SCRIPPS E W CO /DE
Form 10-Q
August 07, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2012

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	**(I.R.S. Employer**
incorporation or organization)	**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 and 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 x 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 x No ¨

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or smaller reporting company. See definitions of large accelerated filer , accelerated filer , or small reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ¨	Accelerated filer x
Non-accelerated filer ¨	Smaller reporting company ¨

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date. As of July 31, 2012 there were 42,637,875 of the Registrant s Class A Common shares outstanding and 11,932,735 of the Registrant s Common Voting shares outstanding.

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PART I

As used in this Quarterly Report on Form 10-Q, the terms we, our, us or Scripps 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, 2011.

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, 2012 and the remaining amount that may still be repurchased under the program:

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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
4/1/12 4/30/12	486,900	$ 9.56	$ 4,652,527	$ 13,299,761
5/1/12 5/31/12	394,300	$ 9.10	$ 3,589,534	$ 9,710,227
6/1/12 6/30/12	280,315	$ 8.92	$ 2,500,440	$ 7,209,787
Total	1,161,515	$ 9.25	$ 10,742,501	

We are authorized to repurchase up to $75 million of our Class A Common Shares under a share repurchase program authorized by the board of directors in October 2010. The authorization expires December 31, 2012.

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 DISCLOSURE

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.

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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 7, 2012

BY: /s/ Douglas F. Lyons
Douglas F. Lyons
Vice President and Controller
(Principal Accounting Officer)

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THE E. W. SCRIPPS COMPANY

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CONDENSED CONSOLIDATED BALANCE SHEETS

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in thousands)	As of June 30, 2012	As of December 31, 2011
ASSETS		
Current assets:		
Cash and cash equivalents	$ 167,106	$ 127,889
Restricted cash	10,010	10,010
Accounts and notes receivable (less allowances $2,498 and $1,885)	128,043	135,537
Inventory	6,340	6,783
Deferred income taxes	6,624	7,228
Income taxes receivable	10,516	29,785
Miscellaneous	6,700	8,178
Total current assets	335,339	325,410
Investments	22,925	23,214
Property, plant and equipment	372,310	387,972
Goodwill	28,591	28,591
Intangible assets	148,284	151,858
Deferred income taxes	30,269	32,705
Miscellaneous	19,831	20,778
TOTAL ASSETS	$ 957,549	$ 970,528

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED BALANCE SHEETS

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in thousands, except share data)	As of June 30, 2012	As of December 31, 2011
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 14,477	$ 17,697
Customer deposits and unearned revenue	26,851	26,373
Current portion of long-term debt	15,900	15,900
Accrued liabilities:		
Employee compensation and benefits	34,962	35,245
Miscellaneous	26,127	21,566
Other current liabilities	10,289	8,267
Total current liabilities	128,606	125,048
Long-term debt (less current portion)	188,150	196,100
Other liabilities (less current portion)	130,241	132,379
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: 42,747,030 and 42,353,882 shares	427	424
Voting authorized: 60,000,000 shares; issued and outstanding: 11,932,735 and 11,932,735 shares	119	119
Total	546	543
Additional paid-in capital	507,558	515,421
Retained earnings	97,106	96,105
Accumulated other comprehensive loss, net of income taxes:		
Unrealized loss on derivatives	(742)	
Pension liability adjustments	(96,396)	(97,548)
Total The E.W. Scripps Company shareholders equity	508,072	514,521
Noncontrolling interest	2,480	2,480
Total equity	510,552	517,001
TOTAL LIABILITIES AND EQUITY	$ 957,549	$ 970,528

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three months ended June 30,		Six months ended June 30,	
(in thousands, except per share data)	2012	2011	2012	2011
Operating Revenues:				
Advertising	$ 168,869	$ 138,748	$ 324,452	$ 271,403
Circulation	28,642	29,734	60,267	61,291
Other	19,423	14,552	39,342	30,698
Total operating revenues	216,934	183,034	424,061	363,392
Costs and Expenses:				
Employee compensation and benefits	97,235	85,101	198,155	176,187
Programs and program licenses	14,499	15,519	28,954	30,995
Newsprint and press supplies	12,678	12,438	26,443	25,379
Other expenses	61,166	58,568	121,769	115,800
Pension expense	1,819	1,571	3,775	3,143
Acquisition and related integration costs			5,826	
Restructuring costs	2,355	1,822	4,066	3,915
Total costs and expenses	189,752	175,019	388,988	355,419
Depreciation, Amortization, and (Gains) Losses:				
Depreciation	10,832	9,712	21,362	19,816
Amortization of intangible assets	1,771	317	3,547	633
(Gains) losses, net on disposal of property, plant and equipment	212	205	(30)	242
Net depreciation, amortization and (gains) losses	12,815	10,234	24,879	20,691
Operating income (loss)	14,367	(2,219)	10,194	(12,718)
Interest expense	(3,211)	(412)	(6,365)	(805)
Miscellaneous, net	(1,435)	(43)	(1,552)	(732)
Income (loss) from operations before income taxes	9,721	(2,674)	2,277	(14,255)
Provision (benefit) for income taxes	4,305	(462)	1,276	(3,148)
Net income (loss)	5,416	(2,212)	1,001	(11,107)
Net income (loss) attributable to noncontrolling interests				
Net income (loss) attributable to the shareholders of The E.W. Scripps Company	$ 5,416	$ (2,212)	$ 1,001	$ (11,107)
Net income (loss) per basic share of common stock attributable to the shareholders of The E.W. Scripps Company:	$ 0.09	$ (0.04)	$ 0.02	$ (0.19)
Net income (loss) per diluted share of common stock attributable to the shareholders of The E.W. Scripps Company:	$ 0.09	$ (0.04)	$ 0.02	$ (0.19)

See notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)

	Three months ended June 30,		Six months ended June 30,	
(in thousands)	2012	2011	2012	2011
Net income (loss)	$ 5,416	$ (2,212)	$ 1,001	$ (11,107)
Change in fair value of derivatives, net of tax of $477 and $445	(796)		(742)	
Changes in defined pension plans, net of tax of $353, $276, $691 and $551	591	460	1,152	918
Total comprehensive income (loss)	5,211	(1,752)	1,411	(10,189)
Less comprehensive loss attributable to noncontrolling interest				
Total comprehensive income (loss) attributable to the shareholders of The E.W. Scripps Company	$ 5,211	$ (1,752)	$ 1,411	$ (10,189)

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Six months ended	
	June 30,	
(in thousands)	2012	2011
Cash Flows from Operating Activities:		
Net income (loss)	$ 1,001	$ (11,107)
Adjustments to reconcile net income (loss) to net cash flows from operating activities:		
Depreciation and amortization	24,909	20,449
Contract termination fees	5,663	
(Gains) losses net, on disposal of property, plant and equipment	(30)	242
Deferred income taxes	2,794	4,677
Excess tax benefits of share-based compensation plans	(4,311)	(6,021)
Stock and deferred compensation plans	4,881	5,751
Pension expense, net of payments	1,863	1,442
Other changes in certain working capital accounts, net	29,258	(29,536)
Miscellaneous, net	1,910	2,112
Net cash provided by (used in) operating activities	67,938	(11,991)
Cash Flows from Investing Activities:		
Additions to property, plant and equipment	(6,086)	(4,544)
Proceeds from sale of property, plant and equipment	435	513
Proceeds from sale of long term investments	51	2,650
Purchase of investments	(1,272)	(1,624)
Changes in restricted cash		(7,510)
Net cash used in investing activities	(6,872)	(10,515)
Cash Flows from Financing Activities:		
Payments on long-term debt	(7,950)	
Repurchase of Class A Common shares	(16,407)	(23,295)
Proceeds from exercise of employee stock options	4,605	1,670
Tax payments related to shares withheld for vested stock and RSUs	(7,423)	(9,368)
Excess tax benefits of share-based compensation plans	4,311	6,021
Miscellaneous, net	1,015	(472)
Net cash used in financing activities	(21,849)	(25,444)
Increase (decrease) in cash and cash equivalents	39,217	(47,950)
Cash and cash equivalents:		
Beginning of period	127,889	204,924
End of period	$ 167,106	$ 156,974
Supplemental Cash Flow Disclosures		
Interest paid	$ 4,735	$

Income taxes paid	$	741	$	7,995

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

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, 2010	$ 583	$ 558,225	$ 111,641	$ (81,547)	$ 2,630	$ 591,532
Net loss			(11,107)			(11,107)
Repurchase 2,591,464 Class A Common shares	(26)	(23,269)				(23,295)
Changes in defined pension plans				918		918
Excess tax benefits of compensation plans		6,900				6,900
Compensation plans: 2,036,680 net shares issued*	20	(2,000)	1			(1,979)
As of June 30, 2011	$ 577	$ 539,856	$ 100,535	$ (80,629)	$ 2,630	$ 562,969
As of December 31, 2011	$ 543	$ 515,421	$ 96,105	$ (97,548)	$ 2,480	$ 517,001
Net income			1,001			1,001
Repurchase 1,772,193 Class A Common shares	(18)	(16,389)				(16,407)
Changes in defined pension plans				1,152		1,152
Change in fair value of derivatives				(742)		(742)
Excess tax benefits of compensation plans		6,500				6,500
Compensation plans: 2,165,341 net shares issued*	21	2,026				2,047
As of June 30, 2012	$ 546	$ 507,558	$ 97,106	$ (97,138)	$ 2,480	$ 510,552

* *Net of $7,423 in 2012 and $9,368 in 2011 of tax payments related to shares withheld for vested stock and RSUs.*
See notes to condensed consolidated financial statements.

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CONDENSED NOTES TO 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 we, our, us or Scripps 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 2011 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 concern with interests in television and newspaper publishing. All of our media businesses provide content and advertising services via the Internet. 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 The preparation of 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 Internet advertising and the sale of newspapers.

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, 2011.

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, 2011. The Plan provides for the award of incentive and nonqualified share options, share appreciation rights, restricted and unrestricted Class A Common shares and restricted share units, and performance units to key employees and non-employee directors.

Share-based compensation costs totaled $1.6 million and $2.1 million for the second quarter of 2012 and 2011, respectively. Year-to-date share-based compensation costs totaled $4.7 million and $5.6 million in 2012 and 2011, respectively.

Earnings Per Share (EPS) Unvested awards of share-based payments with rights to receive dividends or dividend equivalents, such as our restricted stock and restricted share units (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 allocated to common stock. We do not allocate losses to the participating securities.

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

(in thousands)	Three months ended June 30, 2012	Three months ended June 30, 2011	Six months ended June 30, 2012	Six months ended June 30, 2011
Numerator (for both basic and diluted earnings per share)				
Net income (loss) attributable to the shareholders of The E.W. Scripps Company	$ 5,416	$ (2,212)	$ 1,001	$ (11,107)
Less income allocated to unvested restricted stock and RSUs	(225)		(51)	
Numerator for basic and diluted earnings per share	$ 5,191	$ (2,212)	$ 950	$ (11,107)
Denominator				
Basic weighted-average shares outstanding	55,146	58,707	54,961	58,698
Effect of dilutive securities:				
Stock options held by employees and directors	340		221	
Diluted weighted-average shares outstanding	55,486	58,707	55,182	58,698
Anti-dilutive securities [1]	5,824	14,332	5,824	14,332

[1] Amount outstanding at Balance Sheet date, before application of the treasury stock method and not weighted for period outstanding.
For the quarter ended and the year-to-date period ended June 30, 2011, we incurred a net loss and the inclusion of unvested stock, RSUs and stock options held by employees and directors would have been anti-dilutive and accordingly the diluted EPS calculation for the period excludes those common share equivalents.

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 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 AND ISSUED ACCOUNTING STANDARDS

Recently Adopted Accounting Standards In May 2011, the FASB issued amendments to disclosure requirements for common fair value measurement. These amendments, effective for the interim and annual periods beginning on or after December 15, 2011 (early adoption is prohibited), result in common definition of fair value and common requirements for measurement of and disclosure requirements between U.S. GAAP and IFRS. Consequently, the amendments change some fair value measurement principles and disclosure requirements. The implementation of this amended accounting guidance did not have a material impact on our consolidated financial position and results of operations.

In September 2011, the FASB issued changes to the testing of goodwill for impairment. These changes provide an entity the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not

(more than 50%) that the fair value of a reporting unit is less than its carrying amount. Such qualitative factors may include the following: macroeconomic conditions; industry and market considerations; cost factors; overall financial performance; and other relevant entity-specific events. If an entity elects to perform a qualitative assessment

and determines that an impairment is more likely than not, the entity is then required to perform the existing two-step quantitative impairment test, otherwise no further analysis is required. An entity also may elect not to perform the qualitative assessment and, instead, go directly to the two-step quantitative impairment test. These changes become effective for us for any goodwill impairment test performed on January 1, 2012, or later. The implementation of this amended accounting guidance did not have a material impact on our consolidated financial position and results of operations.

3. ACQUISITIONS

On December 30, 2011, we completed our acquisition of McGraw-Hill Broadcasting Company, Inc. (McGraw-Hill) for $212 million in cash, plus a working capital adjustment estimated at $4.1 million. We financed the transaction pursuant to a credit agreement entered into December 9, 2011. The businesses acquired include four ABC affiliated television stations and five Azteca affiliated stations.

Pending the finalization of third-party valuation and other items, the following table summarizes the preliminary fair values of the assets acquired and the liabilities assumed:

(in thousands)	
Assets:	
Accounts receivable	$ 19,485
Other current assets	816
Investments	4,558
Property, plant and equipment	37,837
Intangible assets	130,100
Goodwill	28,591
Total assets acquired	221,387
Current liabilities	5,244
Net purchase price	$ 216,143

Pro forma results of operations, assuming the transaction had taken place at the beginning of 2010 is included in the following table. The pro forma information includes the historical results of operations of Scripps and McGraw-Hill and adjustments for interest expense that would have been incurred to finance the acquisition, additional depreciation and amortization of the assets acquired and excludes the pre-acquisition transaction related expenses incurred by the acquired companies. The pro forma information does not include efficiencies, costs reductions and synergies expected to result from the acquisition. The unaudited pro forma financial information is not necessarily indicative of the results that actually would have occurred had the acquisition been completed at the beginning of the period.

(in thousands, except per share data) (unaudited)	Three months ended June 30, 2011	Six months ended June 30, 2011
Operating revenues	$ 207,627	$ 409,444
Loss from operations attributable to the shareholders of The E.W. Scripps Company	(3,999)	(16,316)
Loss per share from operations attributable to the shareholders of The E.W. Scripps Company:		
Basic	$ (0.07)	$ (0.28)
Diluted	$ (0.07)	$ (0.28)

Included in acquisition and related integration costs for the six-months ended June 30, 2012, is a $5.7 million non-cash charge to terminate the McGraw-Hill stations national representation agreement. We decided to use our existing national representative in all Scripps markets. As an inducement, our national representative firm agreed to pay the $5.7 million termination fee.

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4. 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, 2012, and 2011, was 56% and 22.1%, 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 interest on reserves for uncertain tax positions.

At June 30, 2012, we had net deferred tax assets of $37 million. Almost all of our deferred tax assets reverse in 2012 and 2013. We can use any tax losses resulting from the deferred tax assets reversing in 2012 to claim refunds of taxes paid in prior periods. 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 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.

5. RESTRICTED CASH

At June 30, 2012, and December 31, 2011, we had $10 million 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.

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6. GOODWILL AND INTANGIBLE ASSETS

Goodwill by business segment was as follows:

(in thousands)	Television	Newspapers	Total
Goodwill as of December 31, 2011 and June 30, 2012:			
Gross balance	244,005	778,900	1,022,905
Accumulated impairment losses	(215,414)	(778,900)	(994,314)
Net balance	$ 28,591	$	$ 28,591

Intangible assets consisted of the following:

(in thousands)	As of June 30, 2012	As of December 31, 2011
Amortizable intangible assets:		
Carrying amount:		
Television network affiliation relationships	$ 78,844	$ 78,844
Customer lists and advertiser relationships	22,304	23,164
Other	3,765	3,765
Total carrying amount	104,913	105,773
Accumulated amortization:		
Television network affiliation relationships	(3,764)	(1,796)
Customer lists and advertiser relationships	(8,935)	(8,287)
Other	(1,745)	(1,647)
Total accumulated amortization	(14,444)	(11,730)
Net amortizable intangible assets	90,469	94,043
Indefinite-lived intangible assets FCC licenses	57,815	57,815
Total intangible assets	$ 148,284	$ 151,858

Estimated amortization expense of amortizable intangible assets for each of the next five years is $3.5 million for the remainder of 2012, $7.0 million in 2013, $6.8 million in 2014, $6.7 million in 2015, $6.7 million in 2016, $4.2 million in 2017 and $55.6 million in later years.

7. LONG-TERM DEBT

Long-term debt consisted of the following:

(in thousands)	As of June 30, 2012	As of December 31, 2011
Variable rate credit facilities	$	$
Term loan	204,050	212,000
Long-term debt	204,050	212,000
Current portion of long-term debt	15,900	15,900
Long-term debt (less current portion)	188,150	196,100
Fair value of long-term debt *	$ 204,050	$ 212,000

* 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.

On December 9, 2011, we entered into a $312 million revolving credit and term loan agreement (Financing Agreement) to finance the acquisition of McGraw-Hill Broadcasting, Inc. and to provide liquidity for ongoing operations. The Financing Agreement has a five-year term and includes a $212 million term loan and a $100 million revolving credit facility. We terminated our previous revolving credit facility upon the funding of the new Financing Agreement on December 30, 2011.

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, 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, 2012, the interest rate was 4.25%. 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, 2012, we were not required to make additional principal payments based on excess cash flow. The weighted-average interest rate on total borrowings was 4.25% at June 30, 2012.

Scheduled principal payments on long-term debt at June 30, 2012, are: $8.0 million for the remainder of 2012, $15.9 million in 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 substantially all 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 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, 2012, and December 31, 2011, we had outstanding letters of credit totaling $1.1 million.

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8. 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 financial 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 LIBOR 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 based on quoted market prices which reflect the present values of the difference between estimated future variable-rate receipts and future fixed-rate payments.

Fair Value of Derivative Instruments

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

	June 30, 2012			December 31, 2011		
	Notional	Fair value		Notional	Fair value	
(in thousands)	Amount	Asset	Liability (1)	Amount	Asset	Liability
Derivatives designated as cash flow hedges:						
Interest rate swaps	$ 75,000	$	$ 1,187	$	$	$

(1) Balance recorded as Other liabilities

For the above derivative instrument that is designated and qualifies as a cash flow hedge, 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 transaction affects 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.

	June 30, 2012		
(in thousands)	Effective portion recognized in Accumulated OCL, Gain/(Loss)	Reclassified from Accumulated OCL, Gain/(Loss)	Ineffective portion and amount excluded from effectivness testing Gain/(Loss)
Derivatives designated as cash flow hedges:			
Interest rate swaps	$ (1,187)	$	$

	December 31, 2011		
(in thousands)	Effective portion recognized in Accumulated OCL, Gain/(Loss)	Reclassified from Accumulated OCL, Gain/(Loss)	Ineffective portion and amount excluded from effectivness testing Gain/(Loss)
Derivatives designated as cash flow hedges:			
Interest rate swaps	$	$	$

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9. FAIR VALUE MEASUREMENT

We measure certain financial assets at fair value on a recurring basis, such as derivatives. The fair value of these financial assets was 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, 2012 and December 31, 2011:

	June 30, 2012			
(in thousands)	Total	Level 1	Level 2	Level 3
Assets/(Liabilities):				
Interest rate swap	$ (1,187)	$	$ (1,187)	$

	December 31, 2011			
(in thousands)	Total	Level 1	Level 2	Level 3
Assets/(Liabilities):				
Interest rate swap	$	$	$	$

10. OTHER LIABILITIES

Other liabilities consisted of the following:

(in thousands)	As of June 30, 2012	As of December 31, 2011
Employee compensation and benefits	$ 13,199	$ 15,918
Liability for pension benefits	78,200	78,170
Liabilities for uncertain tax positions	17,114	16,687
Other	21,728	21,604
Other liabilities (less current portion)	$ 130,241	$ 132,379

11. 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.

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12. 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, 2012	2011
Other changes in certain working capital accounts, net:		
Accounts and notes receivable	$ 7,494	$ 11,183
Inventories	443	908
Income taxes receivable/payable net	25,769	(23,073)
Accounts payable	(3,220)	(15,576)
Accrued employee compensation and benefits	(2,607)	(9,049)
Other accrued liabilities	(2,121)	(1,017)
Other, net	3,500	7,088
Total	$ 29,258	$ (29,536)

13. EMPLOYEE BENEFIT PLANS

We sponsor various noncontributory defined benefit plans covering substantially all full-time employees that began employment prior to June 30, 2008. Benefits earned by employees are generally based upon employee compensation and years of service credits. 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 and our SERP that cover the majority of our employees.

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 employee s 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 benefit plans expense consisted of the following:

(in thousands)	Three months ended June 30, 2012	2011	Six months ended June 30, 2012	2011
Service cost	$ 13	$ 12	$ 26	$ 24
Interest cost	6,470	6,369	12,940	12,738
Expected return on plan assets, net of expenses	(5,642)	(5,752)	(11,283)	(11,504)
Amortization of prior service cost	1		1	1
Amortization of actuarial loss	869	672	1,739	1,344
Total for defined benefit plans	1,711	1,301	3,423	2,603
Multi-employer plans	114	126	234	233
SERP	211	270	455	540
Defined contribution plans	2,693	2,199	5,429	4,745
Net periodic benefit cost	$ 4,729	$ 3,896	$ 9,541	$ 8,121

We contributed $1.0 million to fund current benefit payments for our SERP during the first six months of 2012. We anticipate contributing an additional $0.5 million to fund the SERP s benefit payments during the remainder of 2012. We contributed $0.8 million to our defined benefit plans during the first six months of 2012 and anticipate making contributions of $0.5 million during the remainder of 2012.

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14. 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 newspapers to readers.

Syndication and other primarily include certain digital operations outside our newspaper and television markets and syndication of news features and comics and other features for the newspaper industry.

We allocate a portion of certain digital and corporate costs and expenses, including information technology, certain employee benefits, 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, and other short-term investments, property and equipment primarily used for corporate purposes, and deferred income taxes.

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 costs), income taxes, depreciation and amortization, 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.

Effective January 1, 2012, we changed our defined benefit plan pension expense allocation policy to charge business segments only for the current service costs of defined benefit plans. We have recast the prior periods for this change.

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Information regarding our business segments is as follows:

(in thousands)	Three months ended June 30, 2012	Three months ended June 30, 2011	Six months ended June 30, 2012	Six months ended June 30, 2011
Segment operating revenues:				
Television	$ 117,097	$ 77,042	$ 216,654	$ 145,994
Newspapers	97,180	101,960	201,559	208,132
Syndication and other	2,657	4,032	5,848	9,266
Total operating revenues	$ 216,934	$ 183,034	$ 424,061	$ 363,392
Segment profit (loss):				
Television	$ 34,916	$ 13,963	$ 52,792	$ 20,719
Newspapers	4,566	5,896	11,731	12,315
Syndication and other	(642)	(1,444)	120	(1,874)
Shared services and corporate	(7,484)	(7,007)	(15,903)	(16,129)
Depreciation and amortization	(12,603)	(10,029)	(24,909)	(20,449)
Gains (losses), net on disposal of property, plant and equipment	(212)	(205)	30	(242)
Pension expense	(1,819)	(1,571)	(3,775)	(3,143)
Interest expense	(3,211)	(412)	(6,365)	(805)
Acquisition and related integration costs			(5,826)	
Restructuring costs	(2,355)	(1,822)	(4,066)	(3,915)
Miscellaneous, net	(1,435)	(43)	(1,552)	(732)
Income (loss) from operations before income taxes	$ 9,721	$ (2,674)	$ 2,277	$ (14,255)
Depreciation:				
Television	$ 5,768	$ 3,967	$ 11,389	$ 8,176
Newspapers	4,823	5,398	9,473	10,881
Syndication and other	12	58	24	113
Shared services and corporate	229	289	476	646
Total depreciation	$ 10,832	$ 9,712	$ 21,362	$ 19,816
Amortization of intangibles:				
Television	$ 1,594	$ 80	$ 3,189	$ 158
Newspapers	177	237	358	475
Total amortization of intangibles	$ 1,771	$ 317	$ 3,547	$ 633
Additions to property, plant and equipment:				
Television	$ 3,975	$ 2,577	$ 4,551	$ 3,503
Newspapers	392	402	926	762
Syndication and other	260	295	260	295
Shared services and corporate	322		349	41
Total additions to property, plant and equipment	$ 4,949	$ 3,274	$ 6,086	$ 4,601

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

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15. CAPITAL STOCK

Our board of directors authorized the repurchase up to $75 million of our Class A Common shares in 2010. Through June 30, 2012, we repurchased a total of $68 million of shares at prices ranging from $6.55 to $10.03 per share, of which $16 million was repurchased in 2012. An additional $7 million of shares may be repurchased pursuant to the authorization. The 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 authorization expires December 31, 2012.

16. 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.

During 2012, we paid SNI $0.4 million for its share of tax refund claims for prior years.

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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 Media Center, home to the 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 of the statement.

Executive Overview

As we exited 2011, our television business was exhibiting signs of strength as key local advertising categories were consistently reporting healthy year-over-year gains. At the end of 2011, we added nine local television stations in four markets from the acquisition of McGraw-Hill Broadcasting Company, Inc. (McGraw-Hill), for $212 million in cash, plus a $4.1 million working capital adjustment. This acquisition shifted the balance of the company s assets toward the television business.

Local and national advertising, particularly automobile advertising, has continued to be strong in 2012. We have also benefitted from early political advertising and anticipate spending in this political cycle will exceed any previous cycle. At the end of 2011 and in early 2012, we renewed retransmission consent agreements with several cable television system operators at substantially higher rates. We expect to continue to benefit in the coming years as we regain control of our retransmission rights. For the past four years, Scripps has received payment for many of its broadcast signals from Scripps Networks Interactive, Inc. (SNI), which negotiated our retransmission consent agreements until we spun it off in 2008. As these contracts have been expiring, we have been renegotiating new contracts with the cable and satellite operators at current market rates, which are significantly higher than the rates we receive from SNI. Agreements with our two largest cable television operators, Time Warner and Comcast, expire in December 2015 and December 2019, respectively.

In 2011, we initiated a plan to take greater control of our programming expenses by replacing expensive syndicated content with less expensive programming, some of which will be developed internally or in partnership with others. We believe this strategy has the potential to improve the division s financial performance for years to come. In September 2012, we will launch two original shows a new game show called Let s Ask America and a nightly news magazine called The List in seven of our markets, with the intention of rolling them out in the rest of our markets when contractual conditions permit. These shows also can be syndicated to non-Scripps markets. We will be incurring significant marketing resources to support the mid-September launch of these programs.

Stabilization of the profitability of our newspaper portfolio is the goal of a number of activities pursued by management. We have completed much of our functional reorganization and restructuring, and have begun implementing common advertising and circulation systems across our markets. The first installation of this system was completed in first quarter 2012, and we expect implementations to continue through 2013. We also are pursuing a number of marketing and pricing strategies to strengthen our base of subscribers and improve our circulation revenue. By eliminating unprofitable products from the portfolios in our newspaper markets, increasing resources to sell products with the highest revenue potential, and focusing on key sales metrics with the help of new customer relationship management tools, we believe our sales executives are better positioned than in previous years to improve the financial performance of the division. We also continue to increase efforts to print and distribute other publications within our newspaper markets.

We signaled our belief in the bright future of digital media with the fall 2011 announcement that we would combine all of the company s digital initiatives into a single organization. Under the direction of our chief digital officer who works closely with both divisions, we believe this focus will deliver long-term financial benefits as we find new and efficient platforms for bringing together advertisers and audiences. We began implementing the new structure in 2012. Under this new structure all employee and other costs are incurred in the digital group and our Television and Newspaper segments receive a cross charge which is included in other costs and expenses in their individual segment results.

The new digital effort already has yielded new or soon-to-be-delivered products that have been made available to our broadcast television and newspaper businesses on a variety of digital platforms. For example, we became the first broadcaster to launch apps that stream live news coverage to mobile devices from every one of its stations. We have launched a number of leading-edge mobile apps that are consistent with our mission of being each market s most-trusted source of news and information. Our first paid, national mobile app debuted with a successful launch and positive consumer acceptance in the second quarter. Similar national products are due to be launched in the second half of the year. In multiple newspaper markets we are experimenting with a variety of business models that will allow us to charge for online content. We also have investments in several promising businesses that span the digital landscape, from mobile broadcasting to connected television to social gaming.

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, 2011.

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

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RESULTS OF OPERATIONS

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

Consolidated Results of Operations

Consolidated results of operations were as follows:

	Quarter Period			Year-to-date		
(in thousands, except per share data)	2012	Change	2011	2012	Change	2011
Operating revenues	$ 216,934	18.5%	183,034	$ 424,061	16.7%	$ 363,392
Employee compensation and benefits	(97,235)	14.3%	(85,101)	(198,155)	12.5%	(176,187)
Programs and program licenses	(14,499)	(6.6)%	(15,519)	(28,954)	(6.6)%	(30,995)
Newsprint and press supplies	(12,678)	1.9%	(12,438)	(26,443)	4.2%	(25,379)
Other expenses	(61,166)	4.4%	(58,568)	(121,769)	5.2%	(115,800)
Pension expense	(1,819)	15.8%	(1,571)	(3,775)	20.1%	(3,143)
Acquisition and related integration costs				(5,826)		
Restructuring costs	(2,355)	29.3%	(1,822)	(4,066)	3.9%	(3,915)
Depreciation and amortization	(12,603)	25.7%	(10,029)	(24,909)	21.8%	(20,449)
Gains (losses), net on disposal of property, plant and equipment	(212)		(205)	30		(242)
Operating income (loss)	14,367		(2,219)	10,194		(12,718)
Interest expense	(3,211)		(412)	(6,365)		(805)
Miscellaneous, net	(1,435)		(43)	(1,552)		(732)
Income (loss) from operations before income taxes	9,721		(2,674)	2,277		(14,255)
(Provision) benefit for income taxes	(4,305)		462	(1,276)		3,148
Net income (loss)	5,416		(2,212)	1,001		(11,107)
Net income (loss) attributable to noncontrolling interests						
Net income (loss) attributable to the shareholders of The E.W. Scripps Company	$ 5,416		$ (2,212)	$ 1,001		$ (11,107)
Net income (loss) per basic share of common stock attributable to the shareholders of The E.W. Scripps Company:	$ 0.09		$ (0.04)	$ 0.02		$ (0.19)

Operating revenues increased 18.5% in the 2012 quarter on an as reported basis and 3.3% excluding the results of the acquisition of the McGraw-Hill television stations. The revenues from the acquired stations and a 15.8% increase in revenues in our legacy television stations offset a 4.7% decrease in our newspaper revenues. Revenues increased 16.7% year-to-date on an as reported basis and 2.8% excluding the acquired stations.

Employee compensation and benefits increased 14.3% in the second quarter on an as reported basis and 1.6% excluding the acquired stations. Employee compensation and benefits increased 12.5% year-to-date on an as reported basis and were flat excluding the acquired stations. Employee compensation and benefits excluding the impact of the McGraw-Hill acquisition increased in the second quarter 2012 primarily due to increased staffing to support newsroom initiatives, additional staffing to support production of internally produced programming and compensation increases. These increases were partially offset by reductions in the number of employees in our newspaper division.

Excluding the acquired stations, programs and program licenses decreased 26% in the 2012 second quarter and year-to-date periods primarily as a result of replacing *Oprah* with lower-priced programming late in the third quarter of 2011.

Newsprint and press supplies increased 1.9% and 4.2% in the 2012 quarter and the year-to-date periods, respectively primarily due to increased outside printing costs associated with the print and deliver initiative and the increased use of color ink.

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Other expenses increased 4.4% and 5.2% on an as reported basis in the 2012 quarter and year-to-date periods, respectively, and decreased 6.7% and 5.8%, respectively, excluding the acquired stations. The decrease was due to lower syndication royalty expenses as a result of sourcing most of our syndication business activities to Univeral uClick in the second quarter of 2011.

Acquisition and related integration costs for the year-to-date period include costs associated with the acquisition of the McGraw-Hill television station group, including a $5.7 million non-cash charge associated with the cancellation of the contract with the national advertising firm that represented the acquired stations.

Interest expense increased to $3.2 million in the 2012 quarter and $6.4 million in the year-to-date period due to the borrowings associated with the acquisition of McGraw-Hill television stations.

The effective income tax rate was 56% and 22.1% for the six-month period ended June 30, 2012 and 2011, respectively. The primary reason for the difference between this rate and the U.S. Federal statutory rate of 35% is the impact of state taxes, non-deductible expenses and interest on uncertain tax positions.

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Television

Television includes ten ABC-affiliated stations, three NBC-affiliated stations, five Azteca-affiliated stations and one independent station. 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, jointly 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:

		Quarter Period			Year-to-date	
(in thousands)	2012	Change	2011	2012	Change	2011
Segment operating revenues:						
Local	$ 60,248	31.8%	45,712	$ 116,677	34.4%	$ 86,828
National	31,491	40.0%	22,486	57,174	34.6%	42,490
Political	11,211		938	15,897		1,382
Digital	3,540	47.3%	2,403	6,624	48.3%	4,467
Retransmission	7,838	103.2%	3,857	15,599	99.7%	7,813
Other	2,769	68.2%	1,646	4,683	55.4%	3,014
Total segment operating revenues	117,097	52.0%	77,042	216,654	48.4%	145,994
Segment costs and expenses:						
Employee compensation and benefits	44,353	44.0%	30,803	89,570	43.3%	62,516
Programs and program licenses	14,499	(6.6)%	15,519	28,954	(6.6)%	30,995
Other expenses	23,329	39.2%	16,757	45,338	42.7%	31,764
Total segment costs and expenses	82,181	30.3%	63,079	163,862	30.8%	125,275
Segment profit	$ 34,916		$ 13,963	$ 52,792		$ 20,719

The comparability of our television division operating results are impacted by the December 30, 2011, acquisition of the McGraw-Hill television station group, the results of which are included following its acquisition date.

Revenues

Television revenues increased 52% for the 2012 second quarter on an as reported basis and 15.8% excluding the impact of the acquisition. For the six months ended June 30, 2012, revenues increased 48.4%, on an as reported basis and 13.9% excluding the impact of the acquisition.

Television time sales excluding the impact of the acquired stations increased by $9.7 million or 14.1% for the 2012 quarter compared to the prior year and $15.8 million or 12.1% for the year-to-date period compared to the prior year. Reported revenues were bolstered by strong local time sales as well as $10.3 million in incremental political advertising in the 2012 quarter compared to 2011.

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Retransmission revenues increased 40.9% or $1.6 million for the 2012 quarter and 39.1% or $3.1 million for the year-to-date period excluding the impact of the acquisition. We renewed certain agreements at higher rates and experienced rate increases built into our continuing agreements. 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 the 2012 second quarter increased $1.1 million on a reported basis and $0.5 million excluding the impact of the acquisition. Digital revenues for the year-to-date period increased $2.2 million on a reported basis and $0.9 million excluding the impact of the acquisition.

Other revenues include revenue from news production and television services provided by our West Palm Beach television station to the Raycom station in that market. Other revenues were essentially flat when the impact of the acquisition is excluded from reported results.

Costs and expenses

Total costs and expenses increased 30.3% and 30.8% on an as reported basis for the 2012 quarter and the year-to-date period, respectively, and decreased by 2.0% for the 2012 quarter and 1.5% for the year-to-date period excluding the impact of the acquisition.

Excluding the impact of the acquired stations, employee compensation and benefits increased by 8.9% in the 2012 second quarter and 8.5% for the year-to-date period compared to the prior year periods, primarily due to increased staffing to support newsroom initiatives, additional staffing to support production of internally produced programming and compensation increases.

Excluding the impact of the acquired stations, programs and program licenses decreased 26% for the 2012 second quarter and year-to-date periods primarily as a result of replacing *Oprah* with lower-priced programming late in the third quarter of 2011.

Other expenses, excluding the acquired stations, were essentially unchanged in the quarter and year-to-date periods.

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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 circulation 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:

		Quarter Period			Year-to-date	
(in thousands)	2012	Change	2011	2012	Change	2011
Segment operating revenues:						
Local	$ 19,380	(6.4)%	$ 20,698	$ 39,722	(5.4)%	$ 42,006
Classified	19,291	(3.8)%	20,046	39,395	(3.9)%	40,977
National	2,237	(28.4)%	3,126	4,695	(30.3)%	6,739
Preprint and other	15,944	(8.3)%	17,395	33,264	(4.0)%	34,664
Print advertising	56,852	(7.2)%	61,265	117,076	(5.9)%	124,386
Circulation	28,642	(3.7)%	29,735	60,267	(1.7)%	61,292
Digital	6,502	(3.3)%	6,723	12,990	(1.0)%	13,122
Other	5,184	22.4%	4,237	11,226	20.3%	9,332
Total segment operating revenues	97,180	(4.7)%	101,960	201,559	(3.2)%	208,132
Segment costs and expenses:						
Employee compensation and benefits	44,532	(5.5)%	47,117	90,274	(6.7)%	96,787
Newsprint and press supplies	12,678	1.9%	12,437	26,443	4.2%	25,378
Distribution services	12,320	(2.2)%	12,603	25,533	0.8%	25,322
Other expenses	23,084	(3.4)%	23,907	47,578	(1.6)%	48,330
Total segment costs and expenses	92,614	(3.6)%	96,064	189,828	(3.1)%	195,817
Segment profit	$ 4,566	(22.6)%	$ 5,896	$ 11,731	(4.7)%	$ 12,315

Revenues

Print advertising revenues declined as a sluggish economic recovery and secular changes in the demand for newspaper advertising continued to affect the operating revenue of newspaper publishers throughout the country. Revenues also declined from our efforts to rationalize non-profitable product offerings. Automotive and employment classified advertising and advertising by large national retailers remained particularly weak.

Preprint and other revenues declined in the quarter and year-to-date periods compared to the prior year as demand was affected by the same factors as our print advertising revenues. Preprint and other products include inserts and single-sheet advertisements included with the daily newspaper, niche publications such as community newspapers, lifestyle magazines, publications focused on the classified advertising categories of real estate, employment and auto, and other publications aimed at younger readers. We are increasing efforts to sell single-sheet advertisements delivered with our newspapers and to all homes in a market (the print and deliver initiative).

Digital revenues 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 was flat for the 2012 year-to-date period and decreased 2.1% in the 2012 quarter.

Circulation revenue decreased in the quarter and year-to-date periods compared to the prior year, as higher circulation rates did not offset declines in circulation net paid levels. The declines are mostly from weakness in single-copy sales, especially on Sunday.

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Other operating revenues, which represent revenue earned on ancillary services offered by our newspapers, including commercial printing and distribution services, increased due to the impact of initiatives to garner additional revenues in these areas. For example, we began printing and distributing a military base publication in our Kitsap, Washington, market in the third quarter of 2011 and have expanded certain services we provide other daily and weekly newspapers in our Ventura market.

Costs and expenses

Employee compensation and benefits decreased in the 2012 second quarter and the year-to-date period due to the fourth quarter 2011 reduction in force initiative, which reduced the number of employees, and the shifting of employees to the digital group. Our Newspaper segment now receives a cross charge which is included in other expenses.

Newsprint and press supplies increased 1.9% and 4.2% for the 2012 quarter and the year-to-date period, respectively, primarily due to increased outside printing costs associated with the print and deliver initiative and the increased use of color ink.

Distribution services were substantially unchanged in the 2012 quarter and year-to-date period compared to the prior year.

Other expenses decreased in the 2012 quarter and year-to-date period primarily due to cost reduction initiatives.

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LIQUIDITY AND CAPITAL RESOURCES

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

Cash flow from operating activities in the first six months of 2012 increased $80 million compared to the first six months of 2011. Stronger segment profit in the 2012 period, the timing of tax payments and refunds, and strong collections of accounts receivable led to most of the improvement. In 2012, we received $28 million of tax refunds from the carryback of 2010 tax losses to prior years.

Capital expenditures in the first half of 2012 were $6.1 million, up from $4.5 million in the prior year. We expect total capital expenditures for 2012 to be approximately $25 million.

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 $0.5 million in the remainder of 2012 to our defined benefit pension plans.

At June 30, 2012, we had no borrowings under our $100 million revolving credit facility and had cash and cash equivalents of $167 million.

Our board of directors authorized the repurchase up to $75 million of our Class A Common shares in 2010. We have repurchased a total of $68 million of shares under this authorization through June 30, 2012, of which $16 million was repurchased in the first six months of 2012. An additional $7 million of shares may be repurchased pursuant to the authorization, which expires December 31, 2012.

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

We continually evaluate our assets to determine if they remain a strategic fit and, given our business and the financial performance outlook, make sense to continue to be part of our portfolio.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Earnings and cash flow can be affected by, among other things, economic conditions, interest rate changes and changes in the price of newsprint. 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.

We may use forward contracts to reduce the risk of changes in the price of newsprint on anticipated newsprint purchases. We held no newsprint derivative financial instruments at June 30, 2012.

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

	As of June 30, 2012		As of December 31, 2011	
(in thousands)	Cost Basis	Fair Value	Cost Basis	Fair Value
Financial instruments subject to interest rate risk:				
Term loan	$ 204,050	$ 204,050	$ 212,000	$ 212,000
Interest rate swap	1,187	1,187		
Financial instruments subject to market value risk:				
Investments held at cost	$ 15,082	$ (a)	$ 15,299	$ (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.

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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.

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