Business Prior to the Closing
Schedule 8.5.1	Directors and Officers Indemnification and Insurance
Schedule 8.7	Termination of Affiliate Transactions
Schedule 8.10	Efforts
Schedule 8.11	Employee Matters

Yuma, AZ Sharing Agreement

Schedule A	Sharing Amount
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Yuma, AZ Shared Services Agreement

Schedule A	Services Fees
Schedule 3.2	Lease Terms
Schedule 3.4	Station Licensee Core Equipment
Schedule 7.4(a)	Schedule of Delivered Programming
Schedule 7.4(b)	Policy Statement for Delivered Programming
Schedule 16	Notices

Greenville, MS Shared Services Agreement

Schedule A	Cala Station Assets
Schedule B	Monthly Fees

Eureka, CA Shared Services Agreement

Exhibit A	Redwood Station Assets
Exhibit B	Monthly Fees

The parties have excluded from the application the exhibits and schedules to the Northwest Purchase Agreement. The excluded documents contain proprietary information, duplicate information already included in the application or in the possession of the Commission,



or are not germane to the Commission's consideration of this application.<sup>8</sup> Copies of the excluded documents will be provided to the Commission upon request, subject to the right of the parties to ask that the material submitted be held in confidence and not be made available pursuant to applicable rules and policies of the Commission that restrict public access to confidential and proprietary information.

Cox Transaction. The parties are submitting with this application a copy of the Cox Purchase Agreement. The following are the exhibits and schedules to the Cox Purchase Agreement:

Agreement Exhibits

Exhibit A	Acquired Companies and TV Stations
Exhibit B	Dayton Radio Stations
Exhibit C	Dayton Newspapers
Exhibit D-1	Equity Commitment Letter
Exhibit D-2	Limited Guarantee
Exhibit E	Rollover Term Sheet
Exhibit F	Amended Terms
Exhibit G	Form of Bill of Sale
Exhibit H	Form of Assignment and Assumption Agreement
Exhibit I	Form of FCC Assignment Agreement
Exhibit J	Form of Real Property Assignment
Exhibit K	Form of IP Assignment Agreement
Exhibit L	Form of Transition Services Agreement

Agreement Schedules

Schedule 1.1	Released Liens
Schedule 1.1(b)(ii)	Excluded Liabilities
Schedule 2.3(b)	Subsidiaries
Schedule 2.4	No Conflict
Schedule 2.6(a)	FCC Licenses
Schedule 2.6(b)(i)	Carriage Agreements
Schedule 2.6(b)(ii)	MVPD Matters
Schedule 2.6(c)	MFN Carriage Agreements
Schedule 2.7(h)	Consolidated Federal Income Tax Returns
Schedule 2.7(l)	U.S. Federal Income Tax Classification
Schedule 2.7(m)	Historical U.S. Federal Income Tax Classification
Schedule 2.8(a)	Owned Real Property
Schedule 2.8(b)	Real Property Leases
Schedule 2.9(a)	Material Agreements
Schedule 2.9(b)	Validity of Material Agreements

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<sup>8</sup> See *LUJ, Inc. and Long Nine, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002).

Schedule 2.10	Environmental
Schedule 2.10(d)	Environmental Hazards
Schedule 2.11(a)	Business Intellectual Property
Schedule 2.11(b)	Intellectual Property Matters
Schedule 2.12(a)	Employees
Schedule 2.12(b)	Labor Matters
Schedule 2.12(c)	Employee Matters
Schedule 2.12(d)	Employment Actions
Schedule 2.12(g)	Workers Compensation Matters
Schedule 2.13(a)(i)	Employee Benefit Plans
Schedule 2.13(a)(ii)	Seller and Acquired Company Employee Plans
Schedule 2.13(c)	Post-Termination Benefits
Schedule 2.13(d)	Multiemployer Plans
Schedule 2.13(e)	Employee Plan Matters
Schedule 2.14(a)	Insurance
Schedule 2.14(b)	Insurance Claims
Schedule 2.16	Litigation
Schedule 2.17(a)	Financial Reports
Schedule 2.17(b)	Management Report
Schedule 2.18	Absence of Changes
Schedule 2.21	No Undisclosed Liabilities
Schedule 2.22(b)	Sufficiency of Assets
Schedule 2.24	Affiliate Investments
Schedule 3.13	Pre-Closing Agreements
Schedule 3.14	Designated MVPD Agreements
Schedule 4.1	Divestiture Plan
Schedule 4.2(a)	Operations of the Business Prior to the Closing Date
Schedule 4.2(b)	Restrictions on the Business Prior to the Closing Date
Schedule 4.2(b)(ii)	Certain Carriage Agreement Renewals
Schedule 4.3	Indemnification Agreements
Schedule 5.4(b)	Commingled Contracts
Schedule 5.4(c)(i)	Terminated Business Guarantees
Schedule 5.5(a)	Transferred Employees
Schedule 5.5(b)	Transferred Employee Perquisites
Schedule 5.5(d)	Seller Severance Policy
Schedule 5.5(g)	Accrued PTO
Schedule 5.5(p)	Immigration Sponsorship
Schedule 5.5(r)	Management Employees
Schedule 5.6	Transitional Services Schedules Finalization Principles
Schedule 5.12	Intercompany Accounts
Schedule 5.13	Pre-Closing Restructuring Step Plan
Schedule 5.13(c)	Minority Investment Interests [CMG]
Schedule 5.14(a)	Covered Persons
Schedule 5.16	Transition Services Agreement Principles
Schedule 8.1(m)	Seller Landlord Leases
Schedule 8.1(n)	Buyer Landlord Leases

- Schedule 11.15(a) Agreed Accounting Principles
- Schedule 11.15(b)(i) Excluded Market Employees
- Schedule 11.15(b)(ii) Excluded Carriage Agreement Principles
- Schedule 11.15(c) Excluded CMG Assets
- Schedule 11.15(d) Excluded Corporate Functions
- Schedule 11.15(e) Excluded Cox Contracts
- Schedule 11.15(f) Excluded Dayton Contracts [Dayton]
- Schedule 11.15(g) Other Excluded Assets [Dayton]
- Schedule 11.15(h) Excluded Owned Real Properties
- Schedule 11.15(i) Permitted Liens
- Schedule 11.15(j) Purchased Dayton Intellectual Property [Dayton]
- Schedule 11.15(k) Purchased Dayton Equipment [Dayton]
- Schedule 11.15(l) Purchased Related Real Property
- Schedule 11.15(m) Purchased Related Personal Property
- Schedule 11.15(n) Purchased Related Intellectual Property
- Schedule 11.15(o) Other Purchased Related Assets

Jacksonville, FL Amended & Restated Broadcast Sales Agreement

None

Jacksonville, FL Amended & Restated Broadcast Services Agreement

- Schedule A Expenses
- Schedule B Agent-Provided Programming

Jacksonville, FL Assignment and Assumption of Station Contracts and Intangible Property

None

As with the Northwest Purchase Agreement, the parties have excluded from the application the exhibits and schedules to the Cox Purchase Agreement. The excluded documents contain proprietary information, duplicate information already included in the application or in the possession of the Commission, or are not germane to the Commission's consideration of this application.<sup>9</sup> Copies of the excluded documents will be provided to the Commission upon request, subject to the right of the parties to ask that the material submitted be held in confidence and not be made available pursuant to applicable rules and policies of the Commission that restrict public access to confidential and proprietary information.

**VI. National and Local Television Ownership Compliance**

As demonstrated in Attachment 4, each of the Northwest Transaction and Cox Transaction, as well as the two Transactions viewed as a whole, comply with the Commission's

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<sup>9</sup> *Id.*

National Television Multiple Ownership Rule. The national television audience reach cap limits entities from owning or controlling television stations that, in the aggregate, reach more than 39 percent of the television households in the country after taking into account a 50 percent discount to UHF stations.<sup>10</sup> Terrier Media (and its direct and indirect parent entities) do not currently hold an attributable interest in any broadcast television stations. Following consummation of the Northwest and Cox Transactions, Terrier Media will have a national audience reach of just 12.949% without giving effect to the UHF Discount.<sup>11</sup>

The Northwest Transaction and Cox Transaction also collectively comply with the Commission's Local Television Multiple Ownership Rule.<sup>12</sup> In its *Order on Reconsideration* in the media ownership proceeding, the Commission modified its local television ownership rule.<sup>13</sup> Under the modified rule, an entity may own, operate, or control two television stations licensed in the same DMA if at the time the application to acquire or construct the station(s) is filed, at least one of the stations is not ranked among the top four stations in the DMA.<sup>14</sup> There are no overlap markets in the Northwest and Cox Transactions. Thus, Terrier Media is not proposing to create any new duopoly markets. Instead, Terrier Media simply requests Commission consent to the acquisition of the existing duopolies that Northwest and Cox separately own, each of which provides substantial public interest benefits.<sup>15</sup>

#### Northwest Transaction.

In the Northwest Transaction, there are only two DMAs where the same entity will own or control two television stations licensed in the same DMA. In the Syracuse DMA, WSYT(TV) is ranked fourth and WNYS-TV is ranked fifth. Accordingly, in the Syracuse DMA, the Transaction complies with the Commission's Local Television Multiple Ownership Rule, because in the Syracuse DMA, there will be one top-four television station transferred as a result of the Transaction.

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<sup>10</sup> See 47 C.F.R. § 73.3555(e).

<sup>11</sup> With application of the UHF discount, Terrier Media's national ownership reach would be only 6.9815%. See Attachment 4.

<sup>12</sup> See 47 C.F.R. § 73.3555(b).

<sup>13</sup> *2014 Quadrennial Regulatory Review – Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, Order on Reconsideration and Notice of Proposed Rulemaking, 32 FCC Rcd 9802 (2017). The Commission also eliminated the Newspaper/Broadcast Cross-Ownership Rule and the Radio/Television Cross-Ownership Rule in the *Order on Reconsideration*. See *id.* at 9803, ¶ 2. Accordingly, Cox and Terrier Media need not provide a demonstration that the proposed transfer of control complies with those former rules, although, below Cox and Terrier Media demonstrate compliance with the Local Radio Ownership Rule.

<sup>14</sup> See 47 C.F.R. § 73.3555(b)

<sup>15</sup> The applicants will submit confidentially to the FCC under separate cover the ratings information used to determine the ranks of each station in a duopoly market.

In the Yuma-El Centro DMA, KYMA-DT is ranked first and KSWT(TV) is ranked second. This combination resulted from Commission grant of a failing station waiver in 2013, allowing Northwest to acquire the KSWT license. The public interest benefits that have flowed from the combination are undeniable. Accordingly, for reasons detailed in Attachment 5 hereto, applying the Top Four Prohibition under these circumstances is unwarranted and would disserve the public interest. In addition, in the Yuma-El Centro DMA, Northwest is a party to shared services agreements with independently-owned station KECY-TV, licensed to NPG of Yuma-El Centro, LLC (“NPG”) through which NPG provides certain services to the Northwest stations. These agreements will remain in place after the Closing and the parties are not seeking any modification to them.

Separately, in the Greenwood-Greenville DMA, Northwest owns station WABG-TV and provides certain shared services to independently-owned station WFXW(TV), licensed to John Wagner. Additionally, in the Eureka DMA, Northwest owns station KIEM-TV and provides certain shared services to independently-owned station, licensed to Prime Cities Broadcasting Inc. These relationships will remain in place after the Closing and the parties are not seeking any modification to them.

#### Cox Transaction.

In the Cox Transaction, there are only three DMAs where the same entity will own or control two television stations licensed in the same DMA, and in each of those DMAs at least one of the stations is not ranked among the top four stations in the DMA. In the Charlotte DMA, WSOC-TV is ranked second and WAXN-TV is ranked sixth; in the Orlando-Daytona Beach-Melbourne DMA, WFTV is ranked first and WRDQ is ranked seventh; and in the Tulsa DMA, KOKI-TV is ranked third and KMYT-TV is ranked sixth. Accordingly, in the three DMAs in which Terrier Media will acquire two television stations, the Cox Transaction complies with the Commission’s Local Television Multiple Ownership Rule because in all of these DMAs, there will be at most one top-four television station transferred as a result of the Transaction.

Separately, in the Jacksonville, Florida, market, Cox owns station WFOX-TV and provides certain joint sales and shared services to independently-owned station WJAX-TV, licensed to Hoffman Communications, Inc. (“Hoffman”). This relationship will remain in place after the Closing and the parties are not seeking any modification to it.<sup>16</sup>

## **VII. Local Radio Ownership Compliance**

Northwest Transaction. Camelot Radio does not seek Commission consent to acquire the FCC licenses for any radio stations from Northwest.

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<sup>16</sup> Last year, the Commission granted the assignment of the WJAX-TV license from Bayshore Television, LLC to Hoffman. See FCC File No. BALCDT-20180227AAT. As part of its review of that application, the Commission reviewed the agreements that will be transferred from Cox to Terrier Media. Applicants attach the agreements to the instant application.

Cox Transaction. In the Cox Transaction, Cox intends to assign to Camelot Radio Buyer, Inc. (“Camelot Radio”) three FM radio stations and one AM radio station, each of which is assigned to the Dayton, Ohio radio market.<sup>17</sup> Camelot Radio does not currently own or operate any radio stations and Camelot Radio will not acquire any radio stations in the Northwest Transaction. Under Section 73.3555(a)(1) of the Commission’s rules, the FCC uses a tiered approach to determine whether a combination of commonly owned radio stations comply with the local radio ownership limits for any particular market.<sup>18</sup>

The Dayton, Ohio radio market has 28 FM stations and 10 AM stations for a total of 38 stations. Section 73.3555(a)(1) of the Commission’s rules provides that Camelot Radio may own 7 total stations in the Dayton radio market, of which only 4 can be of the same service. Since this acquisition would lead to Camelot Radio owning three FM stations and 1 AM station, Camelot Radio’s proposed acquisition complies with the Local Radio Ownership Rule.

### **VIII. Pending Applications and Cut-Off Rules**

The Applicants separately will file applications in the appropriate bureaus requesting Commission consent for the transfer of control of certain earth station, microwave, and land mobile facilities held by Northwest and Cox. It is intended that the applications filed in connection with the Northwest and Cox Transactions include all of the licenses and other authorizations held by the respective Northwest and Cox license subsidiaries (with the exception of Cox Radio, which will maintain certain licenses and other authorizations). The license subsidiaries of Northwest and Cox may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities that may be granted before the Commission takes action on the above-described transfer of control/assignment applications. Accordingly, the applicants request that the Commission approval of the applications filed in connection with the Transaction include (1) any authorization issued to Northwest, Cox, or any of their subsidiaries<sup>19</sup> while the Northwest and Cox Transactions are pending before the Commission and during the period required for consummation of the Transaction, and (2) any applications filed by Northwest and Cox or any of their subsidiaries that are pending at the time of consummation. Inclusion of authorizations issued while the Transaction is pending and during the consummation period, and applications pending at the time of consummation, are both consistent with prior Commission decisions.<sup>20</sup>

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<sup>17</sup> See BIA Dayton, OH radio market study enclosed as Attachment 6.

<sup>18</sup> See 47 C.F.R. § 73.3555(a)(1).

<sup>19</sup> With respect to Cox Radio, applicants only seek Commission approval with respect to the stations operated in the Dayton market.

<sup>20</sup> See, e.g., Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon Wireless, *Memorandum Opinion and Order*, 25 FCC Rcd 8704, 8773, ¶ 165 (2010); Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations, *Memorandum Opinion and Order*, 19 FCC Rcd 21522, 21626, ¶ 275 (2004).

Additionally, pursuant to Sections 1.927(h), 1.929(a)(2), and 1.933(b) of the Commission's Rules, to the extent necessary, Terrier Media requests a blanket exemption from any applicable cut-off rules in cases where Terrier Media files amendments to pending applications in order to reflect consummation of the proposed Transactions so that such amendments are not treated as disqualifying amendments. The nature of the proposed Transactions demonstrates that the ownership changes would not be made for the purpose of acquiring any particular pending application, but as part of a larger transaction undertaken for an independent and legitimate business purpose. Grant of this request would be consistent with prior Commission decisions that routinely have granted a blanket exemption in cases involving multiple-license transactions.<sup>21</sup>

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<sup>21</sup> See, e.g., Applications of PacifiCorp Holdings, Inc., and Century Telephone Enterprises, Inc. for Consent to Transfer Control of Pacific Telecom, Inc., *Memorandum Opinion and Order*, 13 FCC Rcd 8891, 8915-16, ¶ 47 (1997); Applications of NYNEX Corp. and Bell Atlantic Corp., *Memorandum Opinion and Order*, 12 FCC Rcd 19985, 20092, ¶ 234 (1997).

Attachment 1 - Northwest Stations

DMA	Station	Facility ID
Syracuse, NY	WSYT(TV), Syracuse, NY W16AX-D, Ithaca, NY WNYS-TV, Syracuse, NY	Facility ID 40758 Facility ID 15567 Facility ID 58725
Binghamton, NY	WICZ-TV, Binghamton, NY WBPN-LP, Binghamton, NY WBPN-LD, Binghamton, NY	Facility ID 62210 Facility ID 74020 Facility ID 168092
Spokane, WA	KAYU-TV, Spokane, WA K09UP-D, Colville, WA K18LH-D, Lewiston, ID K19AU-D, Omak, Okanogan, etc., WA K19BY-D, Grangeville, etc., WA K31AH-D, Omak, etc., WA K33LW-D, Sandpoint, ID K35BJ, Ellisford, etc., WA K44CK, Chelan, WA K46KE-D, Coeur d'Alene, ID	Facility ID 58684 Facility ID 58691 Facility ID 198068 Facility ID 58687 Facility ID 58696 Facility ID 58689 Facility ID 189692 Facility ID 58693 Facility ID 58692 Facility ID 168364
Yakima-Pasco-Richland-Kennewick, WA	KFFX-TV, Pendleton, OR KBWU-LD, Richland, etc., WA KCYU-LD, Yakima, WA K34MZ-D, Prosser, WA	Facility ID 12729 Facility ID 58685 Facility ID 58694 Facility ID 58695
Medford-Klamath Falls, OR	KMVU-DT, Medford, OR K31GP-D, Brookings, etc., OR K32LQ-D, Yreka, CA K44JB-D, Grants Pass, OR KFBI-LD, Medford, OR K26NB-D, Klamath Falls, OR	Facility ID 32958 Facility ID 130825 Facility ID 130086 Facility ID 168366 Facility ID 130106 Facility ID 129027
Yuma-El Centro, AZ-CA	KSWT(TV), Yuma, AZ KYMA-DT, Yuma, AZ	Facility ID 33639 Facility ID 74449
Eureka, CA	KIEM-TV, Eureka, CA K02OD-D, Shelter Cove, CA K07GJ-D, Hoopa, CA KVIQ-LP, Rio Dell, Scotia, CA	Facility ID 53382 Facility ID 53381 Facility ID 53379 Facility ID 42631
Greenwood-Greenville, MS	WABG-TV, Greenwood, MS WNBD-LD, Grenada, MS WXVT-LD, Cleveland, MS	Facility ID 43203 Facility ID 181137 Facility ID 181144
Idaho Falls-Pocatello (Jackson), ID-WY	KPVI-DT, Pocatello, ID K13UF-D, Rexburg, ID K32LS-D, Driggs, ID K39GV, Burley, etc., ID K40MS-D, Pocatello, ID	Facility ID 1270 Facility ID 1259 Facility ID 1266 Facility ID 1252 Facility ID 189407
Alexandria, LA	KLAX-TV, Alexandria, LA KWCE-LP, Alexandria, LA	Facility ID 52907 Facility ID 40521



Attachment 2 – Cox Stations

*Cox Television Stations*

<b>DMA</b>	<b>Station</b>	<b>Facility ID</b>
Atlanta, GA	WSB-TV, Atlanta, GA	Facility ID 23960
Charlotte, NC	WSOC-TV, Charlotte, NC	Facility ID 74070
	WAXN-TV, Kannapolis, NC	Facility ID 12793
	W42DR-D, Marion, NC	Facility ID 53891
Dayton, OH	WHIO-TV, Dayton, OH	Facility ID 41458
Jacksonville, FL	WFOX-TV, Jacksonville, FL	Facility ID 11909
Memphis, TN	WHBQ-TV, Memphis, TN	Facility ID 12521
Boston (Manchester), MA	WFXT(TV), Boston, MA	Facility ID 6463
Orlando-Daytona Beach-Melbourne, FL	WFTV(TV), Orlando, FL	Facility ID 72076
	W38EO-D, Williston, FL	Facility ID 181668
	NEW LPTV, Williston, FL	Facility ID 181652
	W36DV-D, Sebastian, FL	Facility ID 181650
	NEW LPTV, Sebastian, FL	Facility ID 181634
Seattle-Tacoma, WA	WRDQ(TV), Orlando, FL	Facility ID 55454
	KIRO-TV, Seattle, WA	Facility ID 66781
	K17IZ-D, Everett, WA	Facility ID 66786
	K26IC-D, Bremerton, WA	Facility ID 66785
	K29IA-D, Centralia, etc., WA	Facility ID 66784
	K30FL-D, Port Angeles, WA	Facility ID 66787
Tulsa, OK	K47LG-D, Point Pulley, WA	Facility ID 6381
	K49IX-D, Puyallup, WA	Facility ID 66788
	KOKI-TV, Tulsa, OK	Facility ID 11910
Pittsburgh, PA	KMYT-TV, Tulsa, OK	Facility ID 54420
	WPXI(TV), Pittsburgh, PA	Facility ID 73910

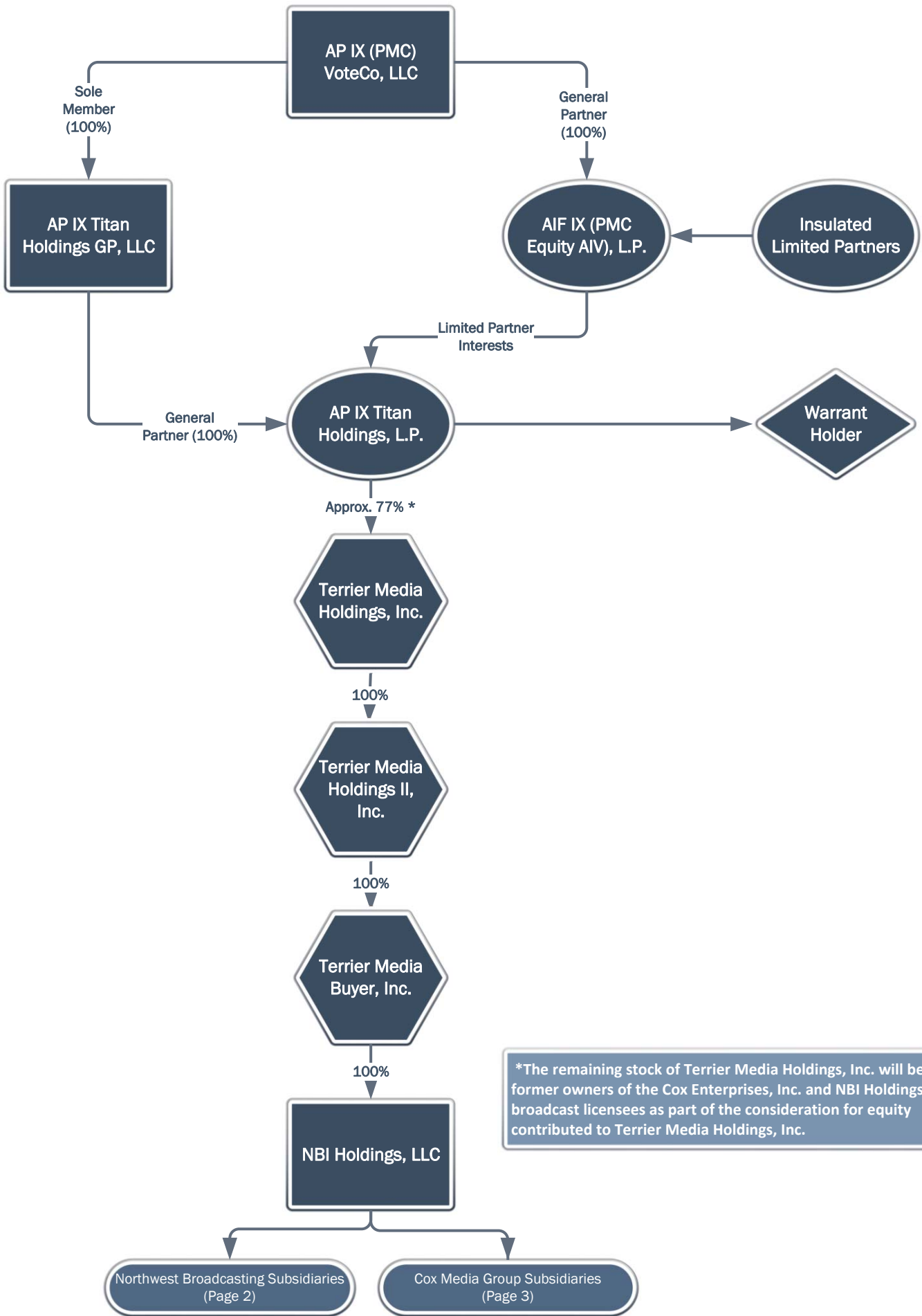
*Cox Radio Stations*

<b>Market</b>	<b>Station</b>	<b>Facility ID</b>
Dayton, OH	WHIO(AM), Dayton, OH	Facility ID 14244
	WHIO-FM, Pleasant Hill, OH	Facility ID 73908
	WHKO(FM), Dayton, OH	Facility ID 14245
	WZLR(FM), Xenia, OH	Facility ID 15649

Attachment 3 – Post-Closing Organizational Chart

**Ownership Structure for Terrier Media Holdings, Inc.**

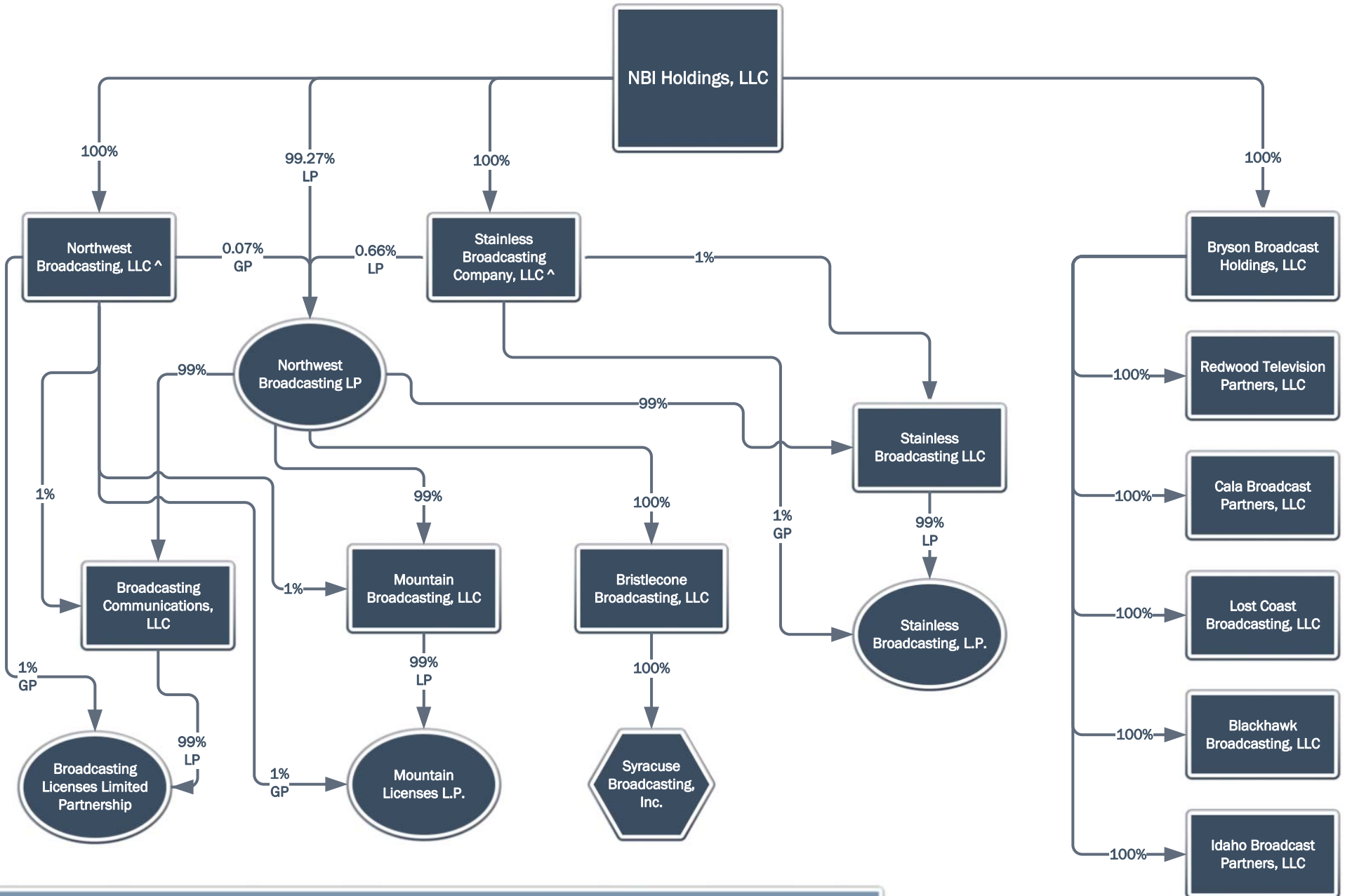
REDACTED FOR PUBLIC INSPECTION



\*The remaining stock of Terrier Media Holdings, Inc. will be issued to former owners of the Cox Enterprises, Inc. and NBI Holdings, Inc. broadcast licensees as part of the consideration for equity contributed to Terrier Media Holdings, Inc.

# Northwest Broadcasting Subsidiaries

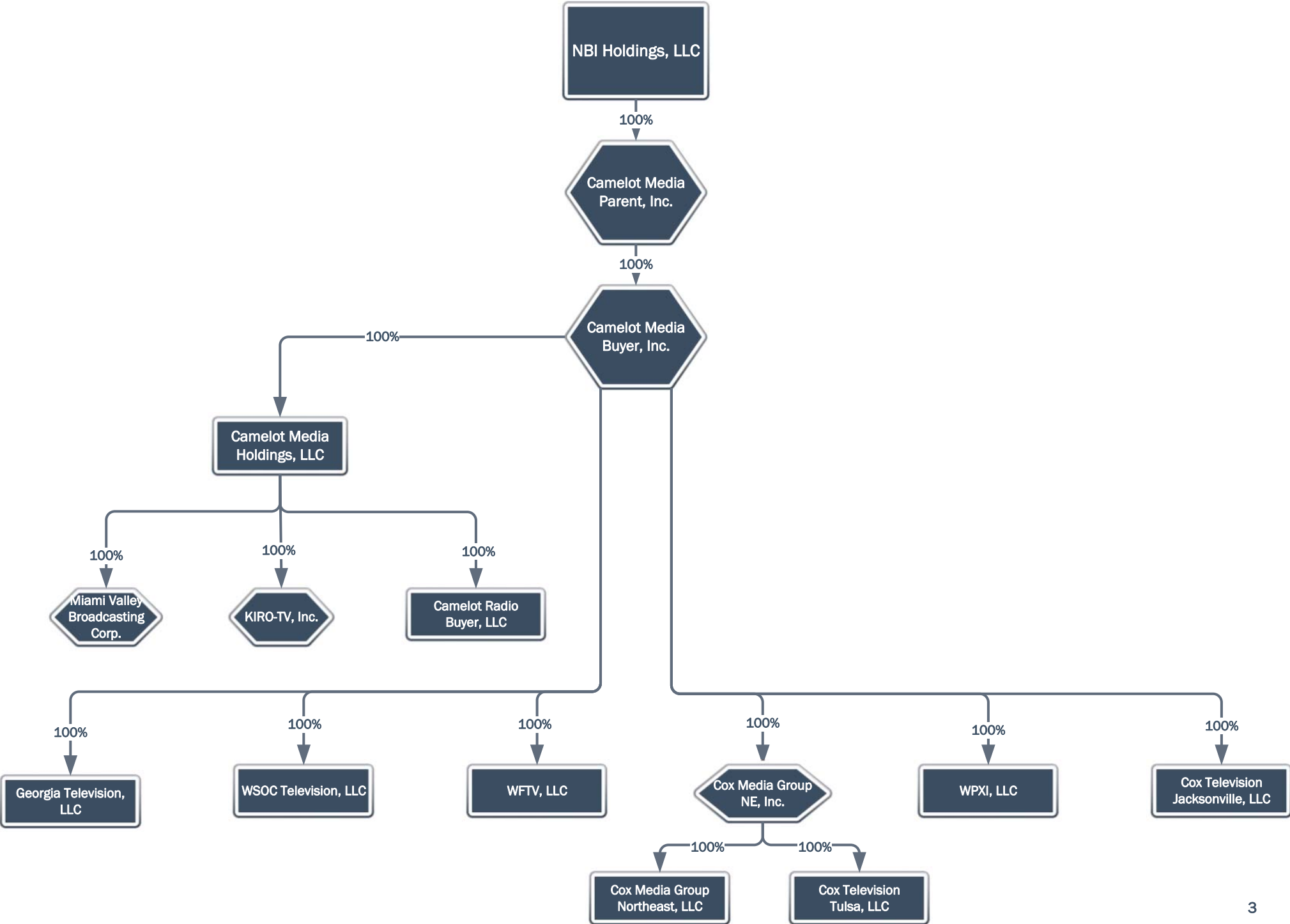
REDACTED - FOR PUBLIC INSPECTION



^ Northwest Broadcasting, LLC and Stainless Broadcasting Company, LLC currently are corporate entities. Those entities are expected to be converted to LLCs immediately after closing.

# Cox Media Group Subsidiaries

REDACTED - FOR PUBLIC INSPECTION



Attachment 4 - National Ownership Calculation

DMA (Rank)	Call Sign	Channel	Parent	TV Households	W/O UHF DISCOUNT	W/UHF DISCOUNT
Boston, MA (9)	WFXT	31/34	Cox	2,364,870	2.145	1.0725
Atlanta, GA (10)	WSB-TV	39/32	Cox	2,341,390	2.124	1.062
Seattle-Tacoma, WA (13)	KIRO-TV	39/23	Cox	1,854,810	1.682	0.841
Orlando-Daytona Beach-Melbourne, FL (18)	WFTV	39/35	Cox	1,565,890	1.42	0.71
	WRDQ	27				
Charlotte, NC (23)	WAXN-TV	50/32	Cox	1,129,900	1.025	0.5125
	WSOC-TV	34/19	Cox			
Pittsburgh, PA (24)	WPXI	48/23	Cox	1,108,780	1.006	0.503
Jacksonville, FL (42)	WFOX-TV	32/14	Cox	681,330	0.618	0.309
Memphis, TN (51)	WHBQ-TV	13	Cox	623,390	0.565	0.565
Tulsa, OK (61)	KMYT-TV	42/34	Cox	508,550	0.461	0.2305
	KOKI-TV	22	Cox			
Dayton, OH (64)	WHIO-TV	41/33	Cox	463,430	0.42	0.21
Spokane, WA (77)	KAYU-TV	28	Northwest	382,690	0.347	0.1735
Syracuse, NY (81)	WSYT(TV)	19/14	Northwest	350,730	0.318	0.159
	WNYS-TV	44/15				
Yakima-Pasco-Richland-Kennewick, WA (119)	KFFX-TV	11	Northwest	223,450	0.203	0.203
Medford-Klamath Falls, OR (135)	KMVU-DT	26	Northwest	156,520	0.142	0.071
Binghamton, NY (160)	WICZ-TV	8/7	Northwest	115,960	0.105	0.105
Idaho Falls-Pocatello, ID (161)	KPVI-DT	23	Northwest	115,750	0.105	0.0525
Yuma, AZ-El Centro, CA (166)	KSWT(TV)	13	Northwest	101,040	0.092	0.092
	KYMA-DT	11	Northwest			
Alexandria, LA (179)	KLAX-TV	31	Northwest	79,250	0.072	0.036
Greenwood-Greenville, MS (193)	WABG-TV	32	Northwest	55,640	0.05	0.025
Eureka, CA (195)	KIEM-TV	3	Northwest	53,630	0.049	0.049
<b>Totals</b>					<b>12.949</b>	<b>6.9815</b>

Attachment 5 – Top-Four Showing for Continued Common Ownership  
of KYMA-DT and KSWT(TV) (Yuma-El Centro DMA)

**I. INTRODUCTION**

Terrier Media and NBI (owned and controlled by Brady) hereby request that the Commission consent to the transfer of control of KYMA-DT, Yuma, Arizona (“KYMA”), and KSWT(TV), Yuma, Arizona (“KSWT”) (collectively, the “Yuma Stations”), from NBI to Terrier Media. As discussed below, common ownership of KYMA and KSWT has yielded substantial public interest benefits to the Yuma-El Centro DMA (“Yuma DMA”). Requiring divestiture of one of the stations to a third-party buyer is not required by Commission rules or policy and would result in substantial harm to the viewing public and television service to the community. Accordingly, Terrier Media and NBI respectfully request the Commission’s consent to the continued common ownership of the licenses for KYMA and KSWT.

In its Order on Reconsideration in the media ownership proceeding, the Commission modified its local television ownership rule.<sup>1</sup> Prior to the Order on Reconsideration, the Commission’s rules prohibited any entity from owning two stations unless there were eight independent voices remaining in the market (the “Eight-Voices Test”) after the proposed combination. Moreover, the Commission’s rules prohibited any entity from acquiring a second top-four television station in a market. In the Order on Reconsideration, the Commission eliminated the Eight-Voices Test. In addition, the Commission adopted a case-by-case approach for evaluating proposals seeking common ownership of two top-four stations (“Top-Four

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<sup>1</sup> *2014 Quadrennial Regulatory Review – Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, Order on Reconsideration and Notice of Proposed Rulemaking, 32 FCC Rcd 9802 (2017) (“Order on Reconsideration”).

Prohibition”).<sup>2</sup> To determine whether the public interest benefits of such proposals outweigh the potential for reduced competition, the Commission will consider information such as:

(1) ratings share data of the stations proposed to be combined compared with other stations in the market; (2) revenue share data of the stations proposed to be combined compared with other stations in the market, including advertising (on-air and digital) and retransmission consent fees; (3) market characteristics, such as population and the number and types of broadcast television stations serving the market (including any strong competitors outside the top-four rated broadcast television stations); (4) the likely effects on programming meeting the needs and interests of the community; and (5) any other circumstances impacting the market, particularly any disparities primarily impacting small and mid-sized markets.<sup>3</sup>

As shown below, when these factors are applied to the facts presented by the existing combination, there is no justification for applying the Top-Four Prohibition to the transfer of control of the Yuma Stations. The Commission “has long conceded” that application of the Top-Four Prohibition is not justified in every market or with respect to every transaction because “the rule may prohibit combinations that do not present public interest harms or that offer potential public interest benefits that outweigh any potential harms.”<sup>4</sup> Instead, the Commission has adopted a hybrid approach that allows for a case-by-case determination of whether to apply the Top-Four Prohibition to a given transaction.<sup>5</sup> “In the end, applicants must demonstrate that the benefits of the proposed transaction would outweigh the harms.”<sup>6</sup> When the Commission decided that applying the Top-Four Prohibition in the Gray-Raycom merger would not be in the public interest, it did so after reviewing and recognizing not only the historical public interest benefits created by joint operations of top-four stations in Honolulu and Amarillo, but the lack of

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<sup>2</sup> *Id.* at 9836 ¶ 78.

<sup>3</sup> *Id.* at 9838-39 ¶ 82.

<sup>4</sup> *Id.* at 9837 ¶ 79.

<sup>5</sup> *Id.* at 9837-39 ¶¶ 81-82.

<sup>6</sup> *Id.* at 9839 ¶ 82.



measurable public interest harms.<sup>7</sup> Those same conclusions apply with respect to the existing joint operations of the Yuma Stations. There can be no doubt that a Commission decision permitting the continuation of this existing combination will protect proven public interest benefits of the combined operations and serve the public interest.

**II. THE PUBLIC INTEREST BENEFITS ASSOCIATED WITH COMMON OWNERSHIP OF THE YUMA STATIONS CLEARLY OUTWEIGH ANY HARM.**

The Commission has noted that the determination of whether to apply the Top-Four Prohibition to a transaction is not governed by “a rigid set of criteria.” Rather, it will consider factors such as ratings and revenue share data, market characteristics, the effect of a combination on local and community programming, and any other circumstances impacting the market, particularly those primarily affecting small and mid-sized markets.<sup>8</sup> Here, as the Commission decided in the Gray-Raycom merger with respect to Honolulu and Amarillo, continued common ownership of the Yuma Stations would preserve market competition and benefit the public interest by facilitating the Yuma Stations’ broadcast of local programming.<sup>9</sup>

**A. Ratings Share Data**

The Commission justified retaining the Top-Four Prohibition because there generally is a significant ratings cushion between a market’s fourth-ranked and fifth-ranked stations, meaning that, in many situations, an owner of two top-four stations in a market would obtain a sizable market share advantage over its competitors and thus have reduced competitive incentives.

These concerns do not apply to the Yuma Stations. The Commission’s local television

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<sup>7</sup> See *In the Matter of Applications for Consent to Transfer Control of Certain License Subsidiaries of Raycom Media, Inc. to Gray Television, Inc.*, DA 18-1286 11-14 (Dec. 20, 2018) (“Gray-Raycom Order”).

<sup>8</sup> Order on Reconsideration at 9838 ¶ 82.

<sup>9</sup> See Gray-Raycom Order.

ownership rule typically relies on a station’s “most recent all-day (9 a.m.–midnight) audience share” in determining whether the station is ranked among the top-four stations in its DMA.<sup>10</sup> Audience share data from 2018 confirms that there is vigorous competition in the Yuma DMA and that no substantial harm has resulted from Blackhawk’s common ownership of the Yuma Stations.

**2018 ComScore Rating Share, Monday-Sunday, 9 a.m.-12 a.m.**

February 2018		May 2018	
Station	Share	Station	Share
KYMA (NBC)	██████	KYMA (NBC)	██████
KSWT (CBS)	██████	KSWT (CBS)	██████
KVYE (UNIV)	██████	NECY (ABC)	██████
NECY (ABC)	██████	KVYE (UNIV)	██████
KECY (FOX)	██████	QECY (TELMUN)	██████
QECY (TELMUN)	██████	KECY (FOX)	██████
OECY3 (CW)	██████	KAJB (UNIMAS)	██████
KAJB (UNIMAS)	██████	OECY (CW)	██████

<sup>10</sup> 47 C.F.R. § 73.3555(b)(1)(ii).

July 2018		November 2018	
Station	Share	Station	Share
KYMA (NBC)	██████	KYMA (NBC)	██████
KSWT (CBS)	██████	KSWT (CBS)	██████
QECY (TELMUN)	██████	KECY (FOX)	██████
KECY (FOX)	██████	NECY (ABC)	██████
NECY (ABC)	██████	KVYE (UNIV)	██████
KVYE (UNIV)	██████	QECY (TELMUN)	██████
OECY (CW)	██████	OECY (CW)	██████
KAJB (UNIMAS)	██████	KAJB (UNIMAS)	██████

As demonstrated by the above audience share data, the Yuma Stations continue to face strong, effective competition in the Yuma DMA.<sup>11</sup>

***B. Revenue Share Data***

As demonstrated above, the difference between the ratings of the fourth and fifth-ranked stations in the Yuma DMA is not significant. Unsurprisingly, the Yuma Stations non-dominant position also is reflected in the market’s revenue share data. There are five full-power U.S. television stations, including the Yuma Stations, assigned to the Yuma DMA. As demonstrated below using Miller-Kaplan data, the Yuma Stations do not have an outsized market share when it comes to local and national ad sales.

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<sup>11</sup> The applicants note that the ratings information included in this showing only include ratings captured for broadcast television stations. In today’s video marketplace, broadcast television stations face aggressive competition from multichannel video program distributors as well as online content providers. In recent years, the Yuma Stations have lost audience share and advertising dollars to cable channels, as well as online content providers like Netflix, YouTube, Amazon Prime, and Hulu.

**KYMA and KSWT Combined Revenue Analysis**

Category	2014	2015	2016	2017	2018
Local Revenue	████	████	████	████	████
Local Political Revenue	████	████	████	████	████
National Revenue	████	████	████	████	████
National Political Revenue	████	████	████	██	████
Total-Spot	████	████	████	████	████

The above analysis shows that, over the past five years, the Yuma Stations have averaged █████ of the total spot revenue for the market. The revenue data for the Yuma DMA confirms that the market is competitive notwithstanding the existing combination of the Yuma Stations.

***C. Market Characteristics and Other Circumstances Impacting the Market***

Blackhawk Broadcasting LLC (“Blackhawk”) acquired both KYMA and KSWT in February 2014. At that time, Blackhawk requested and obtained Commission consent to acquire KSWT pursuant to a failing station waiver.<sup>12</sup> As described in that request, the Yuma DMA is a very difficult one for stand-alone broadcast television stations as both KYMA and KSWT had negative cash flow for the three years that preceded Blackhawk’s acquisition of the stations. Indeed, at the time Blackhawk requested consent to the acquisition of KSWT, the licensee was controlled by a trust as a result of a Chapter 11 bankruptcy proceeding. After reviewing the failing station waiver request, the Commission concluded that “the combined operation of [KYMA and KSWT] will pose minimal harm to diversity and competition and that allowing

<sup>12</sup> *KSWT, Yuma, Arizona, Fac. ID No. 33639*, Letter from Barbara A. Kreisman to Counsel, FCC File No. BALCDT-20130722ADB (MB Dec. 23, 2013) (“KSWT Failing Station Waiver”).

KSWT to operate in tandem with a stronger station will help it to become a more viable local voice in the market....”<sup>13</sup>

Following its purchase of the stations, Blackhawk evaluated approaches to stabilize the Yuma Stations and maximize their chances to serve the local community, including through additional local newscasts. Recognizing the public interest benefits that shared services agreements can generate, particularly in small markets, in June of 2014 Blackhawk entered into sharing agreements with NPG of Yuma-El Centro, LLC (“NPG”) pursuant to which NPG’s KECY-TV (licensed to El Centro, California) provides local news programming and makes available certain facilities and operating personnel to the Yuma Stations (the “Blackhawk-NPG Sharing Agreements”).<sup>14</sup> The Blackhawk-NPG Sharing Agreements create synergies that have generated capital for reinvestment into the stations’ operations, while also increasing local news and informational programming for Yuma DMA viewers. Under the agreements, Blackhawk and NPG maintain separate sales staff and separately negotiate their retransmission consent agreements and network and syndicated programming contracts.

In the five years since the purchase, Blackhawk has reversed the financial underperformance of the Yuma Stations, preserving them as important local voices for their local communities. As explained above, prior to their common ownership, KYMA and KSWT were cash flow negative. Common ownership and the Blackhawk-NPG Sharing Agreements have permitted the Yuma Stations to improve that performance and, as a consequence, to better serve

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<sup>13</sup> KSWT Failing Station Waiver at 3.

<sup>14</sup> 2014 Quadrennial Regulatory Review, 29 FCC Rcd 4371 (2014) (dissenting statement of Commissioner Ajit Pai) (“Dissent to JSA Attribution Order”) (describing the many benefits that sharing agreements can deliver promoting competition, localism, and diversity in the local television market).

viewers in the Yuma DMA. Moreover, the improvement in service to viewers has come without any evidence of harm. Indeed, the undeniably positive results of the Blackhawk-NPG Sharing Agreements are exactly the type that then Commissioner Pai described in 2014.<sup>15</sup>

***D. Effects on Programming Meeting the Needs and Interests of the Community***

The ratings share data, revenue share data, and market characteristics discussed above all demonstrate that the Yuma Stations' common ownership has not harmed the market for broadcast television in the Yuma DMA. To the contrary, common ownership was, and remains, essential to preserving the Yuma Stations' voices and competitive presence in the market. Thus, application of the Top-Four Prohibition to the existing combination would not protect competition and would not serve the public interest.

The Yuma Stations continue to rely on the efficiencies made possible by common ownership and the Blackhawk-NPG Sharing Agreements to remain financially viable. The Yuma Stations and KECY-TV enjoy operational efficiencies by using shared equipment, personnel, and studio facilities, and have worked to improve the quality of those facilities and equipment as part of the sharing arrangement. Indeed, those efficiencies have helped Blackhawk invest approximately \$1.6 million to upgrade the facilities and equipment of the Yuma Stations. If, after five years of joint operation, the Yuma Stations were now required to operate as standalone entities, the tangible benefits of combined operation would be placed at risk. For example, the Yuma Stations would have to incur additional operational costs (including the acquisition of replacement facilities and equipment). That, in turn, would endanger the stations' ability to invest in the amount and quality of programming they currently offer, risking severe

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<sup>15</sup> *Id.* See also Section I.E.

service reductions and endangering award-winning local programming highly valued by the viewing public.

As demonstrated in Blackhawk’s request for the KSWT Failing Station Waiver, the costs to operate KSWT and KYMA as stand-alone stations were not sustainable. Today, the Yuma Stations are able to provide substantial local programming. For example, each week KSWT airs 18.5 hours of local news and KYMA airs 16.5 hours of local news. Importantly, KSWT has added an hour of local news to its weekday schedule since the Commission granted the KSWT Failing Station Waiver and permitted the combination of the Yuma Stations. In addition, each week KYMA airs the Emmy-winning program *Arizona Highways*— a program that highlights local points of interest. Finally, the Yuma Stations produce occasional 30-minute special reports on topics of particular interest.

In addition to the local news programming, the Yuma Stations air public service announcements and commercials called “Community Happenings” that highlight two local events each week. The Community Happenings spots air multiple times each day on KYMA.

Examples of non-broadcast community engagement include sponsorship of the following community events:

- Crossroads Mission “Share Your Holiday” Turkey Drive and the Crossroads Mission “Blankets from the Heart” Coat Drive,
- City of Yuma Back to School Rodeo,
- YRMC Foundation “Stuff the Bus Drive,”
- Holtville Rib Cook Off, Imperial Rib Cook Off,
- California Mid-Winter Fair and Fiesta,
- Yuma County Fair,
- Yuma Airshow,
- NAF Airshow, and
- Somerton Tamale Festival.

The Yuma Stations also participate in community parades each year, including: Silver Spur Rodeo Parade, Veterans Day Parade, Brawley Cattle Call Rodeo Parade, Holtville Carrot

Festival, El Centro Mardi Gras Parade, Dorothy Young Electric Light Parade, Calexico Christmas Parade, and El Centro Christmas Parade.

Without the Yuma Stations' common ownership, it would not be financially feasible for KSWT and KYMA, operating independently, to broadcast such high-quality local programming on a daily basis. Instead, by operating together, the Yuma Stations have proven they are able to serve and engage with their community, to the benefit of the public interest.

Permitting the transfer of the Yuma Stations from NBI to Terrier Media will also give the Yuma Stations access to new resources that will enhance their ability to serve the community. In addition to improved economies of scale – which will enable the Yuma Stations to invest even more in local programming and outreach – the Yuma Stations (and the community that they serve) will gain access to Terrier Media's resources. As discussed in the public interest showing in this comprehensive exhibit, Terrier Media will invest in its stations giving them the ability to expand on their history of service, including broadcasting local news, to their communities. Investing in local programming and outreach is a cornerstone of Terrier Media's investment strategy in the Cox Stations and Northwest Stations.

***E. Circumstances Impacting the Market, Particularly those Primarily Affecting Small and Mid-Sized Markets***

In his Dissent to the JSA Attribution Order, then Commissioner Pai described perfectly the circumstances faced by stations in small markets when considering entering into a joint sales agreement ("JSA"):

In smaller markets, the choice is not between two stations entering into a JSA and those two stations flourishing while operating completely independently. Rather, the choice is between two stations entering into a JSA and at least one of those stations' viability being threatened. If stations in these smaller markets are to survive and provide many of the same services as television stations in larger



markets, they must cut costs. And JSAs are a vital mechanism for doing that.<sup>16</sup>

The Yuma Stations do not participate in a combined sales arrangement commonly found in JSAs; however, then Commissioner Pai's recognition of the benefits of JSAs to small market broadcasters is equally applicable to the benefits that the Yuma Stations and NPG's KECY-TV enjoy through their sharing agreements.

In addition to the general competitive pressures facing television broadcasters in small markets like the Yuma DMA, the Yuma Stations would struggle to operate independently because of the market's small size and substantial Hispanic or Latino population. The Yuma DMA is the 166<sup>th</sup> ranked market with just 101,040 TV Homes. In addition, 73.4% of the population of the Yuma DMA identify as Hispanic or Latino and 64.2% of the population (age five and over) speak a language other than English at home.<sup>17</sup> The dramatic fragmentation of this predominantly Hispanic market substantially reduces the population that the Yuma Stations serve and, in effect, makes the English language portion of the market even smaller.<sup>18</sup>

Producing local newscasts or other public affairs programs in small markets like the Yuma DMA is extremely difficult. Newscasts are very expensive to produce. Television licensees in bigger markets enjoy a larger population and advertising base, which typically produces more revenue and, in turn, allows those licensees to spend the funds needed to produce costly local newscasts. Moreover, the effects of competition from non-broadcast sources are

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<sup>16</sup> Dissent to JSA Attribution Order at 5.

<sup>17</sup> See United States Census Bureau, Quick Facts: Imperial County, California; Yuma County, Arizona, <https://www.census.gov/quickfacts/fact/table/imperialcountycalifornia,yumacountyarizona/PST045218> (last visited Mar. 3, 2019).

<sup>18</sup> For example, if just half the Yuma audience prefers Spanish language programming, the stations that broadcast in English are left to compete in a market smaller than the Cheyenne-Scottsbluff market (DMA rank 197) – a market with just three full-power television stations in total. Clearly, the economics of operating in a market so small and so diverse are challenging.

more pronounced in small and mid-sized markets. In the last few years, advertisers have shifted their advertising dollars away from broadcast television sources to online platforms like Google, Facebook, and Amazon, who face far fewer regulatory obligations and costs than local television broadcast licensees. To provide high quality, costly local newscasts, broadcasters in small markets, like the Yuma DMA, must achieve efficiencies and economies afforded by common ownership and sharing arrangements, such as those that exist through the continued combined ownership of the Yuma Stations and the Blackhawk-NPG Sharing Agreements.

As noted above, the challenges of operating in the Yuma DMA were plainly evident as both Yuma Stations had negative cash flow and were at risk of failure prior to the Blackhawk acquisition. To combat these challenges, Blackhawk rightly decided to operate the stations jointly and to enter into agreements with NPG to share in the costs associated with local production of expensive programming. It is because of those cost-saving measures that viewers in the Yuma DMA have access to high-quality local programming, and Terrier Media's commitment to invest in the Yuma Stations will bolster the efforts of the Yuma Stations. The Commission, therefore, should permit Terrier Media's acquisition of the Yuma Stations.

### **III. CONCLUSION**

The Yuma Stations' combined ownership has resulted in demonstrable, substantial, and tangible benefits to the public without competitive harms. For all the reasons stated herein, the Commission should accept this showing and consent to the transfer of control of the Yuma Stations from NBI to Terrier Media.

Attachment 6 – BIA Dayton, OH Radio Market Study

Call Letters	AM/FM	Freq	Type		Home Market	Market	Home	Owner	City & State of License	County of License
			Station	Format		Designn Date	Mkt Rank			
WBZI	AM	1500	C	Country	Dayton, OH	07/02/2003	64	Town & Country Broadcasting Inc	Xenia, OH	Greene
WCHD	FM	99.9	C	CHR	Dayton, OH	07/02/2003	64	iHeartMedia Inc	Kettering, OH	Montgomery
WCLI	FM	101.5	C	Country	Dayton, OH	07/02/2003	64	Alpha Media	Enon, OH	Clark
WCSU	FM	88.9	NC	Jazz/Gospl	Dayton, OH	07/02/2003	64	Central State University	Wilberforce, OH	Greene
WCWT	FM	107.3	NC	AAA	Dayton, OH	07/02/2003	64	Centerville City Board of Education	Centerville, OH	Montgomery
WDAO	AM	1210	C	RhyBl/Gospl	Dayton, OH	07/02/2003	64	Johnson Communications Inc	Dayton, OH	Montgomery
WDHT	FM	102.9	C	HpHop/Rhy	Dayton, OH	07/02/2003	64	Alpha Media	Urbana, OH	Champaign
WDPR	FM	88.1	NC	Classical	Dayton, OH	07/02/2003	64	Dayton Public Radio Inc	Dayton, OH	Montgomery
WDPS	FM	89.5	NC	Jazz	Dayton, OH	07/02/2003	64	Dayton City Schools	Dayton, OH	Montgomery
WEDI	AM	1130	C	Country	Dayton, OH	07/02/2003	64	Town & Country Broadcasting Inc	Eaton, OH	Preble
WEEC	FM	100.7	NC	Christian	Dayton, OH	07/02/2003	64	World Evangelistic Enterprise Corp	Springfield, OH	Clark
WFCJ	FM	93.7	C	Christian	Dayton, OH	07/02/2003	64	Strong Tower Christian Media	Miamisburg, OH	Montgomery
WGNZ	AM	1110	C	Christian	Dayton, OH	07/02/2003	64	L & D Broadcasters Inc	Fairborn, OH	Greene
WGTV	FM	92.9	C	Adult Hits	Dayton, OH	07/02/2003	64	Alpha Media	Eaton, OH	Preble
WHIO	AM	1290	C	News/Talk	Dayton, OH	07/02/2003	64	p Apollo_Cox	Dayton, OH	Montgomery
WHIO	FM	95.7	C	News/Talk	Dayton, OH	07/02/2003	64	p Apollo_Cox	Pleasant Hill, OH	Miami
WHKO	FM	99.1	C	Country	Dayton, OH	07/02/2003	64	p Apollo_Cox	Dayton, OH	Montgomery
WING	AM	1410	C	Sports	Dayton, OH	07/02/2003	64	Alpha Media	Dayton, OH	Montgomery
WIZE	AM	1340	C	Country	Dayton, OH	07/02/2003	64	iHeartMedia Inc	Springfield, OH	Clark
WKCD	FM	90.3	NC	ChrsContem	Dayton, OH	07/02/2003	64	Educational Media Foundation	Cedarville, OH	Greene
WKET	FM	98.3	NC	Rock	Dayton, OH	07/02/2003	64	Kettering City Schools	Kettering, OH	Montgomery
WMMX	FM	107.7	C	Hot AC	Dayton, OH	07/02/2003	64	iHeartMedia Inc	Dayton, OH	Montgomery
WOAR	FM	88.3	NC	Chrst/Altve	Dayton, OH	08/07/2006	64	Educational Media Foundation	South Vienna, OH	Clark
WONE	AM	980	C	Sports	Dayton, OH	07/02/2003	64	iHeartMedia Inc	Dayton, OH	Montgomery
WPTW	AM	1570	C	Clsc Hits	Dayton, OH	07/02/2003	64	Muzzy Broadcasting LLC	Piqua, OH	Miami
WQRP	FM	89.5	NC	ChrsContem	Dayton, OH	07/02/2003	64	Educational Media Foundation	Dayton, OH	Montgomery
WROU	FM	92.1	C	Urban AC	Dayton, OH	07/02/2003	64	Alpha Media	West Carrollton, OH	Montgomery
WRZX	FM	106.5	C	Clsc Hits	Dayton, OH	07/02/2003	64	Aloha Station Trust II LLC	Greenville, OH	Darke
WTUE	FM	104.7	C	Clsc Rock	Dayton, OH	07/02/2003	64	iHeartMedia Inc	Dayton, OH	Montgomery
WUDR	FM	98.1	NC	Variety	Dayton, OH	11/05/2004	64	University of Dayton	Dayton, OH	Montgomery
WULM	AM	1600	NC	Christian	Dayton, OH	07/02/2003	64	Radio Maria Inc	Springfield, OH	Clark
WUSO	FM	89.1	NC	AOR	Dayton, OH	07/02/2003	64	Wittenberg University	Springfield, OH	Clark
WWSU	FM	106.9	NC	Variety	Dayton, OH	07/02/2003	64	Wright State University	Fairborn, OH	Greene
WYDA	FM	96.9	NC	ChrsContem	Dayton, OH	07/02/2003	64	Educational Media Foundation	Troy, OH	Miami

"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed

# FCC Geographic Market Definition for Dayton, OH

REDACTED - FOR PUBLIC INSPECTION

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WYDB	FM	94.5	C	Country	Dayton, OH	07/02/2003	64	Aloha Station Trust II LLC	Englewood, OH	Montgomery
WYSO	FM	91.3	NC	AAA/News	Dayton, OH	07/02/2003	64	Antioch College Corp	Yellow Springs, OH	Greene
WZDA	FM	103.9	C	Alternative	Dayton, OH	07/02/2003	64	iHeartMedia Inc	Beavercreek, OH	Montgomery
WZLR	FM	95.3	C	Clsc Rock	Dayton, OH	07/02/2003	64	p Apollo_Cox	Xenia, OH	Greene

**Number of Stations in Geographic Market 38**

**Previous Stations in Geographic Market**

WKFI	AM	1090	C	Country		08/01/2005	0	Town & Country Broadcasting Inc	Wilmington, OH	Clinton
WNKN	FM	105.9	C	Country	Cincinnati, OH	03/02/2017	32	Grant County Broadcasters	Middletown, OH	Butler

"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed