

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
SEE ATTACHED

18 Can any resulting loss be recognized? ▶ SEE ATTACHED

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ SEE ATTACHED

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ *Douglas Lyons* Date ▶ 4/20/15
Print your name ▶ DOUGLAS LYONS Title ▶ VICE PRESIDENT AND CONTROLLER

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

**ATTACHMENT TO FORM 8937
 (“REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES”)**

DISTRIBUTION BY THE E.W. SCRIPPS COMPANY

Part I, Items 1-2	Issuer Name and EIN	The E.W. Scripps Company Employer Identification No. 31-1223339
Part I, Items 3-7	Contact information	Name of contact: Douglas Lyons Telephone No. of contact: 513-977-3000 Email address of contact: doug.lyons@scripps.com Address of contact: PO Box 5380 Cincinnati, OH 45201-5380
Part I, Item 8	Date of action	April 1, 2015
Part I, Items 9-12	Security information	The E.W. Scripps Company CUSIP #: 811054204 Ticker Symbol: SSP Desk Spinco, Inc. CUSIP #: 811054204 Ticker Symbol: SSP

Part II, Item 14	Description of organizational action	<p>A pro rata distribution of common stock of Desk Spinco, Inc. ("<u>Scripps Spinco</u>") to holders of Class A common stock of The E.W. Scripps Company ("<u>EWS</u>") occurred at 12:01:00 a.m., Central Time, on April 1, 2015. In this distribution (the "<u>Distribution</u>"), one (1) share of Scripps Spinco common stock was distributed with respect to every share of Scripps Class A common stock and Scripps Common Voting stock, outstanding as of the close of business on March 25, 2015, the record date.</p> <p>The shares of Scripps Spinco common stock that were distributed to the Scripps shareholders were delivered to the exchange agent and held for the benefit of such shareholders. At 12:01:01 a.m., Central Time, on April 1, 2015, these shares of Scripps Spinco common stock were exchanged for (i) shares of common stock of Journal Media Group ("<u>JMG</u>") pursuant to a merger of Desk NP Merger Co. (a subsidiary of EWS) with and into Scripps Spinco, and (ii) cash in lieu of fractional shares of JMG. In this merger (the "<u>Scripps Newspaper Merger</u>"), each share of Scripps Spinco common stock was entitled to receive 0.2500 shares of JMG common stock, subject to cash being received in lieu of fractional shares. The effects of the Scripps Newspaper Merger are addressed in a separate Form 8937 filed by Scripps Spinco. The shares of Scripps Spinco common stock did not trade on a securities exchange, and these shares do not have a CUSIP number or ticker symbol.</p> <p>At 12:01:03 a.m., Central Time, on April 1, 2015, the shares of Journal Class A common stock and Class B common stock were exchanged for (i) shares of common stock of The E. W. Scripps Company ("<u>Scripps</u>") pursuant to a merger of Journal with and into Desk BC Merger, LLC (a subsidiary of Scripps), and (ii) cash in lieu of fractional shares of Scripps. In this merger (the "<u>Broadcast Merger</u>"), each share of Journal Class A common stock or Journal Class B common stock was entitled to receive 0.5176 shares of Scripps common stock, subject to cash being received in lieu of fractional shares. The effects of the Broadcast Merger are addressed in a separate Form 8937 filed by Scripps.</p>
------------------	--------------------------------------	--

Part II, Item 15	Description of the quantitative effect of the organizational action on the basis of the security in the hands of the U.S. taxpayer as an adjustment per share or as a percentage of old stock basis	<p>Shareholders that acquired shares of Scripps common stock at different times or different prices will need to calculate their tax basis in each block of shares of Scripps common stock. A person who held shares of Scripps common stock immediately before the Distribution is required to allocate the aggregate tax basis in each block of shares of Scripps common stock held immediately before the Distribution among (i) the shares of Scripps Spinco common stock that were received with respect to that block of shares of Scripps common stock, and (ii) the shares of Scripps common stock in that block that were held by such person immediately after the Distribution and before the Broadcast Merger. This allocation should be made in proportion to the relative fair market value, on the date of the Distribution, of the shares described in clause (i) of the immediately preceding sentence and the fair market value of the shares described in clause (ii) of the immediately preceding sentence.</p> <p>For additional information on the quantitative effect of the Distribution, please see the discussion below under “Tax Basis Information Notice Regarding Distribution by The E.W. Scripps Company”</p>
Part II, Item 16	Description of the calculation of the change in basis and the data that supports the calculation	Please see the discussion below under “Tax Basis Information Notice Regarding Distribution by The E.W. Scripps Company”
Part II, Items 17-18	List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based and ability of any resulting loss to be recognized.	Pursuant to Section 355(a)(1) of the Internal Revenue Code (the “Code”), Scripps shareholders did not recognize income, gain, or loss for U.S. federal income tax purposes upon the receipt of Scripps Spinco shares in the Distribution. The tax basis calculations resulting from the Distribution are governed by Sections 358(a) and 358(b) of the Code.
Part II, Item 19	Provide any other information necessary to implement the adjustment	<p>The treatment of the exchange of the Scripps Spinco shares for JMG shares pursuant to the Scripps Newspaper Merger that followed the Distribution is addressed in a separate Form 8937 filed by Scripps Spinco.</p> <p>The treatment of the exchange of the Journal shares for Scripps shares pursuant to the Broadcast Merger that followed the Distribution is addressed in a separate Form 8937 filed by Scripps.</p>

Tax Basis Information Notice Regarding Distribution by The E.W. Scripps Company

CONSULT YOUR TAX ADVISOR

The information contained in this Notice provides a general summary regarding the application of certain provisions of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury regulations relating to the allocation of tax basis among the shares of Scripps common stock and shares of Scripps Spinco common stock following the Distribution. The information contained in this Notice does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Scripps does not provide tax advice to its shareholders. The example below is provided solely for illustrative purposes and as a convenience to shareholders and their tax advisors when establishing their specific tax position. You are urged to consult your own tax advisor regarding the particular consequences of the Distribution to you, including the applicability and effect of all U.S. federal, state, local and foreign tax laws. We urge you to read the joint proxy statement/prospectus, dated February 6, 2015, of Scripps and Journal (the "Prospectus"), noting especially the discussion on pages 117-124 under the heading "*Material U.S. Federal Income Tax Consequences of the Transactions*". You may access the Prospectus at our website at www.scripps.com.

This Notice does not apply to any shares of Scripps common stock that you sold or otherwise disposed of prior to the time of the Distribution.

GENERAL GUIDANCE REGARDING TAX BASIS IN A TAX-FREE SPIN-OFF

Shareholders that acquired shares of Scripps common stock at different times or different prices will need to calculate their tax basis in each block of shares of Scripps common stock. A person who held shares of Scripps common stock immediately before the Distribution is required to allocate the aggregate tax basis in each block of shares of Scripps common stock held immediately before the Distribution among (i) the shares of Scripps Spinco common stock that were received with respect to that block of shares of Scripps common stock, and (ii) the shares of Scripps common stock in that block that were held by such person immediately after the Distribution and before the Broadcast Merger. This allocation should be made in proportion to the relative fair market value, on the date of the Distribution, of the shares described in clause (i) of the immediately preceding sentence and the fair market value of the shares described in clause (ii) of the immediately preceding sentence.

In general, fair market value is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. U.S. federal income tax law does not specifically prescribe how you should determine the fair market values of the shares of Scripps common stock and the shares of Scripps Spinco common stock for purposes of allocating your tax basis. You should consult your tax advisor to determine what measure of fair market value is appropriate.

There are several possible methods for determining the fair market values of the shares of Scripps Class A common stock, and Scripps Spinco common stock on the date of the Distribution. We will illustrate one such way below as an example.

You are not bound by this particular approach, and you should consult your tax advisor to determine whether another approach should be used to determine the fair market values of the shares of Scripps common stock and the shares of Scripps Spinco common stock.

The following is an example of the application of the use of this approach to allocate tax basis. This example assumes that you owned a block of 100 shares of Scripps common stock immediately before the Distribution. This example is based on the closing trading prices of Scripps common shares and JMG common shares on April 1, 2015, the first trading day after the Distribution. The example is provided solely for illustrative purposes and as a convenience to Scripps shareholders and their tax advisors.

HYPOTHETICAL EXAMPLE OF BASIS ALLOCATIONS

Assumptions:

Shares of Scripps Class A common stock:	100 shares
Your tax basis in the Scripps shares immediately before the Distribution:	\$10 per share
Your aggregate tax basis in the Scripps shares immediately before the Distribution	\$1,000 (100 shares x \$10 per share)
Shares of Scripps common stock held immediately After Distribution:	100 shares
Shares of Scripps Spinco common stock held immediately After Distribution:	25 shares

Step 1: Calculate Aggregate Fair Market Values of Shares in the Distribution

In the Distribution, 25 Scripps Spinco shares were received with respect to the 100 Scripps shares. The average of the high and low prices of Scripps common shares and JMG common shares on April 1, 2015, were \$24.39 and \$8.89, respectively.

Accordingly, the fair market value of the 100 Scripps shares that were held immediately after the Distribution is \$2,439.00 (=100 x 1.0 x 24.39).

The fair market value of the 25 Scripps Spinco shares received in the Distribution is \$222.25 (=100 x 0.2500 x 8.89).

Step 2: Calculate Tax Basis Allocation Percentages

The sum of the fair market value of the Scripps shares that were held immediately after the Distribution and the fair market value of the Scripps Spinco shares received in the Distribution is \$2,661.25 (=2,439 + 222.25). Hence, with respect to the aggregate tax basis in the Scripps shares immediately before the Distribution, 91.6487% (=2,439/2,661.25) of this aggregate tax basis is allocable to the Scripps shares held immediately after the Distribution (and before the Broadcast Merger), and 8.3513% (=222.25/2,661.25) of this tax basis is allocable to the Scripps Spinco shares received in the Distribution.

Step 3: Apply the Tax Basis Allocation Percentages

The tax basis allocation percentages calculated in Step 2 are used to allocate the aggregate tax basis in the Journal shares immediately before the Distribution (\$1,000) as follows:

(a) \$916.49 (=91.6486% x 1,000) of the aggregate tax basis is allocable to the Scripps shares held immediately after the Distribution; and

(b) \$83.51 (=8.3513% x 1,000) of the aggregate tax basis is allocable to the Scripps Spinco shares received in the Distribution.

Please note that some brokerage firms may not use the information provided in this document, and this information is provided only as an example of one possible method. There are various ways brokerage firms may calculate tax basis. Please contact your brokerage firm to determine which calculation they may have used, and contact your tax advisor for additional information and clarification.

SPECIAL REPORTING REQUIREMENTS FOR CERTAIN SHAREHOLDERS

Section 1.355-5(b) of the Treasury Regulations requires that each “significant distributee” that received Scripps Spinco shares in the Distribution must attach, to its U.S. federal income tax return for the year in which the Distribution occurred, a detailed statement containing information about the Distribution. In general, a Scripps shareholder that received Scripps Spinco shares in the Distribution is deemed to be a “significant distributee” if the portion of the outstanding shares held immediately prior to the Distribution is (i) 1% or greater, in the case of a shareholder that held shares of Scripps that would not be considered to be traded on a public stock exchange, or (ii) 5% or greater, if the shareholder held shares of Scripps that would be considered to be traded on a public stock exchange.