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January 9, 2020

Michelle Carey
Chief, Media Bureau
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Re: Request for Extension of Time to Comply With Condition

Dear Ms. Carey:

Terrier Media Buyer, Inc. ("Terrier"), by its attorneys, hereby requests an additional sixty (60) days to comply with condition number 4 in the Media Bureau's Memorandum Opinion and Order approving the Terrier applications.¹

The *Order* approved Terrier's acquisition of, among other things, one television and four radio stations formerly owned by Cox Enterprises, Inc. operating in the Dayton, Ohio Designated Market Area ("DMA"). Because Terrier also acquired three daily newspapers owned by CEI and published in the Dayton DMA, the Commission imposed condition number 4 to ensure Terrier's compliance with the Newspaper/Broadcast Cross-Ownership Rule.² Specifically, condition 4 requires Terrier to fulfill its commitment made to the Commission to reduce the publication schedule of the Dayton Newspapers to three days per week by January 16, 2020.³

Since release of the *Order*, Terrier has commenced a sales process that will lead to its complete divestiture of the Dayton Newspapers. Terrier has received expressions of interest from four potential buyers and has begun accepting bids for these properties. While Terrier is expediting the sale process, the completion of diligence, negotiation and execution of sale agreements and the consummation of the transaction cannot be completed by the January 16, 2020 deadline. Terrier anticipates, however, that it will complete the sales process and proceed to closing within the next two months.

As Terrier has explained to the Commission, the Dayton Newspapers are fully integrated with Terrier's television and radio properties in the market. This complicates the divestiture process because the newspaper operations must be separated from the other media companies as part of the sale. Accordingly, Terrier expects to divest the operating assets of the Dayton Newspapers to an unaffiliated buyer immediately upon closing of the sale. To facilitate complete unwinding of the Dayton Newspapers from Terrier's Dayton television and radio stations, Terrier will offer the newspaper buyer a traditional, carve-out transition services agreement (a "TSA") under which Terrier will provide the buyer with certain specified services at Terrier's cost for a period of no longer than one hundred and eighty days following

¹ See Consent to Transfer Control of Certain License Subsidiaries of NBI Holdings, LLC to Terrier Media Buyer, Inc., et al., *Memorandum Opinion and Order*, MB Docket No. 19-98, DA 19-1206, para. 45, rel. Nov. 22, 2019 (the "Order").

² The three daily newspapers at issue are the *Dayton Daily News*, the *Journal-News*, and the *Springfield News-Sun* (collectively, the "Dayton Newspapers").

³ See *Order* at para. 45; see also *id.* at para. 10.



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the closing.⁴ At expiration of the TSA, the Dayton Newspapers would operate as stand-alone businesses, completely separate and apart from Terrier's broadcast properties in Dayton.

To permit Terrier to complete an orderly sale of the Dayton Newspapers, Terrier requests an extension of the date for compliance with condition 4 until March 16, 2020. This extension would better serve the public interest than enforcement of the current compliance deadline. First, the requested extension would save Dayton newspaper readers and advertisers from the disruption that reducing the publication schedule would cause. Dayton Newspaper readers have depended on daily news service for decades, and in the case of the *Dayton Daily News*, for well over a century. Reducing distribution would force Dayton newspaper readers to find other sources of daily news and information and would cause advertisers to use other media outlets. Second, the requested brief extension of the compliance period would help preserve the Dayton Newspapers' trusted relationships with Dayton readers, preserving good will that will be crucial to the long-term success of the newspapers.

If the requested extension is granted, Terrier will not seek additional time and will modify the newspapers' publication schedule no later than March 16, 2020 if the newspaper sale is not completed by that date.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Michael D. Basile".

Michael D. Basile
Counsel for Terrier Media Buyer, Inc.

Cc (w/attachment): Barbara Kreisman
 David Brown

⁴ A summary of the TSA that will be offered to the buyer of the Dayton newspapers is attached as Exhibit 1.

EXHIBIT

1

Temporary Transition Services to Purchaser of Dayton Newspapers

	Description of Functions	Anticipated Transfer at Closing	TSA Services
Newspaper Printing and Circulation	Local print distribution/ delivery and subscription sales (residential and commercial)	<ul style="list-style-type: none"> Printing and distribution contracts and dedicated newspaper applications/software will convey to Buyer 	<ul style="list-style-type: none"> If required by Buyer, use of select shared systems (to be identified)
Newspaper Advertising	Local advertising sales for print	<ul style="list-style-type: none"> Shared sales team to be split and dedicated newspaper sales headcount will transfer to Buyer 	<ul style="list-style-type: none"> If required by Buyer, use of shared systems (e.g., Matrix CRM)
Digital Advertising	Account management support; application/software usage (e.g., Google analytics) and order fulfillment	<ul style="list-style-type: none"> Shared digital strategists to be split and dedicated newspaper employees will transfer to Buyer 	<ul style="list-style-type: none"> If required by Buyer, use of processes and shared systems (e.g., NewsCycle, Operative and Wide Orbit)
Accounting / Transaction Processing	Traditional back-office Accounting support, including General Accounting / Enterprise Accounting; Financial Close; Procure-to-Pay; Order-to-Cash; and Treasury	<ul style="list-style-type: none"> Buyer responsible for tax compliance and preparing and reporting of federal, state and local taxes from and after closing Local personnel responsible for Order-to-Cash business processes will transfer to Buyer 	<ul style="list-style-type: none"> If required by Buyer, Terrier will provide General Accounting and Enterprise Accounting services; Financial Close; Procure-to-Pay; Order-to-Cash and Treasury services
Finance	Traditional back-office Finance support, including Financial Planning & Analysis (FP&A); Financial Reporting and Budgeting & Forecasting	<ul style="list-style-type: none"> Personnel responsible for financial decision-making and budgeting, including Financial Reporting and Forecasting will transfer to Buyer 	<ul style="list-style-type: none"> If required by Buyer, limited Terrier support in FP&A and reports generation
Information Technology	Traditional back-office IT support, including Application Access and Maintenance; Compute & Storage; IT Security and System Integration Maintenance	<ul style="list-style-type: none"> None 	<ul style="list-style-type: none"> If required by Buyer, local back office applications, hardware/infrastructure, telecommunications, security, and other back-office IT support and hardware
Legal/Contracts	Contract Management; Employee Relations; Regulatory; Governance / Corporate and M&A	<ul style="list-style-type: none"> None 	<ul style="list-style-type: none"> If required by Buyer, limited access to shared systems for managing contracts and tracking legal issues

Transition Services Not Provided

	Description of Functions	Anticipated Transfer at Closing	TSA Services
Content	Washington News Bureau; National Content Desk; Research and Local News Support	<ul style="list-style-type: none"> All newspaper journalist and local support will transfer to Buyer 	<ul style="list-style-type: none"> Note: if required by Buyer, Terrier will provide access to previously published content (e.g., via Methode, Anvato, etc.) until content can migrate to Buyer
Human Resources	Payroll Processing; Benefits Administration; Recruiting / Talent Acquisition; Learning & Development; Employee Relations and Performance Management	<ul style="list-style-type: none"> None 	<ul style="list-style-type: none"> None
E&O	Insurance / Risk Management; Fleet Management; Real Estate; Business Continuity; Security and Investigations	<ul style="list-style-type: none"> Insurance/Risk Management and Business Continuity/Investigations; leased Ohio properties that are not shared with TV/Radio businesses will convey to Buyer 	<ul style="list-style-type: none"> None