

United States Senate

WASHINGTON, DC 20510

March 23, 2026

The Honorable Brendan Carr
Chair
Federal Communications Commission
45 L Street NE
Washington, DC 20554

Dear Chair Carr:

We write with serious concern regarding your public statements signaling swift approval of the proposed \$110.9 billion merger between Paramount Skydance (“Paramount”) and Warner Bros. Discovery (“Warner Bros.”) and, in particular, the apparent posture of the Federal Communication Commission (“FCC” or “Commission”) toward the substantial foreign investment embedded in this transaction.

In remarks at Mobile World Congress in Barcelona, Spain on March 3, 2026, you described Paramount’s proposal as “cleaner” than Netflix’s proposed acquisition of Warner Bros. and predicted it would be approved “pretty quickly.”¹ You characterized the FCC’s role as “minimal” and described the foreign investment component as warranting only a “very quick, almost pro forma review.”² These statements indicate that the Commission has no intention of conducting a meaningful inquiry into the merger—a concern only deepened as the full scope of foreign investment in the transaction has come to light.

Although the Paramount-Warner Bros. acquisition may not involve license transfers requiring Commission approval, Paramount remains subject to the FCC’s foreign ownership rules by virtue of its ownership and operation of 28 local CBS stations. Under Section 310(b)(4) of the Communications Act, foreign entities may not hold more than 25 percent of the equity or voting interests in a U.S.-organized entity that controls an FCC-issued license without prior Commission approval, which requires a determination that the arrangement serves the “public interest.” On January 29, 2026, the FCC adopted two orders tightening its foreign ownership framework: one imposing enhanced reporting requirements for entities posing heightened national security risk of foreign adversary control and another codifying foreign ownership definitions and review procedures.

According to regulatory filings, sovereign wealth funds from Saudi Arabia (Public Investment Fund), Qatar (Qatar Investment Authority), and Abu Dhabi (L’imad Holding Company/Abu Dhabi Investment Authority) are collectively providing approximately \$24 billion in financing

¹ Sawdah Bhaimiya, *FCC Chief Tells CNBC WBD-Paramount Merger Deal Is ‘Cleaner’ than Netflix’s, Will Be Approved ‘Quickly’*, CNBC (Mar. 3, 2026, at 11:59 AM EST) <https://www.cnbc.com/2026/03/03/fcc-chair-brendan-carr-wbd-paramount-merger-deal-netflix.html>.

² Jon Brodtkin, *FCC Chair Calls Paramount/WBD Merger “A Lot Cleaner” than Defunct Netflix Deal*, ARS TECHNICA (Mar. 3, 2026, at 5:05 PM), <https://arstechnica.com/tech-policy/2026/03/trump-fcc-chair-paramount-warner-bros-merger-likely-to-get-quick-approval/>.

for this transaction.³ This is not incidental capital, it represents roughly one-fifth of the total transaction value. And it is not clear that this will be the only foreign investment in this transaction.

According to Paramount's December 2025 offer documents, Chinese state-linked technology conglomerate Tencent Holdings had committed \$1 billion in equity financing to the transaction. Tencent's commitment was subsequently withdrawn after concerns that its participation could trigger review by the Committee on Foreign Investment in the United States ("CFIUS").⁴ Yet, following execution of the merger agreement, Bloomberg reported on March 8, 2026, that Tencent was in renewed discussions with Paramount to invest in the transaction.⁵

This constellation of foreign investment from China and from Gulf states, with complex and sometimes competing relationships with the United States, demands rigorous, not perfunctory, review.

While you have publicly characterized these foreign investments to be "bona fide debt" that would qualify "a very quick, almost pro forma review," the question of whether a given financial instrument qualifies as bona fide debt requires a genuine factual inquiry, not a presumption. Even passive financial investors, as Tencent is described, can exercise influence through information rights, contractual covenants, content output agreements, licensing deals, and through the implicit leverage that comes from being a major creditor or equity participant in a combined entity that controls CBS, CNN, HBO, and Warner Bros. Studios.

The national security concerns are specific and serious. Tencent's relationship with the Chinese Communist Party is well-documented.⁶ Chinese law also requires domestic technology companies to cooperate with state intelligence services on demand. A Tencent stake in the parent company of CBS News and CNN, no matter how "passive" on paper, creates concrete avenues for potential foreign influence over the editorial independence of American broadcast journalism and content.

The Gulf sovereign wealth funds present a separate but equally important concern. Saudi Arabia, Qatar, and the United Arab Emirates are not adversaries, but they are foreign governments with distinct and sometimes conflicting interests from those of the United States. Of particular concern, Saudi Arabia's Public Investment Fund is controlled by Crown Prince Mohammed bin Salman, whom the U.S. intelligence community concluded ordered the murder of Washington Post journalist Jamal Khashoggi in 2018. The \$24 billion aggregate investment gives these

³ Warner Bros. Discovery, Inc., Solicitation/Recommendation Statement Under Section 14(D)(4) Of The Securities Exchange Act Of 1934 (Amendment No. 3) (Form 14D-9) (Jan. 7, 2026), <https://www.sec.gov/Archives/edgar/data/1437107/000119312526005426/d75660dsc14d9a.htm>.

⁴ Elaine Kurtenbach, *Paramount Says China's Tencent Withdrew From Its Warner Bros Bid To Avert National Security Issues*, AP (Dec. 10, 2025, at 5:06 AM) <https://apnews.com/article/china-paramount-warner-netflix-tencent-eb3b4b18e67438d7633e5c4a1ec227c1>.

⁵ Dong Cao & Manuel Baigorry, *Tencent Is Said to Be Back on Paramount-Warner Bros Deal With Fresh Funding*, BLOOMBERG, (Mar. 8, 2026, at 10:30 PM EDT), <https://www.bloomberg.com/news/articles/2026-03-09/tencent-is-said-to-be-back-on-paramount-warner-bros-deal-with-fresh-funding>.

⁶ See Bloomberg News, *Tencent Shares Decline after US Adds Company to Chinese Military Blacklist*, BLOOMBERG (Jan. 6, 2025, at 11:48 AM EST), <https://www.bloomberg.com/news/articles/2025-01-06/us-adds-tencent-to-chinese-military-blacklist-shares-decline>.

governments a significant financial stake in the future content, licensing, and strategic decisions of a combined entity that includes some of the most-watched news and entertainment networks in America.

Paramount's representations that these investors will hold no governance rights⁷ demand careful independent verification. Even as non-governing partners, their massive investment creates significant opportunity to obtain data and information about Americans and their viewing habits, and soft power and influence over CNN's editorial decisions and business priorities. That concern extends beyond our borders. CNN International is distributed in over 200 countries and territories, and CNN Newsource is the world's most extensively relied-upon news service, partnering with over 1,000 local and international news organizations around the world.⁸ The potential for foreign government influence over American journalism at home and abroad is not hypothetical. It is structural, and it is unchecked.

The very fact that these investment structures were deliberately designed to avoid triggering mandatory CFIUS review by nominally forgoing formal governance rights and board seats should itself compel the Commission to conduct an independent foreign ownership analysis under Section 310(b). Structuring an investment to avoid one federal review does not immunize it from another. The Commission has an independent obligation under Section 310(b) to determine whether the aggregate foreign ownership interest in the licensee entities is consistent with the public interest, regardless of how the transaction is characterized by the parties.

We urge the Commission to take the following steps:

1. Conduct a full and independent Section 310(b) review of all foreign ownership interests in this transaction, including Tencent and all Gulf sovereign wealth funds, before any approval is granted.
2. Deny any confidentiality requests to Paramount and require it to publicly file all instruments documenting the foreign investment commitments in this transaction including equity commitment letters, subscription agreements, side letters, and any commercial agreements between the foreign investors and the combined entity.
3. Issue a public request for information and public comment specifically focused on the foreign investment components of this transaction.
4. Coordinate with CFIUS, the Department of Justice National Security Division, and relevant intelligence agencies before concluding that any component of the financing is risk-free.
5. Reject the premise that a deal of this magnitude that involves the broadcast licenses for CBS, significant news operations including CNN, and major content distribution infrastructure, warrants only minimal FCC involvement.

The FCC's foreign ownership review process exists for exactly this moment. American broadcast infrastructure is not merely a commercial asset, it is a critical component of our national

⁷ Prince Sub Inc., Offer to Purchase for Cash All Outstanding Shares of Series a Common Stock Of Warner Bros. Discovery, Inc. At \$30.00 Net Per Share By Prince Sub Inc., a Wholly-Owned Subsidiary of Paramount Skydance Corporation (Exhibit (a)(1)(A)) (Dec. 8, 2025), <https://www.sec.gov/Archives/edgar/data/1437107/000119312525310708/d92876dex99a1a.htm>.

⁸ *About CNN Worldwide*, CNN <https://www.cnn.com/about> (last visited March 19, 2026).

information environment. The Communications Act charges the Commission with protecting the public interest. We urge the Commission to honor that charge.

Sincerely,



Cory A. Booker
United States Senator
Ranking Member,
Subcommittee on Antitrust,
Competition Policy, and
Consumer Rights



Charles E. Schumer
United States Senator



Richard J. Durbin
United States Senator
Ranking Member, Senate
Committee on the Judiciary



Sheldon Whitehouse
United States Senator



Richard Blumenthal
United States Senator



Mazie K. Hirono
United States Senator



Elizabeth Warren
United States Senator