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January 22, 2024

BY LMS AND ELECTRONIC MAIL

Marlene Dortch
Secretary
Federal Communications Commission
45 L Street NE
Washington, DC 20554

Re: WADL(TV) LMS File No. 0000214896

Dear Ms. Dortch:

On January 18, 2023, Mary Beth Murphy (on behalf of NCTA) and I (on behalf of ATVA) attended a remote meeting with Chairwoman Rosenworcel, her legal advisor David Strickland, and Media Bureau Chief Holly Saurer regarding the proposed purchase by Mission Broadcasting, Inc. (“Mission”) of WADL-TV Detroit from Adell Broadcasting Corporation (“Adell”).

Present on behalf of or in support of Adell were Reverend Jesse Jackson (Rainbow PUSH Coalition), Shelley Davis (Rainbow PUSH Coalition), Bishop Charles Ellis (Pastor, Greater Grace Temple, Detroit, MI), Reverend Horace Sheffield (Executive Director of the Detroit Association of Black Organizations), Kevin Adell, Coe W. Ramsey (Brooks Pierce), and Sekoia Diggs (Brooks Pierce).

The majority of the meeting consisted of Adell and its minority investors explaining why they believe the Commission should approve the transaction. We briefly described our concerns with the transaction, as expressed in our respective pleadings.¹

We emphasized that those concerns had nothing to do with the seller or its investors. Rather, NCTA and ATVA are concerned with the terms of the transaction involving the buyer—Mission—and Nexstar Broadcasting Media Group, Inc. (“Nexstar”). While NCTA and ATVA

¹ These pleadings can be found at <https://enterpriseefiling.fcc.gov/dataentry/public/tv/publicPleadingSearchResults.html>.

have formulated their concerns slightly differently, both believe that the proposed transaction will permit Nexstar to control (at a minimum) significant aspects of WADL’s operations, including retransmission consent negotiations with NCTA and ATVA members. Ms. Murphy reiterated NCTA’s view that appropriate conditions could address its members’ concerns. ATVA, for its part, has already indicated that its members would not object to Mission’s purchase if Mission revised its transaction documents to prevent Nexstar from asserting control. I explained that neither ATVA nor NCTA has asked for a change of rules here. Rather, each has simply requested that the Commission apply its longstanding rules and policies to this transaction.²

In a summary of the meeting, Adell’s counsel states that “the Adell Supporters reiterated that WADL(TV), as it has done for decades, recently elected ‘must-carry’ status for the just-commenced 2024-2026 retransmission consent election cycle. As the Media Bureau has recognized, such election cannot be revoked under the Commission’s must carry regime. *See Radio Perry, Inc.*, DA 10-1286 (2010). Accordingly, WADL(TV) cannot exercise retransmission consent rights under the FCC’s rules for the current cycle.”³ We reiterate our previous argument that Adell’s election of must carry status for the current three-year cycle does not moot the arguments we made concerning delegation of retransmission consent negotiation to Nexstar,⁴ as this “at most *postpones* some of the significant harms that would result if the Commission were to allow this transaction to go forward without appropriate conditions.”⁵ Nor does it “eliminate[] the possibility that—if this transaction is approved—[Nexstar and Mission] will later argue that after-acquired station clauses in Nexstar’s retransmission consent agreements rather than WADL’s must-carry election would control and bring carriage of WADL under those

² Contrary to WADL’s claim of “disparate treatment” relative to Nexstar’s acquisition of KUSI, *see* Letter from Coe W. Ramsey to Marlene H. Dortch, Federal Communications Comm’n, Applications of Adell Broadcasting Corp. and Mission Broadcasting, Inc. for Consent to Assignment of the License of WADL(TV), Facility ID Number 455 (File No. 0000214896) at 2 (Jan. 20, 2024), the backdoor control issues presented in this transaction are readily distinguishable from KUSI where Nexstar was clearly the real party in interest.

³ *Id.* at 2.

⁴ Letter from Rick Chessen, NCTA, to Marlene H. Dortch, Federal Communications Comm’n, Applications of Adell Broadcasting Corp. and Mission Broadcasting, Inc. for Consent to Assignment of the License of WADL(TV), Facility ID Number 455 (File No. 0000214896) (Oct. 18, 2023) (NCTA) (NCTA Oct. 18 Letter); Letter from Michael Nilsson, Counsel to the American Television Alliance, to David Brown and Christopher Robbins, Federal Communications Comm’n, Applications of Adell Broadcasting Corp. and Mission Broadcasting, Inc. for Consent to Assignment of the License of WADL(TV), Facility ID Number 455 (File No. 0000214896) (Oct. 10, 2023).

⁵ NCTA Oct. 18 Letter at 2.

agreements at Nexstar's rates."⁶ Concerns about Nexstar's and Mission's conduct are not merely theoretical given their recent history before the Commission.⁷

* * *

Pursuant to Section § 1.1208 of the Commission's rules, I will file a copy of this letter in the transaction file and will provide a copy to each of the parties.

Sincerely,

A handwritten signature in blue ink, appearing to read "Michael Nilsson".

Michael Nilsson
Counsel to the American Television Alliance

⁶ *Id.* Given Adell's statements in its letter, it should not object to NCTA's request that the Commission "should as a prophylactic matter condition any approval upon the parties' agreeing to adhere to WADL's must carry election through the 2024-2026 carriage cycle notwithstanding any provisions to the contrary in any retransmission agreement, in addition to the other conditions we have requested." *Id.* at 3.

⁷ *Comcast Cable Communications, LLC, Complainant, v. Mission Broadcasting, Inc., Defendant*, Memorandum Opinion and Order and Notice of Apparent Liability for Forfeiture, DA 24-44, ¶¶ 1, 8 (rel. Jan 12, 2024) (The Media Bureau concluded that Mission violated the Commission's good-faith rules in the retransmission consent negotiations involving WPIX, and further explained that the order "address[es] only a subset of the allegations against Mission, the licensee of WPIX, and do[es] not address any of the allegations against Nexstar, which represented WPIX and Mission in the negotiations with Comcast. The remaining allegations are under review by the Commission pending the outcome of ongoing investigations.").

January 20, 2024

Marlene H. Dortch
Secretary
Federal Communications Commission
45 L Street NE
Washington, DC 20554

Via LMS

**Re: Section 1.1208 Summary of Non-Ex Parte Presentation
Assignment Application for WADL(TV), Mount Clemens, MI (File No. 214896)**

Dear Ms. Dortch:

Pursuant to Section 1.1208 of the Commission's rules, this letter provides a summary of the oral presentations made on January 18, 2024, on a non-*ex parte* basis, by Adell Broadcasting Corporation ("Adell Broadcasting") and Adell Broadcasting's supporters with respect to the above-referenced pending application (the "Application") to assign the license of WADL(TV), Mount Clemens, MI (Detroit DMA), from Adell Broadcasting to Mission Broadcasting, Inc. ("Mission Broadcasting") during a videoconference meeting with Chairwoman Jessica Rosenworcel, Holly Saurer (Chief of the Media Bureau, Legal Advisor to the Chairwoman), and David Strickland (Legal Advisor, Media). Attendees of the meeting included Reverend Jesse Jackson (Rainbow PUSH Coalition), Shelley Davis (Rainbow PUSH Coalition), Bishop Charles Ellis (Pastor, Greater Grace Temple, Detroit, MI), Reverend Horace Sheffield (Executive Director of the Detroit Association of Black Organizations), Kevin Adell (majority owner and CEO of Adell Broadcasting), and the undersigned counsel to Adell Broadcasting (the "Adell Supporters").

The Adell Supporters requested an update on the status of the Application, which has now been pending for over 8 months, and inquired about outstanding issues that are continuing to delay the processing of the Application. The Adell Supporters reiterated that the transaction has an outside termination date of March 31, 2024, and further reiterated the importance of the transaction to the heirs of the original local Detroit African-American investors in the station and for the advancement of investment liquidity and economic opportunities for the African-American community.

The Adell Supporters acknowledged that the objections to the Application filed by the MVPD trade group opponents and other outstanding investigations are under legal review by the Commission. The Adell Supporters expressed appreciation for Chairwoman Rosenworcel's and the Media Bureau's commitment to processing the Application as fast as possible and recognition of the approaching March 31, 2024, deadline to close the transaction.

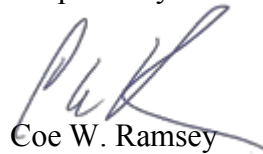
The Adell Supporters expressed concern about disparate treatment of the Application relative to other applications. In particular, the participants discussed the assignment application for KUSI-TV, San Diego, CA (File No. 0000214684), which was filed the same month the Application was filed but was granted less than 3 months later notwithstanding the fact that the assignee of KUSI-TV, Nexstar Media Inc., is subject to the outstanding investigations that are delaying the processing of the Application.

In response to comments by other participants noting that the pending investigations concern retransmission consent, the Adell Supporters reiterated that WADL(TV), as it has done for decades, recently elected “must-carry” status for the just-commenced 2024-2026 retransmission consent election cycle. As the Media Bureau has recognized, such election cannot be revoked under the Commission’s must carry regime. *See Radio Perry, Inc.*, DA 10-1286 (2010). Accordingly, WADL(TV) cannot exercise retransmission consent rights under the FCC’s rules for the current cycle.

The Adell Supporters also recognized the Commission’s recent proposal in FCC 24-1 (January 17, 2024) to prioritize processing review of certain applications filed by broadcast stations that provide locally originated programming in light of the Commission’s elimination of the main studio rule in 2017. The Commission’s proposal would only apply to those applications—like the Application—for which processing is not immediately available because the application has a hold, petition to deny, or other pending issue that requires further staff review. The Adell Supporters noted that, notwithstanding the elimination of the main studio rule and consistent with the proposal’s goal to incentivize localism, Adell Broadcasting has continued to maintain a local main studio for WADL(TV) with extensive program origination capabilities for decades and that the station provides a regular schedule of local issue-responsive programming, in particular for the Detroit African-American community. As such, the Application would be afforded priority processing under the proposal.

A complete list of the participants in the January 18, 2024, meeting is attached.

Respectfully submitted,



Coe W. Ramsey
Counsel to Adell Broadcasting Corporation

cc: Chairwoman Jessica Rosenworcel
Holly Saurer
David Strickland

LIST OF MEETING PARTICIPANTS (January 18, 2024)

Chairwoman Jessica Rosenworcel

Holly Saurer, Chief of the Media Bureau, Legal Advisor to the Chairwoman

David Strickland, Legal Advisor, Media

Rev. Jesse Jackson, Rainbow PUSH

John Mitchell, Rainbow PUSH

Shelley Davis, Rainbow PUSH

Rev. Horace Sheffield, Executive Director of the Detroit Association of Black Organizations

Bishop Charles Ellis, Pastor, Greater Grace Temple, Detroit, MI

Kevin Adell, Adell Broadcasting

Ralph Lameti, Adell Broadcasting

Michael Nilsson, Partner, Harris, Wiltshire & Grannis LLP, Counsel to American Television Alliance

Mary Beth Murphy, Vice President and Deputy General Counsel, Legal & Regulatory Affairs, NCTA – The Internet & Television Association

Coe W. Ramsey, Brooks Pierce, Counsel to Adell Broadcasting

Sekoia Rogers Diggs, Brooks Pierce, Counsel to Adell Broadcasting