UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2013

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission File Number 0-16914

THE E. W. SCRIPPS COMPANY

(Exact name of registrant as specified in its charter)

Ohio	31-1223339
(State or other jurisdiction of incorporation or organization)	*(IRS Employer Identification Number)*
312 Walnut Street Cincinnati, Ohio	45202
(Address of principal executive offices)	*(Zip Code)*

Registrant's telephone number, including area code: (513) 977-3000

Not applicable

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “large accelerated filer”, “accelerated filer” and “smaller reporting company “in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☑	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☑

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of June 30, 2013, there were 45,157,991 of the registrant’s Class A Common shares, $.01 par value per share, outstanding and 11,932,722 of the registrant’s Common Voting Shares, $.01 par value per share, outstanding.

Index to The E. W. Scripps Company Report
on Form 10-Q for the Quarter Ended June 30, 2013

PART I

As used in this Quarterly Report on Form 10-Q, the terms “Scripps,” “Company,” “we,” “our” or “us” may, depending on the context, refer to The E. W. Scripps Company, to one or more of its consolidated subsidiary companies, or to all of them taken as a whole.

Item 1. Financial Statements

The information required by this item is filed as part of this Form 10-Q. See Index to Financial Information at page F-1 of this Form 10-Q.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The information required by this item is filed as part of this Form 10-Q. See Index to Financial Information at page F-1 of this Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The information required by this item is filed as part of this Form 10-Q. See Index to Financial Information at page F-1 of this Form 10-Q.

Item 4. Controls and Procedures

The information required by this item is filed as part of this Form 10-Q. See Index to Financial Information at page F-1 of this Form 10-Q.

PART II

Item 1. Legal Proceedings

We are involved in litigation arising in the ordinary course of business, such as defamation actions, and governmental proceedings primarily relating to renewal of broadcast licenses, none of which is expected to result in material loss.

Item 1A. Risk Factors

There have been no material changes to the factors disclosed in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012, except for the following risk factor which has been updated:

Ownership of our Common Voting Shares by descendants of our founder could inhibit potential change of control.

Certain descendants of Edward W. Scripps own approximately 93% of our Common Voting Shares and are signatories to the Scripps Family Agreement, which governs the transfer and voting of Common Voting Shares held by them.

As a result of the foregoing, these descendants have the ability to elect two-thirds of the Board of Directors and to direct the outcome of any matter on which Ohio law does not require a vote of the Class A Common Shares. Because this concentrated control could discourage others from initiating any potential merger, takeover or other change of control transaction, the market price of our Class A Common Shares could be adversely affected.

Item 2. Unregistered Sales of Equity and Use of Proceeds

There were no sales of unregistered equity securities during the quarter for which this report is filed.

The following table provides information about Company purchases of Class A Common shares during the quarter ended June 30, 2013 and the remaining amount that may still be purchased under the program:

Period	Total number of shares purchased	Average price paid per share	Total market value of shares purchased	Maximum value that may yet be purchased under the plans or programs
4/1/13 - 4/30/13	—	—	—	$ 89,352,371
5/1/13 - 5/31/13	942,378	$ 13.63	$ 12,843,623	$ 76,508,748
6/1/13 - 6/30/13	800,364	14.27	11,419,205	$ 65,089,543
Total	1,742,742	$ 13.92	$ 24,262,828	

In November 2012, our board of directors authorized a repurchase program of up to $100 million of our Class A Common shares through December 2014.

Item 3. Defaults Upon Senior Securities

There were no defaults upon senior securities during the quarter for which this report is filed.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

The information required by this item is filed as part of this Form 10-Q. See Index to Exhibits at page E-1 of this Form 10-Q.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

	THE E. W. SCRIPPS COMPANY	
Dated: August 9, 2013	By:	/s/ Douglas F. Lyons
		Douglas F. Lyons
		Vice President and Controller
		(Principal Accounting Officer)

The E. W. Scripps Company
Index to Financial Information

Condensed Consolidated Balance Sheets (Unaudited)

(in thousands, except share data)		As of June 30, 2013		As of December 31, 2012
Assets				
Current assets:				
Cash and cash equivalents	$	218,101	$	242,642
Restricted cash		8,210		10,010
Accounts and notes receivable (less allowances - $1,591 and $2,491)		130,059		125,639
Inventory		6,864		6,437
Deferred income taxes		7,210		7,210
Income taxes receivable		6,093		2,926
Miscellaneous		7,599		7,836
Total current assets		384,136		402,700
Investments		20,330		21,115
Property, plant and equipment		367,567		374,931
Goodwill		27,966		27,966
Other intangible assets		141,334		144,783
Deferred income taxes		32,360		36,095
Miscellaneous		19,238		23,178
Total Assets	$	992,931	$	1,030,768
Liabilities and Equity				
Current liabilities:				
Accounts payable	$	16,791	$	23,329
Customer deposits and unearned revenue		24,402		26,240
Current portion of long-term debt		27,200		15,900
Accrued liabilities:				
Employee compensation and benefits		24,631		37,118
Miscellaneous		29,524		28,545
Other current liabilities		9,786		14,901
Total current liabilities		132,334		146,033
Long-term debt (less current portion)		160,950		180,200
Other liabilities (less current portion)		159,704		164,625
Equity:				
Preferred stock, $.01 par — authorized: 25,000,000 shares; none outstanding		—		—
Common stock, $.01 par:				
Class A — authorized: 240,000,000 shares; issued and outstanding: 45,157,991 and 43,594,229 shares		452		436
Voting — authorized: 60,000,000 shares; issued and outstanding: 11,932,722 and 11,932,735 shares		119		119
Total		571		555
Additional paid-in capital		520,196		517,688
Retained earnings		131,175		136,293
Accumulated other comprehensive loss, net of income taxes:				
Unrealized loss on derivatives		(338)		(1,009)
Pension liability adjustments		(113,875)		(115,831)
Total The E.W. Scripps Company shareholders’ equity		537,729		537,696
Noncontrolling interest		2,214		2,214
Total equity		539,943		539,910
Total Liabilities and Equity	$	992,931	$	1,030,768

See notes to condensed consolidated financial statements.

Condensed Consolidated Statements of Income (Unaudited)

(in thousands, except per share data)	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Operating Revenues:				
Advertising	$ 158,105	$ 168,869	$ 305,252	$ 324,452
Subscriptions	28,096	28,642	58,567	60,267
Other	21,652	19,423	42,687	39,342
Total operating revenues	207,853	216,934	406,506	424,061
Costs and Expenses:				
Employee compensation and benefits	96,129	97,152	196,828	197,863
Programs and program licenses	13,218	14,499	26,014	28,954
Newsprint, press supplies, and other printing costs	11,407	12,678	24,351	26,443
Newspaper distribution	11,941	12,320	24,214	25,533
Other expenses	51,246	48,929	100,127	96,528
Pension expense	2,569	1,819	4,538	3,775
Acquisition and related integration costs	—	—	—	5,826
Separation and restructuring costs	1,425	2,355	2,401	4,066
Total costs and expenses	187,935	189,752	378,473	388,988
Depreciation, Amortization, and (Gains) Losses:				
Depreciation	10,035	10,832	20,137	21,362
Amortization of intangible assets	1,739	1,771	3,451	3,547
(Gains) losses, net on disposal of property, plant and equipment	(42)	212	(37)	(30)
Net depreciation, amortization, and (gains) losses	11,732	12,815	23,551	24,879
Operating income	8,186	14,367	4,482	10,194
Interest expense	(2,656)	(3,211)	(5,269)	(6,365)
Miscellaneous, net	(1,634)	(1,435)	(2,938)	(1,552)
Income (loss) from operations before income taxes	3,896	9,721	(3,725)	2,277
Provision (benefit) for income taxes	711	4,305	(4,239)	1,276
Net income	3,185	5,416	514	1,001
Net income attributable to noncontrolling interests	—	—	—	—
Net income attributable to the shareholders of The E.W. Scripps Company	$ 3,185	$ 5,416	$ 514	$ 1,001
Net income per basic share of common stock attributable to the shareholders of The E.W. Scripps Company:	$ 0.05	$ 0.09	$ 0.01	$ 0.02
Net income per diluted share of common stock attributable to the shareholders of The E.W. Scripps Company:	$ 0.05	$ 0.09	$ 0.01	$ 0.02

See notes to condensed consolidated financial statements.

Condensed Consolidated Statements of Comprehensive Income (Unaudited)

(in thousands)	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Net income	$ 3,185	$ 5,416	$ 514	$ 1,001
Changes in fair value of derivative, net of tax of $371, $(477), $406 and $(445)	612	(796)	671	(742)
Changes in defined benefit pension plans, net of tax of $1,001, $353, $1,299 and $691	1,105	591	1,956	1,152
Total comprehensive income	4,902	5,211	3,141	1,411
Less comprehensive income attributable to noncontrolling interest	—	—	—	—
Total comprehensive income attributable to the shareholders of The E.W. Scripps Company	$ 4,902	$ 5,211	$ 3,141	$ 1,411

See notes to condensed consolidated financial statements.

Condensed Consolidated Statements of Cash Flows (Unaudited)

(in thousands)	Six Months Ended June 30, 2013	2012
Cash Flows from Operating Activities:		
Net income	$ 514	$ 1,001
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation and amortization	23,588	24,909
Contract termination fees	—	5,663
Gains on sale of property, plant and equipment	(37)	(30)
Deferred income taxes	2,041	2,794
Excess tax benefits of share-based compensation plans	—	(4,311)
Stock and deferred compensation plans	4,757	4,881
Pension expense, net of payments	3,113	1,863
Other changes in certain working capital accounts, net	(31,044)	29,258
Miscellaneous, net	1,960	1,910
Net cash provided by operating activities	4,892	67,938
Cash Flows from Investing Activities:		
Additions to property, plant and equipment	(12,169)	(6,086)
Purchase of investments	(1,375)	(1,272)
Change in restricted cash	1,800	—
Miscellaneous, net	320	486
Net cash used in investing activities	(11,424)	(6,872)
Cash Flows from Financing Activities:		
Payments on long-term debt	(7,950)	(7,950)
Repurchase of Class A Common shares	(34,910)	(16,407)
Proceeds from employee stock options	33,675	4,605
Tax payments related to shares withheld for RSUs	(5,970)	(7,423)
Excess tax benefits from stock compensation plans	—	4,311
Miscellaneous, net	(2,854)	1,015
Net cash used in financing activities	(18,009)	(21,849)
(Decrease) increase in cash and cash equivalents	(24,541)	39,217
Cash and cash equivalents:		
Beginning of year	242,642	127,889
End of period	$ 218,101	$ 167,106
Supplemental Cash Flow Disclosures		
Interest paid	$ 3,917	$ 4,735
Income taxes paid	$ 111	$ 741

See notes to condensed consolidated financial statements.

Condensed Consolidated Statements of Equity (Unaudited)

(in thousands, except share data)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total Equity
As of December 31, 2011	$ 543	$ 515,421	$ 96,105	$ (97,548)	$ 2,480	$ 517,001
Net income	—	—	1,001	—	—	1,001
Changes in defined benefit pension plans	—	—	—	1,152	—	1,152
Change in fair value of derivative	—	—	—	(742)	—	(742)
Repurchase 1,772,193 Class A Common Shares	(18)	(16,389)	—	—	—	(16,407)
Compensation plans: 2,165,341 net shares issued *	21	2,026	—	—	—	2,047
Excess tax benefits of compensation plans	—	6,500	—	—	—	6,500
As of June 30, 2012	$ 546	$ 507,558	$ 97,106	$ (97,138)	$ 2,480	$ 510,552
As of December 31, 2012	$ 555	$ 517,688	$ 136,293	$ (116,840)	$ 2,214	$ 539,910
Net income	—	—	514	—	—	514
Changes in defined benefit pension plans	—	—	—	1,956	—	1,956
Change in fair value of derivative	—	—	—	671	—	671
Repurchase 2,684,876 Class A Common Shares	(27)	(29,251)	(5,632)	—	—	(34,910)
Compensation plans: 4,248,638 net shares issued *	43	31,759	—	—	—	31,802
As of June 30, 2013	$ 571	$ 520,196	$ 131,175	$ (114,213)	$ 2,214	$ 539,943

** Net of $5,970 in 2013 and $7,423 in 2012 of tax payments related to shares withheld for vested stock and RSUs.*

See notes to condensed consolidated financial statements.

Condensed Notes to Consolidated Financial Statements (Unaudited)

1. Summary of Significant Accounting Policies

As used in the Condensed Notes to Consolidated Financial Statements, the terms “Scripps,” “Company,” “we,” “our,” or “us” may, depending on the context, refer to The E. W. Scripps Company, to one or more of its consolidated subsidiary companies or to all of them taken as a whole.

Basis of Presentation — The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. The interim financial statements should be read in conjunction with the audited consolidated financial statements, including the notes thereto included in our 2012 Annual Report on Form 10-K. In management's opinion all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the interim periods have been made. Certain amounts in prior periods have been reclassified to conform to the current period’s presentation.

Results of operations are not necessarily indicative of the results that may be expected for future interim periods or for the full year.

Nature of Operations — We are a diverse media company with interests in television and newspaper publishing. All of our media businesses provide content and advertising services via digital platforms, including the Internet, mobile devices and tablets. Our media businesses are organized into the following reportable business segments: Television, Newspapers, and Syndication and other. Additional information for our business segments is presented in the Notes to our Condensed Consolidated Financial Statements.

Use of Estimates — Preparing financial statements in accordance with accounting principles generally accepted in the United States of America requires us to make a variety of decisions that affect the reported amounts and the related disclosures. Such decisions include the selection of accounting principles that reflect the economic substance of the underlying transactions and the assumptions on which to base accounting estimates. In reaching such decisions, we apply judgment based on our understanding and analysis of the relevant circumstances, including our historical experience, actuarial studies and other assumptions.

Our financial statements include estimates and assumptions used in accounting for our defined benefit pension plans; the periods over which long-lived assets are depreciated or amortized; the fair value of long-lived assets, goodwill and indefinite lived assets; the liability for uncertain tax positions and valuation allowances against deferred income tax assets; and self-insured risks.

While we re-evaluate our estimates and assumptions on an ongoing basis, actual results could differ from those estimated at the time of preparation of the financial statements.

Revenue Recognition — We recognize revenue when persuasive evidence of a sales arrangement exists, delivery occurs or services are rendered, the sales price is fixed or determinable and collectability is reasonably assured.

Our primary sources of revenue are from the sale of print, broadcast and digital advertising and the sale of newspaper subscriptions.

The revenue recognition policies for each source of revenue are described in our Annual Report on Form 10-K for the year ended December 31, 2012.

Share-Based Compensation — We have a Long-Term Incentive Plan (the “Plan”) which is described more fully in our Annual Report on Form 10-K for the year ended December 31, 2012. The Plan provides for the award of incentive and nonqualified stock options, stock appreciation rights, restricted stock units (RSUs), unrestricted Class A Common shares and performance units to key employees and non-employee directors.

Share-based compensation costs totaled $0.5 million and $1.6 million for the second quarter of 2013 and 2012, respectively. Year-to-date share-based compensation costs totaled $3.9 million and $4.7 million in 2013 and 2012, respectively.

Earnings Per Share ("EPS") — Unvested awards of share-based payments with rights to receive dividends or dividend equivalents, such as our RSUs, are considered participating securities for purposes of calculating EPS. Under the two-class method, we allocate a portion of net income to these participating securities and therefore exclude that income from the calculation of EPS for common stock. We do not allocate losses to the participating securities.

The following table presents information about basic and diluted weighted-average shares outstanding:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	2013	2012	2013	2012
Numerator (for basic and diluted earnings per share)				
Net income attributable to the shareholders of The E.W. Scripps Company	$ 3,185	$ 5,416	$ 514	$ 1,001
Less income allocated to RSUs	(89)	(225)	(16)	(51)
Numerator for basic and diluted earnings per share	$ 3,096	$ 5,191	$ 498	$ 950
Denominator				
Basic weighted-average shares outstanding	57,448	55,146	56,894	54,961
Effect of dilutive securities:				
Stock options held by employees and directors	1,299	340	1,172	221
Diluted weighted-average shares outstanding	58,747	55,486	58,066	55,182
Anti-dilutive securities [1]	—	5,824	—	5,824

[1] Amount outstanding at Balance Sheet date, before application of the treasury stock method and not weighted for period outstanding.

Derivative Financial Instruments — It is our policy that derivative transactions are executed only to manage exposures arising in the normal course of business and not for the purpose of creating speculative positions or trading. Derivative financial instruments are utilized to manage interest rate risks. We do not hold derivative financial instruments for trading purposes. All derivatives must be recorded on the balance sheet at fair value. Each derivative is designated as a cash flow hedge or remains undesignated. Changes in the fair value of derivatives that are designated and effective as cash flow hedges are recorded in other comprehensive income (loss) and reclassified to the statement of operations when the effects of the item being hedged are recognized in the statement of operations. These changes are offset in earnings to the extent the hedge was effective by fair value changes related to the risk being hedged on the hedged item. Changes in the fair value of undesignated hedges are recognized currently in the statement of operations. All ineffective changes in derivative fair values are recognized currently in earnings.

All designated hedges are formally documented as to the relationship with the hedged item as well as the risk-management strategy. Both at inception and on an ongoing basis the hedging instrument is assessed as to its effectiveness, when applicable. If and when a derivative is determined not to be highly effective as a hedge, or the underlying hedged transaction is no longer likely to occur, or the hedge designation is removed, or the derivative is terminated, the hedge accounting discussed above is discontinued.

2. Recently Adopted Standards and Issued Accounting Standards

Recently Adopted Accounting Standards — In February 2013, the FASB issued new guidance regarding the disclosure of comprehensive income (loss). The update requires an entity to present either on the face of the statement where net income (loss) is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income (loss) by the respective line items of net income (loss) but only if the amount reclassified is required under US GAAP to be reclassified to net income (loss) in its entirety in the same reporting period. For other amounts that are not required under US GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under US GAAP that provide additional details about those amounts. The update was effective for us on January 1, 2013. The implementation of this amended accounting guidance did not have a material impact on our consolidated financial position and results of operations.

In July 2012, the FASB amended the guidance on testing indefinite-lived assets, other than goodwill, for impairment. Under the revised guidance, an entity testing an indefinite-lived intangible asset for impairment has the option of performing a qualitative assessment before performing quantitative tests. If the entity determines, on the basis of qualitative factors, that the fair value of the indefinite-lived intangible asset is not more likely than not impaired, the entity would not need to perform the quantitative tests. This guidance will be effective for our annual impairment tests for the year ending December 31, 2013. The adoption of this guidance did not have a material impact on our financial statements; rather it may change our approach to testing indefinite-lived intangible assets for impairment.

3. Income Taxes

We file a consolidated federal income tax return, consolidated unitary tax returns in certain states, and other separate state income tax returns for our subsidiary companies.

The income tax provision for interim periods is determined based upon the expected effective income tax rate for the full year and the tax rate applicable to certain discrete transactions in the interim period. To determine the annual effective income tax rate, we must estimate both the total income (loss) before income tax for the full year and the jurisdictions in which that income (loss) is subject to tax. The actual effective income tax rate for the full year may differ from these estimates if income (loss) before income tax is greater or less than what was estimated or if the allocation of income (loss) to jurisdictions in which it is taxed is different from the estimated allocations. We review and adjust our estimated effective income tax rate for the full year each quarter based upon our most recent estimates of income (loss) before income tax for the full year and the jurisdictions in which we expect that income will be taxed.

The effective income tax rate for the six months ended June 30, 2013 and 2012, was 114% and 56.0%, respectively. The primary reason for the difference between these rates and the U.S. Federal statutory rate of 35% is the impact of state taxes, non-deductible expenses and reserves for uncertain tax positions (including interest). We recognized $2.4 million of previously unrecognized tax benefits in the first six months of 2013 upon settlement of audits or when the statutes of limitations lapsed in certain tax jurisdictions.

Deferred tax assets totaled $39.6 million at June 30, 2013. Management believes that it is more likely than not that we will realize the benefits of our Federal deferred tax assets and therefore has not recorded a valuation allowance for our Federal deferred tax assets. If economic conditions worsen, future estimates of taxable income could be lower than our current estimates, which may require valuation allowances to be recorded in future reporting periods.

During the period ended June 30, 2013, deferred tax assets relating to employee share-based compensation from the vesting of RSU's and the exercise of stock options have not been recognized since we are in a net tax loss position as of June 30, 2013. The additional tax benefits will be reflected as net operating loss carryforwards when we file our tax return for 2013, but the additional tax benefits are not recorded under GAAP until the tax deduction reduces taxes payable. The amount of unrecognized tax deductions for the period ended June 30, 2013 was approximately $26 million.

4. Restricted Cash

At June 30, 2013 and December 31, 2012, we had $8.2 million and $10 million, respectively, in a restricted cash account on deposit with our insurance carrier. This account serves as collateral, in place of an irrevocable stand-by letter of credit, to provide financial assurance that we will fulfill our obligations with respect to cash requirements associated with workers compensation self-insurance. This cash is to remain on deposit with the carrier until all claims have been paid or we provide a letter of credit in lieu of the cash deposit.

5. Goodwill and Other Intangible Assets

Other intangible assets consisted of the following:

(in thousands)	As of June 30, 2013	As of December 31, 2012
Amortizable intangible assets:		
Carrying amount:		
Television network affiliation relationships	$ 78,844	$ 78,844
Customer lists and advertiser relationships	22,304	22,304
Other	3,561	3,765
Total carrying amount	104,709	104,913
Accumulated amortization:		
Television network affiliation relationships	(7,717)	(5,755)
Customer lists and advertiser relationships	(11,737)	(10,346)
Other	(1,736)	(1,844)
Total accumulated amortization	(21,190)	(17,945)
Net amortizable intangible assets	83,519	86,968
Other indefinite-lived intangible assets — FCC licenses	57,815	57,815
Total other intangible assets	$ 141,334	$ 144,783

Goodwill by business segment was as follows:

(in thousands)	Television	Newspapers	Total
Gross balance at December 31, 2012	$ 243,380	$ 778,900	$ 1,022,280
Accumulated impairment losses	(215,414)	(778,900)	(994,314)
Net balance as of December 31, 2012	$ 27,966	$ —	$ 27,966
Gross balance as of June 30, 2013	$ 243,380	$ 778,900	$ 1,022,280
Accumulated impairment losses	(215,414)	(778,900)	(994,314)
Net balance at June 30, 2013	$ 27,966	$ —	$ 27,966

Estimated amortization expense of intangible assets for each of the next five years is $3.6 million for the remainder of 2013, $6.8 million in 2014, $6.7 million in 2015, $6.7 million in 2016, $4.2 million in 2017, $4.2 million in 2018, and $51.3 million in later years.

6. Long-Term Debt

Long-term debt consisted of the following:

(in thousands)	As of June 30, 2013	As of December 31, 2012
Variable rate credit facility	$ —	$ —
Term loan	188,150	196,100
Long-term debt	188,150	196,100
Current portion of long-term debt	27,200	15,900
Long-term debt (less current portion)	$ 160,950	$ 180,200
Fair value of long-term debt *	$ 194,000	$ 196,100

* Fair value was estimated based on current rates available to the Company for debt of the same remaining maturity and are classified as Level 2 in the fair value hierarchy.

We have a $312 million revolving credit and term loan agreement (“Financing Agreement”). The Financing Agreement, which expires in December 2016, includes a $212 million term loan and a $100 million revolving credit facility.

The Financing Agreement includes certain affirmative and negative covenants, including maintenance of minimum fixed charge coverage and leverage ratios, as defined in the Financing Agreement. We were in compliance with all covenants at June 30, 2013 and December 31, 2012.

Interest is payable at rates based on LIBOR plus a margin based on our leverage ratio ranging from 3.5% to 4.0%. As of June 30, 2013 and December 31, 2012, the interest rate was 3.70% and 3.72%, respectively. The Financing Agreement also includes a provision that in certain circumstances we must use a portion of excess cash flow to repay debt. As of June 30, 2013, the current portion of long-term debt includes $6.0 million for the expected additional principal payment based on excess cash flow for 2013. The weighted-average interest rate on borrowings was 3.70% and 4.25% for the six months ended June 30, 2013 and 2012, respectively.

Scheduled principal payments on long-term debt at June 30, 2013, are: $8.0 million for the remainder of 2013, $26.5 million in 2014, $26.5 million in 2015, and $127.2 million in 2016.

Under the terms of the Financing Agreement we granted the lenders mortgages on certain of our real property, pledges of our equity interests in our subsidiaries and security interests in substantially all other personal property, including cash, accounts receivables, inventories and equipment.

The Financing Agreement allows us to make restricted payments (dividends and share repurchases) up to $25 million plus additional amounts based on our financial results and condition, up to a maximum of $250 million over the term of the agreement. We can also make additional restricted payments for share repurchases equal to the amount of proceeds that we receive from the exercise of stock options held by our employees. We can make acquisitions up to $25 million plus additional amounts based on our financial results and condition, up to a maximum of $150 million.

Commitment fees of 0.50% per annum of the total unused commitment are payable under the revolving credit facility.

As of June 30, 2013 and December 31, 2012, we had outstanding letters of credit totaling $0.2 million and $1.1 million, respectively.

7. Financial Instruments

We are exposed to various market risks, including changes in interest rates. To manage risks associated with the volatility of changes in interest rates we may enter into interest rate management instruments.

We utilize interest rate swaps to manage our interest expense exposure by fixing our interest rate on portions of our floating rate term loan. We have entered into a $75 million notional value interest rate swap expiring in March 2016 which provides for a fixed interest rate of 1.08%. We did not provide or receive any collateral for this contract. The fair value of this financial derivative, which is designated as and qualifies as a cash flow hedge, is determined using the market standard methodology of netting the discounted future fixed cash receipts (or payments) and the discounted expected variable cash payments (or receipts). The variable cash payments (or receipts) are based on the expectation of future interest rates (forward curves) derived from observed market interest rate curves and implied volatilities. In addition, credit valuation adjustments, which consider the impact of any credit enhancements to the contracts, are incorporated in the fair values to account for potential nonperformance risk.

Fair Value of Derivative Instruments

The notional amounts and fair values of derivative instruments designated as cash flow are shown below.

	As of June 30, 2013			As of December 31, 2012		
	Notional	Fair value		Notional	Fair value	
(in thousands)	amount	Asset	Liability (1)	amount	Asset	Liability (1)
Derivatives designated as cash flow hedges:						
Interest rate swap	$ 75,000	$ —	$ 541	$ 75,000	$ —	$ 1,619

(1) Balance recorded in "Other liabilities"

The above derivative instrument that is designated and qualifies as a cash flow hedge and the effective portion of the unrealized gain and loss on the derivative is reported as a component of accumulated other comprehensive loss and reclassified into earnings in the same period or periods during which the hedged transactions affect earnings. Gain and loss on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings.

	Three months ended June 30, 2013		
(in thousands)	Effective portion recognized in Accumulated OCL, Gain/(Loss)	Reclassified from Accumulated OCL, Gain/(Loss)	Ineffective portion and amount excluded from effectiveness testing Gain/(Loss)
Derivatives designated as cash flow hedges:			
Interest rate swap	$ 817	$ 167	$ —

(in thousands)	Three months ended June 30, 2012 Effective portion recognized in Accumulated OCL, Gain/(Loss)	Reclassified from Accumulated OCL, Gain/(Loss)	Ineffective portion and amount excluded from effectiveness testing Gain/(Loss)
Derivatives designated as cash flow hedges:			
Interest rate swap	$ (1,401)	$ 160	$ —

(in thousands)	Six months ended June 30, 2013 Effective portion recognized in Accumulated OCL, Gain/(Loss)	Reclassified from Accumulated OCL, Gain/(Loss)	Ineffective portion and amount excluded from effectiveness testing Gain/(Loss)
Derivatives designated as cash flow hedges:			
Interest rate swap	$ 745	$ 333	$ —

(in thousands)	Six months ended June 30, 2012 Effective portion recognized in Accumulated OCL, Gain/(Loss)	Reclassified from Accumulated OCL, Gain/(Loss)	Ineffective portion and amount excluded from effectiveness testing Gain/(Loss)
Derivatives designated as cash flow hedges:			
Interest rate swap	$ (1,389)	$ 202	$ —

8. Fair Value Measurement

We measure certain financial assets and liabilities at fair value on a recurring basis, such as derivatives. The fair value of these financial assets and liabilities were determined based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

- Level 1 — Quoted prices in active markets for identical assets or liabilities.
- Level 2 — Inputs, other than quoted market prices in active markets, that are observable either directly or indirectly.
- Level 3 — Unobservable inputs based on our own assumptions.

The following tables set forth our assets and liabilities that are measured at fair value on a recurring basis at June 30, 2013 and December 31, 2012:

	As of June 30, 2013			
(in thousands)	Total	Level 1	Level 2	Level 3
Assets/(Liabilities):				
Cash equivalents	$ 52,000	$ 52,000	$ —	$ —
Interest rate swap	(541)	—	(541)	—

(in thousands)	As of December 31, 2012 Total	Level 1	Level 2	Level 3
Assets/(Liabilities):				
Cash equivalents	$ —	$ —	$ —	$ —
Interest rate swap	(1,619)	—	(1,619)	—

9. Other Liabilities

Other liabilities consisted of the following:

(in thousands)	As of June 30, 2013	As of December 31, 2012
Employee compensation and benefits	$ 21,349	$ 20,596
Liability for pension benefits	112,446	112,556
Liabilities for uncertain tax positions	10,885	12,534
Other	15,024	18,939
Other liabilities (less current portion)	$ 159,704	$ 164,625

10. Noncontrolling Interests

Individuals and other entities own a 4% noncontrolling interest in the capital stock of the subsidiary company that publishes our Memphis newspaper and a 6% noncontrolling interest in the capital stock of the subsidiary company that publishes our Evansville newspaper. We are not required to redeem the noncontrolling interests in these subsidiary companies.

11. Supplemental Cash Flow Information

The following table presents additional information about the change in certain working capital accounts:

(in thousands)	Six Months Ended June 30, 2013	2012
Other changes in certain working capital accounts, net		
Accounts and notes receivable	$ (4,420)	$ 7,494
Income taxes receivable/payable — net	(3,167)	25,769
Accounts payable	(6,538)	(3,220)
Accrued employee compensation and benefits	(12,487)	(2,607)
Other accrued liabilities	467	(2,121)
Other, net	(4,899)	3,943
Total	$ (31,044)	$ 29,258

12. Employee Benefit Plans

We sponsor various noncontributory defined benefit plans covering substantially all full-time employees that began employment prior to June 30, 2008. We also have a non-qualified Supplemental Executive Retirement Plan ("SERP"). Effective June 30, 2009, we froze the accrual of benefits under our defined benefit pension plans that cover the majority of our employees and our SERP.

We sponsor a defined contribution plan covering substantially all non-union and certain union employees. We match a portion of employees' voluntary contributions to this plan. In connection with freezing the accrual of service credits under certain of our defined benefit pension plans, we began contributing additional amounts to certain employees' defined contribution retirement accounts in 2011. These transition credits, which we will make through 2014, are determined based upon the employee's age and compensation.

Other union-represented employees are covered by defined benefit pension plans jointly sponsored by us and the union, or by union-sponsored multi-employer plans.

The components of the expense consisted of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	2013	2012	2013	2012
Service cost	$ 17	$ 13	$ 34	$ 26
Interest cost	5,975	6,470	11,951	12,940
Expected return on plan assets, net of expenses	(5,371)	(5,642)	(10,742)	(11,283)
Amortization of prior service cost	—	1	—	1
Amortization of actuarial loss	1,061	869	2,122	1,739
Total for defined benefit plans	1,682	1,711	3,365	3,423
Multi-employer plans	111	114	231	234
SERP	887	211	1,173	455
Defined contribution plans	2,907	2,693	6,286	5,429
Net periodic benefit cost	$ 5,587	$ 4,729	$ 11,055	$ 9,541

We contributed $1.3 million to fund current benefit payments for our SERP during the first six months of 2013. We anticipate contributing an additional $1.1 million to fund the SERP's benefit payments during the remainder of 2013. We contributed $0.1 million to our defined benefit plans during the first six months of 2013.

A settlement charge of $0.6 million was recorded in the second quarter of 2013 for our SERP plan. We remeasured our SERP liability in the second quarter of 2013, reflecting the settlement of a significant portion of the plan's obligations. The actuarial assumptions used to remeasure the plan liability were substantially the same as those used in the December 31, 2012 measurement, except for an increase in the discount rate to 5%. The remeasurement reduced our pension liabilities and accumulated comprehensive loss by $3.3 million.

13. Segment Information

We determine our business segments based upon our management and internal reporting structure. Our reportable segments are strategic businesses that offer different products and services.

Television includes ten ABC affiliates, three NBC affiliates, one independent station and five Azteca affiliates. Our television stations reach approximately 13% of the nation's television households. Television stations earn revenue primarily from the sale of advertising time to local and national advertisers.

Our newspaper business segment includes daily and community newspapers in 13 markets in the U.S. Newspapers earn revenue primarily from the sale of advertising space to local and national advertisers and from the sale of newspaper subscriptions to readers.

Syndication and other primarily includes syndication of news features and comics and other features for the newspaper industry.

We allocate a portion of certain corporate costs and expenses, including information technology, certain employee benefits, digital operations services and other shared services, to our business segments. The allocations are generally amounts agreed upon by management, which may differ from an arms-length amount. Corporate assets are primarily cash and cash equivalents, restricted cash and other short-term investments, property and equipment primarily used for corporate purposes, and deferred income taxes. A portion of our digital operations which are not allocated to our newspaper and television segments is included in shared services and corporate.

Our chief operating decision maker evaluates the operating performance of our business segments and makes decisions about the allocation of resources to our business segments using a measure called segment profit. Segment profit excludes interest, defined benefit plan pension expense (other than current service cost), income taxes, depreciation and amortization, impairment charges, divested operating units, restructuring activities, investment results and certain other items that are included in net income (loss) determined in accordance with accounting principles generally accepted in the United States of America.

Information regarding our business segments is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	2013	2012	2013	2012
Segment operating revenues:				
Television	$ 111,393	$ 117,097	$ 208,259	$ 216,654
Newspapers	93,452	97,180	192,940	201,559
Syndication and other	3,008	2,657	5,307	5,848
Total operating revenues	$ 207,853	$ 216,934	$ 406,506	$ 424,061
Segment profit (loss):				
Television	$ 30,532	$ 34,916	$ 47,024	$ 52,792
Newspapers	5,882	4,566	11,819	11,731
Syndication and other	(446)	(401)	32	408
Shared services and corporate	(12,056)	(7,725)	(23,903)	(16,191)
Depreciation and amortization of intangibles	(11,774)	(12,603)	(23,588)	(24,909)
Gains (losses), net on disposal of property, plant and equipment	42	(212)	37	30
Pension expense	(2,569)	(1,819)	(4,538)	(3,775)
Interest expense	(2,656)	(3,211)	(5,269)	(6,365)
Acquisition and related integration costs	—	—	—	(5,826)
Separation and restructuring costs	(1,425)	(2,355)	(2,401)	(4,066)
Miscellaneous, net	(1,634)	(1,435)	(2,938)	(1,552)
Income (loss) from continuing operations before income taxes	$ 3,896	$ 9,721	$ (3,725)	$ 2,277
Depreciation:				
Television	$ 5,616	$ 5,768	$ 11,207	$ 11,389
Newspapers	4,004	4,823	8,117	9,473
Syndication and other	19	12	38	24
Shared services and corporate	396	229	775	476
Total depreciation	$ 10,035	$ 10,832	$ 20,137	$ 21,362
Amortization of intangibles:				
Television	$ 1,602	$ 1,594	$ 3,179	$ 3,189
Newspapers	137	177	272	358
Total amortization of intangibles	$ 1,739	$ 1,771	$ 3,451	$ 3,547
Additions to property, plant and equipment:				
Television	$ 3,269	$ 3,975	$ 5,156	$ 4,551
Newspapers	572	392	1,461	926
Shared services and corporate	3,349	582	5,552	609
Total additions to property, plant and equipment	$ 7,190	$ 4,949	$ 12,169	$ 6,086

No single customer provides more than 10% of our revenue.

14. Spin-off of Scripps Networks Interactive, Inc.

On July 1, 2008, we distributed all of the shares of Scripps Networks Interactive, Inc. ("SNI") to shareholders of record as of the close of business on June 16, 2008. SNI owned and operated our national lifestyle cable television networks and interactive media businesses.

In connection with the separation we entered into several agreements, including a Tax Allocation Agreement. This agreement sets forth the allocations between us and SNI with regards to liabilities for federal, state and local taxes for periods prior to the separation.

Under the terms of the Tax Allocation Agreement we receive any tax deductions for share-based compensation awards held by our employees in SNI. In the first half of 2013 and 2012, tax deductions resulting from the exercise of those awards totaled approximately $8.9 million and $11.1 million, respectively. At June 30, 2013, our employees held options on approximately 0.6 million SNI shares, which expire through 2015.

15. Capital Stock

Capital Stock — We have two classes of common shares, Common Voting Shares and Class A Common shares. The Class A Common shares are only entitled to vote on the election of the greater of three or one-third of the directors and other matters as required by Ohio law.

Share Repurchase Plan — In November 2012, our board of directors authorized a repurchase program of up to $100 million of our Class A Common shares through December 2014. Shares may be repurchased from time to time at management's discretion, either in the open market, through pre-arranged trading plans or in privately negotiated block transactions. The Company currently intends to fund approximately half of the buybacks from its cash balance and half using cash proceeds from the future exercise of employee stock options. Under the authorization, we repurchased $34.9 million of shares at prices ranging from $10.83 to $15.49 per share during the first half of 2013.

Information about options outstanding and options exercisable by year of grant as of June 30, 2013 is as follows:

			Options Outstanding and Exercisable		
Year of Grant	Range of Exercise Prices	Average Remaining Term (in years)	Options on Shares Outstanding	Weighted Average Exercise Price	Aggregate Intrinsic Value (in millions)
2003 – expire in 2013	9-10	0.33	8,065	$ 9.66	$ —
2004 – expire in 2014	10-11	0.73	355,154	10.55	1.8
2005 – expire in 2013	10	0.34	13,212	9.75	0.1
2006 – expire in 2014	10-11	0.70	518,844	10.38	2.7
2007 – expire in 2015	9-10	1.66	1,375,041	10.36	7.2
2008 – expire in 2016	7-10	2.75	2,326,834	8.70	16.0
Total	7-11	2.02	4,597,150	$ 9.54	$ 27.8

16. Accumulated Other Comprehensive Loss

Changes in accumulated other comprehensive loss ("AOCL") by component, including items reclassified out of AOCL, were as follows:

(in thousands)	Gains and Losses on Derivatives	Defined Benefit Pension Items	Other	Total
Beginning balance, March 31, 2013	$ (950)	$ (115,337)	$ 357	$ (115,930)
Other comprehensive income before reclassifications	509	—	—	509
Amounts reclassified from accumulated other comprehensive loss				
Interest rate swap [(a)], net of tax of $63	103	—	—	103
Actuarial loss [(b)], net of tax of $1,001	—	1,105	—	1,105
Net current-period other comprehensive income	612	1,105	—	1,717
Ending balance, June 30, 2013	$ (338)	$ (114,232)	$ 357	$ (114,213)

(in thousands)	Gains and Losses on Derivatives	Defined Benefit Pension Items	Other	Total
Beginning balance, December 31, 2012	$ (1,009)	$ (116,188)	$ 357	$ (116,840)
Other comprehensive income before reclassifications	464	—	—	464
Amounts reclassified from accumulated other comprehensive loss				
Interest rate swap [(a)], net of tax of $126	207	—	—	207
Actuarial loss [(b)], net of tax of $1,299	—	1,956	—	1,956
Net current-period other comprehensive income	671	1,956	—	2,627
Ending balance, June 30, 2013	$ (338)	$ (114,232)	$ 357	$ (114,213)

[(a)] Included in interest expense on the Statement of Operations
[(b)] Included in pension expense on the Statement of Operations

Management's Discussion and Analysis of Financial Condition and Results of Operations

The E. W. Scripps Company ("Scripps") is a diverse media company with interests in television stations and newspaper publishing. The Company's portfolio of media properties includes: 19 television stations, including ten ABC-affiliated stations, three NBC affiliates, one independent station and five Azteca affiliates; daily and community newspapers in 13 markets; syndication of news features and comics; and the Washington-based Scripps Howard News Service.

This discussion and analysis of financial condition and results of operations is based upon the condensed consolidated financial statements and the condensed notes to the consolidated financial statements. You should read this discussion in conjunction with those financial statements.

Forward-Looking Statements

Certain forward-looking statements related to our businesses are included in this discussion. Those forward-looking statements reflect our current expectations. Forward-looking statements are subject to certain risks, trends and uncertainties that could cause actual results to differ materially from the expectations expressed in the forward-looking statements. Such risks, trends and uncertainties, which in most instances are beyond our control, include changes in advertising demand and other economic conditions; consumers' tastes; newsprint prices; program costs; labor relations; technological developments; competitive pressures; interest rates; regulatory rulings; and reliance on third-party vendors for various products and services. The words "believe," "expect," "anticipate," "estimate," "intend" and similar expressions identify forward-looking statements. You should evaluate our forward-looking statements, which are as of the date of this filing, with the understanding of their inherent uncertainty. We undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date the statement is made.

Executive Overview

Our 2011 addition of nine local television stations in four markets through the acquisition of McGraw-Hill Broadcasting Company, Inc. ("McGraw-Hill") signified our shift of the balance of the Company's assets toward the television business.

Our emphasis on positioning our television stations in their markets to be leaders in local news continues to show strong results. In the May 2013 ratings, 10 of our stations finished first or second in key adults demographics in at least one of the major local news time periods (6 a.m., 6 p.m. or late news). Thirteen of 14 stations improved their percentage of local news viewing in these time periods over the same time in May 2012. Our Denver and Phoenix television stations won coveted Peabody awards in 2013. We believe that our emphasis on the strategy of being the local news leader in our markets will drive stronger operating results.

We continued to see strong results from our programming strategy lessening our reliance on purchased syndicated shows. We have two original shows — a game show called *Let's Ask America* and a nightly infotainment magazine called *The List* — aired during the access period between evening news and prime time. These shows are airing in seven of our markets currently, with two additional markets being launched in the fall of this year. We have the intention of rolling them out in the rest of our markets when commitments to air other programming during that time period expire. We are also a partner in another original show called *Right This Minute*, a daily news and entertainment program, that currently airs on 12 of our stations.

In our Newspaper division, we saw the launch late in the first quarter of 2013 of our bundled-subscription strategy in our Memphis and Treasure Coast newspaper markets. At the end of the second quarter, all but two of our newspaper markets have introduced this strategy. Under our bundled strategy, subscribers receive access to all of our newspaper content on all platforms, and only limited digital content is available to non-subscribers. We expect to realize the financial benefits of the bundled subscription strategy later in the year as subscriptions renew.

We continue our investment in our digital initiatives. We are hiring and developing digital-only sales personnel, streamlining digital sales processes and creating digital content. We expect these investments to drive digital revenue growth in each of our divisions. We have hired 59 digital-only sales resources so far this year and expect to have approximately 100 on board by the end of 2013.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires us to make a variety of decisions which affect reported amounts and related disclosures, including the selection of appropriate accounting principles and the assumptions on which to base accounting estimates. In reaching such decisions, we apply judgment based on our understanding and analysis of the relevant circumstances, including our historical experience, actuarial studies and other assumptions. We are committed to incorporating accounting principles, assumptions and estimates that promote the representational faithfulness, verifiability, neutrality and transparency of the accounting information included in the financial statements.

Note 1 to the Consolidated Financial Statements included in our Annual Report on Form 10-K describes the significant accounting policies we have selected for use in the preparation of our financial statements and related disclosures. An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used or changes in estimates that are likely to occur could materially change the financial statements. We believe the accounting for Acquisitions, Long-Lived Assets, Goodwill and Indefinite-Lived Intangible Assets, Income Taxes and Pension Plans to be our most critical accounting policies and estimates. A detailed description of these accounting policies is included in the Critical Accounting Policies section of Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2012.

There have been no significant changes in those accounting policies or other significant accounting policies.

Recently Adopted Standards and Issued Accounting Standards

Recently Adopted Accounting Standards — In February 2013, the FASB issued new guidance regarding the disclosure of comprehensive income (loss). The update requires an entity to present either on the face of the statement where net income (loss) is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income (loss) by the respective line items of net income (loss) but only if the amount reclassified is required under US GAAP to be reclassified to net income (loss) in its entirety in the same reporting period. For other amounts that are not required under US GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under US GAAP that provide additional details about those amounts. The update was effective for us on January 1, 2013. The implementation of this amended accounting guidance did not have a material impact on our consolidated financial position and results of operations.

In July 2012, the FASB amended the guidance on testing indefinite-lived assets, other than goodwill, for impairment. Under the revised guidance, an entity testing an indefinite-lived intangible asset for impairment has the option of performing a qualitative assessment before performing quantitative tests. If the entity determines, on the basis of qualitative factors, that the fair value of the indefinite-lived intangible asset is not more likely than not impaired, the entity would not need to perform the quantitative tests. This guidance will be effective for our annual impairment tests for the year ending December 31, 2013. The adoption of this guidance did not have a material impact on our financial statements; rather it may change our approach to testing indefinite-lived intangible assets for impairment.

Results of Operations

The trends and underlying economic conditions affecting the operating performance and future prospects differ for each of our business segments. Accordingly, you should read the following discussion of our consolidated results of operations in conjunction with the discussion of the operating performance of our business segments that follows.

Consolidated Results of Operations

Consolidated results of operations were as follows:

	Three Months Ended June 30,			Six Months Ended June 30,		
(in thousands)	2013	Change	2012	2013	Change	2012
Operating revenues	$ 207,853	(4.2)%	$ 216,934	$ 406,506	(4.1)%	$ 424,061
Employee compensation and benefits	(96,129)	(1.1)%	(97,152)	(196,828)	(0.5)%	(197,863)
Programs and program licenses	(13,218)	(8.8)%	(14,499)	(26,014)	(10.2)%	(28,954)
Newsprint, press supplies, and other printing costs	(11,407)	(10.0)%	(12,678)	(24,351)	(7.9)%	(26,443)
Newspaper distribution	(11,941)	(3.1)%	(12,320)	(24,214)	(5.2)%	(25,533)
Other expenses	(51,246)	4.7 %	(48,929)	(100,127)	3.7 %	(96,528)
Pension expense	(2,569)	41.2 %	(1,819)	(4,538)	20.2 %	(3,775)
Acquisition and related integration costs	—		—	—		(5,826)
Separation and restructuring costs	(1,425)		(2,355)	(2,401)		(4,066)
Depreciation and amortization of intangibles	(11,774)		(12,603)	(23,588)		(24,909)
Gains (losses), net on disposal of property, plant and equipment	42		(212)	37		30
Operating income	8,186		14,367	4,482		10,194
Interest expense	(2,656)		(3,211)	(5,269)		(6,365)
Miscellaneous, net	(1,634)		(1,435)	(2,938)		(1,552)
Income (loss) from operations before income taxes	3,896		9,721	(3,725)		2,277
(Provision) benefit for income taxes	(711)		(4,305)	4,239		(1,276)
Net income	3,185		5,416	514		1,001
Net loss attributable to noncontrolling interests	—		—	—		—
Net income attributable to the shareholders of The E.W. Scripps Company	$ 3,185		$ 5,416	$ 514		$ 1,001

Continuing Operations

Operating revenues decreased 4.2% in the second quarter of 2013 compared to 2012 and 4.1% for the first six months of 2013 compared to prior year. The decrease was primarily caused by the anticipated decline in political revenues at our television stations in an off-political year and continued secular declines in newspaper advertising revenues. Political advertising revenues decreased $10.4 million and $14.8 million for the second quarter and six months ended June 30, 2013, respectively, and newspaper revenues decreased approximately 4% for 2013.

Employee compensation and benefits decreased approximately 1% in 2013. Newspaper division employees decreased by approximately 120, or 5%, from 2012. Incentive compensation in the second quarter of 2013 was $2.5 million less than the prior year quarter and was $3.9 million less for the first half of the year compared to 2012. Employee compensation and benefits associated with supporting our digital initiatives increased year-to-date costs by approximately $4 million.

Programs and program licenses decreased by 8.8% for the 2013 quarter and 10.2% for the six months ended June 30, 2013, primarily due to reduced costs for syndicated programming. Syndicated programming costs decreased $1.6 million and $3.2 million for the second quarter of 2013 and the six months ended June 30, 2013, respectively. In the third quarter of 2012 we replaced some of the syndicated programming that seven of our stations air in the access time period between evening news and prime time with programming we produce internally or in partnership with others. The decrease in syndicated programming costs was partially off-set by an increase in fees we pay under our network affiliation agreements, which require us to pay a portion of retransmission revenues above a threshold to the network.

Newsprint, press supplies and other printing costs declined by 10.0% and 7.9% for the second quarter of 2013 and the six month ended June 30, 2013, respectively, primarily due to lower expenditures for newsprint. Average newsprint prices decreased 4% and newsprint consumption decreased almost 7% for the six months ended June 30, 2013.

Distribution costs decreased by 3.1% in the second quarter of 2013 compared to the second quarter of 2012 and 5.2% for the six months ended June 30, 2013 as compared to the prior year as a result of lower net paid circulation levels. A large portion of our distribution costs are variable and increase or decrease in relation to our circulation levels.

Other expense is comprised of the following:

	Three Months Ended June 30,			Six Months Ended June 30,		
(in thousands)	2013	Change	2012	2013	Change	2012
Facilities rent and maintenance	$ 9,645	(5.0)%	$ 10,157	$ 19,861	(3.6)%	$ 20,605
Purchased news and content	3,837	(5.6)%	4,066	7,708	(5.5)%	8,153
Marketing and promotion	5,382	38.0 %	3,900	8,905	27.9 %	6,961
Miscellaneous costs	32,382	5.1 %	30,806	63,653	4.7 %	60,809
Total other expenses	$ 51,246	4.7 %	$ 48,929	$ 100,127	3.7 %	$ 96,528

Marketing and promotion costs increased primarily due to campaigns to support the launch of our bundled subscription offerings in our newspaper markets. Miscellaneous costs increased primarily from costs to support our digital initiatives.

Acquisition and related integration costs for six months ended 2012 include a $5.7 million non-cash charge associated with the cancellation of the contract with the national advertising firm that represented the McGraw-Hill stations we acquired.

Interest expense decreased in 2013 due to lower debt levels and a decline in our borrowing rate.

The effective income tax rate for continuing operations was 114% and 56.0% for the six months ended June 30, 2013 and 2012, respectively. The impact of state and local taxes and non-deductible expenses has made our effective rate volatile due to relatively small amounts of pretax income or loss in each of the reporting periods. In addition, our effective income tax rate for 2013 has been impacted by tax settlements and changes in our reserve for uncertain tax positions. In 2013, we recognized $2.4 million ($1.2 million in the second quarter) of previously unrecognized tax benefits upon settlement of tax audits or upon the lapse of the statutes of limitations in certain jurisdictions.

Business Segment Results — As discussed in the Condensed Notes to the Consolidated Financial Statements, our chief operating decision maker evaluates the operating performance of our business segments using a measure called segment profit. Segment profit excludes interest, defined benefit plan pension expense (other than current service costs), income taxes, depreciation and amortization, impairment charges, divested operating units, restructuring activities, investment results and certain other items that are included in net income (loss) determined in accordance with accounting principles generally accepted in the United States of America.

We allocate a portion of certain corporate costs and expenses, including information technology, certain employee benefits, digital operations services and other shared services, to our business segments. The allocations are generally amounts agreed upon by management, which may differ from an arms-length amount. Corporate assets are primarily cash and cash equivalents, restricted cash and other short-term investments, property and equipment primarily used for corporate purposes, and deferred income taxes. A portion of our digital operations which are not allocated to our newspaper and television segments is included in shared services and corporate.

Items excluded from segment profit generally result from decisions made in prior periods or from decisions made by corporate executives rather than the managers of the business segments. Depreciation and amortization charges are the result of decisions made in prior periods regarding the allocation of resources and are therefore excluded from the measure. Generally our corporate executives make financing, tax structure and divestiture decisions. Excluding these items from measurement of our business segment performance enables us to evaluate business segment operating performance based upon current economic conditions and decisions made by the managers of those business segments in the current period.

Information regarding the operating performance of our business segments and a reconciliation of such information to the consolidated financial statements is as follows:

	Three Months Ended June 30,			Six Months Ended June 30,		
(in thousands)	2013	Change	2012	2013	Change	2012
Segment operating revenues:						
Television	$ 111,393	(4.9)%	$ 117,097	$ 208,259	(3.9)%	$ 216,654
Newspapers	93,452	(3.8)%	97,180	192,940	(4.3)%	201,559
Syndication and other	3,008	13.2 %	2,657	5,307	(9.3)%	5,848
Total operating revenues	$ 207,853	(4.2)%	$ 216,934	$ 406,506	(4.1)%	$ 424,061
Segment profit (loss):						
Television	$ 30,532	(12.6)%	$ 34,916	$ 47,024	(10.9)%	$ 52,792
Newspapers	5,882	28.8 %	4,566	11,819	0.8 %	11,731
Syndication and other	(446)	11.2 %	(401)	32	(92.2)%	408
Shared services and corporate	(12,056)	56.1 %	(7,725)	(23,903)	47.6 %	(16,191)
Depreciation and amortization of intangibles	(11,774)		(12,603)	(23,588)		(24,909)
Gains (losses), net on disposal of property, plant and equipment	42		(212)	37		30
Pension expense	(2,569)		(1,819)	(4,538)		(3,775)
Interest expense	(2,656)		(3,211)	(5,269)		(6,365)
Acquisition and related integration costs	—		—	—		(5,826)
Separation and restructuring costs	(1,425)		(2,355)	(2,401)		(4,066)
Miscellaneous, net	(1,634)		(1,435)	(2,938)		(1,552)
Income (loss) from operations before income taxes	$ 3,896		$ 9,721	$ (3,725)		$ 2,277

Television — Television includes ten ABC-affiliated stations, three NBC-affiliated stations, one independent station and five Azteca affiliates. Our television stations reach approximately 13% of the nation's households. Our television stations earn revenue primarily from the sale of advertising time to local and national advertisers.

National television networks offer affiliates a variety of programs and sell the majority of advertising within those programs. In addition to network programs, we broadcast locally produced programs, syndicated programs, sporting events, and other programs of interest in each station's market. News is the primary focus of our locally-produced programming.

The operating performance of our television group is most affected by the health of the national and local economies, particularly conditions within the automotive, services and retail categories, and by the volume of advertising time purchased by campaigns for elective office and political issues. The demand for political advertising is significantly higher in the third and fourth quarters of even-numbered years.

Operating results for television were as follows:

	Three Months Ended June 30,			Six Months Ended June 30,		
(in thousands)	2013	Change	2012	2013	Change	2012
Segment operating revenues:						
Local	$ 61,154	1.5 %	$ 60,248	$ 114,809	(1.6)%	$ 116,677
National	32,530	3.3 %	31,491	59,392	3.9 %	57,174
Political	775		11,211	1,104		15,897
Digital	4,055	14.3 %	3,548	7,831	18.2 %	6,624
Retransmission	10,500	34.0 %	7,838	20,942	34.3 %	15,599
Other	2,379	(13.8)%	2,761	4,181	(10.7)%	4,683
Total operating revenues	111,393	(4.9)%	117,097	208,259	(3.9)%	216,654
Segment costs and expenses:						
Employee compensation and benefits	44,531	0.4 %	44,353	89,699	0.1 %	89,570
Programs and program licenses	13,218	(8.8)%	14,499	26,014	(10.2)%	28,954
Other expenses	23,112	(0.9)%	23,329	45,522	0.4 %	45,338
Total costs and expenses	80,861	(1.6)%	82,181	161,235	(1.6)%	163,862
Segment profit	$ 30,532	(12.6)%	$ 34,916	$ 47,024	(10.9)%	$ 52,792

Revenues

Television revenues decreased 4.9% in the second quarter of 2013 primarily due to expected declines in political advertising in this off-election year. For the six months ended June 30, 2013, revenues decreased by 3.9%.

We saw growth in automotive advertising, which was up 8% year-over-year in the second quarter. The services category, particularly medical and insurance advertising, remained soft in the quarter.

Retransmission revenues increased 34.0% for the second quarter of 2013 or $2.7 million and 34.3% or $5.3 million for the six months ended June 30, 2013 due to increases in the amounts we receive from our agreement with Scripps Networks. Prior to the spin-off of SNI, the rights to retransmit our broadcast signals were included as consideration in negotiations between cable and satellite system operators and the Company's cable networks. SNI pays us fixed fees for the use of our retransmission rights. As the retransmission contracts negotiated by SNI expire, we will negotiate standalone retransmission consent agreements with the cable and satellite system operators. Agreements with our two largest cable television operators, Time Warner and Comcast, expire in December 2015 and December 2019, respectively.

Digital revenues for 2013 increased $0.5 million for the second quarter and $1.2 million for the six months ended June 30, 2013, as we continued our focus on increasing digital advertising revenues.

Costs and expenses

Total costs and expenses decreased 1.6% for the quarter and year-over-year, primarily due to the decline in program and program license costs and a $1.3 million decrease in year-to-date incentive compensation expense.

Programs and program licenses decreased by 8.8% for the 2013 quarter and 10.2% for the six months ended June 30, 2013, primarily due to reduced costs for syndicated programming. Syndicated programming costs decreased $1.6 million and $3.2 million for the second quarter of 2013 and the six months ended June 30, 2013, respectively. In the third quarter of 2012 we replaced some of the syndicated programming that seven of our stations air in the access time period between evening news and prime time with programming we produce internally or in partnership. The decrease in syndicated programming costs was partially off-set by an increase in fees we pay under our network affiliation agreements, which require us to pay a portion of retransmission revenues above a threshold to the network.

Newspapers — We operate daily and community newspapers in 13 markets in the U.S. Our newspapers earn revenue primarily from the sale of advertising to local and national advertisers and from the sale of newspapers to readers. Our newspapers operate in mid-size markets, focusing on news coverage within their local markets. Advertising and subscription revenues provide substantially all of each newspaper's operating revenues, and employee, distribution and newsprint costs are the primary expenses at each newspaper. The operating performance of our newspapers is most affected by local and national economic conditions, particularly within the retail, labor, housing and automotive markets, as well as newsprint prices.

Operating results for our newspaper business were as follows:

	Three Months Ended June 30,			Six Months Ended June 30,		
(in thousands)	2013	Change	2012	2013	Change	2012
Segment operating revenues:						
Local	$ 18,473	(4.7)%	$ 19,380	$ 38,752	(2.4)%	$ 39,722
Classified	17,118	(11.3)%	19,291	35,282	(10.4)%	39,395
National	2,037	(8.9)%	2,237	3,980	(15.2)%	4,695
Preprint and other	15,973	0.2 %	15,944	32,235	(3.1)%	33,264
Digital advertising and marketing services	6,933	6.6 %	6,502	13,593	4.6 %	12,990
Advertising and marketing services	60,534	(4.5)%	63,354	123,842	(4.8)%	130,066
Subscriptions	28,096	(1.9)%	28,642	58,567	(2.8)%	60,267
Other	4,822	(7.0)%	5,184	10,531	(6.2)%	11,226
Total operating revenues	93,452	(3.8)%	97,180	192,940	(4.3)%	201,559
Segment costs and expenses:						
Employee compensation and benefits	40,653	(8.7)%	44,532	84,170	(6.8)%	90,274
Newsprint, press supplies, and other printing costs	11,405	(10.0)%	12,678	24,349	(7.9)%	26,443
Distribution	11,941	(3.1)%	12,320	24,214	(5.2)%	25,533
Other expenses	23,571	2.1 %	23,084	48,388	1.7 %	47,578
Total costs and expenses	87,570	(5.4)%	92,614	181,121	(4.6)%	189,828
Segment profit	$ 5,882	28.8 %	$ 4,566	$ 11,819	0.8 %	$ 11,731

Revenues

Advertising and marketing services revenues decreased 4.5% for the 2013 second quarter and 4.8% for the six months ended June 30, 2013, primarily as a result of continued secular changes in the demand for newspaper advertising. Automotive and employment classified advertising and national advertising remained particularly weak.

Digital advertising and marketing services include advertising on our newspaper Internet sites, digital advertising provided through audience-extension programs such as our arrangement with Yahoo!, and other digital marketing services we offer to our local advertising customers, such as managing their search engine marketing campaigns. Pure-play digital advertising and marketing services, which excluded digital advertising tied to print, increased 11% in the second quarter of 2013.

Subscriptions include fees paid by readers for access to our content in print and digital formats. Revenue decreased in 2013 compared to 2012 as price increases in home delivery and single copy did not offset declines in circulation net paid levels.

The first half of 2013 saw the launch of our bundled-subscription pricing strategy in all but two of our newspaper markets. Under our bundled offerings, subscribers receive access to all of our newspaper content on all platforms, and only limited digital content is available to non-subscribers. We intend to introduce bundled subscription offerings to the remainder of our markets by the end of the summer and expect to see the positive impact of increased pricing later in 2013.

Other operating revenues, including commercial printing and distribution services, were down slightly for the second quarter and six months ended June 30, 2013.

Costs and expenses

Employee compensation and benefits decreased primarily due to lower employment levels and a $1.9 million decrease in incentive compensation year over year. We had approximately 5% fewer employees in 2013 as compared to 2012.

Newsprint, press supplies and other printing costs declined by 10.0% and 7.9% for the second quarter of 2013 and the six months ended June 30, 2013, respectively primarily due to lower expenditures for newsprint. Average newsprint prices decreased 4% and newsprint consumption decreased almost 7% for the six months ended June 30, 2013.

Distribution costs decreased by 3.1% in the second quarter of 2013 compared to the second quarter of 2012 and 5.2% for the six months ended June 30, 2013 as compared to the prior year as a result of lower net paid circulation levels. A large portion of our distribution costs are variable and increase or decrease in relation to our circulation levels.

Other expenses increased by approximately 2% for the 2013 quarter and the six months ended June 30, 2013, primarily due to a $2 million year-to-date increase in marketing and promotion to support the launch of our bundled subscription offerings.

Shared services and corporate

We centrally provide certain services to our business segments. Such services include digital advertising sales and operations, digital content and platform development, accounting, tax, cash management, procurement, human resources, employee benefits and information technology. The business segments are allocated costs for such services at amounts agreed upon by management. Such allocated costs may differ from amounts that might be negotiated at arms-length. Costs for such services that are not allocated to the business segments are included in shared services and corporate costs. Shared services and corporate also includes unallocated corporate costs, including costs associated with being a public company.

Shared services and corporate expenses were $12.1 million in the second quarter of 2013 and $7.7 million in the second quarter of 2012. For the six months ended June 30, 2013 shared services and corporate expenses were $23.9 million and for the six months ended June 30, 2012, they were $16.2 million. Costs to hire and develop digital-only sales personnel, streamline the digital sales processes, and create digital content that were not allocated to our newspaper and television divisions totaled $4.0 million in the second quarter of 2013 and $6.3 million for the six months ended June 30, 2013. We have hired 59 digital-only sales resources so far this year and expect to have approximately 100 on board by the end of 2013.

Liquidity and Capital Resources

Our primary source of liquidity is our available cash and borrowing capacity under our revolving credit facility.

Operating activities

Cash provided by operating activities for the six months ended June 30 is as follows:

(in thousands)	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Cash Flows from Operating Activities:		
Net income	$ 514	$ 1,001
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation and amortization	23,588	24,909
Contract termination fees	—	5,663
Gains on sale of property, plant and equipment	(37)	(30)
Deferred income taxes	2,041	2,794
Excess tax benefits of share-based compensation plans	—	(4,311)
Stock and deferred compensation plans	4,757	4,881
Pension expense, net of payments	3,113	1,863
Other changes in certain working capital accounts, net	(31,044)	29,258
Miscellaneous, net	1,960	1,910
Net cash provided by operating activities	$ 4,892	$ 67,938

The $63 million decrease in cash provided by operating activities was primarily attributable to changes in working capital in each of the periods. The primary factors affecting changes in working capital are described below.

- Accounts receivable collections decreased $11.9 million in 2013 primarily due to the high level of political advertising in the fourth quarter of 2012. Political advertising is paid in advance and displaces traditional customers. As a result, our collections of accounts receivable is lower in the quarters following the election.
- We received $25 million in 2012 for refunds of prior year taxes from the carryback of our 2011 net operating loss, increasing our cash flow from operations.
- Income tax benefits recognized in 2013 of $3.8 million will not be received until we carryback our net operating loss against our 2012 tax returns.
- The accrual of annual incentive compensation, net of the payment of amounts earned in the prior year, decreased working capital by $12.5 million in 2013 and $2.6 million in 2012.

Investing activities

Cash used in investing activities for the six months ended June 30 is as follows:

(in thousands)	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Cash Flows from Investing Activities:		
Additions to property, plant and equipment	$ (12,169)	$ (6,086)
Purchase of investments	(1,375)	(1,272)
Change in restricted cash	1,800	—
Miscellaneous, net	320	486
Net cash used in investing activities	$ (11,424)	$ (6,872)

In 2013 and 2012 we used $11.4 million and $6.9 million, respectively, in cash for investing activities. The primary factors affecting our investing activities for the periods are described below.

- In 2013, we increased our capital expenditures by $6.1 million primarily due to increased investment in our digital operations. We expect total capital expenditures for the remainder of 2013 to be approximately $10 million.
- In 2013, our restricted cash decreased by $1.8 million due to a reduction in cash held by our insurance carrier to secure payment of claims under our casualty insurance program. The cash is held as collateral in lieu of a stand-by letter of credit.

Financing activities

Cash used in financing activities for the six months ended June 30 is as follows:

	Six Months Ended June 30,	
(in thousands)	2013	2012
Cash Flows from Financing Activities:		
Payments on long-term debt	$ (7,950)	$ (7,950)
Repurchase of Class A Common shares	(34,910)	(16,407)
Proceeds from employee stock options	33,675	4,605
Tax payments related to shares withheld for RSUs	(5,970)	(7,423)
Excess tax benefits from stock compensation plans	—	4,311
Miscellaneous, net	(2,854)	1,015
Net cash used in financing activities	$ (18,009)	$ (21,849)

In 2013 and 2012 we used cash for financing activities of $18.0 million and $21.8 million, respectively. The primary factors affecting our financing activities for the years are described below.

We have a $312 million revolving credit and term loan agreement ("Financing Agreement"). The Financing Agreement, which expires in December 2016, includes a $212 million term loan and a $100 million revolving credit facility. There were no borrowings under our revolving credit agreement in 2013 and 2012. In the first six months of 2013 and 2012 we made $8 million in scheduled principal payments on our term loan. Scheduled principal payments on the term loan total $21.2 million in the next 12 months. In addition, the agreement requires we make additional principal payments equal to 50% of "excess cash flow" as defined by the agreement if our leverage ratio is greater than 2 to 1 at the end of the year. We expect to make approximately $6 million in additional principal payments in the first half of 2014.

In November 2012, our board of directors authorized the repurchase of up to $100 million of our Class A Common shares through December 2014. Shares may be repurchased from time to time at management's discretion, either in the open market, through pre-arranged trading plans or in privately negotiated block transactions. The Company currently intends to fund approximately half of the buybacks from its cash balance and half using cash proceeds from the exercise of employee stock options. We repurchased $34.9 million of shares under this authorization in the first six months of 2013. Under a previous authorization, we repurchased $16.4 million in the first half of 2012.

In 2013, we received $33.7 million of proceeds from the exercise of employee stock options compared to $4.6 million in 2012. The number of options being exercised has increased as our share price has moved above the exercise prices and the outstanding options are near their expiration date. As of December 31, 2012, our employees held options to purchase 8.0 million shares. Our employees currently hold options to purchase 4.6 million shares at exercise prices between $6.63 and $11.28 per share. The weighted average exercise price of outstanding options, all of which are exercisable, was $9.54 at June 30, 2013.

Other

We have met our funding requirements for our defined benefit pension plans under the provisions of the Pension Funding Equity Act of 2004 and the Pension Protection Act of 2006. We expect to contribute $1.1 million in the remainder of 2013 to our defined benefit pension plans, primarily to fund benefit payments under the Supplemental Executive Retirement Plan.

We expect that our cash and short-term investments and cash flow from operating activities will be sufficient to meet our operating and capital needs over the next 12 months.

Off-Balance Sheet Arrangements and Contractual Obligations

Off-Balance Sheet Arrangements

There have been no material changes to the off-balance sheet arrangements disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012.

Quantitative and Qualitative Disclosures About Market Risk

Earnings and cash flow can be affected by, among other things, economic conditions and interest rate changes. We are also exposed to changes in the market value of our investments.

Our objectives in managing interest rate risk are to limit the impact of interest rate changes on our earnings and cash flows, and to reduce overall borrowing costs.

The following table presents additional information about market-risk-sensitive financial instruments:

	As of June 30, 2013		As of December 31, 2012	
(in thousands)	Cost Basis	Fair Value	Cost Basis	Fair Value
Financial instruments subject to interest rate risk:				
Variable rate credit facilities	$ —	$ —	$ —	$ —
Term loan	188,150	194,000	196,100	196,100
Total long-term debt including current portion	$ 188,150	$ 194,000	$ 196,100	$ 196,100
Interest rate swap	$ 541	$ 541	$ 1,619	$ 1,619
Financial instruments subject to market value risk:				
Investments held at cost	$ 14,604	(a)	$ 15,242	(a)

(a) Includes securities that do not trade in public markets so the securities do not have readily determinable fair values. We estimate the fair value of these securities approximates their carrying value. There can be no assurance that we would realize the carrying value upon sale of the securities.

We utilize interest rate swaps to manage our interest expense exposure by fixing our interest rate on portions of our floating rate term loan. We have entered into a $75 million notional value interest rate swap expiring in March 2016 which provides for a fixed interest rate of 1.08%. We did not provide or receive any collateral for this contract. The fair value of this financial derivative, which is designated as and qualifies as a cash flow hedge, is determined using the market standard methodology of netting the discounted future fixed cash receipts (or payments) and the discounted expected variable cash payments (or receipts). The variable cash payments (or receipts) are based on the expectation of future interest rates (forward curves) derived from observed market interest rate curves and implied volatilities. In addition, credit valuation adjustments, which consider the impact of any credit enhancements to the contracts, are incorporated in the fair values to account for potential nonperformance risk.

Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Scripps' management is responsible for establishing and maintaining adequate internal controls designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The Company's internal control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and the directors of the Company; and

3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations, including the possibility of human error, collusion and the improper overriding of controls by management. Accordingly, even effective internal control can only provide reasonable but not absolute assurance with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

The effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) was evaluated as of the date of the financial statements. This evaluation was carried out under the supervision of and with the participation of management, including the Chief Executive Officer and the Chief Financial Officer. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures are effective. There were no changes to the Company's internal controls over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The E. W. Scripps Company
Index to Exhibits

Exhibit Number	Exhibit Description
31(a)	Section 302 Certifications
31(b)	Section 302 Certifications
32(a)	Section 906 Certifications
32(b)	Section 906 Certifications
101.INS	XBRL Instance Document (furnished herewith)
101.SCH	XBRL Taxonomy Extension Schema Document (furnished herewith)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (furnished herewith)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (furnished herewith)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (furnished herewith)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (furnished herewith)

Exhibit 31(a)
Section 302 Certifications

Certifications

I, Richard A. Boehne, certify that:

1. I have reviewed this report on Form 10-Q of The E. W. Scripps Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: August 9, 2013

BY: /s/ Richard A. Boehne
Richard A. Boehne
President and Chief Executive Officer

Exhibit 31(b)
Section 302 Certifications

Certifications

I, Timothy M. Wesolowski, certify that:

1. I have reviewed this report on Form 10-Q of The E. W. Scripps Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: August 9, 2013

BY: /s/ Timothy M. Wesolowski
Timothy M. Wesolowski
Senior Vice President and Chief Financial Officer

Exhibit 32(a)
Section 906 Certifications

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002

I, Richard A. Boehne, President and Chief Executive Officer of The E. W. Scripps Company (the "Company"), hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Quarterly Report on Form 10-Q of the Company for the year ended June 30, 2013 (the "Report"), which this certification accompanies, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Richard A. Boehne
Richard A. Boehne
President and Chief Executive Officer
August 9, 2013

Exhibit 32(b)
Section 906 Certifications

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002

I, Timothy M. Wesolowski, Senior Vice President and Chief Financial Officer of The E. W. Scripps Company (the “Company”), hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Quarterly Report on Form 10-Q of the Company for the year ended June 30, 2013 (the “Report”), which this certification accompanies, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Timothy M. Wesolowski
Timothy M. Wesolowski
Senior Vice President and Chief Financial Officer
August 9, 2013