

I. OVERVIEW OF TRANSACTION AND ASSOCIATED APPLICATIONS

This application is one of a number of FCC applications requesting Commission consent to the acquisition of the outstanding equity interests of Tribune Media Company (“Tribune”), the ultimate parent of the licensees of 41 full-power television stations, one AM radio station and related other FCC licenses, by Nexstar Media Group, Inc. (“Nexstar”) in a cash merger transaction (the “Transaction”). At the conclusion of the Transaction, Nexstar will be the direct 100% parent of Tribune and the indirect 100% parent of Tribune’s licensee subsidiaries. Corporate structure charts illustrating the before and after structures of the merging companies are provided in Attachment A-1 and Attachment A-2 hereto.

On January 7, 2019, Nexstar and Tribune filed a series of applications seeking consent to the Transaction in connection with the various Part 73 and Part 74 television broadcast licenses held by subsidiaries of Tribune (the “Broadcast Applications”). The instant application is one of several applications being filed for consent to the Transaction with respect to certain non-broadcast licenses held by Tribune subsidiaries. Further information regarding the Transaction can be found in the Broadcast Applications.

The proposed Transaction will increase Nexstar’s operational efficiencies and capabilities in serving the public, allowing for expanded news coverage and enhanced service to local communities, and maintain current levels of competition and diversity in local television markets while creating opportunities for new entrants in a number of those markets. For these reasons, the Transaction strongly serves the public interest, and the applicants urge the Commission to promptly process and grant the associated applications.

II. DESCRIPTION OF TRANSACTION

The Transaction is an acquisition by Nexstar of all outstanding Tribune equity interests in a cash merger transaction. Titan Merger Sub, Inc., a wholly-owned subsidiary of Nexstar, will merge with and into Tribune, with Tribune continuing as the surviving entity (the “Merger”). Upon the consummation of the Merger, each share of Tribune common stock issued and outstanding immediately prior to the effective time of the Merger will be converted into the right to receive \$46.50 in cash, and Tribune will become a wholly-owned subsidiary of Nexstar.

III. PARTIES TO THE APPLICATIONS

Upon the closing of the Transaction, Nexstar will remain a publicly traded company. As a result, the number of shares held by any one shareholder is subject to change at any time. Currently, no Nexstar shareholder owns a 5% or greater voting interest, or 20% or greater voting interest to the extent such investor is an investment company under 15 U.S.C. § 80a-3. To the extent that Nexstar learns that any other shareholder obtains an attributable interest during the pendency of this application, the applicants will submit an appropriate amendment. The current officers and directors of Nexstar are listed below.

NEXSTAR MEDIA GROUP, INC.

Name / Address	Citizenship	Positional Interest	Percent of Votes ¹	Percent of Total Assets
Nexstar Media Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	Delaware Corporation	Transferee	N/A	N/A
Perry Sook 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Chairman of the Board, President, CEO & Shareholder	2.3%	2.3%
Thomas Carter 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Executive Vice President & Chief Financial Officer	0	0
Elizabeth Ryder 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Executive Vice President, General Counsel & Secretary	0	0
Brett Jenkins 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Executive Vice President & Chief Technology Officer	0	0
Blake Russell 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Executive Vice President, Content & Operations	0	0
Dione Rigsby 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Vice President, Technology	0	0
Randall Bradford 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Vice President, Financial Operations	0	0
Patrick Cusick 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Vice President, Controller, Taxes	0	0
Terri Bush 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Senior Vice President, Director of HR	0	0
Charles W. Pautsch 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Vice President of Labor & Employment Relations, Associate Counsel	0	0
Geoff Armstrong c/o Nexstar Media Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0

¹ Percentage of votes is as of September 30, 2018 (the last SEC reporting period for which information is available). In addition, certain of the officers and directors (other than Mr. Sook) collectively hold approximately 0.5% of votes and assets.

Name / Address	Citizenship	Positional Interest	Percent of Votes ¹	Percent of Total Assets
Dennis J. FitzSimons c/o Nexstar Media Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
Jay Grossman c/o Nexstar Media Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
Lisbeth R. McNabb c/o Nexstar Media Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
Thomas McMillen c/o Nexstar Media Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
Dennis Miller c/o Nexstar Media Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
John Muse c/o Nexstar Media Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
I. Martin Pompadour c/o Nexstar Media Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0

Upon the closing of the Transaction, Nexstar will be the ultimate parent of Tribune Media Company. Corporate structure charts illustrating the before and after structures of the merging companies can be found in Attachment A-1 and Attachment A-2. Nexstar does not anticipate any changes in the board of directors or officers of Nexstar. It is anticipated that the officers and directors of Tribune Media Company and all of its direct and indirect subsidiaries will be as follows:

**OFFICERS AND DIRECTORS OF POST-MERGER TRIBUNE MEDIA COMPANY
(and direct and indirect subsidiaries)**

Name / Address	Citizenship	Positional Interest	% of Votes	%of Total Assets
Perry Sook 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	President and CEO, Director	0	0
Thomas Carter 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Executive Vice President & CFO	0	0
Elizabeth Ryder 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Secretary	0	0

IV. PENDING APPLICATIONS AND CUT-OFF RULES

It is intended that the applications filed in connection with the Transaction include all of the licenses and other authorizations held by the respective Tribune license subsidiaries. The license subsidiaries of Tribune 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/assignment applications. Accordingly, the applicants request that Commission approval of the applications filed in connection with the Transaction include (1) any authorization issued to Tribune or any of its subsidiaries while the Transaction is pending before the Commission and during the period required for consummation of the Transaction, and (2) any applications filed by Tribune or any of its 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.²

Additionally, pursuant to Sections 1.927(h), 1.929(a)(2), and 1.933(b) of the Commission's Rules, to the extent necessary, Nexstar requests a blanket exemption from any applicable cut-off rules in cases where Nexstar files amendments to pending applications in order to reflect consummation of the proposed Transaction so that such amendments are not treated as disqualifying amendments. The nature of the proposed Transaction 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.

² 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).

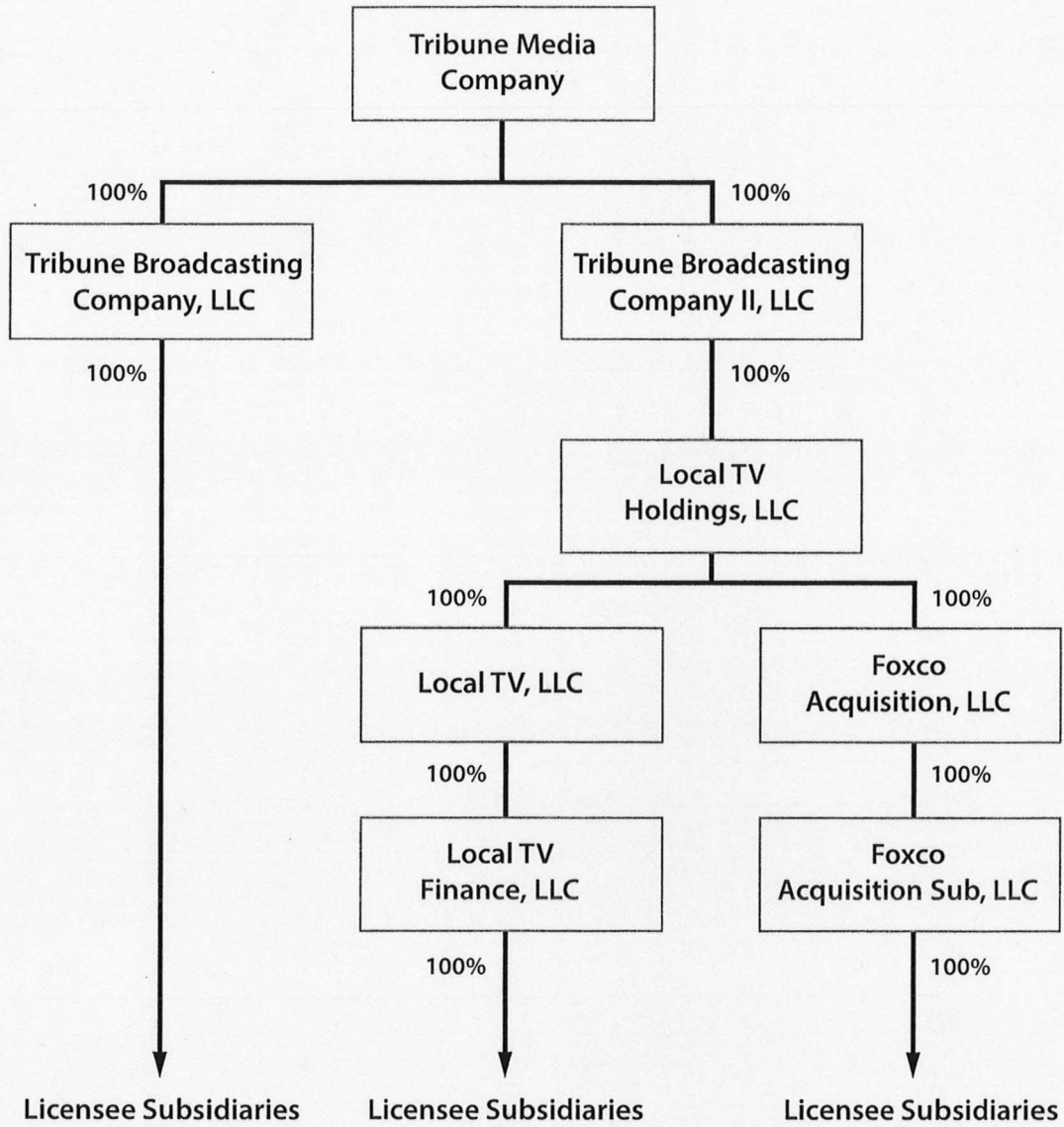
Grant of this request would be consistent with prior Commission decisions that routinely have granted a blanket exemption in cases involving multiple-license transactions.³

³ 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).

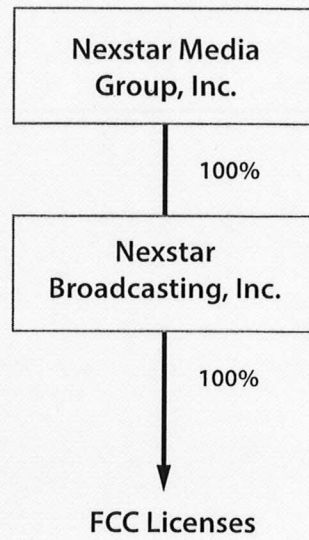
ATTACHMENT A-1

Pre-Merger Ownership Charts

Tribune Media Company Pre-Merger Corporate Structure



Nexstar Media Group
Pre-Merger Corporate Structure



ATTACHMENT A-2

Post-Merger Ownership Chart

Combined Post-Merger Company Structure

