

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of)
Applications of Tegna Inc., for Transfer) MB Docket 22-162
of Control to Standard General, L.P.)

PETITION TO DISMISS OR DENY OF

THE NEWSGUILD-CWA

AND

**NATIONAL ASSOCIATION OF BROADCAST
EMPLOYEES AND TECHNICIANS-CWA**

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The NewsGuild-CWA (“TNG-CWA”) and the National Association of Broadcast Employees and Technicians-CWA (“NABET-CWA”) respectfully petition the Commission to dismiss or deny the proposed transfer of control of TEGNA, Inc. (“TEGNA”). The applicant parties seek approval of an extremely complex series of related transactions involving, among others, SGCI Holdings III LLC (“SGCI Holdings”), Standard General L.P.,¹ Community News Media LLC, CMG Media Corporation and Apollo Global Management, Inc. (“AGM”). As explained below that complexity merits special scrutiny because it turns out to be in large part due to the parties’ attempts to game the Commission’s ownership and retransmission consent rules in ways that contravene the Commission’s public interest standard.

INTRODUCTION AND SUMMARY

Allowing the proposed transactions to proceed would be manifestly contrary to the public interest. In their initial public interest statement, and even as supplemented at the direction of the Commission staff, the Applicants have not even attempted to meet their affirmative burden of establishing that there are public interest benefits that can possibly outweigh the significant losses to ownership diversity, to the health and capacity of local journalism, and to the cost of pay-TV services that would result from grant of the applications. Nor have they demonstrated

¹For convenience, SGCI Holdings and Standard General L.P. are referred to here, individually or collectively as “Standard General.”

that AGM - the party actually supplying the funding for this deal - will not in fact be obtaining an attributable ownership interest in the newly configured TEGNA, thereby likely busting the FCC's national TV ownership cap.²

The applications presented seek approval of an unprecedented array of sequenced transactions and swaps. These machinations allow the Applicants to argue that they remain under the caps established by the Commission's ownership rules, so that their grant without waivers of those rules would be possible, at least in theory. AGM, which would provide the funds for the purchase, would be given non-voting stock so that it can claim not to have an attributable ownership interest in the newly-configured TEGNA. However, there is serious doubt as to whether conditions and covenants associated with the transaction will in fact afford it de facto control, which would place AGM over the Commission's national multiple ownership audience reach cap. This is a matter which must be explored at hearing, but even if these assertions were true, it does not mean that the applications can, or should, be granted. Indeed, as shown below, their grant would be contrary to the public interest.

Approval of the proposed transactions would create excessive concentration of control, nationally and locally, in the affected markets. While the deals are constructed to make it appear that AGM does not attain de facto control of Standard General and thus violate the Commission's national ownership rules, that arrangement is highly dubious, to say the least. Moreover, the continued existence of the UHF discount means that the 39% audience reach cap is not a meaningful standard. It has always been the case that nominal compliance with

²Notably, under similar circumstances, the Commission has previously determined that AGM has de facto control of former Cox Enterprise stations. Terrier Media Buyer, Inc., 34 FCC Rcd 10544, 10549 (2019).

ownership limits does not alone justify a public interest finding, and the Commission can and should find that the transactions proposed here are unacceptable.

The damage to localism is no less harmful, and not just in the TEGNA markets. TNG-CWA and NABET-CWA call upon the Commission to pay particular attention to the damage that grant of these applications would cause to the labor market in TEGNA cities as well as throughout the country. While TEGNA has not been among the very best of group owners, it operated under the umbrella of Gannett, an historic newspaper/broadcast operator which focused entirely on its media products in its operation of more than 75 daily newspapers throughout the country. Gannett also has a history of philanthropic endeavors to protect journalists and journalism and their First Amendment rights. Unlike Gannett/TEGNA, which are media companies, Standard General and its financier AGM come out of a different tradition. Media and journalism are simply lines of business to them. Standard General has owned and operated hotels, casinos, online sports betting and retailers like American Apparel.³ Its focus is making money, not journalism.

The operating model of hedge funds like Standard General and AGM is to cut operating costs, and sell off underperforming assets, with a relentless focus on satisfying their investment partners. Reducing labor costs through cutting jobs, reorganizing and limiting salaries is a central element of that model. In this instance, it translates, among other things, to reducing jobs by taking advantage of monopsonistic power in the local and national labor market for

³AGM, which is much larger, has owned and/or operated or invested in countless companies, few of which are involved in journalism. With the exception of the stations AGM recently acquired from Cox, these portfolio companies include properties such as cruise lines, financial services, supermarkets, defense contractors, and restaurants, among many other properties.

journalism, where the dramatic reduction in daily newspapers and increased focus on national digital distribution has reduced job openings for journalists, allowing them to squeeze employees' salaries. By this means, they

can reduce production costs, perhaps dramatically, by substituting nationally focused and ideologically unified content produced in a single studio for locally focused and ideologically diverse content produced by many local journalists.

Martin and McCrain, Local News and National Politics, 113 American Political Science Review, 372, 373 (2019).

In fact, Standard General itself cites as an example of its operating methods its newscast at a station in Cape Girardeau, MO which is presented by news staff, on air anchors, weather forecasters and sports announcers located in Lincoln, NE, more than 500 miles away. While this may be good for the investors' bottom line, it harms the vitality of the labor market in Cape Girardeau and elsewhere in the country.

Even after supplementation at the request of the Commission staff, the Applicants do not demonstrate any public interest benefits that would accrue from the transactions, much less benefits that would counteract the significant detrimental impacts that would accompany grant of these applications.

Beyond that, this case presents to the Commission a special circumstance that absolutely precludes grant of the applications without further exploration in an evidentiary hearing. It is clear from the party's tactics in an earlier transaction, and from the materials that have been filed with the Commission, that the sole reason for some of these station transfers, and immediate retransfers in a precise sequence, is to trigger so-called after acquired station clauses in retransmission consent arrangements with Multichannel Video Programming Distributors

(“MVPDs”.⁴ There is no claimed, or valid, *public interest* benefit from those extra transfers. To the contrary, they are designed to benefit the Applicants’ *private interests* of increasing retransmission consent revenue. Rather, these otherwise needless transfers will, inevitably, increase the cost of pay-TV subscriptions, something that harms TNG-CWA’s and NABET-CWA’s members and all other MVPD customers and thus harms the public interest, especially at a time when the economy is being buffered with high inflation. Balancing the public’s interest against the Applicants’ desire to advance their private financial interests is enough, in and of itself, to render these applications contrary to the public interest.

I. THE STANDARD OF REVIEW.

As is set forth more fully below, and in the other petitions to deny and other pleadings being submitted in opposition to the grant of these applications, there are numerous very substantial, and very material, issues of fact as to whether their grant is in the public interest. Accordingly, the Commission must dismiss the applications or designate them for hearing.

Processing of these applications is governed by Sections 309 and 310 of the Communications Act. Under section 309(d)(2), the Commission must determine whether there are substantial and material questions of fact that preclude immediate grant of an application to transfer control of a broadcasting station. In reviewing the record, the Commission must designate an application for hearing if

“the totality of the evidence arouses a sufficient doubt” as to whether grant of the application would serve the public interest. Section 310(d) of the Act prohibits the transfer of control of a license, either de jure or de facto, without prior Commission consent.

⁴See, “What the Hell Is a vMVPD? The Modern Streaming Market Explained,” The Wrap, April 2, 2019. <https://www.thewrap.com/vmvpd-svod-avod-tvod-streaming-market-explained/>

Tribune Media Company, 33 FCCRcd 3630, 3634 (2018) (footnotes with citations omitted). Pursuant to Section 309(e), if the Commission makes such a finding, or “if for any reason” it believes that grant may not be in the public interest, it “shall” designate a hearing so that an Administrative Law Judge can review the case with the benefit of the rules of evidence and make appropriate findings of fact and conclusions of law.

Section 310(d) sets out the stringent requirements for grant of an application for transfer of control of a broadcast license. Applicants have an affirmative duty to establish that grant of each application will serve “the public interest, convenience and necessity.” Even if - as is not the case here - proposed transactions likely do not transgress specific Commission rules or policies, the Commission must still balance the harm and benefits, if any, of a transaction in making its public interest determination. As the Commission has explained,

If the transaction would not violate a statute or rule, we consider whether it could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes. We then employ a balancing test weighing any potential public interest harms of the proposed transaction against any potential public interest benefits. The Applicants bear the burden of proving, by a preponderance of the evidence, that the proposed transaction, on balance, serves the public interest. If we are unable to find that the proposed transaction serves the public interest for any reason, or if the record presents a substantial and material question of fact, we must designate the Application for hearing.

Charter Communications, Inc. 31 FCCRcd 6327, 6336-37 (2016)(footnotes omitted).

The Commission’s public interest mandate requires it to explore, not ignore, issues that implicate the public interest. As the D.C. Circuit has said,

[T]he Federal Communications Commission was intended by Congress to function as far more than a mere referee between conflicting parties. Regardless of the formal status of a party, or the technical merits of a particular petition, the FCC “should not close its eyes to the public interest factors” raised by material in its files. ... [A]s a general matter, the federal regulatory agencies should construe pleadings filed before them so as to raise rather than avoid important questions.

They “should not adopt procedures that foreclose full inquiry into broad public interest questions, either patent or latent.”

Retail Store Employees Union, Local 880 v. FCC, 436 F.2d 248, 254 (D.C. Cir. 1970)(citations omitted).

As initially filed, the Applicants fell grievously short of the bare minimum showing upon which the Commission could base the requisite public interest finding. This was made demonstrably clear when the Commission directed the Applicants to supplement their presentations and answer a number of questions left unresolved on the basis of the record then available. See, Media Bureau Information Request, Docket 22-162 (June 3, 2022). However, initial review of the new submissions, presented to the Commission on June 13, do not resolve these questions. To the contrary, they raise even more doubt as to how the applications can be granted consistent with the public interest standard and make an even stronger case for a hearing designation.

II. TNG-CWA AND NABET-CWA HAVE STANDING TO CONTEST THE ALL OF THE PROPOSED TRANSFERS BOTH AS ASSOCIATIONS ACTING ON BEHALF OF THEIR MEMBERS AND AS LABOR UNIONS WITH ORGANIZATIONAL STANDING.

TNG-CWA and NABET-CWA have standing to bring this petition both as associations on behalf of their members and as organizations that would incur direct harm if the Commission were to grant the pending applications.

First, as established by the declarations from TNG-CWA and NABET-CWA members, TNG-CWA and NABET-CWA have associational standing to challenge each of these transactions in their entirety. The harms they each identify as facing them include at least five independent bases:

1. The loss of job opportunities resulting from the likely reduction in job openings at

TEGNA stations in all markets affected by these applications. This harm affects every TNG-CWA and NABET-CWA member, as it deprives them of job mobility that would allow them to move to a different market. Most TNG-CWA and NABET-CWA members have skill sets that would permit them to work at newspapers, digital platforms or television stations in TEGNA markets and elsewhere. Such positions include, but are not limited to, reporters, editors, photographers, videographers, directors, camera operators, graphics artists, data journalists, sound technicians, copy editors, page designers, ad sales, and support teams.

2. The loss of job opportunities throughout the journalism industry resulting from the anti-competitive impact of the consolidation that would take place if these transactions were approved.
3. Loss of access to local journalism coverage in their communities. Like many viewers of local television stations, TNG-CWA and NABET-CWA members regularly view television programming and rely on it for information about elections and other local issues of importance so that they can engage in civic discourse. However, they also have a professional need to be aware of local news and issues and how they are covered widely and effectively.
4. Reduced wages created by Standard General's need to cut costs to meet its substantial debt service obligations.
5. Increased costs for pay-TV subscriptions as a result of artificially inflated retransmission consent fees that will be passed on to customers;

Second, TNG-CWA and NABET-CWA also have standing as organizations. As

established in the declaration of TNG-CWA President Jon Schleuss, Exhibit A, TNG-CWA's mission includes promoting the welfare of its membership throughout the country, maintaining a well-paid professional environment with good working conditions, and protecting and promoting the health of local journalism.⁵ To fulfill that goal, TNG-CWA has expended considerable resources in advocating federal and state legislation and regulations that will preserve and expand local journalism resources.⁶ The declaration of NABET-CWA's President Charlie Braico, Exhibit B, describes NABET-CWA's similar mission. NABET-CWA's objectives, as set forth in its by-laws, include "advanc[ing] the science of broadcasting...and allied industries...and to advance the trade union cause both nationally and internationally."⁷

⁵TNG-CWA's constitution provides that "The purpose of the Guild shall be to advance the economic interests and to improve the working conditions of its members; to guarantee, as far as it is able, equal employment and advancement opportunity in the industry and constant honesty in news, editorials, advertising, and business practices; to raise the standards of journalism and ethics of the industry; to foster friendly cooperation with all other workers; and to promote industrial unionism in the jurisdiction of the Guild."
<https://newsguild.org/the-newsguild-cwa-constitution/#A1>

⁶As vice presidents of the Communications Workers of America, Mr. Schleuss and Mr. Braico also have the responsibility to represent the interests of all CWA members, including but not limited to, at three unionized TEGNA stations in Hartford, Waterbury and Cleveland.

⁷Section 1.3 of the bylaws provides as follows:

1.3 Objectives and Principles

The objectives and principles of the Sector shall be to aid workers employed in the broadcasting, distributing, telecasting, recording, filming and allied industries; to secure improved wages, hours and working conditions; to promote the organization of the unorganized in these industries into this Sector; to encourage all workers without regard to race, creed, age, sex, sexual orientation, color or national origin to share in the full benefits of this Sector; to advance the science of broadcasting, distributing, telecasting, recording, filming and allied industries; to publicize the international importance of these industries and to advance the trade union cause both nationally and internationally.

TNG-CWA's commitment to promoting local journalism is embodied in its Save The News campaign, a fight for long-term solutions to the crisis facing the news industry, by advocating for public policy that will:

- Breakup corporate ownership of news organizations;
- Provide incentives for financial investors to sell news organizations to civic-minded, local investors;
- Provide grants, tax credits and new revenue for news organizations, and ensure that additional money is spent in newsrooms and not padding a corporate bottom line;
- Increase public access to government records; and
- Protect journalists and their sources from prosecution.

Grant of the applications at issue in this proceeding would exacerbate the threat to local journalism in many ways. In particular, TNG-CWA as an institution and TNG-CWA's members will be injured by an FCC decision accepting Applicants' argument that expansion of TEGNA's existing Washington "news desk" and increasing its output somehow benefits localism when in fact, it will reduce the quantity and quality of local news coverage.

III. IF APPROVED, THE PROPOSED TRANSACTIONS WOULD LIKELY RESULT IN AGM EXCEEDING THE 39% NATIONAL AUDIENCE REACH CAP, AND IN ANY EVENT THE LEVEL OF CONCENTRATION THEREBY ATTAINED WOULD BE CONTRARY TO THE PUBLIC INTEREST.

The level of national ownership that Standard General would attain by grant of the applications is contrary to the public interest. While the Applicants state that ownership levels post-transaction would not be in excess of the 39% audience reach cap as presently constituted, that may well not be the case. It appears that the complicated financial arrangements and

covenants associated with AGM's financing of these transactions would make AGM's interests attributable, which would, in combination with its current de facto ownership interests in Cox Media Group, place it over the 39% limit.

In any event, the level of national ownership Standard General would attain would be contrary to the public interest even if the Commission had no national ownership audience reach cap.

First, and most importantly, even if a transaction does not result in an owner breaching the 39% benchmark set out in 47 CFR §73.3555(e) that would not mean the Applicants have met their burden of establishing that their proposals are in the public interest. The Commission's rules merely establish a line over which an application would be ungrantable absent a waiver. However, this does *not* mean that grant of applications resulting in audience reach below 39% is presumptively in the public interest. To the contrary, as discussed above, the burden is at all times on the Applicants to establish that favorable action advances the public interest.

TNG-CWA and NABET-CWA note in this regard that the Commission currently employs the widely discredited UHF Discount in calculating compliance with the 39% cap set forth at 47 CFR 73.3555(e)(2)(I). However, since the UHF Discount was adopted in 1985, the vast majority of viewers have subscribed to newly-available MVPDs, and thus have no impediment accessing UHF stations. Indeed, the digital television transition and the consequent repacking proceedings have in many cases made UHF frequencies more, not less advantageous to licensees. Thus, in 2016, the Commission repealed the UHF discount, finding that

The record is absolutely clear: UHF stations are no longer technically inferior in any way to VHF stations. Therefore, we find that the DTV transition has rendered the UHF discount technically obsolete, and we hereby eliminate it from the calculation of the national audience reach cap. The UHF discount was forged in an analog world to address an analog coverage deficiency. Today, in a digital world, there is no remaining technical

justification for the UHF discount. Rather than offsetting an actual service limitation or reflecting a disparity in signal coverage, the UHF discount serves only to confer a factually unwarranted benefit on owners of UHF television stations that undermines the purpose of the national audience reach cap. Furthermore, the Commission's ongoing experience reviewing media transactions after the DTV transition date indicates that failure to correct the distortion that the UHF discount causes in the calculation of the national audience reach as a result of the DTV transition creates an ongoing potential that additional transactions could undermine the national audience reach cap.

Amendment of Section 73.3555(e) of the Commission's Rules, National Television Multiple Ownership Rule, 31 FCCRcd 10213, 10226 (2016), reconsideration granted in part, 32 FCCRcd 3390 (2017), appeal dismissed sub nom. *Free Press v. FCC*, 735 Fed.Appx. 731 (Mem) (D.C. Cir. 2018).

Subsequently, a newly-constituted Commission voted 2-1 to reverse that determination, a decision that was never judicially reviewed on the merits because the D.C. Circuit dismissed objectors' petition for review on jurisdictional grounds. Amendment of Section 73.3555(e) of the Commission's Rules, National Television Multiple Ownership Rule, 32 FCCRcd 3390 (2017). There is nothing in the 2017 decision reinstating the UHF discount that undermines or rejects the findings with respect to the obsolescence of the UHF discount. Rather, that action was based on the view that the Commission should not have reviewed the UHF discount in isolation from the rest of Section 73.3555(e).⁸ Thus, while the UHF discount remains on the books, the Commission should afford no persuasive weight to whether ownership below 39% as calculated under the current rules might somehow be less problematic than ownership over that limit so calculated.

⁸Commissioner Clyburn dissented, saying that "Although repeatedly stating, that the UHF discount and national audience reach cap are "inextricably linked," and must be examined in tandem, the Commission here fails to cite a single legal authority that limits review or modification of the UHF discount to simultaneous review of the national audience reach cap. Instead, the majority relies on a selective history of the UHF discount, and unsupported arguments of petitioners, that "the FCC has no authority to change one without at least reviewing the impact the change will have on the other." *Id.*, at 3407 (Commissioner Clyburn dissenting)(footnote omitted).

Third, with or without consideration of the national ownership cap, and with or without applying the UHF discount, the national ownership concentration that would result from approval of these applications is inconsistent with the public interest both in absolute terms and because of Standard General's plans to leverage this ownership for its own benefit at the detriment of the needs of the public. Rather than breathing life into localism, grant of these applications would maintain national ownership concentration at undesirable levels.

IV. THE PROPOSED TRANSACTIONS WOULD UNDERMINE THE COMMISSION'S CORE GOAL OF PROMOTING LOCALISM.

Standard General's protestations to the contrary notwithstanding, its financial plans cannot be accomplished without cutting the amount and quality of local programming and substitution of nationally distributed and oriented content and other cheaper programming, such as nationally syndicated shows.

It is hard to overstate the importance of maintaining the quantity of local news provided in a market. As Professor Danilo Yanich has explained,

In a democracy, there is an explicit expectation that informed citizenship is a crucial and necessary condition for the functioning of the body politic. That informed citizenry depends on the existence of reliable and responsible methods of political communication. As the scale of modern society has increased, it has reduced the opportunities for more than a relatively small number of citizens to physically gather in the same place at the same time to engage the public sphere-"that realm of social life where the exchange of information and views on questions of common concern can take place so that public opinion can be formed."

Yanich, Does Ownership Matter? Localism, Content, and the Federal Communications Commission, 23 Journal of Media Economics 51, 53 (2010)(citation omitted).

If the current applications are granted, TEGNA will be supplanted by an operator whose stated business model is to favor its investors' private interests rather than the public interest by ruthlessly cutting costs. Indeed, as shown by its 2020 pitch deck from its earlier effort to buy

TEGNA,⁹ and elsewhere in the record, Standard General regards cutbacks in head count and local programming as a feature, not a bug.

With respect to resources devoted to local programming, TEGNA (including its operations under its predecessor name, Gannett) has been far from perfect. Nonetheless it has run towards the front of an admittedly slow field, as a better than average custodian of its public trust. Investment pitches from Standard General (backed by its financier, AGM) show that their focus is on increasing returns by identifying properties where they can cut costs.

Standard General's principal assertion of any public interest benefit with respect to local programming fails at the beginning. It brags that it is going to rely on company-wide national content from a "DC news desk," ostensibly to improve news programming. But TEGNA already has such a "DC news desk." Standard General does not argue, much less prove, that TEGNA's DC-originated news coverage, which was created by, and has provided national coverage under the umbrella of, its former parent Gannett - one of largest journalism organizations in America - is somehow deficient or inadequate. Thus, especially since national news coverage is readily available from the existing TV network news department, Standard General's takeover of it will provide little, if any, incremental value, and certainly not enough to outweigh the detrimental impacts of the proposed transactions. Commissioner Starks has questioned whether treating "increased access to a Washington, DC news bureau as a significant public interest benefit" is arbitrary and capricious, adding that "it is not at all clear to me why this is considered a 'benefit'

⁹One slide reads: "TEGNA has 2x the number of employees per station compared to peers, and lags its closest local broadcasting peers on EBITDA margin." See SEC Form DFAN 14A, Tegna, Inc. and Standard General, L.P., April 13, 2020, p. 21: https://www.sec.gov/Archives/edgar/data/39899/000110465920045933/tm2015782-1_dfan14a.htm

at all,...” Tribune Media Company, 33 FCCRcd at 8481. In fact, Standard General’s desire to “expand” reliance on the national news desk would have the primary function of increasing existing national news coverage at the expense of local news investment and coverage.¹⁰ Thus, it is a very real, substantial and material factual issue of fact as to whether the real goal of this “expansion” at the national level is to cut coverage - and jobs - at the local level. This is a bug, not a feature; and to make a case to the contrary, Standard General will have to prove this “benefit” exists at an evidentiary hearing.

Beyond the claimed benefit of increasing national news coverage, the application and SG’s June 13, 2022 responses to the Commission’s inquiry are devoid of specifics and are completely unenforceable. They are precisely what Standard General claims them not to be: “just management speak.” Applicants’ Response to Request for Documents and Information, June 13, 2022 at 5. Several pages of generic word salad, using jargon such as ““Move-the-Needle’ process,” “more extensive review,” and “holistic analysis.” id., cannot obscure the reality that Standard General commits to nothing that TEGNA does not already do. It is especially telling that Standard General attempts to demonstrate its commitment to localism in its existing station by citing just one example: they claim that Standard General “increased newsroom staff by **28% overall**, including the addition of six local journalists to KBSI(TV), Cape Girardeau, MO....” Id., at 6 (emphasis in the original). But Standard General does not say *where* this new staff is located. That matters because, what Standard General does not say is,

¹⁰The overemphasis on national news coverage is, to many, one of the most serious challenges faced by the journalism profession. A recent Pew analysis showed that more than one in five U.S. newsroom employees is located in New York, Los Angeles and Washington. Pew Research Center, “One-in-five U.S. newsroom employees live in New York, Los Angeles or D.C.” (October 24, 2019), <https://pewrsr.ch/2oc2MZf>

that as of March, 2022, Standard General has been producing its “local” Cape Girardeau, Missouri newscast with anchors, production staff and editors located in Lincoln, Nebraska.¹¹ Even if there are some reporters actually based in Cape Girardeau, there is no way that news directors, assignment and other editors without local roots and contacts, can properly serve a community while located more than 500 miles away.¹²

It is, of course, possible to produce a newscast in the community of license, but it is much cheaper to produce what is necessarily an inferior product. That is a powerful demonstration of Standard General’s operating methods, and offers scant assurance to the hundreds of TEGNA journalists and production staff that their jobs are safe, much less that they can continue to produce truly local content rather than faux newscasts that are, literally, piped from far across the country.

A recent and growing body of empirical research establishes the adverse consequences of multiple television ownership on localism and the health of local journalism. These studies support a finding that the Commission should find that this and similar transactions are contrary to the public interest and should not be accommodated.

While there is some data showing that when nationally distributed newspapers enter local markets, local newspapers respond competitively by giving greater attention to local coverage, this is not the case for television. Noting the powerful economies of scale in group TV

¹¹<https://en.wikipedia.org/wiki/KBSI> (“The news and weather anchors are based in Lincoln while the reporters work out of the KBSI studios in Cape Girardeau.” See also, <https://www.youtube.com/watch?v=ZJwn2y4cqPA> (comments).

¹²The fact that Standard General intends to dump both KBSI(TV) and KLKN(TV), Lincoln, NE to AGM-controlled CMG offers scant hope for the resumption of a locally-produced newscast.

ownership, Professors Martin and McCrain found that

Acquisition of the existing local outlets by a national conglomerate produces the opposite impact on coverage relative to entry by a new, separately owned national outlet. A conglomerate owner can reduce production costs, perhaps dramatically, by substituting nationally focused and ideologically unified content produced in a single studio for locally focused and ideologically diverse content produced by many local journalists.

Martin and McCrain, *Local News and National Politics*, 113 *American Political Science Review*, 372, 373 (2019).

“Consolidation,” they found, “changes the incentives of news providers, shifting coverage towards the topics that can be distributed in multiple markets rather than those - such as local politics - that are market-specific.” *Id.* Their detailed analysis of a TV group owner’s acquisition showed that there was “a 25% increase relative to the average level in the sample.” *Id.*, at 379.

These findings are consistent with the results of a new and very careful analysis of corporate ownership concentration: “corporate acquisition is associated with a reduction in locally focused content;...” LeBrun, Todd, and Piper, "Buying the News: A Quantitative Study of the Effects of Corporate Acquisition on Local News," 24 *New Media & Society* 1, 20 (2022). Looking at staffing reductions after corporate acquisitions by hedge funds like AGM and Standard General’s parent, they concluded that “it is not only declines in staff which reduces locality following acquisition, but also that the structure of content distribution brought about by corporate acquisition can have a detrimental effect on the local information environment of affected communities.” *Id.*

The United States has a labor monopsony problem. A labor monopsony exists when lack of competition in the labor market enables employers to suppress the wages of their workers. Labor monopsony harms the economy: the low wages force workers out of the workforce, suppressing economic growth. Labor monopsony harms workers, whose wages and employment opportunities are reduced. Because monopsonists can artificially restrict labor mobility, monopsony can block entry into markets, and harm companies who need to hire

workers.

Marinescu and Posner, “A Proposal to Enhance Antitrust Protection Against Labor Market Monopsony,” Roosevelt Institute Working Paper (2018). See also, Marinescu and Posner, “Why Has Antitrust Law Failed Workers?,” 105 Cornell L. Rev. 1343, 1355 (2020).

Any baseball fan understands the power that employers can wield in a market where they are free to collude to restrict employees’ salaries and job mobility, and how unionization can help level the metaphoric (and even literal) playing field. See, McFall and Tatich, “Federal Baseball Turns 100: The Long Legal Game of Athletes Gaining Economic Rights in the United States,” 22 Wake Forest J. Bus. & Intell. Prop. L. 314 (2022).

TNG-CWA and NABET-CWA thus urge the Commission to recognize the need to examine the impact of its decisions on the labor market:

For too long, competition scholars have overlooked the labor market as a site of market concentration and anticompetitive practices and have also overlooked wages as prices. Instead, following Bork, antitrust policy has focused on the product market and consumers. The growing evidence about the harms of anticompetitive labor market practices is increasingly exposing this oversight in the past decade. ...[N]ew research shows that the labor market is likely more concentrated than the product market and that the harms are substantial. Economists have studied labor market monopsonies and have demonstrated how market concentration and noncompetes are correlated with wage-setting and wage discrimination. In 2016, the Council of Economic Advisers warned that “employers may be better able to exercise monopsony power today than they were in past decades” and “forces that undermine competition tend to reduce efficiency, and can lead to lower output, employment, and social welfare.”

Lobel, “Boilerplate Collusion: Clause Aggregation, Antitrust Law & Contract Governance, 106 Minn. L. Rev. 877, 916-917 (2021) (citations omitted).

V. THE APPLICANTS’ ATTEMPT TO EXPLOIT “AFTER-ACQUISITION” CLAUSES IN RETRANSMISSION CONSENT CONTRACTS WILL INEVITABLY RESULT IN INCREASED MVPD SUBSCRIPTION PRICES THAT WILL HARM PETITIONERS’ MEMBERS AND ALL OTHER SUBSCRIBERS.

The applications seek FCC approval for a complex and precisely sequenced series of

transactions. After a number of intermediate steps, the end result would be that Standard General would buy a Boston TV station from Apollo's CMG, sell four Texas stations to CMG and buy most of TEGNA's stations. The details are complicated, but the underlying reason for these maneuvers is not.

To uninitiated, and even to very sophisticated, observers, there seems to be no need for these transactions to be sequenced so carefully. However, as the record now before the Commission clearly shows, the transactions have been designed to exploit standard clauses in retransmission consent contracts between broadcasters like TEGNA and subscription TV companies that resell the broadcasters' program feed to their subscribers. These "after-acquired station" and "change-in-control" provisions allow a purchaser to substitute their higher retransmission fee arrangements for those less remunerative deals that the seller may have had.

Under somewhat similar circumstances, a stratagem of this kind has been employed before, and was not found to be contrary to the public interest by the Commission. In 2019, the Commission approved the transfer of stations from Tribune to Nexstar over the objections of DISH (a satellite MVPD) and ATVA, a cable industry trade association. Tribune Media Company, 34 FCCRcd 8436 (2019).

Soon afterwards, in Terrier Media Buyer, Inc., supra, the Media Bureau rejected similar arguments from ATVA based on the Nexstar precedent. It explained the Nexstar holding as follows:

The Commission also declined to find "that an increase in retransmission consent rates, by itself, is necessarily a public interest harm." Instead, the Commission noted the lack of evidence in the record to establish whether, on balance, an increase in retransmission consent rates would reduce consumer welfare or rather just shift surplus between MVPDs and broadcast stations. Here, ATVA similarly fails to provide such evidence demonstrating consumer harm. Ultimately, we find that ATVA provides no basis to depart from the

Commission's prior conclusions, and therefore we decline to do so based on the record before us here.

In addition, the Nexstar-Tribune Order reaffirmed that the Commission is not the appropriate forum for addressing private contractual matters, such as after-acquired station clauses in retransmission consent agreements. As the Commission stated in Nexstar-Tribune Order "after-acquired station clauses were negotiated by the parties outside of this transaction, and there is no apparent reason to step in and deny one party the benefit of the negotiated bargain absent evidence of anticompetitive practices or other wrongdoing not apparent here."

Id., at 10565-66.

TNG-CWA and NABET-CWA believe those decisions were wrongly decided and should be overruled. However, it is not even necessary to overrule the earlier cases to reach a different result here, as there are two material differences. First, based on material submitted to the Commission by the Applicants, the record clearly establishes that the sequenced transactions here were explicitly designed to exploit existing contracts in a manner which was not within the scope of what was contemplated by the MVPD parties. Second, it is clear from the text of the decisions that the Commission, and then the staff, were addressing a different harm alleged by parties to arms-length contracts with the broadcasters. They had no occasion to reach the issue as it is presented here. TNG-CWA and NABET-CWA are not asking the Commission to intrude into a private contract dispute about allocation of revenues. Regardless of how those revenues are divided between those parties, the damage that the Commission must assess here is the cost to consumers, however they arise.

In its past decisions, the Commission said there was insufficient evidence on the record before it that manipulation of the retransmission agreements causes harm to consumer welfare. Rather, the Commission said that, as between the sellers (broadcasters) and the immediate buyers (the MVPDs), the contracts seemed only "to just shift surplus between MVPDs and

broadcast stations,...” Tribune Media Company, *supra* at 8452. Whether or not that is a correct analysis of the business arrangement, TNG-CWA’s and NABET-CWA’s members and other consumers are victims of, not parties to, those contracts, being forced to pay more for the same product based on abuse of contractual power.

Here, there is direct and unambiguous evidence of harm to consumer welfare. The challenge in this case is not about whether it is in the public interest for MVPDs to be obligated to pay more for programming. Rather, it is brought for redress of a different, clearly cognizable, harm - increased prices to TNG-CWA and NABET-CWA members and other subscribers that result from the way in which this transaction was structured. This is entirely different than asking the Commission to referee the private business dispute that was presented to it in the earlier cases. Thus, the Commission needs to look at the damage from abuse of these contracts through a different lens. Especially in an inflationary economic environment, increased prices for end users manifestly implicates the public interest and causes significant and measurable harm to consumer welfare. These customers never have the opportunity or the power to negotiate with broadcasters over the fees. Their only choice is to pay the increased prices or cancel their service.

The harm to consumer welfare here is unquestionable. Increased retransmission fees are directly passed on to customers. It is not necessary to conduct an extensive economic analysis to determine that these fees are actually passed on, or that price increases are actually due to other factors. That is because most MVPDs do not generally include increased retransmission costs in their basic subscription pricing. Rather, probably because they prefer to advertise a lower “teaser” price, they opt to recover retransmission costs through separate fees above the nominal basic price, along with taxes, franchise fees, etc. Moreover, they are

very explicit about the reason for these increasing fees. Here is how one consumer website explained Comcast's recent action:

Comcast will raise the price of the average monthly bill, including video, Internet and voice, by an average of three percent nationwide in January 2022 as well as raise the regional sports channel fee and Broadcast TV fee by as much as \$7 a month combined. The cable operator last January raised prices by an average of 3.2 percent and raised the sports and broadcast fees by as much as \$6.50 a month combined.

The 2022 price boost, which is now being communicated to Comcast's subscribers, will follow *similar recent increases by satcaster Dish, and streaming services such as Hulu Live, The TV companies say that prices must rise to offset the escalating cost of program acquisition. Pay TV operators must pay the networks and other content providers to carry their programming.* (Hulu Live is adding Disney+ and ESPN+ with its price increase.)

Content providers continue to increase the costs they charge us to carry their content, with broadcast TV and sports being the biggest drivers of price increases," a Comcast spokesperson told The TV Answer Man.

"Comcast to Hike Prices, Fees In January 2022," TV Answerman (November 29, 2021) <https://tvanswerman.com/2021/11/29/comcast-to-hike-prices-fees-in-january-2022/> (emphasis added).¹³

The increased retransmission fees that would result will be passed on to consumers who have no other source of redress are a paradigmatic instance of harm to consumer welfare. The record shows that the invocation of the "after-acquired station" and "change-in-control" clauses benefit the *private interests* of the Applicants, but harm consumers. Thus, even were the Commission's precedents properly decided, the facts of this case compel a finding that

¹³See also, "Charter Spectrum will raise cable TV, home phone prices for many customers in June," Palm Springs Desert Sun, May 29, 2021, <https://www.desertsun.com/story/news/2021/05/29/charter-spectrum-raise-cable-tv-home-phone-prices-june/5257738001/> ("TV programmers annually raise fees to carry their content, driving higher costs across the entire industry," a Spectrum spokesperson said. "As a direct result of the growing cost of programming from the TV networks we carry, we are passing through these increased fees to viewers.")

approval of the proposed applications is contrary to the *public interest*.

CONCLUSION

The Applicants have failed to meet their affirmative burden of demonstrating that grant of their applications is in the public interest. There are numerous very substantial and very material issues of fact which must be explored at hearing. Accordingly, TNG-CWA and NABET-CWA ask that the Commission dismiss the applications or designate them for an evidentiary hearing.

Respectfully submitted,

/s/ Andrew Jay Schwartzman

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Counsel for Petitioners

June 22, 2022

EXHIBITS

- Exhibit A- Declaration of Jon Schleuss**
- Exhibit B- Declaration of Charlie Braico**
- Exhibit C- Declaration of Michael Cabanatuan**
- Exhibit D- Declaration of Marian V. Needham**
- Exhibit E- Declaration of Stephen Watson**
- Exhibit F- Declaration of Lou Michel**
- Exhibit G- Declaration of Rebekah L. Sanders**
- Exhibit H- Declaration of Dave Roknic**
- Exhibit I- Declaration of Sandra Tan**
- Exhibit J- Declaration of Aaron Besecker**
- Exhibit K- Declaration of Veronica Serrano**
- Exhibit L- Declaration of Juliette Beaulier**
- Exhibit M- Declaration of Wendy Fox Weber**
- Exhibit N- Declaration of Kayla Dwyer**

EXHIBIT A

Declaration of Jon Schleuss

My name is Jon Schleuss. I have been President of The NewsGuild-CWA (TNG-CWA) and a Vice President of the Communications Workers of America since 2019.

This declaration is submitted in support of TNG-CWA's petition to deny in FCC Docket 22-162. I have reviewed the petition to deny and affirm that the factual matters set forth are true to the best of my knowledge.

I live in the Washington, DC television market. I frequently watch news on over the air television, including WUSA-TV, currently licensed to TEGNA, Inc., control of which is at issue in Docket 22-162. I watch that station through over the air using an antenna, a streaming service and a Fios internet connection.

TNG-CWA is a sector of the Communications Workers of America and an affiliate with the AFL-CIO. It has 46 local unions in the United States and 17 local unions in Canada. TNG-CWA represents the interests of about 27,000 members and was founded in 1933.

TNG-CWA's constitution provides that:

The purpose of the Guild shall be to advance the economic interests and to improve the working conditions of its members; to guarantee, as far as it is able, equal employment and advancement opportunity in the industry and constant honesty in news, editorials, advertising, and business practices; to raise the standards of journalism and ethics of the industry; to foster friendly cooperation with all other workers; and to promote industrial unionism in the jurisdiction of the Guild.”¹

TNG-CWA's members are journalists and other communications professionals working at newspapers, online publications, magazines, news services and in broadcast in the U.S., Canada and Puerto Rico. Among other things, they hold positions as reporters, columnists, copy editors, photojournalists, videographers, directors, graphic designers and editorial cartoonists. Others are located in advertising, circulation, business offices and other departments essential to the operations of media enterprises. TNG-CWA also represents other employees – publishing house employees, spoken-language interpreters and translators, social justice workers and the staff of nonprofit organizations. The Guild represents workers at TEGNA-owned KSDK.

The NewsGuild has the history, mission, resources, experience and commitment to advance the fight for dignity and respect on the job along with job security, good and pay and benefits. In addition, it promotes the welfare of its members by keeping abreast of industry trends – from the consolidation of ownership to emerging business models – and it advocates for journalists and high-quality journalism.

TNG-CWA's members have personal and professional interests in promoting and preserving a

¹ <https://newsguild.org/the-newsguild-cwa-constitution/>

robust news industry. The larger, stronger and more competitive the news industry is, the more and better job opportunities TNG-CWA members will have and the stronger our democracy will be. In that connection, TNG-CWA has participated in a number of FCC rulemaking and adjudicatory proceedings to promote diversity of ownership. It has also made many presentations to the Department of Justice, the Federal Trade Commission and Congress to advocate for strong measures to promote ownership diversity in the communications industry.

As the largest union representing media workers in the U.S., TNG-CWA advocates for journalists' jobs and for the work they do, which is essential to a free and democratic society. To advance this longstanding commitment to build a sustainable future for the news industry, TNG-CWA has created a campaign called Save The News.

Save The News presses for long-term solutions to the crisis facing the news industry by advocating for public policy that will:

- Break up corporate ownership of news organizations
- Provide incentives for financial investors to sell news organizations to civic-minded, local investors
- Provide grants, tax credits and new revenue for news organizations, and ensure that additional money is spent in newsrooms and not padding a corporate bottom line
- Increase public access to government records
- Protect journalists and their sources from prosecution

In the wake of the COVID-19 epidemic, TNG-CWA fought successfully in 2020 to expand eligibility for the Paycheck Protection Program to save thousands of journalism jobs. This addition to the pandemic relief bill helped news organizations, including television broadcasters, stay afloat and helped keep journalists on the job during the pandemic. Starting in 2021 TNG-CWA advocated for the introduction and enactment of the Local Journalism Sustainability Act, which would provide tax credits for news companies, including broadcasters, based on the number of journalists they employ as well as tax credits for the purchase of advertising on certain outlets, including many broadcasters. Linking the tax credits to jobs will generate revenue for the news outlets, protect jobs and strengthen local journalism.

As a vice president of the Communications Workers of America, I also have a responsibility to represent the interests of all CWA members, including two unionized TEGNA stations at WTIC in Hartford, Connecticut and WKYC in Cleveland, Ohio, who are represented by NABET-CWA.

If permitted, the transaction now before the FCC would pose harm to TNG-CWA's members, including myself, for the reasons set out in other declarations being submitted with the

foregoing petition to deny. It would also cause significant institutional harm to TNG-CWA as an institution. As explained in the petition to deny, the ultimate attributable ownership that would result will reduce job opportunities for journalists throughout the country, not just in TEGNA markets. While TEGNA has been a flawed media company, it would be replaced by investment companies that have no journalistic traditions whatsoever. TEGNA would be just one of many companies under their control, most of which are in non-media companies in many industries and whose management and investors have interests in all manner of lines of business, including hotels, casinos, online betting and retailing.

The diminution of journalistic values and the loss of journalistic jobs that would accompany the granting of the pending applications would force TNG-CWA to divert personnel and financial resources to its campaigns to protect and promote local journalism even more. This in turn would interfere with TNG-CWA's organizing efforts and its ability to protect the welfare of its existing members.

This statement is true to my personal knowledge and is made under penalty of perjury of the laws of the United States of America.



Jon Schleus

Date: June 21, 2022

EXHIBIT B

Declaration of Charlie Braico

My name is Charlie Braico. I have been President of the National Association of Broadcast Employees and Technicians (NABET-CWA), and a Vice President of the Communications Workers of America (CWA) since 2015.

This declaration is submitted in support of NABET-CWA's petition to deny in FCC Docket 22-162. I have reviewed the petition to deny and affirm that the factual matters set forth are true to the best of my knowledge.

I live in the Washington, DC television market. I frequently watch news on television, including WUSA-TV, currently licensed to TEGNA, Inc., control of which is at issue in Docket 22-162. I watch that station through a Verizon FiOS cable connection.

NABET-CWA is a sector of the Communications Workers of America and an affiliate with the AFL-CIO. NABET-CWA has 26 local unions in the United States representing the interests of approximately 12,000 members employed primarily in television and radio broadcasting. Our members are behind-the-scenes technical and editorial workers involved in news, sports and entertainment programming for major television networks as well as a vast number of local television and radio stations, including at TEGNA stations in Hartford, Connecticut (WTIC-TV) and Cleveland, Ohio (WKYC-TV).

NABET-CWA's members have personal and professional interests in promoting and preserving a robust news industry. The larger, stronger and more competitive the news industry is, the more and better job opportunities NABET-CWA members will have, and the stronger our democracy will be. In that connection, NABET-CWA has participated in a number of FCC rulemaking and adjudicatory proceedings to promote diversity of ownership.

As a large union representing media workers in the U.S., NABET-CWA fights for journalists' jobs and for the work they do, which is essential to a free and democratic society.

As a vice president of the Communications Workers of America, I also have a responsibility to represent the interests of all CWA members, including other journalists and media workers who are represented by The NewsGuild-CWA and would be negatively affected by the transaction.

If permitted, the transaction now before the FCC would pose harm to NABET-CWA's members for the reasons set out in other declarations being submitted with the foregoing petition to deny. It would also cause significant institutional harm to NABET-CWA as an institution. As explained in the petition to deny, the ultimate attributable ownership that would result will reduce job opportunities for journalists throughout the country, not just in TEGNA markets. While TEGNA has been a flawed media company, it would be replaced by investment companies that have no journalistic traditions whatsoever. TEGNA would be just one of many companies under their control, most of which are in non-media companies in many industries and whose management and investors have interests in all manner of lines of business, including hotels, casinos, online betting and retailing.

The diminution of journalistic values and the loss of journalistic jobs that would accompany the granting of the pending applications would force NABET-CWA to divert personnel and financial resources to its campaigns to protect and promote local journalism even more. This in turn would interfere with NABET-CWA's organizing efforts and its ability to protect the welfare of its existing members.

This statement is true to my personal knowledge and is made under penalty of perjury of the laws of the United States of America.



Charlie Braico

Date: June 21, 2022

EXHIBIT C

Declaration of Michael Cabanatuan

I, Michael Cabanatuan,, am a member of The NewsGuild-CWA. As a member of that union, I benefit from its work preserving the quantity and quality of local news outlets throughout the country.

I live at  Albany, CA.

I am employed as a reporter at the San Francisco Chronicle.

Many of my skills are usable in positions in other media outlets, such as television and radio stations, online journalism and podcasts.

I regularly watch over the air television stations in my market by means of subscribing to YouTube TV.

I regularly watch news produced by local television stations. I rely on the news I consume from these outlets to remain aware of local issues in my community. This is especially important to me not just as a civic participant in my community, but also as one who works for a newsgathering organization with a professional need to be aware of local news and issues and how they are covered.

I understand that SGCI Holdings III LLC (Standard General) joined by Apollo Global Management, Inc. and other companies, has filed applications to acquire the television stations currently licensed to TEGNA.

I understand that Standard General intends to save costs by following the model of other group owners such as Sinclair and Nexstar of using a "national news desk" to create cookie-cutter programming it can distribute to all of its stations. This reduces the amount and quality of locally produced news through cutting job positions and other cost reduction measures. Nationally distributed media from "news desks" and from other national news sources cannot and will not substitute for local outlets coverage of local news and information that is important to civic life in my community. Robust local news organizations are especially important with respect to elections for local city, county and state offices, as national media do not cover local elections.

I understand that one of the objectives of the complex transactions planned in connection with the proposed sale of TEGNA's television stations is to force pay-TV operators to pay larger fees to retransmit TEGNA's programming, and that these retransmission consent fees will inevitably be passed on to subscribers like me.

Corporate consolidation in newspaper and broadcasting industries has been consistent in my experience and I believe that further broadcast and newspaper consolidation is extremely likely given the Federal Communications Commission's increasingly lax ownership rules .

My experience is that when large group owners acquire more broadcasting or newspaper properties, the new ownership eliminates jobs. One effect of the reduction in job opportunities is that salaries are often lower or increase less rapidly. Reduction in job availability at television stations provides fewer opportunities for me and others to find jobs with other employers. It can also reduce salary levels throughout the local media market.

I will be harmed if the proposed sale of TEGNA is approved:

First, consolidation in media ownership reduces the number of jobs in the media industry available to me, and will create downward pressure on salaries.

Second, as a customer of YouTube TV], I will incur increased costs attributable to the higher retransmission consent fees that Standard General intends to impose on pay TV providers.

Third, these transactions, if consummated, affect me both as a news media professional and as a consumer of news, including the viewing of local television news. They would decrease the amount and quality of local news available to me, and also reduce my access to a diversity of perspectives on local issues.

This statement is true to my personal knowledge and is made under penalty of perjury of the laws of the United States of America.

Name:

Michael Cabanatuan

A handwritten signature in black ink that reads "Michael S. Cabanatuan". The signature is written in a cursive style with a long, sweeping underline.

Date: May 21, 2022

EXHIBIT D

Declaration of Marian V. Needham

I, Marian V. Needham, am a member of The NewsGuild-CWA in Buffalo, NY, Local 31026. I am also an officer of the national union. As a Buffalo resident and avid consumer of local and national news, I benefit from the efforts of The NewsGuild-CWA, which works to preserve the quantity and quality of news jobs and outlets available in my area, and in locations across the country.

I live at [REDACTED] in Buffalo, NY, [REDACTED]

I am elected by the members of The NewsGuild-CWA as its Executive Vice President and work for the union on a full-time basis.

I regularly watch over the air television stations in my market, including WGRZ, licensed to TEGNA Inc. (TEGNA) by means of subscribing to Spectrum Cable.

I regularly watch news produced by local television stations, including WGRZ. Quality, reliable news is important to me not just as a civic participant in my community, but also as one who works for a union representing news gathering professionals. It is important to me to be aware not only of the local news and issues that affect my community, but also how they are covered. I rely on the news from these broadcast outlets to supplement my understanding of civic and community issues.

I understand that SGCI Holdings III LLC (Standard General), joined by Apollo Global Management, Inc. and other companies, has filed applications to acquire the television stations currently licensed to TEGNA.

I understand that Standard General intends to save costs by following the model of other group owners such as Sinclair and Nexstar of using a "national news desk" to create uniform programming it can distribute to all its stations. This cost reduction method does nothing to improve the quality or quantity of local news and it reduces employment opportunities for local workers. Nationally distributed media from "news desks" and from other national news sources cannot substitute for the coverage of local news that is produced by local workers in local outlets.

Robust local news organizations are especially important with respect to elections of city, county and state offices, as national media do not cover local elections. And while national news outlets have certainly covered the mass shooting at the Tops supermarket in Buffalo, it is my local news stations that have helped me understand the community demographics that attracted that madman to our city and helped me 'meet' the victims of this tragedy and their families. Local news has also helped me better understand our community response and how I can assist. I would not get that insight from national news.

I understand that one of the objectives of the complex transactions planned in connection with the proposed sale of TEGNA's television stations is to force pay-TV operators to pay larger fees to retransmit TEGNA's programming, and that these retransmission consent fees will inevitably be passed on to subscribers like me.

I currently pay Spectrum over \$209 per month for cable and internet service. I cannot imagine being able to sustain even higher prices.

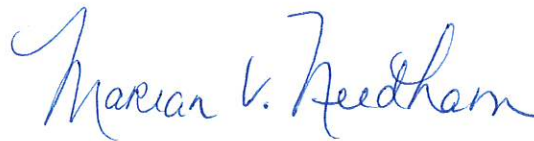
Corporate consolidation in newspaper and broadcasting industries has been consistent in my experience and I believe that further broadcast and newspaper consolidation is extremely likely given the Federal Communications Commission's increasingly lax ownership rules.

My experience is that when large group owners acquire more broadcasting or newspaper properties, the new ownership eliminates jobs. One effect of the reduction in job opportunities is that salaries are often lower or increase less rapidly. Reduction in job availability at television stations like WRGZ provides fewer employment opportunities at WGRZ and it will radiate out to other outlets that will reduce employment and news quality in the race for lower costs in the name of competition. This downward pressure reduces salary levels throughout the local media market.

I believe will be harmed in the following ways if the proposed sale of TEGNA is approved:

- First, consolidation in media ownership reduces the number of jobs in the media industry available to me and our members. It will create downward pressure on salaries.
- Second, as a customer of Spectrum, I will incur increased costs attributable to the higher retransmission consent fees that Standard General intends to impose on pay TV providers.
- Third, these transactions, if consummated, affect me both as a consumer of local television news and as representative of news media professionals. The transaction would decrease the amount and quality of local news available to me. It would also reduce my access to a diversity of perspectives on local issues.

This statement is true to my personal knowledge and is made under penalty of perjury of the laws of the United States of America.



Marian V. Needham

Date: June 2, 2022

EXHIBIT E

Declaration of Stephen Watson

I, **Stephen Watson**, am a member of The NewsGuild-CWA in Buffalo, NY, Local 30126. As a member of that union, I benefit from the efforts of the Local and the National union, both of which work to preserve the quantity and quality of news jobs and outlets available locally and throughout the country.

I live at [REDACTED] Tonawanda, NY, [REDACTED].

I am employed at The Buffalo News as a staff reporter.

Many of my skills are usable in positions in other media outlets, such as television news stations and news websites.

I regularly watch over the air television stations in my market, including WGRZ, licensed to TEGNA Inc. (TEGNA) by means of subscribing to Verizon FiOS.

I regularly watch news produced by local television stations, including WGRZ. This is especially important to me not just as a civic participant in my community, but also as one who works for a news gathering organization with a professional need to be aware of local news and issues and how they are covered. I rely on the news from these outlets to supplement my understanding of local issues in my community.

I understand that SGCI Holdings III LLC (Standard General), joined by Apollo Global Management, Inc. and other companies, has filed applications to acquire the television stations currently licensed to TEGNA.

I understand that Standard General intends to save costs by following the model of other group owners such as Sinclair and Nexstar of using a "national news desk" to create cookie-cutter programming it can distribute to all its stations. This reduces the amount and quality of locally produced news through cutting job positions and other cost reduction measures. Nationally distributed media from "news desks" and from other national news sources cannot and will not substitute for local outlets coverage of local news and information that is important to civic life in my community. Robust local news organizations are especially important with respect to elections for local city, county and state offices, as national media do not cover local elections.

I understand that one of the objectives of the complex transactions planned in connection with the proposed sale of TEGNA's television stations is to force pay-TV operators to pay larger fees to retransmit TEGNA's programming, and that these retransmission consent fees will inevitably be passed on to subscribers like me.

Corporate consolidation in newspaper and broadcasting industries has been consistent in my experience and I believe that further broadcast and newspaper consolidation is extremely likely given the Federal Communications Commission's increasingly lax ownership rules.

My experience is that when large group owners acquire more broadcasting or newspaper properties, the new ownership eliminates jobs. One effect of the reduction in job opportunities is that salaries are often lower or increase less rapidly. Reduction in job availability at television stations like WRGZ provides fewer opportunities for me and others to find jobs with other employers. It can also reduce salary levels throughout the local media market.

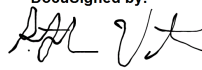
I will be harmed if the proposed sale of TEGNA is approved:

First, consolidation in media ownership reduces the number of jobs in the media industry available to me, and will create downward pressure on salaries.

Second, as a customer of Verizon FiOS, I will incur increased costs attributable to the higher retransmission consent fees that Standard General intends to impose on pay TV providers.

Third, these transactions, if consummated, affect me both as a news media professional and as a consumer of news, including the viewing of local television news. They would decrease the amount and quality of local news available to me, and also reduce my access to a diversity of perspectives on local issues.

This statement is true to my personal knowledge and is made under penalty of perjury of the laws of the United States of America.

DocuSigned by:

5E3D154EE2AA43D

Stephen Watson

Date: 6/21/2022

EXHIBIT F

Declaration of Lou Michel

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I, Lou Michel, am a member of The NewsGuild-CWA in Buffalo, NY, Local 30126. As a member of that union, I benefit from the efforts of the Local and the National union, both of which work to preserve the quantity and quality of news jobs and outlets available locally and throughout the country.

I live at [REDACTED] Wilson, NY, [REDACTED] I am employed at The Buffalo News as an investigative reporter.

Many of my skills are usable in positions in other media outlets, such as television news.

I regularly watch over the air television stations in my market, including WGRZ, licensed to TEGNA Inc. (TEGNA) by means of subscribing to Spectrum.

I regularly watch news produced by local television stations, including WGRZ. This is especially important to me not just as a civic participant in my community, but also as one who works for a news gathering organization with a professional need to be aware of local news and issues and how they are covered. I rely on the news from these outlets to supplement my understanding of local issues in my community.

I understand that SGCI Holdings III LLC (Standard General), joined by Apollo Global Management, Inc. and other companies, has filed applications to acquire the television stations currently licensed to TEGNA.

I understand that Standard General intends to save costs by following the model of other group owners such as Sinclair and Nexstar of using a "national news desk" to create cookie-cutter programming it can distribute to all its

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stations. This reduces the amount and quality of locally produced news through cutting job positions and other cost reduction measures. Nationally distributed media from "news desks" and from other national news sources cannot and will not substitute for local outlets coverage of local news and information that is important to civic life in my community. Robust local news organizations are especially important with respect to elections for local city, county and state offices, as national media do not cover local elections.

I understand that one of the objectives of the complex transactions planned in connection with the proposed sale of TEGNA's television stations is to force pay-TV operators to pay larger fees to retransmit TEGNA's programming, and that these retransmission consent fees will inevitably be passed on to subscribers like me.

Corporate consolidation in newspaper and broadcasting industries has been consistent in my experience and I believe that further broadcast and newspaper consolidation is extremely likely given the Federal Communications Commission's increasingly lax ownership rules.

My experience is that when large group owners acquire more broadcasting or newspaper properties, the new ownership eliminates jobs. One effect of the reduction in job opportunities is that salaries are often lower or increase less rapidly. Reduction in job availability at television stations like WRGZ provides fewer opportunities for me and others to find jobs with other employers. It can also reduce salary levels throughout the local media market.

I will be harmed if the proposed sale of TEGNA is approved:

First, consolidation in media ownership reduces the number of jobs in the media industry available to me, and will create downward pressure on salaries.

Second, as a customer of Spectrum , I will incur increased costs attributable to the higher retransmission consent fees that Standard General intends to impose on pay TV providers.

Third, these transactions, if consummated, affect me both as a news media professional and as a consumer of news, including the viewing of local television news. They would decrease the amount and quality of local news available to me, and also reduce my access to a diversity of perspectives on local issues.

37 J3

This statement is true to my personal knowledge and is made under penalty of perjury of the laws of the United States of America.

Joe Nickel

Name

Date: May 21, 2022

Please make sure to add buffalnewsguild@gmail.com to your contacts.



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Buffalo, NY 14240-0626

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EXHIBIT G

Declaration of Rebekah L. Sanders

I, Rebekah L. Sanders, am a member of The NewsGuild-CWA. As a member of that union, I benefit from its work preserving the quantity and quality of local news outlets throughout the country.

I live in Phoenix, Arizona.

I am employed as a reporter at The Arizona Republic newspaper.

My reporting skills are valuable not just at newspapers, but also at television news stations, where I might one day seek employment.

I regularly watch news produced by television stations, including KPNX Channel 12 in Phoenix licensed to TEGNA Inc. (TEGNA), to remain informed about the local issues in my community. I take pride in understanding the decisions of my government, being aware of the most pressing challenges in my community and voting knowledgeably in elections. In addition, as a journalist, I have a professional need to be aware of community issues of the day and how they are covered by other journalists.

I am writing to register my concern with the applications filed by SGCII Holdings III LLC (Standard General), joined by Apollo Global Management, Inc. and other companies, to acquire television stations currently licensed to TEGNA.

Standard General intends to cut costs by following a model implemented by other television chains such as Sinclair and Nexstar of a “national news desk” to create cookie-cutter programming distributed to all stations within the company across the country. This approach not only reduces the amount and quality of locally produced news available to local audiences, robbing viewers of information vital to their lives, it also inevitably results in layoffs and diminished benefits for employees at local television stations.

Stories produced for nationwide distribution by consolidated “news desks” are no substitute for local television newsrooms such as KPNX Channel 12 directly reporting on news happening in my community. Phoenixians deserve coverage tailored to our city, county and state. Allowing Standard General to proceed with a takeover of television stations across the U.S. threatens the journalistic competition and sources of information local viewers rely on.

Additionally, the proposed sale of TEGNA’s television stations is expected to force pay-TV operators to submit larger fees to retransmit TEGNA’s programming. These higher retransmission consent fees will be passed on to subscribers like me in the form of higher prices for service. Consumers across the country will suffer increased costs if this plan goes through.

Corporate consolidation of American newspapers and broadcasting stations has already gone too far in my opinion, and I fear further domination by a few media companies is likely given the Federal Communications Commission’s increasingly lax ownership rules.

I have personally experienced what happens when a large group owner acquires newsrooms across the country. In 2019, my newspaper was absorbed in a massive merger with Gannett that created the largest newspaper company in the U.S. In just a few short years, the new ownership group has laid off thousands of employees, cut hundreds of millions of dollars, shrunk pay and benefits and damaged local journalists' ability to fully cover our communities.

The Standard General proposal stands to do the same to KPNX Channel 12 and other television stations. If it moves forward, my employment opportunities and employment opportunities for other journalists will be damaged. There will be fewer open positions to apply for and the reduced salaries and benefits will affect the whole media market – and by extension, our families.

I will be harmed in three ways if the proposed sale of TEGNA is approved:

First, this transaction, if consummated, will decrease the amount, quality and diversity of perspectives of local news available to me, which will degrade my understanding of my community as a media professional, viewer and U.S. citizen.

Second, as a customer of DirectTV, I will incur increased costs attributable to the higher retransmission consent fees that Standard General intends to impose on pay TV providers.

Third, such consolidation will reduce the number of jobs in the media industry available to me and create downward pressure on salaries across the market. My employment and earning potential will be limited.

This statement is true to my personal knowledge and is made under penalty of perjury of the laws of the United States of America.

Rebekah L. Sanders

Rebekah L. Sanders

Date: June 21, 2022

EXHIBIT H

Declaration of Dave Roknic

I, Dave Roknic, am a member of The NewsGuild-CWA. As a member of that union, I benefit from its work preserving the quantity and quality of local news outlets throughout the country.

I live at [REDACTED] La Grange Park, IL [REDACTED]

I am employed as a page designer and editor at Tribune Publishing's Design Production Studio, and many of my skills are transferable to other media.

I regularly watch news produced by local television stations, including WGN 9. I rely on the news I consume from these outlets to remain aware of local issues in my community. This is especially important to me not just as a civic participant in my community, but also as one who works for a newsgathering organization with a professional need to be aware of local news and issues and how they are covered.

I understand that SGCI Holdings III LLC (Standard General) joined by Apollo Global Management, Inc. and other companies, has filed applications to acquire the television stations currently licensed to TEGNA.

I understand that Standard General intends to save costs by following the model of other group owners such as Sinclair and Nexstar of using a "national news desk" to create cookie-cutter programming it can distribute to all of its stations. This reduces the amount and quality of locally produced news through cutting job positions and other cost reduction measures. Nationally distributed media from "news desks" and from other national news sources cannot and will not substitute for local outlets coverage of local news and information that is important to civic life in my community. Robust local news organizations are especially important with respect to elections for local city, county and state offices, as national media do not cover local elections.

I understand that one of the objectives of the complex transactions planned in connection with the proposed sale of TEGNA's television stations is to force pay-TV operators to pay larger fees to retransmit TEGNA's programming, and that these retransmission consent fees will inevitably be passed on to subscribers like me.

Corporate consolidation in newspaper and broadcasting industries has been consistent in my experience and I believe that further broadcast and newspaper consolidation is extremely likely given the Federal Communications Commission's increasingly lax ownership rules .

My experience is that when large group owners acquire more broadcasting or newspaper properties, the new ownership eliminates jobs. One effect of the reduction in job opportunities is that salaries are often lower or increase less rapidly. Reduction in job availability at regional television stations provides fewer opportunities for me and others to find jobs with other employers. It can also reduce salary levels throughout the local media market.

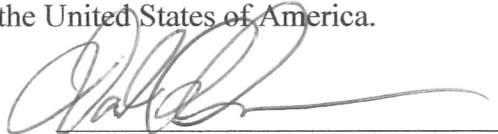
I will be harmed if the proposed sale of TEGNA is approved:

First, consolidation in media ownership reduces the number of jobs in the media industry available to me, and will create downward pressure on salaries.

Second, as a customer of Hulu, I will incur increased costs attributable to the higher retransmission consent fees that Standard General intends to impose on pay TV providers.

Third, these transactions, if consummated, affect me both as a news media professional and as a consumer of news, including the viewing of local television news. They would decrease the amount and quality of local news available to me, and also reduce my access to a diversity of perspectives on local issues.

This statement is true to my personal knowledge and is made under penalty of perjury of the laws of the United States of America.

A handwritten signature in black ink, appearing to be 'John Doe', written over a horizontal line.

Name

Date: May 20, 2022

EXHIBIT I

Declaration of Sandra Tan

I, Sandra Tan, am a member of The NewsGuild-CWA in Buffalo, NY, Local 30126. As a member of that union, I benefit from the efforts of the Local and the National union, both of which work to preserve the quantity and quality of news jobs and outlets available locally and throughout the country.

I live at  Buffalo, NY 

I am employed at The Buffalo News as journalist.

Many of my skills are usable in positions in other media outlets, such as television news station producer, journalist and correspondent.

I regularly watch over the air television stations in my market, including WGRZ, licensed to TEGNA Inc. (TEGNA) by means of subscribing to Spectrum.

I regularly watch news produced by local television stations, including WGRZ. This is especially important to me not just as a civic participant in my community, but also as one who works for a news gathering organization with a professional need to be aware of local news and issues and how they are covered. I rely on the news from these outlets to supplement my understanding of local issues in my community.

I understand that SGCI Holdings III LLC (Standard General), joined by Apollo Global Management, Inc. and other companies, has filed applications to acquire the television stations currently licensed to TEGNA.

I understand that Standard General intends to save costs by following the model of other group owners such as Sinclair and Nexstar of using a "national news desk" to create cookie-cutter programming it can distribute to all its stations. This reduces the amount and quality of locally produced news through cutting job positions and other cost reduction measures. Nationally distributed media from "news desks" and from other national news sources cannot and will not substitute for local outlets coverage of local news and information that is important to civic life in my community. Robust local news organizations are especially important with respect to elections for local city, county and state offices, as national media do not cover local elections.

I understand that one of the objectives of the complex transactions planned in connection with the proposed sale of TEGNA's television stations is to force pay-TV operators to pay larger fees to retransmit TEGNA's programming, and that these retransmission consent fees will inevitably be passed on to subscribers like me.

Corporate consolidation in newspaper and broadcasting industries has been consistent in my experience and I believe that further broadcast and newspaper consolidation is extremely likely given the Federal Communications Commission's increasingly lax ownership rules.

My experience is that when large group owners acquire more broadcasting or newspaper properties, the new ownership eliminates jobs. One effect of the reduction in job opportunities is that salaries are often lower or increase less rapidly. Reduction in job availability at television stations like WRGZ provides fewer opportunities for me and others to find jobs with other employers. It can also reduce salary levels throughout the local media market.

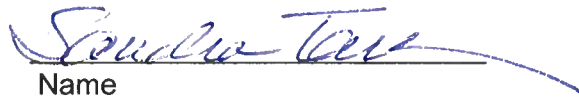
I will be harmed if the proposed sale of TEGNA is approved:

First, consolidation in media ownership reduces the number of jobs in the media industry available to me, and will create downward pressure on salaries.

Second, as a customer of Spectrum, I will incur increased costs attributable to the higher retransmission consent fees that Standard General intends to impose on pay TV providers.

Third, these transactions, if consummated, affect me both as a news media professional and as a consumer of news, including the viewing of local television news. They would decrease the amount and quality of local news available to me, and also reduce my access to a diversity of perspectives on local issues.

This statement is true to my personal knowledge and is made under penalty of perjury of the laws of the United States of America.


Name

Date: May 23, 2022

EXHIBIT J

Declaration of Aaron Besecker

I, Aaron Besecker, am a member of The NewsGuild-CWA in Buffalo, NY, Local 30126. As a member of that union, I benefit from the efforts of the Local and the National union, both of which work to preserve the quantity and quality of news jobs and outlets available locally and throughout the country.

I live at [REDACTED] Niagara Falls, N.Y. [REDACTED]

I am employed at The Buffalo News as a reporter..

Many of my skills are usable in positions in other media outlets, such as television stations, or in sales, graphics, marketing or public relations, etc.

I regularly watch over the air television stations in my market, including WGRZ, licensed to TEGNA Inc. (TEGNA) by means of subscribing to YouTube TV.

I regularly watch news produced by local television stations, including WGRZ. This is especially important to me not just as a civic participant in my community, but also as one who works for a news gathering organization with a professional need to be aware of local news and issues and how they are covered. I rely on the news from these outlets to supplement my understanding of local issues in my community.

I understand that SGCI Holdings III LLC (Standard General), joined by Apollo Global Management, Inc. and other companies, has filed applications to acquire the television stations currently licensed to TEGNA.

I understand that Standard General intends to save costs by following the model of other group owners such as Sinclair and Nexstar of using a "national news desk" to create cookie-cutter programming it can distribute to all its stations. This reduces the amount and quality of locally produced news through cutting job positions and other cost reduction measures. Nationally distributed media from "news desks" and from other national news sources cannot and will not substitute for local outlets coverage of local news and information that is important to civic life in my community. Robust local news organizations are especially important with respect to elections for local city, county and state offices, as national media do not cover local elections.

I understand that one of the objectives of the complex transactions planned in connection with the proposed sale of TEGNA's television stations is to force pay-TV operators to pay larger fees to retransmit TEGNA's programming, and that these retransmission consent fees will inevitably be passed on to subscribers like me.

Corporate consolidation in newspaper and broadcasting industries has been consistent in my experience and I believe that further broadcast and newspaper consolidation is extremely likely given the Federal Communications Commission's increasingly lax ownership rules.

My experience is that when large group owners acquire more broadcasting or newspaper properties, the new ownership eliminates jobs. One effect of the reduction in job opportunities is that salaries are often lower or increase less rapidly. Reduction in job availability at television stations like WRGZ provides fewer opportunities for me and others to find jobs with other employers. It can also reduce salary levels throughout the local media market.

I will be harmed if the proposed sale of TEGNA is approved:

First, consolidation in media ownership reduces the number of jobs in the media industry available to me, and will create downward pressure on salaries.

Second, as a customer of YouTube TV, I will incur increased costs attributable to the higher retransmission consent fees that Standard General intends to impose on pay TV providers.

Third, these transactions, if consummated, affect me both as a news media professional and as a consumer of news, including the viewing of local television news. They would decrease the amount and quality of local news available to me, and also reduce my access to a diversity of perspectives on local issues.

This statement is true to my personal knowledge and is made under penalty of perjury of the laws of the United States of America.



Name

Date: May 22, 2022

EXHIBIT K

Declaration of Veronica Serrano

I, Veronica Serrano, am a member of The NewsGuild-CWA. As a member of that union, I benefit from its work preserving the quantity and quality of local news outlets throughout the country.

I live at [REDACTED] Austin, Texas, [REDACTED].

I am employed as an Editorial Assistant at the Austin American-Statesman.

I regularly watch over the air television stations in my market, including KVUE, licensed to TEGNA Inc. (TEGNA).

I regularly watch news produced by local television stations, including KVUE. I rely on the news I consume from these outlets to remain aware of local issues in my community. This is especially important to me not just as a civic participant in my community, but also as one who works for a newsgathering organization with a professional need to be aware of local news and issues and how they are covered.

I understand that SGCI Holdings III LLC (Standard General) joined by Apollo Global Management, Inc. and other companies, has filed applications to acquire the television stations currently licensed to TEGNA.

I understand that Standard General intends to save costs by following the model of other group owners such as Sinclair and Nexstar of using a “national news desk” to create cookie-cutter programming it can distribute to all of its stations. This reduces the amount and quality of locally produced news through cutting job positions and other cost reduction measures. Nationally distributed media from “news desks” and from other national news sources cannot and will not substitute for local outlets coverage of local news and information that is important to civic life in my community. Robust local news organizations are especially important with respect to elections for local city, county and state offices, as national media do not cover local elections.

I understand that one of the objectives of the complex transactions planned in connection with the proposed sale of TEGNA’s television stations is to force pay-TV operators to pay larger fees to retransmit TEGNA’s programming, and that these retransmission consent fees will inevitably be passed on to subscribers like me.

Corporate consolidation in newspaper and broadcasting industries has been consistent in my experience and I believe that further broadcast and newspaper consolidation is extremely likely given the Federal Communications Commission’s increasingly lax ownership rules.

My experience is that when large group owners acquire more broadcasting or newspaper

properties, the new ownership eliminates jobs. One effect of the reduction in job opportunities is that salaries are often lower or increase less rapidly. Reduction in job availability at television stations like KVUE provides fewer opportunities for me and others to find jobs with other employers. It can also reduce salary levels throughout the local media market.

I will be harmed if the proposed sale of TEGNA is approved:

Consolidation in media ownership reduces the number of jobs in the media industry available to me, and will create downward pressure on salaries.

Additionally, these transactions, if consummated, affect me both as a news media professional and as a consumer of news, including the viewing of local television news. They would decrease the amount and quality of local news available to me, and also reduce my access to a diversity of perspectives on local issues.

This statement is true to my personal knowledge and is made under penalty of perjury of the laws of the United States of America.



Name

Date: June 21, 2022

EXHIBIT L

Declaration of Juliette Beaulieu

I, Juliette Beaulieu, am a member of The NewsGuild-CWA. As a member of that union, I benefit from its work preserving the quantity and quality of local news outlets throughout the country.

I live at [REDACTED] Crystal Lake, IL [REDACTED].

I am employed as a print production specialist at Tribune Publishing.

Many of my skills are usable in positions in other media outlets, such as television stations' graphics and editing departments.

I regularly watch over the air television stations in my market by means of subscribing to YouTube TV.

I regularly watch news produced by local television stations. I rely on the news I consume from these outlets to remain aware of local issues in my community. This is especially important to me not just as a civic participant in my community, but also as one who works for a newsgathering organization with a professional need to be aware of local news and issues and how they are covered.

I understand that SGCI Holdings III LLC (Standard General) joined by Apollo Global Management, Inc. and other companies, has filed applications to acquire the television stations currently licensed to TEGNA.

I understand that Standard General intends to save costs by following the model of other group owners such as Sinclair and Nexstar of using a "national news desk" to create cookie-cutter programming it can distribute to all of its stations. This reduces the amount and quality of locally produced news through cutting job positions and other cost reduction measures. Nationally distributed media from "news desks" and from other national news sources cannot and will not substitute for local outlets coverage of local news and information that is important to civic life in my community. Robust local news organizations are especially important with respect to elections for local city, county and state offices, as national media do not cover local elections.

I understand that one of the objectives of the complex transactions planned in connection with the proposed sale of TEGNA's television stations is to force pay-TV operators to pay larger fees to retransmit TEGNA's programming, and that these retransmission consent fees will inevitably be passed on to subscribers like me.

Corporate consolidation in newspaper and broadcasting industries has been consistent in my experience and I believe that further broadcast and newspaper consolidation is extremely likely given the Federal Communications Commission's increasingly lax ownership rules.

My experience is that when large group owners acquire more broadcasting or newspaper properties, the new ownership eliminates jobs. One effect of the reduction in job opportunities is that salaries are often lower or increase less rapidly. Reduction in job availability at television stations provides fewer opportunities for me and others to find jobs with other employers. It can also reduce salary levels throughout the local media market.

I will be harmed if the proposed sale of TEGNA is approved:

First, consolidation in media ownership reduces the number of jobs in the media industry available to me, and will create downward pressure on salaries.

Second, as a customer of YouTube TV, I will incur increased costs attributable to the higher retransmission consent fees that Standard General intends to impose on pay TV providers.

Third, these transactions, if consummated, affect me both as a news media professional and as a consumer of news, including the viewing of local television news. They would decrease the amount and quality of local news available to me, and also reduce my access to a diversity of perspectives on local issues.

This statement is true to my personal knowledge and is made under penalty of perjury of the laws of the United States of America.

DocuSigned by:

Juliette Beaulieu

D3AF2B65411448F...

Juliette Beaulieu

Date: 6/21/2022

EXHIBIT M

Declaration of Wendy Fox Weber

I, Wendy Fox Weber, am a member of The NewsGuild-CWA. As a member of that union, I benefit from its work preserving the quantity and quality of local news outlets throughout the country.

I live at [REDACTED], Joliet, IL.

I am employed as a content editor at Tribune Publishing.

I regularly watch news produced by local television stations, including WGN. I rely on the news I consume from these outlets to remain aware of local issues in my community. This is especially important to me not just as a civic participant in my community, but also as one who works for a newsgathering organization with a professional need to be aware of local news and issues and how they are covered.

I understand that SGCI Holdings III LLC (Standard General) joined by Apollo Global Management, Inc. and other companies, has filed applications to acquire the television stations currently licensed to TEGNA.

I understand that Standard General intends to save costs by following the model of other group owners such as Sinclair and Nexstar of using a “national news desk” to create cookie-cutter programming it can distribute to all of its stations. This reduces the amount and quality of locally produced news through cutting job positions and other cost reduction measures. Nationally distributed media from “news desks” and from other national news sources cannot and will not substitute for local outlets coverage of local news and information that is important to civic life in my community. Robust local news organizations are especially important with respect to elections for local city, county and state offices, as national media do not cover local elections.

I understand that one of the objectives of the complex transactions planned in connection with the proposed sale of TEGNA’s television stations is to force pay-TV operators to pay larger fees to retransmit TEGNA’s programming, and that these retransmission consent fees will inevitably be passed on to subscribers like me.

Corporate consolidation in newspaper and broadcasting industries has been consistent in my experience and I believe that further broadcast and newspaper consolidation is extremely likely given the Federal Communications Commission’s increasingly lax ownership rules .

My experience is that when large group owners acquire more broadcasting or newspaper properties, the new ownership eliminates jobs. One effect of the reduction in job opportunities is that salaries are often lower or increase less rapidly. Reduction in job availability at television stations like WGN provides fewer opportunities for me and others to find jobs with other employers. It can also reduce salary levels throughout the local media market.

I will be harmed if the proposed sale of TEGNA is approved:

First, consolidation in media ownership reduces the number of jobs in the media industry available to me, and will create downward pressure on salaries.

Second, these transactions, if consummated, affect me both as a news media professional and as a consumer of news, including the viewing of local television news. They would decrease the amount and quality of local news available to me, and also reduce my access to a diversity of perspectives on local issues.

This statement is true to my personal knowledge and is made under penalty of perjury of the laws of the United States of America.

A handwritten signature in black ink that reads "Wendy Fox Weber". The signature is written in a cursive style and is positioned above a solid horizontal line.

Name

Date: May 20, 2022

EXHIBIT N

Declaration of KAYLA DWYER

I, Kayla Dwyer, am a member of The NewsGuild-CWA. As a member of that union, I benefit from its work preserving the quantity and quality of local news outlets throughout the country.

I live at [REDACTED] Indianapolis, IN.

I am employed as a journalist at IndyStar.

I regularly watch over the air television stations in my market, including WTHR (NBC), licensed to TEGNA Inc. (TEGNA) by means of subscribing to YouTube TV.

I regularly watch news produced by local television stations, including WTHR. I rely on the news I consume from these outlets to remain aware of local issues in my community. This is especially important to me not just as a civic participant in my community, but also as one who works for a newsgathering organization with a professional need to be aware of local news and issues and how they are covered.

I understand that SGCII Holdings III LLC (Standard General) joined by Apollo Global Management, Inc. and other companies, has filed applications to acquire the television stations currently licensed to TEGNA.

I understand that Standard General intends to save costs by following the model of other group owners such as Sinclair and Nexstar of using a “national news desk” to create cookie-cutter programming it can distribute to all of its stations. This reduces the amount and quality of locally produced news through cutting job positions and other cost reduction measures. Nationally distributed media from “news desks” and from other national news sources cannot and will not substitute for local outlets coverage of local news and information that is important to civic life in my community. Robust local news organizations are especially important with respect to elections for local city, county and state offices, as national media do not cover local elections.

I understand that one of the objectives of the complex transactions planned in connection with the proposed sale of TEGNA’s television stations is to force pay-TV operators to pay larger fees to retransmit TEGNA’s programming, and that these retransmission consent fees will inevitably be passed on to subscribers like me.

Corporate consolidation in newspaper and broadcasting industries has been consistent in my experience and I believe that further broadcast and newspaper consolidation is extremely likely given the Federal Communications Commission’s increasingly lax ownership rules.

My experience is that when large group owners acquire more broadcasting or newspaper properties, the new ownership eliminates jobs. One effect of the reduction in job opportunities is that salaries are often lower or increase less rapidly. Reduction in job availability at television stations like WTHR provides fewer opportunities for me and others to find jobs with other employers. It can also reduce salary levels throughout the local media market.

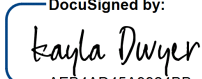
I will be harmed if the proposed sale of TEGNA is approved:

First, consolidation in media ownership reduces the number of jobs in the media industry available to me, and will create downward pressure on salaries.

Second, as a customer of YouTube TV and other streaming platforms, I will incur increased costs attributable to the higher retransmission consent fees that Standard General intends to impose on pay TV providers.

Third, these transactions, if consummated, affect me both as a news media professional and as a consumer of news, including the viewing of local television news. They would decrease the amount and quality of local news available to me, and also reduce my access to a diversity of perspectives on local issues.

This statement is true to my personal knowledge and is made under penalty of perjury of the laws of the United States of America.

DocuSigned by:

AEB4AD45A9924BB...
Name

Date: June 21, 2022