



**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 ▶ 4/24/15

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")**

**THE E.W. SCRIPPS COMPANY PRE-MERGER DIVIDEND**

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

Part II, Item 14	Description of organizational action	<p>The E.W. Scripps Company ("<u>EWS</u>") completed a dividend of \$60,000,000 at 12:01:02 a.m., Central Time, on April 1, 2015. In this distribution (the "<u>Pre-Merger Dividend</u>"), EWS shareholders of Class A Common stock and Common Voting Stock received \$1.0297 per share for shares outstanding as of the close of business on March 25, 2015, the record date.</p> <p>The EWS Pre-Merger Dividend was preceded by an exchange of shares of common stock of The Journal Media Group ("<u>JMG</u>") at 12:01:01 a.m., Central Time, on April 1, 2015, in which the shares of Desk Spinco, Inc. ("<u>Scripps Spinco</u>") were exchanged for (i) shares of common stock of Journal Media Group, Inc. ("<u>JMG</u>") pursuant to a merger of Desk NP Merger Co. with and into Scripps Spinco, and (ii) cash in lieu of fractional shares of JMG. In this merger, 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 exchange are addressed in a separate Form 8937 filed by EWS. 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>
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>The \$60,000,000 Pre-Merger Dividend is considered return of capital under IRC § 301-(c)(2) and thereafter, taxable gain under IRC § 301(c)(3) as EWS had a deficit in accumulated earnings and profits at the time of distribution; and Scripps is not expected to have any current earnings and profits for the 2015 taxable year.</p>

Part II, Item 16	Description of the calculation of the change in basis and the data that supports the calculation	The distribution is considered to reduce the basis for Scripps shareholders as a result of the Scripps Pre-Merger Dividend as there was a deficit in accumulated earnings and profits at the time of distribution and Scripps is not expected to have any current earnings and profits for the 2015 taxable year.
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.	Sections 301(c)(2), 301(c)(3).
Part II, Item 19	Provide any other information necessary to implement the adjustment	The treatment of the Distribution that preceded the Pre-Merger Dividend is addressed in a separate Form 8937 filed by Scripps. The Broadcast Merger that occurred after the Pre-Merger Dividend is also addressed in a separate Form 8937 filed by Scripps.