

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 AND EXCHANGE ACT OF 1934  
For the quarterly period ended June 30, 1997

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES AND EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 33-43989

THE E. W. SCRIPPS COMPANY

(Exact name of registrant as specified in its charter)

Ohio

31-1223339

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification Number)

312 Walnut Street  
Cincinnati, Ohio

45201

(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 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, 1997  
there were 61,681,102 of the Registrant's Class A Common Shares outstanding  
and 19,333,711 of the Registrant's Common Voting Shares outstanding.

INDEX TO THE E. W. SCRIPPS COMPANY

REPORT ON FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 1997

| Item No.                       |  | Page |
|--------------------------------|--|------|
| PART I - FINANCIAL INFORMATION |  |      |
| 1                              | Financial Statements   | 3    |
| 2                              | Management's Discussion and Analysis of Financial<br>Condition and Results of Operations | 3    |
| PART II - OTHER INFORMATION    |  |      |
| 1                              | Legal Proceedings  | 3    |
| 2                              | Changes in Securities  | 3    |
| 3                              | Defaults Upon Senior Securities  | 3    |
| 4                              | Submission of Matters to a Vote of Security Holders                                      | 4    |
| 5                              | Other Information  | 4    |
| 6                              | Exhibits and Reports on Form 8-K   | 4    |

## PART I

### 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.

## PART II

### ITEM 1. LEGAL PROCEEDINGS

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

### ITEM 2. CHANGES IN SECURITIES

There were no changes in the rights of security holders during the quarter for which this report is filed.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

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

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The following table presents information on matters submitted to a vote of security holders at the 1997 Annual Meeting of Shareholders.

| Description of Matters Submitted                                 | In Favor   | Against | Abstain | Broker<br>Non-Votes |
|--|------------|---------|---------|---------------------|
| Class A Common Shares:   |            |         |         |                     |
| Election of Directors:   |            |         |         |                     |
| Daniel J. Meyer  | 58,398,381 | 152,749 |         | 3,045,231           |
| Nicholas B. Paumgarten   | 58,038,421 | 512,709 |         | 3,045,231           |
| Ronald W. Tysoe  | 58,398,381 | 152,749 |         | 3,045,231           |
| Common Voting Shares:  |            |         |         |                     |
| Election of Directors  | 18,286,233 |         |         | 1,047,478           |
| Adopt 1997 Long-Term Incentive Plan                              | 18,286,233 |         |         | 1,047,478           |
| Amend 1994 Non-Employee Directors' Stock Option Plan             | 18,286,233 |         |         | 1,047,478           |
| Adopt 1997 Deferred Compensation<br>and Stock Plan for Directors | 18,286,233 |         |         | 1,047,478           |

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

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.

Reports on Form 8-K

A Current Report on Form 8-K reporting the Company's agreement to acquire the newspaper and broadcast properties of Harte-Hanks Communications, Inc. was filed on June 5, 1997.

SIGNATURES

Pursuant to the requirements of the Securities and 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 1, 1997

BY:/s/ D. J. Castellini  
D. J. Castellini  
Senior Vice President,  
Finance & Administration

THE E. W. SCRIPPS COMPANY

Index to Financial Information

| Item   | Page |
|--|------|
| Consolidated Balance Sheets  | F-2  |
| Consolidated Statements of Income  | F-4  |
| Consolidated Statements of Cash Flows  | F-5  |
| Consolidated Statements of Stockholders' Equity  | F-6  |
| Notes to Consolidated Financial Statements   | F-7  |
| Management's Discussion and Analysis of Financial<br>Condition and Results of Operations | F-11 |

CONSOLIDATED BALANCE SHEETS

( in thousands )

|  | June 30,<br>1997<br>(Unaudited) | As of<br>December 31,<br>1996 | June 30,<br>1996<br>(Unaudited) |
|--|---------------------------------|-------------------------------|---------------------------------|
| <b>ASSETS</b>  |                                 |                               |                                 |
| Current Assets:  |                                 |                               |                                 |
| Cash and cash equivalents  | \$ 13,794                       | \$ 10,145                     | \$ 15,594                       |
| Short-term investments   | 33,389                          | 2,700                         |                                 |
| Accounts and notes receivable (less allowances -\$4,834, \$3,974, \$3,736) | 176,484                         | 182,687                       | 157,426                         |
| Program rights and production costs  | 29,979                          | 44,639                        | 32,960                          |
| Inventories  | 12,705                          | 11,753                        | 11,126                          |
| Deferred income taxes  | 25,134                          | 24,897                        | 23,365                          |
| Miscellaneous  | 43,034                          | 32,203                        | 28,773                          |
| Total current assets   | 334,519                         | 309,024                       | 269,244                         |
| Net Assets of Discontinued Operation - Scripps Cable                       |                                 |                               | 354,234                         |
| Investments  | 66,067                          | 40,580                        | 51,273                          |
| Property, Plant and Equipment  | 426,267                         | 430,703                       | 437,635                         |
| Goodwill and Other Intangible Assets                                       | 581,170                         | 590,452                       | 596,454                         |
| Other Assets:  |                                 |                               |                                 |
| Program rights and production costs (less current portion)                 | 25,330                          | 35,281                        | 38,983                          |
| Subscriber acquisition costs (less current portion)                        | 49,046                          | 38,337                        | 2,195                           |
| Miscellaneous  | 19,961                          | 19,236                        | 14,410                          |
| Total other assets   | 94,337                          | 92,854                        | 55,588                          |
| <b>TOTAL ASSETS</b>  | <b>\$ 1,502,360</b>             | <b>\$ 1,463,613</b>           | <b>\$ 1,764,428</b>             |

See notes to consolidated financial statements.

CONSOLIDATED BALANCE SHEETS

( in thousands, except share data )

|   | June 30,<br>1997<br>(Unaudited) | As of<br>December 31,<br>1996 | June 30,<br>1996<br>(Unaudited) |
|---|---------------------------------|-------------------------------|---------------------------------|
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                                 |                               |                                 |
| Current Liabilities:  |                                 |                               |                                 |
| Current portion of long-term debt   | \$ 90,040                       | \$ 90,040                     | \$ 32,040                       |
| Accounts payable  | 53,860                          | 88,574                        | 68,149                          |
| Customer deposits and unearned revenue  | 33,905                          | 30,208                        | 31,931                          |
| Accrued liabilities:  |                                 |                               |                                 |
| Employee compensation and benefits  | 32,764                          | 33,622                        | 30,281                          |
| Subscriber acquisition costs  | 40,357                          | 33,895                        | 2,223                           |
| Miscellaneous   | 45,298                          | 47,063                        | 38,263                          |
| Total current liabilities   | 296,224                         | 323,402                       | 202,887                         |
| Deferred Income Taxes   | 69,998                          | 63,953                        | 63,987                          |
| Long-Term Debt (less current portion)   | 31,819                          | 31,793                        | 131,815                         |
| Other Long-Term Obligations and Minority Interests (less current portion)                                       | 102,105                         | 99,874                        | 112,563                         |
| Stockholders' Equity:   |                                 |                               |                                 |
| Preferred stock, \$.01 par - authorized: 25,000,000 shares; none outstanding                                    |                                 |                               |                                 |
| Common stock, \$.01 par:  |                                 |                               |                                 |
| Class A - authorized: 120,000,000 shares; issued and outstanding: 61,640,302; 61,293,240; and 60,981,720 shares | 616                             | 613                           | 610                             |
| Voting - authorized: 30,000,000 shares; issued and outstanding: 19,333,711; 19,470,382; and 19,470,382 shares   | 193                             | 195                           | 195                             |
| Total   | 809                             | 808                           | 805                             |
| Additional paid-in capital  | 277,634                         | 272,703                       | 266,833                         |
| Retained earnings   | 724,026                         | 676,471                       | 966,916                         |
| Unrealized gains (losses) on securities available for sale  | 4,385                           | (713)                         | 22,285                          |
| Unvested restricted stock awards  | (5,265)                         | (5,241)                       | (4,332)                         |
| Foreign currency translation adjustment   | 625                             | 563                           | 669                             |
| Total stockholders' equity  | 1,002,214                       | 944,591                       | 1,253,176                       |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>   | <b>\$ 1,502,360</b>             | <b>\$ 1,463,613</b>           | <b>\$ 1,764,428</b>             |

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME ( UNAUDITED )

( in thousands, except per share data )

|  | Three months ended |            | Six months ended |            |
|--|--------------------|------------|------------------|------------|
|  | June 30,           |            | June 30,         |            |
|  | 1997               | 1996       | 1997             | 1996       |
| Operating Revenues:                                |                    |            |                  |            |
| Advertising  | \$ 226,661         | \$ 209,432 | \$ 430,542       | \$ 396,359 |
| Circulation  | 32,153             | 32,102     | 65,961           | 65,666     |
| Licensing  | 14,532             | 12,176     | 30,888           | 24,782     |
| Joint operating agency distributions               | 13,121             | 11,704     | 24,530           | 20,615     |
| Program production                                 | 2,299              | 1,734      | 13,719           | 4,375      |
| Other  | 16,746             | 10,176     | 30,582           | 19,772     |
| Total operating revenues                           | 305,512            | 277,324    | 596,222          | 531,569    |
| Operating Expenses:                                |                    |            |                  |            |
| Employee compensation and benefits                 | 96,381             | 89,333     | 191,186          | 176,216    |
| Newsprint and ink                                  | 30,416             | 33,161     | 57,767           | 67,330     |
| Program, production and copyright costs            | 16,988             | 16,460     | 42,815           | 33,010     |
| Other operating expenses                           | 74,072             | 66,996     | 142,680          | 128,644    |
| Depreciation                                       | 12,470             | 11,741     | 25,894           | 24,179     |
| Amortization of intangible assets                  | 4,824              | 5,210      | 9,668            | 10,291     |
| Total operating expenses                           | 235,151            | 222,901    | 470,010          | 439,670    |
| Operating Income                                   | 70,361             | 54,423     | 126,212          | 91,899     |
| Other Credits (Charges):                           |                    |            |                  |            |
| Interest expense                                   | (2,484)            | (2,224)    | (5,050)          | (3,637)    |
| Miscellaneous, net                                 | 368                | 705        | 481              | 323        |
| Net other credits (charges)                        | (2,116)            | (1,519)    | (4,569)          | (3,314)    |
| Income from Continuing Operations                  |                    |            |                  |            |
| Before Taxes and Minority Interests                | 68,245             | 52,904     | 121,643          | 88,585     |
| Provision for Income Taxes                         | 28,728             | 22,998     | 51,205           | 38,272     |
| Income from Continuing Operations                  |                    |            |                  |            |
| Before Minority Interests                          | 39,517             | 29,906     | 70,438           | 50,313     |
| Minority Interests                                 | 938                | 798        | 1,836            | 1,485      |
| Income From Continuing Operations                  | 38,579             | 29,108     | 68,602           | 48,828     |
| Income From Discontinued Operation - Scripps Cable |                    | 12,782     |                  | 22,377     |
| Net Income   | \$ 38,579          | \$ 41,890  | \$ 68,602        | \$ 71,205  |
| Per Share of Common Stock:                         |                    |            |                  |            |
| Income from continuing operations                  | \$ .48             | \$ .36     | \$ .85           | \$ .61     |
| Net income   | \$ .48             | \$ .52     | \$ .85           | \$ .89     |
| Dividends declared                                 | \$ .13             | \$ .13     | \$ .26           | \$ .26     |

See notes to consolidated financial statements.



CONSOLIDATED STATEMENTS OF CASH FLOWS ( UNAUDITED )

( in thousands )

|   | Six months ended<br>June 30, |           |
|---|------------------------------|-----------|
|   | 1997                         | 1996      |
| Cash Flows from Operating Activities:   |                              |           |
| Income from continuing operations   | \$ 68,602                    | \$ 48,828 |
| Adjustments to reconcile income from continuing operations<br>to net cash flows from continuing operating activities: |                              |           |
| Depreciation and amortization   | 35,562                       | 34,470    |
| Deferred income taxes   | 3,066                        | 2,343     |
| Minority interests in income of subsidiary companies  | 1,836                        | 1,485     |
| Subscriber acquisition costs  | (7,384)                      | (524)     |
| Other changes in certain working capital accounts, net  | (14,738)                     | 12,166    |
| Miscellaneous, net  | 8,250                        | (13,987)  |
| Net cash provided by continuing operating activities  | 95,194                       | 84,781    |
| Discontinued Operation - Scripps Cable:   |                              |           |
| Income  |                              | 22,377    |
| Adjustment to derive cash flows from operating activities   |                              | 21,259    |
| Net cash provided   |                              | 43,636    |
| Net operating activities  | 95,194                       | 128,417   |
| Cash Flows from Investing Activities:   |                              |           |
| Additions to property, plant and equipment  | (22,154)                     | (36,774)  |
| Purchase of subsidiary companies and long-term investments  | (20,503)                     | (122,678) |
| Change in short-term investments, net   | (30,689)                     | 25,013    |
| Sale of subsidiary companies and long-term investments  | 364                          | 11,400    |
| Miscellaneous, net  | 624                          | 7,305     |
| Net investing activities of continuing operations   | (72,358)                     | (115,734) |
| Net investing activities of discontinued operation  |                              | (93,332)  |
| Net investing activities  | (72,358)                     | (209,066) |
| Cash Flows from Financing Activities:   |                              |           |
| Increases in long-term debt   |                              | 132,000   |
| Payments on long-term debt  | (23)                         | (49,020)  |
| Dividends paid  | (21,047)                     | (20,891)  |
| Dividends paid to minority interests  | (793)                        | (838)     |
| Miscellaneous, net (primarily exercise of stock options)  | 2,676                        | 5,596     |
| Net financing activities of continuing operations   | (19,187)                     | 66,847    |
| Net financing activities of discontinued operation  |                              | (625)     |
| Net financing activities  | (19,187)                     | 66,222    |
| Increase (Decrease) in Cash and Cash Equivalents  | 3,649                        | (14,427)  |
| Cash and Cash Equivalents:  |                              |           |
| Beginning of year   | 10,145                       | 30,021    |
| End of period   | \$ 13,794                    | \$ 15,594 |
| Supplemental Cash Flow Disclosures:   |                              |           |
| Interest paid, excluding amounts capitalized  | \$ 2,341                     | \$ 4,344  |
| Income taxes paid   | 48,858                       | 32,246    |

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY ( UNAUDITED )

( in thousands, except share data )

|   | Common<br>Stock | Additional<br>Paid-in<br>Capital | Retained<br>Earnings | Unrealized<br>Gains (Losses)<br>on Securities<br>Available<br>for Sale | Unvested<br>Restricted<br>Stock<br>Awards | Foreign<br>Currency<br>Translation<br>Adjustment |
|---|-----------------|----------------------------------|----------------------|--|---|--|
| Balances at December 31, 1995   | \$ 801          | \$ 254,063                       | \$ 916,602           | \$ 20,720  | \$ (1,573)                                | \$ 813   |
| Net income  |                 |                                  | 71,205               |  |   |  |
| Dividends: declared and<br>paid - \$.26 per share   |                 |                                  | (20,891)             |  |   |  |
| Conversion of 507,991 Common Voting Shares<br>to 507,991 Class A Common Shares  |                 |                                  |                      |  |   |  |
| Class A Common Shares issued pursuant to<br>compensation plans, net:  |                 |                                  |                      |  |   |  |
| 390,950 shares issued; 2,629 shares repurchased   | 4               | 11,195                           |                      |  | (5,598)                                   |  |
| Tax benefits of compensation plans  |                 | 1,575                            |                      |  |   |  |
| Amortization of restricted stock awards   |                 |                                  |                      |  | 2,839                                     |  |
| Foreign currency translation adjustment   |                 |                                  |                      |  |   | (144)  |
| Increase in unrealized gains (losses) on<br>securities available for sale, net<br>of deferred income taxes of \$843   |                 |                                  |                      | 1,565  |   |  |
| Balances at June 30, 1996   | \$ 805          | \$ 266,833                       | \$ 966,916           | \$ 22,285  | \$ (4,332)                                | \$ 669   |
| Balances at December 31, 1996   | \$ 808          | \$ 272,703                       | \$ 676,471           | \$ (713)   | \$ (5,241)                                | \$ 563   |
| Net income  |                 |                                  | 68,602               |  |   |  |
| Dividends: declared and<br>paid - \$.26 per share   |                 |                                  | (21,047)             |  |   |  |
| Conversion of 136,671 Common Voting Shares<br>to 136,671 Class A Common Shares  |                 |                                  |                      |  |   |  |
| Class A Common Shares issued pursuant to<br>compensation plans, net:  |                 |                                  |                      |  |   |  |
| 217,950 issued; 7,559 shares repurchased  | 1               | 3,462                            |                      |  | (1,383)                                   |  |
| Tax benefits of compensation plans  |                 | 1,469                            |                      |  |   |  |
| Amortization of restricted stock awards   |                 |                                  |                      |  | 1,359                                     |  |
| Foreign currency translation adjustment   |                 |                                  |                      |  |   | 62   |
| Increase in unrealized gains (losses) on<br>securities available for sale, net<br>of deferred income taxes of \$2,745 |                 |                                  |                      | 5,098  |   |  |
| Balances at June 30, 1997   | \$ 809          | \$ 277,634                       | \$ 724,026           | \$ 4,385   | \$ (5,265)                                | \$ 625   |

See notes to consolidated financial statements.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. The information disclosed in the notes to consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 1996 has not changed materially unless otherwise disclosed herein. Financial information as of December 31, 1996 included in these financial statements has been derived from the audited consolidated financial statements included in that report. In management's opinion all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the interim periods have been made.

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

Net Income Per Share - Net income per share computations are based upon the weighted-average common shares outstanding. Common stock equivalents in the form of stock options are excluded from the computations as they have no material effect on the per share amounts. The weighted-average common shares outstanding were as follows:

| ( in thousands )                    | Three months ended |        | Six months ended |        |
|-------------------------------------|--------------------|--------|------------------|--------|
|                                     | June 30,           |        | June 30,         |        |
|                                     | 1997               | 1996   | 1997             | 1996   |
| Weighted-average shares outstanding | 80,970             | 80,308 | 80,937           | 80,256 |

The Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 128 - Earnings per Share in the first quarter of 1997. The new standard, which the Company must adopt in the fourth quarter of 1997, will require the presentation of basic earnings per share and diluted earnings per share. Basic and diluted earnings per share would not be materially different than earnings per share presented in these financial statements.

Recently Issued Accounting Standards - The Financial Accounting Standards Board has issued Statements of Financial Accounting Standards No. 129 - Disclosure of Information about Capital Structure ("FAS 129"), No. 130 - Reporting Comprehensive Income ("FAS 130"), and No. 131 - Disclosures about Segments of an Enterprise and Related Information ("FAS 131"). FAS 129, which must be adopted in the fourth quarter of 1997, will have no effect on the Company's financial position or results of operations. FAS 130, which must be adopted in the first quarter of 1998, and FAS 131, which must be adopted in the fourth quarter of 1998, will also have no effect on the Company's financial position. However, FAS 130 will require the Company to report comprehensive income, a measure of performance that includes all non-owner sources of changes in equity. In addition to net income reported in these financial statements, comprehensive income would include unrealized gains and losses on securities available for sale and foreign currency translation adjustments. Management expects FAS 131 will require the Company to change the reportable business segments included in its 1996 Annual Report on Form 10-K and to present additional information, including presenting certain business segment information in its quarterly financial statements.

2. ACQUISITIONS AND DIVESTITURES

A. Acquisitions

1997 - There were no acquisitions in the six months ended June 30, 1997.

In May the Company reached an agreement to acquire the newspaper and broadcast properties of Harte-Hanks Communications, Inc. The transaction will be structured as:

A tax-free "Morris Trust" transaction with an approximate value between \$605 million and \$625 million. In a Morris Trust transaction the Company will issue Class A Common stock to Harte-Hanks shareholders valued at between \$425 million and \$605 million, depending upon the amount of debt assumed by the Company. The Company has agreed to assume a maximum of \$200 million in debt, in which case the total consideration would be approximately \$625 million. The total consideration would be approximately \$605 million for an all-stock transaction. The exact number of shares issued will be determined by the total consideration and the trading price of the Company's shares within a "collar" range of \$32.72 and \$40.

Or the Company will pay approximately \$775 million in cash to Harte-Hanks if a Morris Trust transaction is not feasible due to the outcome of pending federal legislation.

The companies expect to determine the structure of the transaction by December 31, 1997.

1996 - In May the Company acquired the Vero Beach, Florida, Press Journal.

The following table presents additional information about the acquisition:

( in thousands )

|   | Six months<br>ended<br>June 30,<br>1996 |
|---|---|
| Goodwill and other intangible assets acquired | \$ 110,967                              |
| Other assets acquired                         | 10,900                                  |
| Total   | 121,867                                 |
| Liabilities assumed                           | (1,794)                                 |
| Cash paid                                     | \$ 120,073                              |

The acquisition was accounted for as a purchase and accordingly the purchase price was allocated to assets and liabilities based on the estimated fair values as of the date of acquisition.

The acquired operation has been included in the Consolidated Statements of Income from the date of acquisition. The following table summarizes, on an unaudited, pro forma basis, the estimated combined results of operations of the Company and the Press Journal assuming the acquisition had occurred on January 1, 1996. The pro forma information includes adjustments for interest expense that would have been incurred to finance the acquisition, additional depreciation based on the fair market value of the property, plant and equipment, and the amortization of intangible assets resulting from the acquisition. The unaudited pro forma results of operations are not necessarily indicative of the results which actually would have occurred had the acquisition been completed January 1, 1996.

| ( in thousands )                  |    | Three months<br>ended<br>June 30,<br>1996 | Six months<br>ended<br>June 30,<br>1996 |
|-----------------------------------|----|---|---|
| Operating revenues                | \$ | 278,958                                   | \$ 537,524                              |
| Income from continuing operations |    | 28,079                                    | 46,718                                  |
| Net income                        |    | 40,861                                    | 69,095                                  |
| Per share of common stock:        |    |   |   |
| Income from continuing operations |    | \$.35                                     | \$.58                                   |
| Net income                        |    | .51                                       | .86                                     |

#### B. Divestitures

1997 - There were no divestitures in the six months ended June 30, 1997.

1996 - The Company sold its equity interest in The Television Food Network, a cable programming network. No material gain or loss was realized as proceeds approximated the book value of the net assets sold.

#### 3. LONG-TERM DEBT

Long-term debt consisted of the following:

| ( in thousands )                      | June 30,<br>1997 | As of<br>December 31,<br>1996 | June 30,<br>1996 |
|---------------------------------------|------------------|-------------------------------|------------------|
| 6.17% note, due in 1997               | \$ 90,000        | \$ 90,000                     | \$ 100,000       |
| 7.375% notes, due in 1998             | 29,706           | 29,658                        | 29,658           |
| Variable Rate Credit Facilities       |                  |                               | 32,000           |
| Other notes                           | 2,153            | 2,175                         | 2,197            |
| Total long-term debt                  | 121,859          | 121,833                       | 163,855          |
| Current portion of long-term debt     | 90,040           | 90,040                        | 32,040           |
| Long-term debt (less current portion) | \$ 31,819        | \$ 31,793                     | \$ 131,815       |

The Company has a Competitive Advance/Revolving Credit Agreement and other variable rate credit facilities ("Variable Rate Credit Facilities") which expire through September 1997 and permit maximum borrowings up to \$50,000,000. Maximum borrowings under the facilities are changed as the Company's anticipated needs change and are not indicative of the Company's short-term borrowing capacity. The credit facilities may be extended upon mutual agreement.

Certain long-term debt agreements contain maintenance requirements on net worth and coverage of interest expense and restrictions on dividends and incurrence of additional indebtedness. The Company is in compliance with all debt covenants.

#### 4. DISCONTINUED OPERATION - SCRIPPS CABLE

The Company's cable television systems ("Scripps Cable") were acquired by Comcast Corporation ("Comcast") on November 13, 1996 ("Cable Transaction") through a merger whereby the Company's shareholders received, tax-free, a total of 93 million shares of Comcast's Class A Special Common Stock. The aggregate market value of the Comcast shares was \$1,593,000,000 (\$19.83 per share of the Company) and the net book value of Scripps Cable was \$356,000,000, yielding an economic gain of \$1,237,000,000 to the Company's shareholders.

Scripps Cable represented an entire business segment, therefore its results are reported as a "discontinued operation" for all periods presented. Results of the remaining business segments, including results for divested operating units within these segments through their dates of sale, are reported as "continuing operations."

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND  
RESULTS OF OPERATIONS

The E. W. Scripps Company ("Company") publishes daily newspapers in 16 markets, operates television stations in nine markets, and its entertainment division consists of Home & Garden Television ("HGTV," a 24-hour cable television network), comic character licensing and television program production.

The Company's cable television systems ("Scripps Cable") were acquired by Comcast Corporation ("Comcast") on November 13, 1996 ("Cable Transaction") through a merger whereby the Company's shareholders received, tax-free, a total of 93 million shares of Comcast's Class A Special Common Stock. The aggregate market value of the Comcast shares was \$1,593,000,000 (\$19.83 per share of the Company) and the net book value of Scripps Cable was \$356,000,000, yielding an economic gain of \$1,237,000,000 to the Company's shareholders. The operating results of Scripps Cable are excluded from management's discussion and analysis of financial condition and results of operation as management believes it is not relevant to an understanding of the Company's continuing operations.

Consolidated results of continuing operations were as follows:

( in thousands, except per share data )

|  | Quarterly Period |        |            | Year-to-Date |        |            |
|--|------------------|--------|------------|--------------|--------|------------|
|  | 1997             | Change | 1996       | 1997         | Change | 1996       |
| Operating revenues:                        |                  |        |            |              |        |            |
| Newspapers                                 | \$ 181,891       | 8.9 %  | \$ 166,982 | \$ 356,745   | 9.5 %  | \$ 325,825 |
| Broadcast television                       | 87,129           | 2.3 %  | 85,204     | 159,825      | 2.5 %  | 155,925    |
| Entertainment                              | 36,492           | 45.2 % | 25,138     | 79,652       | 59.9 % | 49,819     |
| Total operating revenues                   | \$ 305,512       | 10.2 % | \$ 277,324 | \$ 596,222   | 12.2 % | \$ 531,569 |
| Operating income:                          |                  |        |            |              |        |            |
| Newspapers                                 | \$ 42,169        | 19.7 % | \$ 35,234  | \$ 82,435    | 34.0 % | \$ 61,505  |
| Broadcast television                       | 32,116           | 7.1 %  | 29,994     | 50,847       | 7.1 %  | 47,477     |
| Entertainment                              | 488              |        | (2,161)    | 1,522        |        | (3,811)    |
| Corporate                                  | (4,412)          |        | (4,644)    | (8,592)      |        | (8,854)    |
| Total                                      | 70,361           | 20.4 % | 58,423     | 126,212      | 31.0 % | 96,317     |
| Unusual items                              |                  |        | (4,000)    |              |        | (4,000)    |
| Television Food Network                    |                  |        |            |              |        | (418)      |
| Total operating income                     | 70,361           | 29.3 % | 54,423     | 126,212      | 37.3 % | 91,899     |
| Interest expense                           | (2,484)          |        | (2,224)    | (5,050)      |        | (3,637)    |
| Miscellaneous, net                         | 368              |        | 705        | 481          |        | 323        |
| Income taxes                               | (28,728)         |        | (22,998)   | (51,205)     |        | (38,272)   |
| Minority interest                          | (938)            |        | (798)      | (1,836)      |        | (1,485)    |
| Income from continuing operations          | \$ 38,579        | 32.5 % | \$ 29,108  | \$ 68,602    | 40.5 % | \$ 48,828  |
| Per share of common stock:                 |                  |        |            |              |        |            |
| Income from continuing operations          | \$ .48           | 33.3 % | \$ .36     | \$ .85       | 39.3 % | \$ .61     |
| Unusual charge                             |                  |        | .03        |              |        | .03        |
| Adjusted income from continuing operations | \$ .48           | 23.1 % | \$ .39     | \$ .85       | 32.8 % | \$ .64     |

( in thousands )

|   | 1997       | Quarterly Period<br>Change | 1996       | 1997       | Year-to-Date<br>Change | 1996       |
|---|------------|----------------------------|------------|------------|------------------------|------------|
| Other Financial and Statistical Data - excluding<br>unusual item and Television Food Network: |            |                            |            |            |                        |            |
| Total advertising revenues  | \$ 226,661 | 8.2 %                      | \$ 209,432 | \$ 430,542 | 8.6 %                  | \$ 396,359 |
| Advertising revenues as a<br>percentage of total revenues                                     | 74.2 %     |                            | 75.5 %     | 72.2 %     |                        | 74.6 %     |
| EBITDA:   |            |                            |            |            |                        |            |
| Newspapers  | \$ 52,269  | 18.3 %                     | \$ 44,199  | \$ 103,199 | 29.0 %                 | \$ 79,979  |
| Broadcast television  | 38,087     | 3.6 %                      | 36,757     | 63,017     | 3.1 %                  | 61,096     |
| Entertainment   | 1,488      |                            | (1,256)    | 3,617      |                        | (1,981)    |
| Corporate   | (4,189)    |                            | (4,326)    | (8,059)    |                        | (8,307)    |
| Total   | \$ 87,655  | 16.3 %                     | \$ 75,374  | \$ 161,774 | 23.7 %                 | \$ 130,787 |
| Effective income tax rate   | 42.1 %     |                            | 43.5 %     | 42.1 %     |                        | 43.2 %     |
| Weighted-average shares outstanding   | 80,970     | 0.8 %                      | 80,308     | 80,937     | 0.8 %                  | 80,256     |
| Total capital expenditures  | \$ 13,258  |                            | \$ 19,378  | \$ 22,154  |                        | \$ 36,774  |

Earnings before interest, income taxes, depreciation and amortization ("EBITDA") is included in the discussion of segment results because:

Changes in depreciation and amortization are often unrelated to current performance. Management believes the year-over-year change in EBITDA is a more useful measure of year-over-year performance than the change in operating income because, combined with information on capital spending plans, it is a more reliable indicator of results that may be expected in future periods.

Banks and other lenders use EBITDA to determine the Company's borrowing capacity.

Financial analysts use EBITDA to value communications media companies.

Acquisitions of communications media businesses are based on multiples of EBITDA.

EBITDA should not, however, be construed as an alternative measure of the amount of the Company's income or cash flows from operating activities as EBITDA excludes significant costs of doing business.

In the second quarter of 1996 the Company incurred an unusual charge of approximately \$4,000,000, \$2,600,000 after-tax, \$.03 per share, for the Company's share of certain costs associated with restructuring portions of the distribution system of the Cincinnati joint operating agency ("Cincinnati JOA Charge").

The Company acquired the Vero Beach, Florida, Press Journal in May 1996 and sold its equity interest in The Television Food Network ("TV Food") in April 1996.

Year-to-date operating losses for HGTV totaled \$4,400,000, \$2,900,000 after-tax, \$.04 per share in 1997 and \$6,900,000, \$4,200,000 after-tax, \$.05 per share in 1996. Operating losses for the quarterly periods were \$1,800,000, \$1,300,000 after-tax, \$.02 per share in 1997 and \$3,100,000, \$1,900,000 after-tax, \$.02 per share in 1996.

Interest expense increased in the quarter and year-to-date periods due primarily to the Vero Beach newspaper acquisition.

Operating results, excluding the Cincinnati JOA Charge and TV Food, are presented on the following pages. The Cincinnati JOA Charge and the results of TV Food are excluded from the segment operating results because management believes they are not relevant to understanding the Company's ongoing operations.



NEWSPAPERS - Operating results for the newspaper segment, excluding the Cincinnati JOA charge, were as follows:

( in thousands )

|  | 1997             | Quarterly Period<br>Change | 1996             | 1997              | Year-to-Date<br>Change | 1996             |
|--|------------------|----------------------------|------------------|-------------------|------------------------|------------------|
| <b>Operating revenues:</b>                   |                  |                            |                  |                   |                        |                  |
| Local  | \$ 53,639        | 10.5 %                     | \$ 48,557        | \$ 107,784        | 11.9 %                 | \$ 96,349        |
| Classified                                   | 55,745           | 9.8 %                      | 50,747           | 106,205           | 9.5 %                  | 96,988           |
| National                                     | 6,136            | 22.3 %                     | 5,018            | 11,762            | 24.6 %                 | 9,437            |
| Preprint and other                           | 16,867           | 2.4 %                      | 16,477           | 32,923            | 2.7 %                  | 32,067           |
| <b>Total advertising</b>                     | <b>132,387</b>   | <b>9.6 %</b>               | <b>120,799</b>   | <b>258,674</b>    | <b>10.1 %</b>          | <b>234,841</b>   |
| Circulation                                  | 32,153           | 0.2 %                      | 32,102           | 65,961            | 0.4 %                  | 65,666           |
| Joint operating agency distributions         | 13,121           | 12.1 %                     | 11,704           | 24,530            | 19.0 %                 | 20,615           |
| Other  | 4,230            | 78.0 %                     | 2,377            | 7,580             | 61.2 %                 | 4,703            |
| <b>Total operating revenues</b>              | <b>181,891</b>   | <b>8.9 %</b>               | <b>166,982</b>   | <b>356,745</b>    | <b>9.5 %</b>           | <b>325,825</b>   |
| <b>Operating expenses:</b>                   |                  |                            |                  |                   |                        |                  |
| Employee compensation and benefits           | 60,346           | 7.9 %                      | 55,928           | 119,636           | 8.1 %                  | 110,644          |
| Newsprint and ink                            | 30,416           | (8.3)%                     | 33,161           | 57,767            | (14.2)%                | 67,330           |
| Other  | 38,860           | 15.3 %                     | 33,694           | 76,143            | 12.2 %                 | 67,872           |
| Depreciation and amortization                | 10,100           | 12.7 %                     | 8,965            | 20,764            | 12.4 %                 | 18,474           |
| <b>Total operating expenses</b>              | <b>139,722</b>   | <b>6.1 %</b>               | <b>131,748</b>   | <b>274,310</b>    | <b>3.8 %</b>           | <b>264,320</b>   |
| <b>Operating income</b>                      | <b>\$ 42,169</b> | <b>19.7 %</b>              | <b>\$ 35,234</b> | <b>\$ 82,435</b>  | <b>34.0 %</b>          | <b>\$ 61,505</b> |
| <b>Other Financial and Statistical Data:</b> |                  |                            |                  |                   |                        |                  |
| <b>EBITDA</b>                                | <b>\$ 52,269</b> | <b>18.3 %</b>              | <b>\$ 44,199</b> | <b>\$ 103,199</b> | <b>29.0 %</b>          | <b>\$ 79,979</b> |
| <b>Percent of operating revenues:</b>        |                  |                            |                  |                   |                        |                  |
| Operating income                             | 23.2 %           |                            | 21.1 %           | 23.1 %            |                        | 18.9 %           |
| EBITDA                                       | 28.7 %           |                            | 26.5 %           | 28.9 %            |                        | 24.5 %           |
| <b>Capital expenditures</b>                  | <b>\$ 7,846</b>  |                            | <b>\$ 12,674</b> | <b>\$ 14,003</b>  |                        | <b>\$ 17,905</b> |
| <b>Advertising inches:</b>                   |                  |                            |                  |                   |                        |                  |
| Local  | 1,878            | 12.6 %                     | 1,668            | 3,851             | 15.3 %                 | 3,339            |
| Classified                                   | 1,946            | 9.3 %                      | 1,780            | 3,672             | 10.2 %                 | 3,332            |
| National                                     | 129              | 27.7 %                     | 101              | 257               | 38.2 %                 | 186              |
| <b>Total full run ROP</b>                    | <b>3,953</b>     | <b>11.4 %</b>              | <b>3,549</b>     | <b>7,780</b>      | <b>13.5 %</b>          | <b>6,857</b>     |

Strong growth in newspaper advertising revenue and a decline in newsprint prices led to the improvement in EBITDA. The Vero Beach newspaper, acquired in May 1996, accounted for approximately one-fourth of the increase in advertising revenues year-to-date and approximately one-fifth of the increase in advertising revenues for the second quarter.

The price of newsprint in the first half of 1997 was approximately 26% lower than in the first half of 1996 and the 1997 second quarter price was approximately 20% lower than in the second quarter of 1996. Newsprint consumption increased 14% in the year-to-date and quarter periods. In late July, certain newsprint suppliers announced price increases of approximately 6%, effective in the fourth quarter of 1997. It is uncertain if the announced increase will actually be billed, or rather, resistance from newsprint buyers will cause the suppliers to reduce or delay the increase. If newsprint remains at its current price, the year-over-year cost of newsprint in 1997 will be unchanged in the third quarter, and will increase 15% in the fourth quarter.

Excluding the Vero Beach newspaper and the costs of developing new businesses, such as telephone directories and electronic services, employee compensation and other operating expenses increased approximately 6% in the year-to-date period.

BROADCAST TELEVISION - Operating results for the broadcast television segment were as follows:

( in thousands )

|                                       | Quarterly Period |         |           | Year-to-Date |         |           |
|---------------------------------------|------------------|---------|-----------|--------------|---------|-----------|
|                                       | 1997             | Change  | 1996      | 1997         | Change  | 1996      |
| Operating revenues:                   |                  |         |           |              |         |           |
| Local                                 | \$ 43,806        | 2.4 %   | \$ 42,763 | \$ 82,230    | 5.0 %   | \$ 78,323 |
| National                              | 38,399           | 5.3 %   | 36,479    | 67,856       | 3.0 %   | 65,856    |
| Political                             | 164              |         | 1,718     | 253          |         | 3,100     |
| Other                                 | 4,760            | 12.2 %  | 4,244     | 9,486        | 9.7 %   | 8,646     |
| Total operating revenues              | 87,129           | 2.3 %   | 85,204    | 159,825      | 2.5 %   | 155,925   |
| Operating expenses:                   |                  |         |           |              |         |           |
| Employee compensation and benefits    | 25,784           | 5.5 %   | 24,446    | 51,220       | 6.3 %   | 48,173    |
| Program and copyright costs           | 11,132           | (2.1)%  | 11,365    | 22,174       | (1.7)%  | 22,568    |
| Other                                 | 12,126           | (4.0)%  | 12,636    | 23,414       | (2.8)%  | 24,088    |
| Depreciation and amortization         | 5,971            | (11.7)% | 6,763     | 12,170       | (10.6)% | 13,619    |
| Total operating expenses              | 55,013           | (0.4)%  | 55,210    | 108,978      | 0.5 %   | 108,448   |
| Operating income                      | \$ 32,116        | 7.1 %   | \$ 29,994 | \$ 50,847    | 7.1 %   | \$ 47,477 |
| Other Financial and Statistical Data: |                  |         |           |              |         |           |
| EBITDA                                | \$ 38,087        | 3.6 %   | \$ 36,757 | \$ 63,017    | 3.1 %   | \$ 61,096 |
| Percent of operating revenues:        |                  |         |           |              |         |           |
| Operating income                      | 36.9 %           |         | 35.2 %    | 31.8 %       |         | 30.4 %    |
| EBITDA                                | 43.7 %           |         | 43.1 %    | 39.4 %       |         | 39.2 %    |
| Capital expenditures                  | \$ 4,211         |         | \$ 6,077  | \$ 6,318     |         | \$ 17,582 |

The increased political advertising in even-numbered years, when congressional and presidential elections occur, have made it more difficult to achieve year-over-year improvement in operating results in odd-numbered years. Year-over-year comparisons in subsequent quarters will be more difficult due to greater amounts of political advertising in the 1996 periods. Political advertising totaled \$3,982,000 in the third quarter, and \$12,423,000 in the fourth quarter, of 1996.

The increase in employee costs is due primarily to the Company's expanded schedules of local news programs. Depreciation and amortization in the year-to-date and quarter periods of 1997 decreased as certain intangible assets acquired in the 1991 purchase of the Baltimore station became fully amortized.

ENTERTAINMENT - Operating results for the entertainment segment, excluding TV Food, were as follows:

( in thousands )

|  | 1997          | Quarterly Period<br>Change | 1996              | 1997            | Year-to-Date<br>Change | 1996              |
|--|---------------|----------------------------|-------------------|-----------------|------------------------|-------------------|
| <b>Operating revenues:</b>                   |               |                            |                   |                 |                        |                   |
| Licensing                                    | \$ 14,532     | 19.3 %                     | \$ 12,176         | \$ 30,888       | 24.6 %                 | \$ 24,782         |
| Newspaper feature distribution               | 5,615         | 10.6 %                     | 5,075             | 10,963          | 10.9 %                 | 9,883             |
| Advertising                                  | 8,036         | 89.3 %                     | 4,245             | 13,709          | 84.4 %                 | 7,433             |
| Subscriber fees                              | 5,164         |                            | 1,566             | 8,901           |                        | 2,698             |
| Program production                           | 2,299         | 32.6 %                     | 1,734             | 13,719          |                        | 4,375             |
| Other  | 846           |                            | 342               | 1,472           |                        | 648               |
| <b>Total operating revenues</b>              | <b>36,492</b> | <b>45.2 %</b>              | <b>25,138</b>     | <b>79,652</b>   | <b>59.9 %</b>          | <b>49,819</b>     |
| <b>Operating expenses:</b>                   |               |                            |                   |                 |                        |                   |
| Employee compensation and benefits           | 7,525         | 32.8 %                     | 5,666             | 14,905          | 32.7 %                 | 11,232            |
| Artists' royalties                           | 10,649        | 21.3 %                     | 8,781             | 21,304          | 20.7 %                 | 17,655            |
| Programming and production costs             | 5,856         | 14.9 %                     | 5,095             | 20,641          | 97.7 %                 | 10,442            |
| Other  | 10,974        | 60.2 %                     | 6,852             | 19,185          | 53.8 %                 | 12,471            |
| Depreciation and amortization                | 1,000         | 10.5 %                     | 905               | 2,095           | 14.5 %                 | 1,830             |
| <b>Total operating expenses</b>              | <b>36,004</b> | <b>31.9 %</b>              | <b>27,299</b>     | <b>78,130</b>   | <b>45.7 %</b>          | <b>53,630</b>     |
| <b>Operating income (loss)</b>               | <b>\$ 488</b> |                            | <b>\$ (2,161)</b> | <b>\$ 1,522</b> |                        | <b>\$ (3,811)</b> |
| <b>Other Financial and Statistical Data:</b> |               |                            |                   |                 |                        |                   |
| EBITDA                                       | \$ 1,488      |                            | \$ (1,256)        | \$ 3,617        |                        | \$ (1,981)        |
| Capital expenditures                         | \$ 936        |                            | \$ 504            | \$ 1,404        |                        | \$ 1,040          |
| HGTV subscribers                             |               |                            |                   | 28,400          |                        | 16,000            |

Licensing revenues benefited primarily from the popularity of "Dilbert" in the U.S. and the strength of "Peanuts" in international markets. Long-term book publishing agreements for "Dilbert," which were signed in 1996, provided approximately one-third of the increase in year-to-date licensing revenues. Total international licensing revenues, substantially all of which are provided by "Peanuts," increased 19% and 21% in the quarter and year-to-date periods, respectively, despite the stronger dollar. Japanese licensing revenues increased 29% in local currency in 1997.

Program production revenues are subject to substantial fluctuation due to the timing of completion and delivery of programs. Scripps Howard Productions ("SHP") delivered five hours of programming year-to-date in 1997 and none year-to-date in 1996. SHP delivered eight hours of programming in the second half of 1996.

Advertising revenue and subscriber fees increased due to the continued growth of HGTV. Year-to-date operating losses for HGTV totaled \$4,400,000 in 1997 and \$6,900,000 in 1996. Operating losses in the second half of 1997 are expected to be higher than in the first half of 1997.

Artists' royalties increased in the quarter and year-to-date periods due to the increase in licensing revenues. Programming and production costs increased due to the additional hours of programming produced by SHP and higher programming costs associated with the growth of HGTV.

The Company has agreed to pay cash or other incentives ("Subscriber Acquisition Costs") to cable television system operators in exchange for increased distribution of HGTV. Cable television system operators carry HGTV under contracts with an average term of approximately five years. Subscriber acquisition costs are amortized based upon the percentage of the current period's subscriber revenues to estimated total subscriber revenue over the terms of the contracts. At June 30, 1997, unamortized subscriber acquisition costs totaled approximately \$59,000,000. Based on contractual commitments as of early July 1997, HGTV will be telecast to at least 31 million homes by June 30, 1998. Additional incentive payments may be required to obtain carriage on additional cable television systems.

## LIQUIDITY AND CAPITAL RESOURCES

The Company generates significant cash flow from operating activities, primarily from its newspaper and broadcast television operations. There are no significant legal or other restrictions on the transfer of funds among the Company's business segments. Management expects total cash flow from continuing operating activities in 1997 will be sufficient to meet the Company's expected capital expenditures, required debt payments and dividend payments.

Cash flow provided by continuing operating activities was \$95,200,000 in 1997 compared to \$84,800,000 in 1996.

In May the Company reached an agreement to acquire the newspaper and broadcast properties of Harte-Hanks Communications, Inc. The transaction will be structured as:

A tax-free "Morris Trust" transaction with an approximate value between \$605 million and \$625 million. In a Morris Trust transaction the Company will issue Class A Common stock to Harte-Hanks shareholders valued at between \$425 million and \$605 million, depending upon the amount of debt assumed by the Company. The Company has agreed to assume a maximum of \$200 million in debt, in which case the total consideration would be approximately \$625 million. The total consideration would be approximately \$605 million for an all-stock transaction. The exact number of shares issued will be determined by the total consideration and the trading price of the Company's shares within a "collar" range of \$32.72 and \$40.

Or the Company will pay approximately \$775 million in cash to Harte-Hanks if a Morris Trust transaction is not feasible due to the outcome of pending federal legislation.

The Company's board has authorized the repurchase of up to the maximum number of Class A Common shares that could be issued in a Morris Trust transaction. The company intends to purchase shares in the open market from time to time, depending upon market conditions.

The transaction is expected to result in approximately 5 percent dilution to the company's earnings during the first year of ownership.

The companies expect to determine the structure of the transaction by December 31, 1997.

Net debt (borrowings less cash equivalent and other short-term investments) totaled \$88,500,000 at June 30, 1997 and was 8% of total capitalization. Management believes the Company's cash and cash equivalents, short-term investments and substantial borrowing capacity, taken together, provide adequate resources to fund the capital expenditures and expansion of existing businesses and the development or acquisition of new businesses.

THE E. W. SCRIPPS COMPANY

Index to Exhibits

| Exhibit<br>No. | Item                               | Page |
|----------------|------------------------------------|------|
| 12             | Ratio of Earnings to Fixed Charges | E-2  |

## RATIO OF EARNINGS TO FIXED CHARGES

EXHIBIT 12

( in thousands )

|   | Three months ended<br>June 30, |           | Six months ended<br>June 30, |           |
|---|--------------------------------|-----------|------------------------------|-----------|
|   | 1997                           | 1996      | 1997                         | 1996      |
| <b>EARNINGS AS DEFINED:</b>   |                                |           |                              |           |
| Earnings from operations before income taxes after eliminating undistributed earnings of 20%- to 50%-owned affiliates | \$ 67,896                      | \$ 52,673 | \$ 121,993                   | \$ 89,042 |
| Fixed charges excluding capitalized interest and preferred stock dividends of majority-owned subsidiary companies     | 3,430                          | 3,095     | 6,859                        | 5,325     |
| Earnings as defined   | \$ 71,326                      | \$ 55,768 | \$ 128,852                   | \$ 94,367 |
| <b>FIXED CHARGES AS DEFINED:</b>  |                                |           |                              |           |
| Interest expense, including amortization of debt issue costs  | \$ 2,484                       | \$ 2,224  | \$ 5,050                     | \$ 3,637  |
| Interest capitalized  | 218                            | 226       | 421                          | 409       |
| Portion of rental expense representative of the interest factor   | 946                            | 871       | 1,809                        | 1,688     |
| Preferred stock dividends of majority-owned subsidiary companies  | 20                             | 20        | 40                           | 40        |
| Fixed charges as defined  | \$ 3,668                       | \$ 3,341  | \$ 7,320                     | \$ 5,774  |
| RATIO OF EARNINGS TO FIXED CHARGES  | 19.45                          | 16.69     | 17.60                        | 16.34     |

6-MOS  
DEC-31-1997  
JUN-30-1997  
13,794  
33,389  
181,318  
4,834  
12,705  
334,519  
801,755  
375,488  
1,502,360  
296,224  
31,819  
0  
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809  
1,001,405  
1,502,360  
0  
596,222  
0  
467,025  
2,985  
5,050  
121,643  
51,205  
68,602  
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68,602  
\$.85  
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