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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning 05/01, 2018, and ending 04/30, 2019

Name of foundation: THE EDWARD W. & BETTY KNIGHT SCRIPPS FOUNDATION

A Employer identification number: 54-1426826

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 4588

Room/suite:

B Telephone number (see instructions): (434) 973-3345

City or town, state or province, country, and ZIP or foreign postal code: CHARLOTTESVILLE, VA 22905

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 700,783.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc, received (attach schedule)	1,000.			
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	8,678.	8,678.		ATCH 1
4	Dividends and interest from securities	1,340.	1,340.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-8,685.			
b	Gross sales price for all assets on line 6a 49,969.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total Add lines 1 through 11	2,333.	10,018.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)[2]	171.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 3	2,772.			2,772.
24	Total operating and administrative expenses. Add lines 13 through 23	2,943.			2,772.
25	Contributions, gifts, grants paid	50,000.			50,000.
26	Total expenses and disbursements Add lines 24 and 25	52,943.			52,772.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-50,610.			
b	Net investment income (if negative, enter -0-)		10,018.		
c	Adjusted net income (if negative, enter -0-)				

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		Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	751,393.	660,329.	660,329.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 4		40,454.	40,454.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	751,393.	700,783.	700,783.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	751,393.	700,783.	
	30	Total net assets or fund balances (see instructions)	751,393.	700,783.	
	31	Total liabilities and net assets/fund balances (see instructions)	751,393.	700,783.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	751,393.
2	Enter amount from Part I, line 27a	2	-50,610.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	700,783.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	700,783.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-8,685.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	120.	93,374.	0.001285
2016	120.	1,028.	0.116732
2015	120.	1,265.	0.094862
2014	2,612.	2,562.	1.019516
2013	0.	4,063.	

2	Total of line 1, column (d)	2	1.232395
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.246479
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	744,729.
5	Multiply line 4 by line 3	5	183,560.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	100.
7	Add lines 5 and 6	7	183,660.
8	Enter qualifying distributions from Part XII, line 4	8	52,772.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	200.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	
3	Add lines 1 and 2	3	200.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	200.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	200.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes ATCH 8	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by *General Instruction T*			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ VA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ MR. GREGORY A. ROBBINS Telephone no ▶ 434-973-3345

Located at ▶ 633 BERKMAR CIRCLE, SUITE 3 CHARLOTTESVILLE, VA ZIP+4 ▶ 22901

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶	N/A		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance, check here N/A ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, N/A, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, N/A, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a	During the year, did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions **5b**	N/A	
	Organizations relying on a current notice regarding disaster assistance, check here N/A ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**	N/A	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☐ No		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 5		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0.

Total number of others receiving over $50,000 for professional services . . . . ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of *organizations and other beneficiaries served, conferences convened, research papers produced, etc*	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	48,727.
b	Average of monthly cash balances	1b	707,343.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	756,070.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	756,070.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,341.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	744,729.
6	**Minimum investment return.** Enter 5% of line 5	6	37,236.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	37,236.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	200.		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	200.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	37,036.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	37,036.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	37,036.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	52,772.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	52,772.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b. See instructions	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	52,772.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				37,036.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years 20 16 ,20 15 ,20 14				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014 2,484.				
c From 2015 57.				
d From 2016 64.				
e From 2017				
f Total of lines 3a through e	2,605.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 52,772.				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount				37,036.
e Remaining amount distributed out of corpus	15,736.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,341.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	18,341.			
10 Analysis of line 9				
a Excess from 2014 2,484.				
b Excess from 2015 57.				
c Excess from 2016 64.				
d Excess from 2017				
e Excess from 2018 15,736.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2))

BETTY K. SCRIPPS

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed

ATCH 6

b The form in which applications should be submitted and information and materials they should include

ATCH 6

c Any submission deadlines.

ATCH 6

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

ATCH 6

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT 7				50,000.
Total ▶ **3a**				50,000.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8,678.	
4 Dividends and interest from securities			14	1,340.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				10,018.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 10,018.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	N/A

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Gregory Q. Pellitteri | 2/10/20 | SECRETARY

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KELLI ARCHIBALD	Kelli H. Archibald	01/23/20		P00180332
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 101 E. WASHINGTON ST., STE. 910 PHOENIX, AZ 85004			Phone no 602-322-3000	

JSA
8E1493 1 000
SO9207 K182

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4000 SH ING GO NV SPSD ADR					05/31/2018	11/14/2019
49,969.		58,654.					-8,685.	
TOTAL GAIN(LOSS)							-8,685.	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH BANK DEPOSIT INTEREST	1,016.	1,016.
SHORT TERM INVESTMENT INTEREST	7,662.	7,662.
TOTAL	8,678.	8,678.

ATTACHMENT 2

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FOREIGN DIVIDEND TAX	163.
FEDERAL INCOME TAX	8.
TOTALS	171.

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE	2,707.	2,707.
BANK FEES	40.	40.
VIRGINIA ANNUAL REPORT FEE	25.	25.
TOTALS	2,772.	2,772.

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CVS HEALTH CORPORATION	0.	40,454.	40,454.
TOTALS	0.	40,454.	40,454.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 5

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BETTY K. SCRIPPS P.O. BOX 4588 CHARLOTTESVILLE, VA 22905	CHAIRMAN/PRESIDENT/TREASURER .10	0.	0.	0.
JACK C. MORGAN P.O. BOX 4588 CHARLOTTESVILLE, VA 22905	DIRECTOR .10	0.	0.	0.
JOSEPH E. KILLORY, JR. P.O. BOX 4588 CHARLOTTESVILLE, VA 22905	DIRECTOR .10	0.	0.	0.
GREGORY A. ROBBINS 633 BERKMAR CIRCLE, SUITE 3 CHARLOTTESVILLE, VA 22901	VP FINANCE/SECRETARY .50	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

ATTACHMENT 6

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MR. GREGORY A. ROBBINS
633 BERKMAR CIRCLE, SUITE 3
CHARLOTTESVILLE, VA 22901
434-973-3345

FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND INFORMATION THEY SHOULD INCLUDE:

APPLICATION SHOULD BE A WRITTEN LETTER.

SUBMISSION DEADLINES:

REQUESTS SHOULD BE SUBMITTED BY JUNE 30TH OF EACH YEAR.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

APPLICATIONS CONSIDERED FOR QUALIFIED SECTION 501(C)(3) PUBLIC CHARITABLE ORGANIZATIONS.

ATTACHMENT 7

FORM 990PF, PART XV- GRANT AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

DONEE	FOUNDATION STATUS OF RECIPIENT	AMOUNT
1 THE MAYO FOUNDATION 200 FIRST STREET, SW ROCHESTER, MN 55905		
PURPOSE OF GRANT. GENERAL SUPPORT	PC	$25,000
2 SCRIPPS HEALTH FOUNDATION 4275 CAMPUS POINT ROAD SAN DIEGO, CA 92121		
PURPOSE OF GRANT: GENERAL SUPPORT	PC	$25,000
TOTAL DISTRIBUTIONS		$50,000

ARTICLES OF INCORPORATION

OF

THE EDWARD W. AND BETTY KNIGHT SCRIPPS FOUNDATION

We, the undersigned natural persons of the age of twenty-one years or more, acting as Directors of a Corporation adopt the following restated and amended Articles of Incorporation for such Corporation pursuant to the provisions of Chapter 10 of Title 13.1 of the Code of Virginia.

ARTICLE I

The name of the Corporation is "THE EDWARD W. AND BETTY KNIGHT SCRIPPS FOUNDATION."

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable, educational, and scientific activities as may qualify it for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (hereinafter referred to as the "Code"). More specifically, such purposes include, but are not limited to the following:

A. To make grants and contributions to religious, charitable, medical, scientific, literary, educational, cultural and other organizations that are exempt from Federal income tax under Code Section 501(c)(3); and

B. To do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation.

In furtherance of the above and other related purposes, the Corporation shall have the power to exercise all power and authority granted to it under the Virginia Non-Stock Corporation Act, or otherwise, including, but not limited to, the power to accept donations of money or property, whether real or personal or any interest therein, wherever situated.

ARTICLE IV

The Corporation shall have no members.

ARTICLE V

The number of Directors shall be as specified in the Bylaws of the Corporation, but shall not exceed three (3) nor be less than one (1). The current Directors -- Betty Knight Scripps, Joseph E. Killory, Jr., and Jack C. Morgan, each of whom has served as a Director for many years -- shall each serve until their death, resignation, incapacity, or until the naming of a conservator, protector, guardian, or other similar person to manage or oversee their affairs. So long as Betty Knight Scripps serves as a Director, she shall serve as Chairman unless she resigns from that position. The sitting Directors shall fill vacancies, if any, and select their successors, if any, as provided in the Bylaws of the Corporation. The sitting Directors shall govern the affairs of the Corporation in accordance with the voting and other requirements set forth in the Bylaws of the Corporation.

ARTICLE VI

The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The initial Bylaws were adopted by the initial Board of Directors, and have been amended from time to time. The power to amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE VII

At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by operation of law, or any other provisions hereof:

A. The Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Code Sections 501(c)(3) and 170(c)(2), contributions to which are deductible for federal income tax purposes under Code Section 170(a)(1);

B. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively religious, charitable, medical, scientific, literary, and educational, within the meaning of Code Sections 501(c)(3);

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

D. Pursuant to the prohibition contained in Code Section 501(c)(3), no part of the net earnings of the Corporation shall ever inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above; and

E. Notwithstanding any other provision of the Articles, if at any time or times the Corporation is a private foundation within the meaning of Code Section 509, then during such time or times:

(1) The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d);

(2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Code Section 4942;

(3) The Corporation shall not retain any excess business holdings as defined in Code Section 4943(c);

(4) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under Code Section 4944; and

(5) The Corporation shall not make any taxable expenditures

as defined in Code Section 4945(d).

ARTICLE VIII

Upon dissolution of the Corporation, the Board of Directors shall:

A. Pay or make provision for the payment of all of the Corporation's liabilities;

B. Return, transfer, or convey (or make provisions thereof) all assets held by the Corporation upon condition requiring such return, transfer, or conveyance in the event of dissolution of the Corporation; and

C. Dispose of the Corporation's remaining assets exclusively for the purposes of the Corporation or distribute the assets to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall, at the time, qualify for exemption under Code Section 501(c)(3), as the Directors shall determine; provided that none of such assets shall be distributed to any corporation, fund, or foundation any part of whose net earnings inures to the benefit of or is distributable to any individual or any corporation for profit.

ARTICLE IX

The private property, both real and personal, of the members of the Board of Directors and the officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE X

As used in these Articles, the term "Internal Revenue Code" means the United States Internal Revenue Code of 1954, as amended, and a reference to a provision of that Code shall be deemed to indicate the corresponding provision of any future United States Internal Revenue code.

ARTICLE XI

The address of the Corporation is 633 Berkmar Circle, Albemarle County, Charlottesville, Virginia; its mailing address is PO Box 4588, Charlottesville, Virginia 22905, and the name of its registered agent at such address is Gregory A. Robbins, an officer of the Corporation and a resident of the Commonwealth of Virginia.

ARTICLE XII

The number of Directors constituting the Board of Directors is three (3) and the names and addresses of the persons who are serving as the Directors until their successors are elected and qualified as specified in the Bylaws of the Corporation are:

NAME	ADDRESS
Betty Knight Scripps	PO Box 772 Rancho Santa Fe, California 92067
Joseph E. Killory, Jr.	PO Box 219 State House Post Office Boston, Massachusetts 02133
Jack C. Morgan	PO Box 516 Napa, California 94559

Article XIII

The date of the original Articles of Incorporation was June 23, 1987, and the names and addresses of the incorporators are:

NAME	ADDRESS
Edward W. Scripps	Deceased
Betty Knight Scripps	PO Box 772 Rancho Santa Fe, California 92067

The undersigned, being all the Directors of Corporation, pursuant to Sections 13.1-841 of the Virginia Nonstock Corporation Act, hereby resolve that the foregoing Restated and Amended Articles of Incorporation have been reviewed and approved by unanimous written consent on February 21, 2017.

Betty Knight Scripps

Betty Knight Scripps
Director

Joseph E. Killory, Jr.

Joseph E. Killory, Jr.
Director

Jack C. Morgan
Director

The undersigned, being all the Directors of Corporation, pursuant to Sections 13.1-841 of the Virginia Nonstock Corporation Act, hereby resolve that the foregoing Restated and Amended Articles of Incorporation have been reviewed and approved by unanimous written consent on February 21, 2017.

Betty Knight Scripps **Director**	**Joseph E. Killory, Jr.** **Director**

Jack C. Morgan

Jack C. Morgan
Director

Article XIII

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Betty Knight Scripps

Betty Knight Scripps
Director

Joseph E. Killory, Jr.
Director

Jack C. Morgan
Director

BYLAWS OF

THE EDWARD W. AND BETTY KNIGHT SCRIPPS FOUNDATION

ARTICLE I

The name of the Corporation is THE EDWARD W. AND BETTY KNIGHT SCRIPPS FOUNDATION.

ARTICLE II

Purposes

The purposes for which the Corporation is organized and operated are to engage exclusively in such religious, charitable, scientific, literary, and educational activities as may qualify it for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (hereinafter referred to as the "Code"). More specifically, such purposes include, but are not limited to, the following:

1. To make grants and contributions to religious, charitable, medical, scientific, literary, educational and other organizations, including but not limited to organizations for the furtherance of historical preservation or culture, that are exempt from Federal income tax under Code, Section 501(c)(3); and

2. To do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation.

In furtherance of the above and other related purposes, the Corporation shall have the power to exercise all power and authority granted to it under the Virginia Non-Stock Corporation Act, or otherwise, including, but no limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

ARTICLE III

Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Directors, officers or other private persons, except that the Corporation shall have the authority to pay reasonable compensation for services actually rendered to or for the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, or any provision of the Articles of Incorporation or the Code of Virginia governing or pertaining to the Corporation, the Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(3) of the Code (or the corresponding provision of any future Federal income tax law) and exempt from taxation under Section 501(a) of the Code (or the corresponding provision of any future Federal income tax law).

ARTICLE IV

Offices; Agent; Seal

1. Principal Office. The principal office of the Corporation and such other offices as it may establish shall be located at such place or places, either within or without the Commonwealth of Virginia, as may be designated by the Board of Directors.

2. Registered Office and Agent. The Corporation shall continuously maintain within the Commonwealth of Virginia a registered office at such place as may be designated by the Board of Directors. The Corporation shall continuously maintain within the Commonwealth of Virginia a registered agent, which agent shall be designated by the Board of Directors. Any change in the registered office or registered agent shall be accomplished in compliance with the Commonwealth of Virginia Non-Stock Corporation Act.

3. Seal. The seal of the Corporation shall contain its name, the year of its incorporation and the words "Commonwealth of Virginia." The seal may be used by causing it or a facsimile thereof to be affixed, impressed, or used in any other manner permitted by law.

ARTICLE V

Directors

1. Powers. Supervision and guidance of the affairs of the Corporation shall be vested in the Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Corporation under the

Virginia Non-Stock Corporation Act, the Articles of Incorporation, and the Bylaws.

2. Number. The number of Directors shall not exceed three (3) nor be less than one (1). The current Directors -- Betty Knight Scripps, Joseph E. Killory, Jr., and Jack C. Morgan, each of whom has served as a Director for many years -- shall each serve until their death, resignation, incapacity, or until the naming of a conservator, protector, guardian, or other similar person to manage or oversee their affairs. So long as Betty Knight Scripps serves as a Director, she shall serve as Chairman unless she resigns from that position and all decisions or actions of the Board of Directors while she is Chairman shall be by unanimous vote of all Directors (unless a Director, following proper notice, affirmatively states in writing that he or she is unable or unwilling to participate, in which case the decision or action shall be by unanimous vote of the remaining Directors). If Betty Knight Scripps is no longer a Director, decisions or actions of the Corporation shall be made by a majority vote, but in the event of a tie (if there are only two Directors) the vote of the Chairman at that time shall be determinative. The number of Directors may only be changed by an amendment of these Bylaws approved by a unanimous vote of the Directors at that time. Additional or replacement Directors shall be approved by a unanimous vote as set forth in Article V, Paragraphs 3 and 4 of these Bylaws. For purposes of these Bylaws, if The Board consists of one Director, that Director's vote shall constitute a unanimous vote of the Board.

3. Tenure. As set forth in Article V, Paragraph 2 above, the

current three Directors -- Betty Knight Scripps, Joseph E. Killory, Jr. and Jack C. Morgan – shall each serve as Directors until their death, resignation, incapacity, or until the naming of a conservator, protector, guardian, or other similar person to manage or oversee their affairs. In the event that Betty Knight Scripps is no longer a Director (or no longer Chairman), Joseph E. Killory, Jr. shall automatically succeed to the position of Chairman, if he is still a Director at that time. If Joseph E. Killory, Jr. is not a Director at that time, the Chairman shall be chosen only by a unanimous vote of the remaining Director(s) at that time.

4. Resignation. Any Director may resign at any time by sending, via mail, overnight courier, or electronic transmission, written notice of his or her resignation to other Directors. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

5. Vacancies. A vacancy in the Board of Directors may be left unfilled or may be filled with a replacement Director, at the discretion of the Directors, or of the remaining Directors following the creation of the vacancy. Any such replacement Directors shall be elected only by a unanimous vote of the existing Directors. A vacancy created by an increase in the number of Directors shall be filled by unanimous vote of the existing Directors. A replacement or additional Director so elected shall serve for the term stated in the Resolution effecting that appointment.

6. Successor Director. If at any time there shall be no Directors in office, then the Vice-President – Finance of Scripps Enterprises, Inc., a Delaware corporation, shall become the Successor Director of the Corporation and

shall take appropriate action in his or her sole discretion to continue to wind up the affairs of the Corporation.

7. Chairman. There shall be a Chairman of the Board of Directors, who shall preside over all meetings of the Board if present. The designation of Betty Knight Scripps as Chairman, and the process for successor Chairman, are set forth in Article V, Paragraphs 2 and 3 above.

8. Place of Meetings. The Board of Directors may hold meetings -- annual, regular, or special -- at locations to be determined by the Board either within or outside the Commonwealth of Virginia.

9. Annual Meeting. The annual meeting of each Board of Directors shall be held at such time and place as the Chairman of the Board may determine, with advance notice in writing (including by fax or email) or telephonically to the other Directors sufficient to enable them to attend in person or by telephonic or video connection. A quorum, thereby constituting a legal meeting, shall consist of at least two Directors, unless there is only one Director in which case that one Director shall constitute a quorum.

10. Regular and Special Meetings. Additional regular and special meetings of the Board of Directors may be held, at such times and places as may be determined by the Board of Directors, or called by the Chairman, subject to the same notice and quorum requirements applicable to Annual Meetings set forth in Article V, Paragraph 9 immediately above.

11. Waiver of Notice. A Director may waive notice of the time and place of any special meeting. Attendance at a special meeting shall constitute

a waiver of notice, except where the Director attends a meeting for the express purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or is not lawfully convened. A written statement filed with the Board of Directors by any Director either before or after a meeting is held, which statement recites knowledge of the date, time and place of such meeting, and specifically waives notice thereof, shall be considered effective to dispense with the requirement of prior written notice to such Director.

12. Quorum; Adjournment. At all meetings of the Board of Directors, the actual presence of a majority of the Directors then in office -- or two Directors if the Board consists of two Directors, or the sole Director if the Board consists of one Director -- shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be specifically provided by law or by the Articles of Incorporation. If a quorum is not present at a meeting of the Board of Directors, the Directors present may adjourn the meeting until a quorum is present.

13. Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of the Bylaws or Articles of Incorporation) may be taken without a meeting if written consents setting forth the action so taken are signed by the necessary number of Directors required by the Bylaws to take action. Such consents shall have the same force and effect as a vote of the Board of Directors at a meeting. Such consents (which may be in one instrument or several instruments) shall be filed with the

office of the Secretary of the Board of Directors. A certificate of a Chairman of the Board of Directors, the Secretary or the Assistant Secretary, as to the receipt of such consents, the action thereby taken, and the effective date of such action shall be filed with the minutes of the proceedings of the Board of Directors. An action so taken shall be deemed to have been taken at a meeting held on the effective date so certified.

14. Meetings by Telephone. One or more of the Directors and the Secretary may participate in a meeting of the Board by means of a telephonic or video conference by which all Directors participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting.

15. Reimbursement. Directors shall receive no compensation for their services but, by resolution of the Board of Directors, may be reimbursed for reasonable expenses paid while acting on behalf of the Corporation.

ARTICLE VI

Officers

1. Officers. The officers of the Corporation shall be a President, a Secretary, an Assistant Secretary, a Treasurer, and such other officers as the Board of Directors may appoint. The officers may, but need not, be Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

2. Appointment of Officers; Terms of Office. Officers shall be appointed by the Board of Directors for such terms as the Board of Directors shall

determine. A vacancy in any office shall be filled by the Board of Directors, at a meeting or by action in writing, for a term expiring at the next succeeding annual meeting of the Board of Directors. Each officer shall hold office until the expiration of his or her term and until his or her successor shall have been duly appointed, or until he or she shall resign or be removed. Officers shall be eligible for reappointment.

3. Resignation. An officer may resign at any time by giving written notice by mail, overnight courier, or electronic transmission of his or her resignation to the Board of Directors. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

4. Removal. An officer may be removed by the Board of Directors at a meeting or by action in writing whenever in the Board of Directors' judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5. Compensation. The compensation of officers, if any, shall be fixed from time to time by the Board of Directors.

6. Duties of Officers.

(a) President. The President shall be the chief executive and operating office of the Corporation, subject to the direction and control of the Board of Directors, to whom he or she is responsible for the affairs of the Corporation and for the performance of its other officers and its employees.

Unless otherwise designated by the Chairman (with the consent of the Board pursuant to the voting provisions set forth in Article V), the Chairman shall serve as President. The President may sign and execute, in the name of the Corporation, deeds, mortgages, leases, bonds, contracts, and other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent to the Corporation. The President shall report to the Corporation at its annual meeting with respect to the affairs of the Corporation. In general, the President shall perform all duties incident to the office of chief executive and chief operating officer of the Corporation, and such other duties as from time to time may be assigned to him or her by the Board of Directors. The President shall, if present, preside at all meetings of the Board of Directors.

(b) Secretary. The Secretary, or the Assistant Secretary, subject to the direction of the Secretary, shall:

(1) Certify and keep at the principal office of the Corporation, or at such other place as the Board of Directors may order, the original or a copy of the Bylaws as amended to date;

(2) Keep at the principal office of the Corporation, or at such other place as the Board of Directors may order, a book of minutes of all proceedings of the Board of Directors, whether annual, regular, or special;

(3) Cause all notices to be duly given in accordance with the provisions of the Bylaws or as required by law;

(4) Be custodian of the records and of the seal of the

Corporation and see that it is affixed to any documents the execution of which on behalf of the Corporation under its seal is required;

(5) See that the books, reports, statements, and all other documents and records required by law are properly kept and filed;

(6) Exhibit at all reasonable times to any Director, upon request, the Bylaws and minutes of proceedings of the Board of Directors; and

(7) In general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

(c) Treasurer. The Treasurer shall:

(1) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation, in such banks, trusts companies, or other depositories as shall be selected by the Board of Directors;

(2) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions including accounts of its assets, liabilities, receipts, disbursement, gains, losses, capital, and surplus;

(3) Exhibit the books of account and records to any Director, upon request, during business hours at the Corporation location where such books and records are kept or, in such manner and at such location as mutually agreed by the Director and the Treasurer;

(4) Render, upon request, a statement of the condition of

the finances of the Corporation at all meetings of the Board of Directors, and render a full financial report at the annual meetings of the Board of Directors;

(5) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever; and

(6) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

ARTICLE VII

Financial Administration

1. Documents. All checks, drafts, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or any committee to which such authority has been delegated by the Board of Directors.

2. Deposits and Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by any officer or officers or agent or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other

orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

3. Bonds. At the discretion of the Board of Directors, the Corporation may secure bonds for the faithful discharge of the duties of any Director, officer, agent, or employee of the Corporation who has custody of or discretion over any funds of the Corporation.

4. Corporate Records. The Corporation shall keep at its principal place of business or at such other location as the Board of Directors may direct (a) the original or a duplicate record of the proceedings of the Board of Directors, (b) the original or a copy of the Bylaws, including all amendments thereof to date, certified by the Secretary, and (c) appropriate, correct, and complete books and records of account.

ARTICLE VIII

Notices

1. Form; Delivery. Whenever, under the provisions of law, the Articles of Incorporation, or the Bylaws, notice is required to be given to any Director or member, such notice may be given in writing, by mail or overnight courier, addressed to such Director or member at his or her post office address as it appears on the records of the Corporation, or by electronic transmission (email or fax) . Such notice shall be deemed to be given at the time it is deposited in the United States mail or delivered to the courier or transmitted. Notice may also be given personally, or by telephone.

2. Waiver. Whenever any notice is required to be given under the

provisions of law, the Articles of Incorporation, or the Bylawss, a written waiver thereof, sent by mail, courier or electronic transmission and signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any member who attends a meeting of the members in person, or is represented at such meeting by proxy, without protesting at the commencement of the meeting the lack of notice thereof to him or her, or any Director who attends a meeting of the Board of Directors, or any member of the committee who attends a committee meeting, without protesting at the commencement of the meeting regarding such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

ARTICLE IX

Indemnification and Insurance

The Corporation may purchase and maintain insurance on behalf of itself or any person who is or was a Director, officer, advisor, employee, or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such. The Corporation shall, to the fullest extent now and hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was a Director, officer, advisor, employee, or agent of the Corporation, against judgments, fines, amounts paid, in settlement and reasonable expenses, including attorneys' fees. Such indemnification shall not be exclusive of any other rights to which such officer or member may be entitled under any Bylaw, agreement, vote of the Board of Directors or otherwise.

ARTICLE X

Accounting Period

The annual accounting period of the Corporation shall be determined by the Board of Directors.

ARTICLE XI

Amendments

The Bylaws may be amended by the Board of Directors, either at a properly noticed Board meeting at which a quorum is present or by consent resolution, so long as vote to amend satisfies the voting requirements for actions by the Corporation that are set forth in Article V of these Bylaws.

The undersigned, being all the Directors of Corporation, pursuant to Sections 13.1-841 and 13.1-855 of the Virginia Nonstock Corporation Act, hereby resolve that the foregoing restated and amended Bylaws have been reviewed and approved by unanimous written consent on February 21, 2017.

Betty Knight Scripps

Betty Knight Scripps
Director

Joseph F. Killory, Jr.

Joseph F. Killory, Jr.
Director

Jack C. Morgan
Director

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