Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of	)	
	)	
Applications to Transfer Control of TEGNA Inc. to Nexstar Media Inc.	)	MB Docket No. 25-331
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PUBLIC INTEREST PETITIONERS' REPLY TO OPPOSITION

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EXECUTIVE SUMMARY

The Commission's role in reviewing broadcast media mergers is not a mere formality conducted alongside the Department of Justice. The FCC's public interest standard requires that the agency hold these broadcast companies seeking to acquire more of the scarce public airwaves to a very high standard, above and beyond mere antitrust, demonstrating that consolidation will bring unambiguous and clear civic benefits that more than fully offset the harms following the loss of a unique news voice. Nexstar and TEGNA have failed to meet this very high bar. They weave a tale of pending doom to local news production if the Commission does not take the extraordinary and unlawful step of attempting to waive the National Audience Reach Cap set by Congress to prevent mergers just like this one. Yet Applicants tell a completely different story to their investors, bragging about how insulated their businesses are from online competition.

Public Interest Petitioners exhaustively demonstrated the public interest harms that are certain to follow this merger. Contrary to Applicants' accusations, our evidence was not based on "speculation," but on rigorous analysis, academic studies, and real-world experiences observed by workers and the public following prior mergers. Petitioners also extensively documented why Applicants' claimed benefits are not actual benefits, not specific to this merger, and not cognizable. A more wealthy Nexstar is not a benefit that offsets the loss of TEGNA as a unique local news producer that competes directly against Nexstar in a local TV news market that desperately needs more unique voices.

Contrary to Applicants' assertions, the Public Interest Petitioners have standing to participate in this proceeding. It is not surprising that Nexstar would use every tool it can to pave the way for its local media monopolization, but the import of its arguments are dangerous to an agency that actually cares about the public interest.

The law is clear, the data is clear, and the likely harms of the Transaction are beyond dispute. The Commission must deny the Application in full.

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I. INTRODUCTION

Public Interest Petitioners[1] hereby submit this Reply to the Consolidated Opposition to Petitions to Deny and Comments (the "Opposition") filed by TEGNA Inc. ("TEGNA") and Nexstar Media Inc. ("Nexstar") (together, "Applicants") in the above-captioned docket regarding the proposed transfer of TEGNA's licenses to Nexstar (the "Transaction").[2]

Our reply below briefly addresses three main topics: (1) Applicants' flawed arguments against Petitioners' standing and status as parties in interest under 47 U.S.C. § 309(d)(1) and 47 C.F.R. § 73.3584(a); (2) Applicants' attempt to discount the Commission's consideration of this merger's obvious detrimental impact on the companies' workers and on broadcast labor markets in general; and (3) Applicants' meritless opposition to Petitioners' explanation of the Transaction's obvious harms, along with Applicants' fruitless defense of the merger's often fanciful and always non-cognizable benefits.

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[1] Petitioners are Free Press, the National Association of Broadcast Employees and Technicians - Communications Workers of America ("NABET-CWA"), The NewsGuild - Communications Workers of America ("TNG-CWA"), and the United Church of Christ Media Justice Ministry ("UCC Media Justice"), along with Public Knowledge. In their Opposition, Applicants' smirkingly refer to the Public Interest Petitioners as "Special Interest Groups," in search of a chuckle from fellow ideologues and a few culture war points. While the Commission obviously does not need to weigh such petty taunts in its deliberations on the public interest impacts of this Transaction, the general public can take note of just how Nexstar treats its own employees, as the company's high-paid lawyers dismiss not only non-profit advocacy organizations and religious institutions but even labor unions as "special interest" groups.

[2] On December 1, 2025, the Media Bureau released a Public Notice in this docket establishing the pleading cycle for petitions to deny the Transaction. *See Media Bureau Establishes Pleading Cycle for Applications to Transfer Control of TEGNA Inc. to Nexstar Media Inc. and Permit-But-Disclose* Ex Parte *Status for the Proceeding*, MB Docket No. 25-331, Public Notice, DA 25-1000 (rel. Dec. 1, 2025). That Public Notice set the date for replies as January 26, 2026. Due to the winter storm-related closure of federal offices in Washington, DC on that date, replies are instead due on "the next business day" following that "holiday" for "adverse weather." *See* 47 C.F.R. § 1.4(e)(1), (j). This Reply is timely filed on January 27, 2026, even as federal government offices remain closed due to the same adverse weather conditions.

II. THE PUBLIC INTEREST PETITIONERS HAVE STANDING, DESPITE THE OPPOSITION'S UNAVAILING CLAIMS.

The Applicants offer a confused hodgepodge of arguments opposing Petitioners' standing. They confuse what each Petitioner needs to show for each category of standing. To reiterate, the Article III test for standing requires: (1) injury-in-fact (2) fairly traceable to the challenged conduct (3) likely to be redressed by a favorable judicial decision.[3] Organizations can establish standing as representatives of their members or on their own behalf as organizations.[4]

As a preliminary matter it is important to note that in almost identical circumstances, both the Commission and the U.S. Court of Appeals for the Third Circuit recognized petitioners standing. That precedent is directly applicable here. In the Albritton/Sinclair transaction, Free Press submitted affidavits very similar to the ones presented in this docket.[5] The Commission recognized its standing.[6] The Third Circuit did likewise when petitioners challenged the Commission's Quadrennial Review decision to loosen media ownership rules because it would lead to consolidation and inflict harm.[7] The Third Circuit rejected the claim that anticipating

[3] *Spokeo, Inc. v. Robins*, 578 U.S. 330, 338 (2016).

[4] *Students for Fair Admissions, Inc. v. President & Fellows of Harvard Coll.*, 600 U.S. 181, 199 (2023).

[5] Free Press and Put People First! PA, Petition to Deny Application for Consent to Assignment of Broadcast Station Licenses from Sinclair Television Group to Deerfield Media (Birmingham), Deerfield Media (Harrisburg) Licensee, LLC, and HSH Charleston (WMMP)) Licensee, LLC., MB Docket No. 13-203 (filed Sept. 13, 2013) (relying on declarations stating acquiring owner would combine operations and reduce the quality and amount of local news).

[6] *Applications for Consent to Transfer of Control from License Subsidiaries of Allbritton Communications Co. to Sinclair Television Group, Inc*., Memorandum Opinion and Order, 29 FCC Rcd 9156, ¶23 (MB 2014).

[7] *Prometheus Radio Project v. Fed. Commc'ns Comm'n*, 939 F.3d 567, 579–81 (3d Cir. 2019), *rev'd on other grounds*, 592 U.S. 414 (2021), *vacated*, 846 F. App'x 88 (3d Cir. 2021).

specific mergers was too speculative a harm even if the deals were not yet proposed because the point of media ownership rule relaxation was to permit consolidation.[8]

A. The Public Interest Petitioners have representational standing.

Free Press, NABET-CWA, TNG-CWA, and UCC Media Justice all showed they meet the requirements of representational standing. As Applicants recognize, an organization seeking to establish standing on behalf of its members must show that at least one of its members satisfies each requirement.[9]

1. CWA has representational standing.

Applicants oddly claim that NABET-CWA and TNG-CWA "have not identified a single member that is employed by Applicants in the vast majority of service areas implicated by the Transaction."[10] This claim is inapposite because NABET-CWA did demonstrate via affidavit that it represents workers in several markets where Nexstar and TEGNA control stations. For example, David Biggs and Jacob Jenkins work for KOIN-Nexstar in Portland, OR. NABET-CWA also submitted an affidavit showing it represents workers in other Nexstar/TEGNA markets such as Denver, CO; Cleveland, OH; Buffalo, NY; and Hartford, CT.[11] Similarly, TNG-CWA demonstrated via affidavit that it represents members in several markets where Nexstar and TEGNA control stations, including Dallas, TX; Tampa, FL; Denver, CO; Akron, OH; St. Louis, MO; Indianapolis, IN; Memphis, TN; Phoenix, AZ, Wilkes-Barre, PA; Buffalo, NY; Hartford, CT, Portland OR, and Sacramento, CA, and represents TEGNA workers

[8] *Id.*

[9] Opposition at 6 (emphasis added).

[10] Id. at 8–9.

[11] Petition to Deny of Public Interest Petitioners at 19 (citing Braico Declaration).

in St. Louis, MO.[12] And as Petitioners explained, "harm will occur to all NABET-CWA and TNG-CWA members nationwide, regardless of whether they work in a particular local market."[13] While CWA did provide affidavits where their members also watch television, such affidavits are not needed to establish harm to the union's members. Article III harm in this matter is not limited to harm caused to viewers in impacted markets. CWA demonstrated its members will be harmed in their working conditions and opportunities, not solely in their watching.

Further, Applicants perplexingly dispute CWA's standing because they claim "[h]arm to the labor market is a 'generalized grievance' that could be alleged by anyone seeking to protect labor interests."[14] The economic harms of a lost job, a lower salary, and or fewer benefits that would accrue to CWA's members, are quintessentially adequate to show concrete and particularized harm. Likely harm to workers as explained and sworn to by the impacted workers themselves is not a generalized grievance. Individual workers, who provided affidavits, will see a shrunken labor market, as well as reduced wages and benefits.[15] Petitioners pointed to statements by Nexstar demonstrating the likelihood of job cuts.[16] Beyond economic harm, CWA members articulated clear and specific negative consequences to them professionally if the quality of local newsgathering declines.[17] Courts have frequently granted unions standing on these grounds.[18]

[12] *Id.* at 20 (citing Schleuss Declaration).

[13] *Id.*

[14] Opposition at 9.

[15] Petition to Deny of Public Interest Petitioners at 19–20.

[16] Petition to Deny of Public Interest Petitioners at 56–57; *see infra* Part IV for a fuller discussion of Nexstar's promised "person by person" job cuts and synergies.

[17] Petition to Deny of Public Interest Petitioners at 21 & n.65.

[18] *E.g.*, *United Food & Com. Workers Union Loc. 751 v. Brown Grp., Inc.*, 517 U.S. 544, 546 (1996); *Int'l Bhd. of Elec. Workers, AFL-CIO Loc. 1245 v. Citizens Telecommunications Co. of California*, 549 F.3d 781, 788 (9th Cir. 2008).

Even more baffling, Applicants claim CWA's harms rely "on a highly attenuated chain of possibilities."[19] If the FCC approves this merger, the Applicants will merge. Nothing is more likely from FCC approval of the proposed transaction than the elimination of jobs and a loss of salaries and benefits by those workers. Further, Applicants argue that because they (incorrectly) allege that the Commission cannot consider harms to the labor market, CWA cannot have standing. They are wrong that the Commission cannot consider harms to labor.[20] But even if that were true, it would not prevent CWA from demonstrating standing, because as long as the FCC has the power to block the merger and its attendant harms, the harms that would be suffered by CWA are redressable.[21]

2. Free Press and UCC Media Justice have representational standing.

Applicants' arguments against Free Press's and UCC Media Justice's standing fare no better. Applicants claim that Petitioners "do not identify a single direct, non-speculative injury they would suffer" and "do not establish that they represent members who both live in the service area of and watch each of the stations."[22]

To the contrary, the declarants express very particularized concerns with the outcome of the Transaction, if consummated. And many of these are First Amendment harms, which are

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[19] Opposition at 9.

[20] *See infra* Part III; *see also Application of Verizon Commc'ns Inc. & América Móvil, S.A.B. de C.V.*, 36 FCC Rcd 16994, ¶¶103–08 (2021) ("*América Móvil*") ; *In re Consent to Transfer Control of Certain Subsidiaries of TEGNA Inc. to SGCI Holdings III LLC*, 38 FCC Rcd 1282, ¶¶36–44 (MB 2023) ("*SGCI Order*") .

[21] The Commission cannot deny standing to a party adversely affected even if the harm alleged by the party was not a harm the Commission would necessarily take into account in considering the licensing decision. Petition to Deny of Public Interest Petitioners at 9 (citing *FCC v. Sanders Brothers Radio Station*, 309 U.S. 470, 476–77 (1940) and *Scripps-Howard Radio v. FCC*, 316 U.S. 4, 14 (1942)).

[22] Opposition at 9–10.

granted maximum "leniency" in a standing determination's injury-in-fact analysis.[23] As Petitioners noted, "Declarants fear less news coverage of local educational issues; LGBTQ stories and stories about anti-racism protests; or news from nearby suburbs, or on statewide elections, local elections, and politics and activity in their state capitals."[24] The declarations were focused on the loss of independent local newsrooms and institutional knowledge of long-time employees.[25] As Applicants recognize, Petitioners Free Press and UCC Media Justice filed "seven total declarations," and "nine total declarations," respectively, each one stating that the declarant watches television in a market where a station license will change hands.[26]

Finally, Petitioners showed that members would be harmed even if they do not live in a market where a license transfer would occur.[27] For example, declarant Bathke states:

> Harm to news coverage in other local communities harms me. For example, many good and bad policy proposals begin in other states or cities, or, are part of an intentional nationwide strategy to alter local laws around the country. When news gathering is poor in those places, local people are less likely to adequately vet those policies and poor policies are more likely to be adopted. Moreover, I am less likely to know about those policies and their impacts before they are adopted because there is less newsgathering locally in those communities. I monitor developments in other states and communities in order to anticipate likely policy initiatives in my own state or in my own local area.[28]

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[23] Petition to Deny of Public Interest Petitioners at 22 (citing *Cooksey v. Futrell*, 721 F.3d 226, 235 (4th Cir. 2013)).

[24] Petition to Deny of Public Interest Petitioners at 22 (citing Braun Declaration ¶8; Fitzgerald Declaration ¶¶8–9; Miller Declaration ¶¶8–9, 12; Koscick Declaration ¶¶14–15; Biggs Declaration ¶12).

[25] *E.g.*, Miller Declaration ¶¶7–10; Fitzgerald Declaration ¶¶ 8–10; Fazio Declaration ¶¶6–8; Ogden Declaration ¶¶6–11.

[26] Opposition at 11.

[27] *Contra* Opposition at 9–12.

[28] Bathke Declaration ¶13.

Declarants would be harmed by changes in markets outside of where they live. Petitioners' standing cannot be rejected for particular markets just because there are not declarations from those markets.

B. The Public Interest Petitioners have organizational standing.

Organizational standing arises when an organization itself is harmed, not just via its members' individual harms.

1. CWA has organizational standing.

Applicants do not challenge CWA's organizational standing, except to say (as refuted above, and also in more detail in Part III below) that CWA does not have standing because Applicants believe the Commission cannot consider labor harms as part of its public interest analysis. Regardless, CWA does not rely on a generic claim of "harm to the labor market"[29] in its claim of organizational standing. CWA would be harmed by this merger because further consolidation in the broadcast market would "force NABET-CWA to spend more resources on representing our members at the bargaining table and reduce NABET-CWA's negotiating power," and "make it more difficult for NABET-CWA to secure adequate salary and benefit packages for our members, which harms our members, reduces membership dues, and harms our negotiating power."[30] Nexstar is a particularly anti-union employer and its acquisition of more stations "will expand its anti-union tactics and strategies to more bargaining units and workplaces."[31]

[29] Opposition at 9.

[30] Petition to Deny of Public Interest Petitioners at 13.

[31] *Id.*

2. Free Press and UCC Media Justice have organizational standing.

Applicants challenge Free Press's and UCC Media Justice's organizational standing, claiming these Petitioners only assert harm to "abstract social interests" which are "not the types of direct harms that are necessary to establish standing."[32] Neither organization relies on abstract social interests to demonstrate harm. For example, both Free Press and UCC Media Justice explain that they work with community members "to halt the construction of data centers otherwise planned and built without sufficient public input on the impacts that these facilities have on the local ecosystem, electricity grid, and water supply."[33] "Local data center policy is exactly the kind of story that will receive less news coverage when fewer resources are allocated to creating local news."[34] One-third of the Free Press budget is dedicated to its journalism and civic information programs, including its Media Power Collaborative project, which works with local communities in states such as California, Maryland, Massachusetts, Pennsylvania, New Jersey, Oregon, and Washington "to foster production of local news and information responsive to local communities' needs."[35] Those local journalists and publications dedicated to local news coverage report that in consolidated markets it is "far more difficult" to achieve "our shared objectives and missions to serve local communities with local news and information."[36] Consolidated markets are less hospitable to local news journalists and publications. Free Press's programmatic efforts and its Media Power Collaborative work will be harmed and require more resources to achieve its objective if the merger is consummated.

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[32] Opposition at 7–8 (citing *FDA v. All. for Hippocratic Med.*, 602 U.S. 367, 384 (2024)).

[33] Aaron Declaration ¶15.

[34] Williams Declaration ¶16.

[35] Aaron Declaration ¶13.

[36] *Id.* ¶14.

Just as CWA did not necessarily need affidavits from viewers for harms not based on television viewership to establish standing, affidavits are not needed from Free Press and UCC Media Justice members who watch or live in particular markets to establish harm, particularly organizational harm. For this reason, Declarant Craig Aaron, whose declaration established Free Press's organizational standing, does not need to affirm that he watches television in his local market. Article III harm in this matter is not limited to harm caused to viewers in impacted markets. For example, given that Free Press expends considerable resources with partners and community members to increase the amount of local news coverage in markets around the country (including markets where the Transaction would transfer TEGNA licenses to Nexstar), and that its effort to increase local news coverage would require more resources if the merger were approved, it is of no consequence for that harm whether Declarant Craig Aaron watches television in the Washington, DC market. Also, as noted above, harm can occur to people who live outside of the directly impacted markets because policy in other markets impacts policies where they live.

Free Press's and UCC Media Justice's harms are not speculative for the same reason as CWA's are not. The harms would arise from the Transaction, and the Commission may approve or deny the transaction. Further, the harms need not be guaranteed to occur, as Applicants appear to claim.[37] They must be reasonably likely and redressable.[38] The harms that would occur as a result of this transaction are more than the required "identifiable trifle."[39]

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[37] Opposition at 9.

[38] *Massachusetts v. EPA*, 549 U.S. 497 (2007) (finding that, although future effects of climate change mitigation measures were uncertain, plaintiffs had alleged a sufficient probability that relief would redress their injury to some extent).

[39] *United States v. Students Challenging Regul. Agency Procs. (SCRAP)*, 412 U.S. 669, 689 n.14 (1973); *Drazen v. Pinto*, 74 F.4th 1336, 1345 (11th Cir. 2023) (receipt of an unwanted

Petitioners thus have standing and have demonstrated that they are parties in interest.

III. THE COMMISSION CAN AND SHOULD CONSIDER LABOR MARKET EFFECTS IN ITS APPLICATION OF THE PUBLIC INTEREST STANDARD.

The Commission has in prior proceedings considered employment effects, and how they impact localism in broadcast news. In considering the TEGNA/Standard General transaction, the Commission noted that "as a general matter, labor matters are handled and enforced by federal agencies other than the Commission," but emphasized that considering how newsroom and station staffing affect localism is entirely consistent with that principle:

> We do not depart from that precedent here. Rather, we recognize that local journalism is the heart of local news and community-responsive programming, and in that context we take seriously concerns that a diminution in the employment of local journalists and other local staff poses a threat to localism.[40]

More broadly, the impact of a merger on U.S. employment is part of the Commission's public interest analysis.[41] Indeed, the FCC has repeatedly confirmed that verifiable commitments

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text message causes a concrete injury).

[40] *SGCI Order*, ¶36; *see also id.* ¶¶36–44 (discussing decision to designate for hearing the question of whether the transaction would harm localism through the reduction of station-level staffing).

[41] *See, e.g.*, *Applications of AT&T and Deutsche Telekom AG*, WT Docket No. 11-65, Order and Staff Analysis and Findings, ¶259 (2011) ("*AT&T/T-Mobile Staff Analysis and Findings*") ("As part of its public interest analysis, the Commission historically has considered employment-related issues such as job creation [and] commitments to honor union bargaining contracts. . ."); *Applications of Comcast Corporation, General Electric Company, and NBC Universal, Inc. for Consent to Assign Licenses and Transfer Control of Licenses*, Memorandum Opinion and Order, MB Docket No. 10-56, 26 FCC Rcd 4238, ¶224 (2011) ("We also note the Applicants' representations that additional investment and innovation that will result from the transaction will in turn promote job creation and preservation."); *Applications of Nextel Communications, Inc. and Sprint Corporation for Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 05-63, Memorandum Opinion and Order, 20 FCC Rcd 13967, ¶¶168–69 (2005) (considering job growth claims as part of FCC analysis); *Applications of Puerto Rico Telephone Authority and GTE Holdings (Puerto Rico) LLC for Consent to Transfer Control of Licenses and Authorization*, Memorandum Opinion and Order, 14 FCC Rcd 3122, ¶¶57–58 (1999) ("*Puerto Rico Telephone*") (finding that GTE's pledge not to make any involuntary terminations, except for cause, of PRTC workers employed as of a certain date would benefit the public interest); *Applications of Deutsche Telekom AG, T-Mobile USA, Inc.,*

to grow jobs in the U.S. represent a public interest benefit to be taken into account in the review of proposed mergers.[42] The FCC considers a merger's impact on service quality as part of its public interest analysis, and has determined that job cuts resulting in reductions in service quality are not in the public interest.[43] In previous merger reviews, Commissioners made clear that employment commitments are a merger-related benefit for the purposes of the public interest review.[44]

Furthermore, in situations where the Commission has declined to impose labor conditions, those decisions have turned on the specific record in each proceeding, and not on a categorical exclusion of labor issues from public interest review.[45] In arguing that labor matters

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and MetroPCS Communications, Inc., WT Docket No. 12-301, Memorandum Opinion and Order, 28 FCC Rcd 2322, ¶80 (2013) (considering T-Mobile's job claims as part of FCC analysis).

[42] *See, e.g.*, *AT&T and BellSouth Corporation Application for Transfer of Control*, Memorandum Opinion and Order, WC Docket No. 06-74, 22 FCC Rcd 5662, App. F (2007) (finding that a commitment to provide high quality employment opportunities in the U.S. by repatriating jobs previously outsourced outside the U.S. would serve the public interest); *see also AT&T/T-Mobile Staff Analysis and Findings*, ¶259 (stating that "the Applicants have the burden of proof regarding merger specificity, qualification, and verification" regarding claims of job creation).

[43] See *AT&T/T-Mobile Staff Analysis and Findings*, ¶231 (finding that outcomes such as lowering the number of representatives per customer and reducing the level of service that customers would experience "are, of course, not a public benefit . . ."); *Applications of Ameritech, Corp. Transferor, and SBC Communications, Transferee, for Consent to Transfer Control of Corporations Holding Commission Licenses and Lines Pursuant to Section 214 and 310(d) of the Communications Act*, CC Docket No. 98-141, Memorandum Opinion and Order, 14 FCC Rcd 14712, ¶567 (1999) ("*Ameritech/SBC Order*") ("Evidence in the record reveals that SBC has increased its commitments to improving service quality by hiring more employees.").

[44] *Application of WorldCom Inc. and MCI Communications Corporation for Transfer of Control of MCI Communications Corporation to WorldCom, Inc.*, CC Docket No. 97-211, Memorandum Opinion and Order, 13 FCC Rcd 18025, ¶213 (1998) (considering the impact of that merger on employment); *Ameritech/SBC Order*, ¶567 (citing SBC's commitment to "improving service quality by hiring more employees"); *Puerto Rico Telephone*, ¶57 (noting that employee commitments are a merger-related public interest benefit).

[45] *América Móvil*, ¶¶103–08 (finding that the transaction would have limited impact on telecommunications workers and declining to impose employment-related conditions); *In the*

are not "enforced" by the Commission, Applicants fundamentally misunderstand the agency's public interest authority. It is well established that the Commission has the authority to consider employment impacts in its transaction reviews. Given the substantial effects this Transaction would have on the labor market, the Commission should exercise that authority here.

IV. APPLICANTS FAIL TO DEMONSTRATE THAT THE TRANSACTION WOULD NOT HARM THE PUBLIC INTEREST.

Applicants are simply wrong when they say Petitioners want the Commission to "assume the broadcast marketplace of 1950, or even 2021."[46] Petitioners want the Commission to look at the broadcast TV market as it stands right now: highly concentrated[47] and highly profitable[48] for the firms that have exclusive licenses to the public airwaves that insulate them from the kinds of competition they pretend to face. Petitioners want the Commission to look at the actual data that shows Nexstar and TEGNA are both highly profitable firms, and listen to the Applicants' own words spoken when they are in front of Wall Street investors describing their competitive "moat."[49]

Matter of Applications of T-Mobile US, Inc., & Sprint Corp., for Consent to Transfer Control of Licenses & Authorizations, Applications of Am. H Block Wireless L.L.C., DBSD Corp., Gamma Acquisition L.L.C., & Manifest Wireless L.L.C. for Extension of Time, WT Docket No. 18-197, 34 FCC Rcd 10578, ¶329 (2019) (While the Commission agreed with the CWA "that the transaction has the potential to lead to store closings, and thus could decrease retail employment to some extent," a majority of Commissioners felt that CWA did not "offer sufficient evidence to show that the four nationwide wireless service providers have oligopsony power, given the multiple retail job opportunities in urban areas.").

[46] Opposition at 17.

[47] Petition to Deny of Public Interest Petitioners at 36–39.

[48] *Id.* at 45.

[49] "Nexstar Media Group Reports Record Third Quarter Net Revenue of $1.27 Billion," Nexstar Media Group, Inc. Press Release (Nov. 8, 2022) ("Nexstar's results continue to benefit from our diverse, scaled, efficient and low leverage business model. Over 50% of revenue is contractual and from non-advertising sources and approximately 70% of our core advertising is from local advertisers which are historically more consistent in their spend throughout economic cycles. Nexstar has built an unparalleled local moat with more than 1,500 local sellers and

Applicants continually raise irrelevant strawmen arguments as they try to plead pending doom if they're not allowed to monopolize the local airwaves. Petitioners never stated any trends would "continue indefinitely," nor did we need to.[50] We simply made reasonable projections based on observable data and the Applicants' own words concerning the excellent financial health of their businesses.[51] Applicants seem to believe that the public interest is only served if they continue to earn supra-competitive profits that push their stock prices higher. But that is not the law, which requires more than Applicants simply showing that they believe they'll earn more money if allowed to further monopolize the public's property.

Applicants wildly claim that Petitioners' predictions that post-merger Nexstar would "cut news staff and consolidate news functions" are "speculative," and suggest that Petitioners are wrong when we note that this "will result in duplication of content across stations and harm to localism."[52] But it is the Applicants who speculate and craft fantastical scenarios of future doom if they don't get permission to monopolize local TV markets. Indeed, Applicants' stretch the bounds of credibility when they state that Petitioners' warnings of pending "job loss and a concomitant reduction of local content" are "merely speculation and unsupported by any evidence."[53] This is because the underlying financial motivation of the Transaction, and indeed

40,000 advertiser relationships in the 116 local markets we serve across America. In addition, we are extremely well positioned to continue to benefit from record levels of political advertising spending which is not dependent on the economy.") (emphasis added).

[50] Opposition at 18.

[51] *See* Comments of Free Press, *Amendment of Section 73.3555(e) of the Commission' s Rules, National Television Multiple Ownership Rule*, MB Docket No. 17-318, at 77–93 (filed Aug. 4, 2025) ("Free Press National Cap Comments").

[52] Opposition at 22.

[53] *Id.* at 27.

of any horizontal merger, is to reduce headcount and eliminate duplicated functions.[54] Here, as was the case following Nexstar's acquisition of Tribune stations, Nexstar will consolidate newsrooms and broadcast facilities, while eliminating a unique producer of local content.[55] The Commission doesn't have to take our word for it; it can simply review what Nexstar told its own investors, which is that it could "operate two stations off of one infrastructure" and that it is reviewing what costs to cut on a "person by person" basis.[56] Or the Commission need only look to Nexstar's headcount shortly following the closing of its acquisition of Tribune stations, compared to one year later: Just after closing the Tribune deal Nexstar reported 16,193 total employees, or 82 employees per station on average.[57] One year later Nexstar reported 12,412

[54] *See, e.g.*, G.J. Stigler, "A theory of oligopoly," 72 *Journal of Political Economy* 44 (1964); *see also* E. Devos *et. al*., "How do mergers create value? A comparison of taxes, market power, and efficiency improvements as explanations for synergies," 22 *The Review of Financial Studies* 1179 (2009).

[55] *See, e.g.*, Matthew Keys, "After merging with Tribune, Nexstar issues Christmas pink slips," *The Desk* (Dec. 13, 2019); Dade Hayes and Ted Johnson, "Nexstar Laying Off 2% Of Workforce, Focusing Cuts On Local Stations," *Deadline* (Dec 11, 2024).

[56] *See* Comments of Lee Ann Gliha, VP and CFO, Nexstar Media Group Inc., 3Q 2025 Investor Call (Nov. 6, 2025) ("Gliha Nov. 6, 2025 comments") ("[T]here's about $300 million of synergies. It breaks out very similarly to how the synergies broke out on the Tribune deal, which was about 45 percent from net retrans and the remainder coming from operations. And then on the operations side of things, that's really a combination of things. It's looking at corporate overhead. You don't need duplicative corporate overhead. We have a number of hubs that we use that we can expand to help service the larger station footprint. And then it's looking kind of within the operations for efficiencies. We look at how we operate our stations versus how TEGNA operates theirs, and there are many areas where we do things a little bit differently that generates synergy. And then there's obviously the significant amount of 35 . . . markets that are the overlap markets that we can really operate two stations off of one infrastructure. And so that's an area where there's a significant portion of those synergies are coming out of that. As Perry said, this has been our initial analysis. We did a very deep analysis in terms of looking at line by line, person by person, what these costs could be. We're going to be in the market and doing a little bit more work and looking to see what else is there. I think as we also mentioned on a prior call, this really was reflective of the near-term synergies.").

[57] Nexstar 2019 10-K.

total employees, or 63 employees per station on average.[58] This is a nearly 25 percent decline in the number of employees and number of employees-per station in just a short period of time. Petitioners are not speculating about what is likely to follow this merger, we are simply paying attention to reality.

Applicants assert that Petitioners' concerns about the Transaction's impact on pay-TV consumers are "speculative" too, then smugly suggest that "no rule or regulation requires any MVPD to accept Nexstar's rates, let alone pass those rates along to its subscribers."[59] This is a deeply unserious posture that reflects Nexstar's hubris. It is not at all speculative for Petitioners to observe the history broadcasters extracting exponentially increasing retrans payments[60] from pay-TV customers who have no ability to avoid paying for this supposedly "free" programming even if they do not want to watch a single second of Nexstar's content. It is not speculative for Petitioners to note Nexstar's own statements reflecting how it will use "step up" clauses to capture the financial benefits of this deal, or how Nexstar predicts nearly half of the merger's synergies will come from extracting higher retrans payments.[61]

Given the eye-watering level of market concentration that this merger threatens, it is not surprising that Applicants suggest that the FCC's review standard is weaker than that required by the Clayton Act;[62] but this is plainly wrong. The public interest standard is a very high bar, one that absolutely cannot be cleared by transactions that are blatant violations of the Clayton Act.

[58] Nexstar 2020 10-K.

[59] Opposition at 38.

[60] Free Press National Cap Comments at 76.

[61] *See* Gliha Nov. 6, 2025 Comments, *supra* note 56. ("[T]here's about $300 million of synergies. It breaks out very similarly to how the synergies broke out on the Tribune deal, which was about 45 percent from net retrans and the remainder coming from operations.").

[62] Opposition at 40–41.

Addressing concerns about concentration in the marketplace of ideas and over the scarce public airwaves, and promoting the civic benefits of policies that "pursue values other than efficiency—including in particular diversity in programming"[63] are why the Commission's merger review and licensing duties are under its authority, and not solely the DOJ's or NTIA's.

For example, the Hart-Scott-Rodino pre-clearance process involves thresholds that would potentially allow the merger of a local market's top news-producing stations,[64] while the FCC's public interest standard, if properly enforced, would not permit the creation of a local TV news monopoly because that would not be a proper use of the public airwaves. Indeed, Applicants note the Commission's use of antitrust tools in spectrum management.[65] And in this Transaction we have the form of spectrum management that calls for the highest presumption against unfettered consolidation: the licensing of scarce public airwaves used for broadcasting local news and civic information.

V. APPLICANTS FAIL TO DEMONSTRATE THAT THE TRANSACTION WOULD RESULT IN MERGER-SPECIFIC, COGNIZABLE PUBLIC INTEREST BENEFITS.

Applicants' central justification for why they must be allowed to consummate a blatantly unlawful merger seems to boil down to their belief that since the internet enabled other firms to sell ads placed against content, broadcasters and the continued production of local TV broadcast

[63] *Fox Television Stations, Inc., v. FCC*, 280 F.3d 1027, 1047 (D.C. Cir. 2002) ("An industry with a larger number of owners may well be less efficient than a more concentrated industry. Both consumer satisfaction and potential operating cost savings may be sacrificed as a result of the Rule. But that is not to say the Rule is unreasonable because the Congress may, in the regulation of broadcasting, constitutionally pursue values other than efficiency—including in particular diversity in programming, for which diversity of ownership is perhaps an aspirational but surely not an irrational proxy.").

[64] 15 U.S.C. § 18a; 16 C.F.R. §§ 801–803; *see also* "New HSR thresholds and filing fees for 2026," Federal Trade Commission (Jan. 20, 2026).

[65] Opposition at n.146.

news face an existential crisis.[66] But Applicants' own words to Wall Street undermine this dire view.[67] And though Applicants say that Petitioners are wrong to suggest that allowing Nexstar to own three or more licenses in the overlapping DMAs would "harm local news,"[68] this harm is glaringly and necessarily obvious. The loss of a financially thriving independent local news producer is absolutely harmful to local news and local communities.

Applicants have failed to demonstrate that ATSC 3.0 deployment is a transaction-specific public interest benefit. Petitioners are correct to question the public interest benefits of the technology itself, and Applicants' recitation of the Commission's banal observation that this technology is "the future of broadcast television" does not change this.[69] The overwhelming majority of viewers of broadcast stations do not view them using antennas,[70] and those who do will have to purchase new equipment to do so, as they are promised dubious benefits like being subjected to the same types of privacy-violating ad targeting that is common with online media.[71]

Applicants also seem surprised that Petitioners would characterize duplicated, repackaged, and repeated content as a poor trade off for the loss of TEGNA's original news

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[66] *Id.* at 2–3.

[67] *Supra* note 51.

[68] Opposition at 36.

[69] *Id.* at 25.

[70] *See, e.g.*, George Winslow, "Survey: Share of Homes With TV Antennas Falls to 19%," *TV Technology* (Apr. 10, 2025).

[71] Applicants, along with other major broadcasters, are currently pushing the Commission to force over-the-air viewers to purchase new equipment by sunsetting ATSC 1.0 in some markets as soon as 2028. Using the government to force this conversion, as opposed to letting market forces work, suggests that the consumer and public interest benefits of ATSC 3.0 remain uncertain at this time. *See* Monty Tayloe, "Broadcasters Push FCC on ATSC 3.0 Transition," *Communications Daily* (Jan. 23, 2026).

reporting.[72] And perhaps this should be expected from Nexstar, a firm that equates media monopolization with the public interest. However, for the purposes of the Commission's public interest standard, it absolutely is fair to characterize the addition of a few marginal minutes of repackaged reporting that previously aired on another station as a net harm to the public interest when the price paid for those additional minutes is the total loss of an independent news-producing voice.

A. The Commission's Public Interest Review and Evaluation of Applicants' Local Multiple Ownership Rule Waiver Requests Must Account for Nexstar's Actual Control Over All Stations that it Operates.

Applicants continually suggest that past Commission decisions made under wildly different sets of facts should now act as barriers to the Commission's current public interest review. Yes, Petitioners understand that Nexstar took advantage of the Commission's satellite rules by taking stations that once were used as satellite repeaters and making them unique affiliates, and we understand that the Commission's practice is to allow prior waivers to stand until the license is transferred.[73] But the fact that Nexstar would retain its satellite station waivers for its existing portfolio while adding TEGNA stations in those same markets is a blatant exploitation of that precedent in order to steamroll the Commission's remaining local ownership limits. Petitioners are asking the Commission to view the current reality as germane to the public interest review, and to recognize that Nexstar's actual control over the majority of any DMA's network affiliates is central to that review.

And although Applicants very much want the Commission to ignore its Sidecar companies in its public interest review,[74] they and other broadcasters that use these dubious

[72] Opposition at 27.

[73] *Id.* at n.115.

[74] *Id.* at n.127.

rule-evading arrangements have repeatedly given the Commission reasons to take a very close look at how the use of shell companies undermines the public interest.[75]

VI. CONCLUSION

For the foregoing reasons and those enumerated in the Public Interest Petitioners' Petition to Deny, the Commission should deny the Application in its entirety, and specifically deny the applications for consent to transfer licenses in violation of the National Multiple Ownership rule and the Local Ownership rule, including the waivers related thereto.

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[75] *See, e.g.*, *Applications of Tribune Media Company and Sinclair Broadcast Group*, MB Docket 17-179, Hearing Designation Order, 33 FCC Rcd 6830 (2018); *see also In the Matter of DIRECTV, LLC; AT&T Services v. Deerfield et. al.*, MB Docket No. 19-168, Forfeiture Order, 36 FCC Rcd 12078 (2021); *In the Matter of Mission Broadcasting, Inc., Licensee of Station WPIX, New York, NY, Nexstar Media Group, Inc.*, Notice of Apparent Liability For Forfeiture, 39 FCC Rcd 3676 (2024); *Cincinnati Bell Extended Nexstar Media Inc. Dayton, OH Territories LLC dba altafiber v. Nexstar Media Inc.*, Complaint, File No. CSR-9023-C (2025).

AFFIDAVIT

This Reply to Opposition, submitted by Free Press, the National Association of Broadcast Employees and Technicians - Communications Workers of America ("NABET-CWA"), The NewsGuild - Communications Workers of America ("TNG-CWA"), and the United Church of Christ Media Justice Ministry ("UCC Media Justice"), along with Public Knowledge, was prepared using facts of which I have personal knowledge or upon information provided to me.

I declare, under penalty of perjury, that the foregoing is true and correct to the best of my information, knowledge, and belief.

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