Amended Description of Agreements, Description of Transaction, and Request for Temporary Waiver
July 2015

The instant application, as amended, is one of five applications for consent to assignment whereby Quincy Newspapers, Inc. ("Quincy") seeks consent to become licensee of the respective station (the "Applications").[1] In the interest of providing a holistic view of the transaction, Quincy is submitting virtually identical versions of this Exhibit 13 in each of the Applications.

This amendment proposes a change in the transaction structure specifically to return to the transaction SagamoreHill of Indiana, LLC and its affiliated entities (collectively "SagamoreHill"), to remove Malara Broadcast Group, Inc. entities as the post-closing licensees of WPTA, Fort Wayne and KDLH, Duluth, to remove the option to acquire WPTA and KDLH from the assets to be assigned to and assumed by Quincy at closing, and to transfer certain program streams between stations nine months after the closing, each as discussed below.

The parties have restructured their transactions after consultations with Media Bureau staff and in response to concerns raised by the staff. The restructured transaction is compliant with the Commission's March 12, 2014 *Public Notice* and provides multiple public interest benefits.

First, virtual duopolies in Ft. Wayne, Duluth, and Peoria will be eliminated, and independent station ownership will be created in these three television markets. As a result, four joint sales agreements in these three markets will wind down within nine months of the consummation of this transaction. The nine month wind-down period will permit the stations involved (WISE-TV, KDLH(TV), WHOI(TV), and WAOE(TV)) sufficient time to separate core operating functions, including sales, and to put in place their own management, operations, and sales teams.

Second, the pending *Application for Review* concerning the assignment of KDLH(TV) to Malara will be rendered moot and may be dismissed. See NVG-Duluth II, LLC (Assignor) and Malara Broadcast Group of Duluth Licensee LLC (Assignee), File No. BALCDT-20040504ABU, *Application for Review* (filed Jan. 13, 2005).

Third, existing Options in Ft. Wayne and Duluth will be eliminated. Quincy and SagamoreHill will have no options, financing, or loan guarantees in these markets. Granite's option to acquire WAOE(TV) in Peoria will not be sold to Quincy. Variable interest entities in Duluth and Ft. Wayne will be eliminated after the transactions are closed.

[1] *See* FCC File Nos. BALCDT-20140221ABR (WBNG-TV, Fac. ID No. 23337); BALCDT-20140221ABQ (WEEK-TV, Fac. ID No. 24801); BALCDT-20140221ABO (KRII, Fac. ID No. 82698); BALCDT-20140221ABN (KBJR-TV, Fac. ID No. 33658); and BALCDT-20140221ABL (WPTA, Fac. ID 73905).

Upon consummation of this transaction, an established, legacy broadcast company with more than six decades of experience successfully operating local television stations will acquire the Granite stations, which currently are operated by secured creditors following Granite's exit from bankruptcy.

Specifically, the restructured transaction contemplates the following:

- The licenses relating to the following stations would be assigned to Quincy.

Call Sign	Fac. ID Number	Current Licensee	Community of License
WBNG-TV	23337	WBNG License, Inc.	Binghamton, NY
WEEK-TV	24801	WEEK-TV License, Inc.	Peoria, IL
KBJR-TV	33658	KBJR License, Inc.	Superior, WI
KRII[2]	82698	Channel 11 License, Inc.	Chisholm, MN
WPTA	73905	Malara Broadcast Group of Fort Wayne Licensee LLC	Fort Wayne, IN

- The licenses relating to the following stations would be assigned to SagamoreHill and its affiliated entities:

Call Sign	Fac. ID Number	Current Licensee	Community of License
WISE-TV	13960	WISE-TV License, LLC	Fort Wayne, IN
KDLH	4691	Malara Broadcast Group of Duluth Licensee LLC	Duluth, MN

Additional proposed changes in each of the markets affected by the transaction are discussed in more detail below.

Fort Wayne

WPTA is currently licensed to Malara Broadcast Group of Fort Wayne Licenses LLC ("Malara Fort Wayne"). Malara Broadcast Group, Inc. ("Malara"), Malara Broadcast Group of Fort Wayne LLC, Malara Fort Wayne (together the "Malara Fort Wayne Entities"), and Granite are parties to a Put and Call Option Agreement dated December 8, 2009 (the "Fort Wayne Option Agreement"), which is attached to the WPTA assignment application, pursuant to which Granite has the right to acquire licenses and other assets of WPTA, held or owned by the Malara Fort Wayne Entities.Granite has exercised its option to purchase from the Malara Fort Wayne Entities the licenses and other assets of WPTA and, at closing of the transaction and following receipt of Commission consent, will direct Malara Fort Wayne Entities to assign the licenses and

[2] The Application for Quincy to obtain consent to the assignment of the license of KRII includes a request for continued satellite authority, whereby Quincy would continue to operate KRII as a satellite of KBJR-TV. *See* Exhibit 18 of the KRII Application.

other assets of WPTA to Quincy and will assign to Quincy certain non-licensed assets currently associated with WISE-TV, including real estate assets.

At the closing of the Granite and SagamoreHill transaction, and following receipt of Commission consent, the FCC licenses and certain assets related to WISE-TV necessary to operate the station, currently licensed or owned by a Granite subsidiary, will be assigned and sold to SagamoreHill of Indiana, LLC and SagamoreHill of Indiana Licenses, LLC (together "SagamoreHill Indiana").

Additionally, at the closing, the following will occur:

- The Advertising Representation Agreement by and between Malara Broadcast Group of Fort Wayne, LLC, Granite, and Granite affiliate NVG-Fort Wayne, Inc. dated March 8, 2005, will be assigned to and assumed by SagamoreHill Indiana and Quincy, respectively. A simple amendment (the form of which is attached to the WPTA and WISE-TV applications) will be executed at closing to specify that services will be rendered by Quincy to WISE-TV rather than to WPTA. Pursuant to the agreement, Quincy will provide sales services to SagamoreHill Indiana station WISE-TV. This Advertising Representation Agreement will be eliminated nine months after closing, subject to the waiver request described below.

- There will be no option, financing, or guaranty between Quincy and SagamoreHill Indiana related to WISE-TV or WPTA.

- Quincy will be the assignee of the ABC Network affiliation agreement currently associated with WPTA and the NBC Network and MyNetworkTV affiliation agreements currently associated with WISE-TV. ABC Network programming will remain on WPTA. Quincy will lease signal capacity from SagamoreHill Indiana so that the NBC Network and MyNetworkTV programming continues to air on WISE-TV for nine months following the closing.

- SagamoreHill Indiana will be the assignee of the CW Plus Network affiliation agreement currently associated with WPTA. SagamoreHill Indiana will lease signal capacity from Quincy so that the CW Plus Network programming is aired on WPTA for nine months following the closing.

- Quincy and SagamoreHill Indiana will enter into a Shared Services Agreement, the form of which is attached to the WPTA and WISE-TV applications. Pursuant to the Shared Services Agreement, Quincy will provide certain technical, administrative, and back-office support and business services for WISE-TV, all under the supervision and control of SagamoreHill Indiana. The Shared Services Agreement also provides for certain office and facilities leases. The parties also contemplate that Quincy will provide some news programming – not to exceed 15 percent of WISE-TV's weekly programming.

Nine months after the closing, pursuant to the waiver request described below, the following changes will occur:

- The NBC Network and MyNetworkTV program streams currently and at closing associated with WISE-TV will be moved from WISE-TV to WPTA. WPTA will also retain its ABC Network affiliation.

- The CW Plus Network program stream currently and at closing associated with WPTA will be moved from WPTA to WISE-TV.

Duluth

KDLH is currently licensed to Malara Broadcast Group of Duluth Licenses LLC ("Malara Duluth"). Malara, Malara Broadcast Group of Duluth LLC, Malara Duluth (together the "Malara Duluth Entities"), and Granite are parties to a Put and Call Option Agreement dated December 8, 2009 (the "Duluth Option Agreement"), which is attached to the KDLH assignment application, pursuant to which Granite has the right to acquire licenses and other assets of KDLH, held or owned by the Malara Duluth Entities.Granite has exercised its option to purchase from the Malara Duluth Entities the licenses and other assets of KDLH and, at closing, will direct the Malara Duluth Entities to assign the licenses and other assets of KDLH to SagamoreHill.

Additionally, at the closing, the following will occur:

- Quincy will be the assignee of the NBC Network and MyNetworkTV affiliations currently associated with KBJR-TV and satellite station KRII and the CBS Network affiliation agreement currently associated with KDLH. NBC Network and MyNetworkTV programming will remain on KBJR-TV and satellite station KRII. Quincy will lease signal capacity from SagamoreHill Duluth so that CBS programming continues to air on KDLH for nine months following the closing.

- KDLH will be the assignee of the CW Plus Network affiliation agreement and will retain its CW Plus Network affiliation.

- SagamoreHill Duluth will lease signal capacity from Quincy so that the CW Plus Network programming is aired on KRII for nine months following the closing.

- The Advertising Representation Agreement by and between Malara Broadcast Group Duluth LLC, Granite, and Granite subsidiary KBJR, Inc. dated March 8, 2005, will be assigned to and assumed by SagamoreHill Duluth and Quincy, respectively. Quincy will provide sales services to SagamoreHill Duluth station KDLH. This agreement will be eliminated within nine months of closing.

- There will be no option, financing, or guaranty between Quincy and SagamoreHill Duluth related to KBJR-TV/KRII and KDLH.

- Quincy and SagamoreHill will enter into a Shared Services Agreement, the form of which is attached to the KBJR-TV and KDLH applications. Pursuant to the Shared Services Agreement, Quincy will provide certain technical, administrative, and back-office support and business services for KDLH, all under the supervision and control of SagamoreHill Duluth. The Shared Services Agreement also provides for certain office and facilities leases. The parties also contemplate that Quincy will provide some news programming – not to exceed 15 percent of KDLH's weekly programming.

Nine months after the closing, pursuant to the waiver request described below, the following changes will occur:

- The CBS program stream currently associated with KDLH will be moved from KDLH to KBJR-TV and satellite station KRII. KBJR-TV and KRII will also retain their NBC Network and MyNetworkTV affiliations.

- The CW Plus Network program stream will remain on KDLH.

Peoria

Granite and Quincy propose that the FCC licenses and other assets related to WEEK-TV, currently licensed to a subsidiary of Granite, will be assigned to and acquired by Quincy. The parties propose that Granite will assign, and Quincy will assume, the following agreements currently in place:

- Advertising Representation Agreement by and between Four Seasons Peoria, LLC and Granite, dated September 1, 2005 (the "WAOE JSA"), pursuant to which Granite provides certain sales services to WAOE, Peoria.

- Services Agreement by and between Four Seasons Peoria, LLC and Granite, dated September 1, 2005, pursuant to which Granite provides certain technical and administrative services to WAOE.

- Joint Sales Agreement by and between Sinclair Television Group, Inc., successor-in-interest to Barrington Peoria LLC and Barrington Broadcasting Group LLC, and Granite dated March 9, 2009 (the "WHOI JSA"), pursuant to which Granite provides certain sales services to WHOI, Peoria.

- Shared Services Agreement by and between Sinclair Television Group, Inc., successor-in-interest to Barrington Peoria LLC, and Granite dated March 2, 2009, as amended, pursuant to which Granite provides certain technical and administrative services to WHOI.

As discussed below in the request for temporary waiver, Quincy proposes to provide sales services pursuant to the WAOE JSA and the WHOI JSA for no more than nine months following the closing of the transactions contemplated in the Applications. This temporary waiver will allow both WAOE and WHOI to stay on the air after the closing and to establish their own sales forces.

Binghamton

As discussed above, Granite and Quincy propose that the FCC licenses and other assets related to WBNG-TV, currently licensed to a subsidiary of Granite, will be assigned to and acquired by Quincy.

Agreements

The parties have attached to each of the Applications agreements reflecting the modifications to the transaction structure.

Request for Temporary Waiver of Local Television Ownership Rule

The parties respectfully request a temporary waiver of the local television ownership rule[3] for nine months to allow Quincy additional time to come into compliance with the rule by eliminating the joint sales agreements ("JSAs") in the Peoria, Fort Wayne, and Duluth markets.

As discussed above, Granite proposes to assign and Quincy proposes to assume an Advertising Representation Agreement by and among Malara Broadcast Group Duluth LLC, Granite, and Granite subsidiary KBJR, Inc. related to the sale of advertising time on KDLH, Duluth, and an Advertising Representation Agreement by and among Malara Broadcast Group of Fort Wayne, LLC, Granite, and Granite affiliate NVG-Fort Wayne, Inc. (as amended) related to the sale of advertising time on WPTA, Fort Wayne. These agreements were first entered in March 2005 pursuant to FCC approval[4] and, accordingly, have been in place for more than ten years. Indeed, these JSAs and the one in place with WHOI, Peoria, all pre-date Granite's 2007 bankruptcy, from which Granite emerged with its existing owners. To the extent these agreements constitute "joint sales agreements" as defined by the Commission, and to the extent required by the Commission's rules and policies, Granite and Quincy hereby request that the Commission temporarily waive its local television ownership rule, as modified by the recently adopted attribution rule applicable to television joint sales agreements, to facilitate the multi-station transaction in this case.[5]

---

[3] *See* 47 C.F.R. § 73.3555(b).

[4] *See* FCC File Nos. BALCT-20040504ACH (WPTA, Fort Wayne); BALCT-20040504ABU (KDLH, Duluth).

[5] *See 2014 Quadrennial Regulatory Review – Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996, 2010 Quadrennial Regulatory Review – Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996, Promoting Diversification of Ownership in the Broadcasting Services, Rules and*

The proposed transaction will create independent ownership of two stations in Duluth and Fort Wayne by breaking up the "virtual duopolies" held by Granite and its subsidiaries. SagamoreHill is, by the terms of the Commission's March 12, 2014, Public Notice (the "Public Notice") significantly more independent than the Malara entities operating in these two markets.[6] As discussed above, Quincy will not have an option or right of first refusal to acquire the stations of SagamoreHill Duluth or SagamoreHill Indiana. Quincy will not guaranty any of SagamoreHill Duluth's or SagamoreHill Indiana's debt. Quincy will not provide or arrange the financing for SagamoreHill Duluth or SagamoreHill Indiana to acquire KDLH and WISE-TV. Accordingly, the relationship proposed between Quincy and SagamoreHill does not involve the contingent or financial interests described in the Public Notice.[7]

Additionally, in its recent *Media General-LIN* decision, the Commission granted a temporary waiver, like the one requested here, to permit the continuation of existing "legacy" JSAs, observing that "the Commission has previously found that temporary waiver of its ownership rules is appropriate so long as such waiver does not undermine the underlying goals of the Commission's ownership rules: competition, localism, and diversity."[8] The parties respectfully submit that the temporary waiver requested herein and in concurrently filed Applications will not adversely affect the Commission's goals underlying the local television ownership rule but instead will serve competition, diversity, and localism.

In granting the temporary waiver in *Media General/LIN*, the Commission evaluated whether waiver of the JSA attribution rule to allow the continuation of three JSAs in three markets (Youngstown, Ohio; Dayton, Ohio; and Topeka, Kansas) would undermine the goals underlying the ownership rules—competition, localism, and diversity.[9] The Commission looked at the facts and nature of the transaction, giving weight to three facts: (1) the JSAs were deemed "incidental" to the transaction, (2) no new sharing agreements or overlap markets were created as a result of the transaction, and (3) providing a temporary waiver to facilitate a multi-station transaction outweighed any potential harm that may result from continuation of the three legacy

---

Policies Concerning Attribution of Joint Sales Agreements in Local Television Markets, Further Notice of Proposed Rulemaking and Report and Order, 29 FCC Rcd 4371 (2014).

[6] *See Processing of Broadcast Television Applications Proposing Sharing Arrangements and Contingent Interests*, Public Notice, 29 FCC Rcd 2647 (Med. Bur. 2014) ("Public Notice").

[7] *See* Public Notice.

[8] *See Consent to Transfer Control of Licenses by Shareholders of Media General, Inc. and Shareholders of LIN Media, LLC to Post-Merger Shareholders of Media General, Inc.*, Memorandum Opinion and Order, 29 FCC Rcd 14798 (Med. Bur. 2014) (hereinafter, "*Media General/LIN*"), ¶ 14.

[9] *See Media General/LIN*, ¶ 14.

JSAs through December 19, 2016.[10] With regard to this last fact, the Commission noted that a new owner or television "voice" was being added in the Savannah, Georgia, DMA by virtue of divestiture commitments.[11] Each of these three facts indicated competition, localism, and diversity would not be undermined and, thus, favored grant of a temporary waiver.

As in *Media General/LIN*, the facts and nature of the proposed transaction between Granite and Quincy with respect to the legacy JSAs in Fort Wayne, Duluth, Peoria, pose no threat to the Commission's goals of competition, localism, and diversity. In fact, the proposed transaction fosters these goals.

The JSAs are "incidental" to the transaction in as much as the parties agree they will wind up within nine months of closing. Quincy intends to hold the Granite stations for generations, as it has done for its entire history as a broadcast licensee. Quincy entered the television broadcast business in 1953 and has never sold a television station. Nine months is incidental to the long-term operation of the stations Quincy and SagamoreHill propose to acquire. Furthermore, the JSAs are "incidental" in that Quincy is acquiring five stations outright and the service contracts merely allow the *status quo ante* to prevail for a short period of time to stations that would otherwise be forced off the air for a period of several months while the licensees construct additional facilities. Loss of service to the public, even for a short period of time, is manifestly not in the public interest.[12]

Additionally, the Granite/Quincy and Granite/SagamoreHill transactions propose no new overlap markets. Accordingly, competition will not be harmed by grant of a temporary waiver. As discussed above, the JSA arrangements that the parties propose to continue have been in place for nearly 10 years, pre-dating Granite's 2007 bankruptcy and its current owners. In this respect, the temporary waiver merely requests continuation of the *status quo* in Peoria, Fort Wayne, and Duluth, albeit with new licensees. If allowed to run for the requested nine months, the legacy JSAs will wind up by a date well in advance of the currently applicable deadline of December 19, 2016. In the absence of the proposed transaction, the same legacy JSA arrangements would have continued for the full statutory period, so grant of the requested temporary waiver will have no adverse effect whatsoever on competition, localism, or diversity in the three markets in question.

Furthermore, as in *Media General/LIN*, the proposed transaction would result in significant public interest benefits that would positively affect competition, localism, and diversity in all impacted markets. These benefits, discussed below, far outweigh any potential harm created by continuation of the legacy JSAs for nine months.

---

[10] *See Media General/LIN*, ¶¶ 14-15.

[11] *See Media General/LIN*, ¶ 15.

[12] *See, e.g.*, *West Michigan Telecasters, Inc. v. FCC*, 460 F.2d 883, 889 (D.C. Cir. 1972) (citing *Hall v. FCC*, 237 F.2d 567 (D.C. Cir. 1954)) ("losses in service are *prima facie* inconsistent with the public interest").

* *Proposed Assignee Quincy*. Quincy is a privately-held fifth and sixth generation family-owned media company, which has owned and operated broadcast stations since 1947 and television stations, specifically, since 1953. Quincy is committed to the communities and regions it serves by providing the best in local news, community affairs and entertainment. Quincy also has a demonstrably strong history of supporting social service and non-profit organizations in its markets and will similarly support such enterprises in the communities served by the stations that are the subject of the proposed transactions. Over Quincy's sixty-plus years of public service, various Quincy stations have received numerous awards and recognition from local, state, and national organizations for consistent leadership in the areas of news, weather, and sports as well as their support of events that promote and enhance the communities they serve.

* *Proposed Assignee SagamoreHill*. SagamoreHill's principal, Louis Wall, is a broadcast veteran with over 30 years of experience working at, managing, and owning local television stations.

* *Proven Track Record*. Quincy and SagamoreHill have a proven track record for collaboration and public interest performance in the fulfillment of sharing arrangements, such as the ones proposed here in Fort Wayne and Duluth. Quincy and SagamoreHill of Minnesota Licenses, LLC ("SagamoreHill Minnesota") have collaborated for nearly a decade in the Rochester-Mason City-Austin market (the "Rochester Market"), with Quincy station KTTC providing services to SagamoreHill Minnesota station KXLT-TV. In the Rochester Market, Quincy's provision of services has increased the amount and quality of news offered to SagamoreHill Minnesota's station's viewers, and, just as importantly, the two stations there often provide their own distinct coverage of events, public service campaigns, and news stories, as determined by their respective licensees. Just as the viewers in the Rochester Market have benefited from the collaborative arrangement between these two broadcasters, it is anticipated that viewers in the Duluth and Fort Wayne markets will benefit in similar ways from the collaborative arrangements contemplated by the transactions proposed here.

* *Additional Localism Improvements in Fort Wayne and Duluth*. In both the Duluth and Fort Wayne markets, Quincy's provision of news programming to KDLH and WISE-TV will not exceed 15 percent of either station's weekly programming content. Quincy proposes to expand both the quantity and quality of local news programming in both markets. The increase and upgrade in news programming that will ensue are in furtherance of the Commission's stated goals.[13]

* *Relative Household Impact*. It bears mention that the aggregate number of television households being served by the stations for which the parties propose to continue JSA arrangements pursuant to temporary waiver is significantly fewer than the number of television

[13] *See, e.g.*, *Annual Assessment of the Status of Competition in the Market for the Delivery of Video Programming*, Notice of Inquiry, 29 FCC Rcd 1597 (2014), ¶ 39 n.76 ("Local news also continues to be a major policy goal of the Commission's media ownership rules.").

households served in the legacy JSA markets approved by the Commission in *Media General/LIN*, as demonstrated in the table below:[14]

Granite and Malara/Quincy and SagamoreHill

DMA Name/Rank	No. of Television Homes	Percentage of U.S. Television Homes
Fort Wayne/111	262,010	0.230
Peoria-Bloomington/117	242,510	0.213
Duluth-Superior/139	167,130	0.147
Total	671,650	0.590

Media General/LIN

DMA Name/Rank	No. of Television Homes	Percentage of U.S. Television Homes
Dayton/64	466,930	0.410
Youngstown/113	253,470	0.223
Topeka/136	174,430	0.153
Total	894,830	0.786

As shown above, the aggregate number of television homes in the legacy JSA markets involved in the proposed Granite and Malara/Quincy and SagamoreHill transactions is 671,650 or .59 percent of all U.S. television homes, whereas the aggregate number of television homes in the legacy JSA markets involved in *Media General/LIN* is 894,830 or .786 percent of all U.S. television homes. Where, as here, the legacy JSA markets serve 25 percent *fewer* television homes than those served by stations in the legacy JSA markets in a transaction previously approved by the Commission, the parties respectfully submit that approval of the temporary waiver requested here poses no more harm to viewers than that posed by the Media General/LIN transaction and is well within Commission precedent.

* * *

As discussed above, the Commission based its waiver in *Media General/LIN* in part on facilitating a "large multi-station, multi-market transaction."[15] The Commission, however, also has granted temporary waivers of its local television rules to facilitate transactions substantially smaller than the one described in *Media General/LIN* and even for single-station transactions for

[14] *See* Nielsen Local Television Market Universe Estimates (2014-2015), *available at* http://www.tvb.org/media/file/Nielsen_2014-2015_DMA_Ranks.pdf (last visited Dec. 19, 2014).

[15] *See also Merger of Journal Communications, Inc. and The E.W. Scripps Company*, Letter, 29 FCC Rcd 14870 (Med. Bur. 2014), n.6 (permitting the continuation of one legacy JSA in the Jackson, Michigan market to facilitate a large multi-station transaction).

which the applicants could demonstrate that a temporary waiver would not undermine the goals of the Commission's ownership rules.[16]

This application and concurrently filed applications propose the sale of five full-service television stations from subsidiaries of Granite and Malara to Quincy, and two full-service stations to SagamoreHill. The Commission has granted local television duopoly waivers in similarly sized transactions. For example, in *Renaissance Communications*,[17] which approved the transfer of control of six full-service television stations from Renaissance Communications Corporation to Tribune Company, the Commission granted temporary waivers of its local television rules and a temporary waiver of its newspaper-broadcast cross-ownership rule, for a total of three waivers, to permit the transaction to proceed. Similarly, in *Phipps*,[18] the Commission granted temporary waivers of the local television ownership rule for a two-station transaction. In doing so, the Commission specifically noted, "we do not base our decision to grant these waivers on the rationale that doing so is necessary to facilitate a merger or multi-station transaction . . . ."[19]

* * *

For the reasons discussed above, the parties submit that grant of a temporary waiver of the local television ownership rule as requested herein would cause no harm to competition, localism, and diversity but, rather, would serve the public interest. Among the public interest benefits, Quincy agrees to wind up and terminate the JSAs in Ft. Wayne, Duluth, and Peoria within nine (9) months of the closing of the transaction.

Pending License Renewal Applications

A license renewal application was filed for WBNG-TV on January 28, 2015, and remains pending.

In *Stockholders of CBS Inc.*, 11 FCC Rcd 3733 (1995), the Commission held, and established the precedent, that it may consider and act on an application for the acquisition of multiple broadcast stations, notwithstanding the pendency of any application for renewal of license of one or more of the stations subject to the transaction. It is respectfully requested that

---

[16] *See Busse Broadcasting Corp. v. FCC*, 87 F.3d 1456 (D.C. Cir. 1996) (upholding the Commission's grant of a waiver of the television duopoly rules to permit the relocation of a single television station).

[17] *Memorandum Opinion and Order,* Stockholders of Renaissance Communications Corporation and Tribune Company, 12 FCC Rcd 11866 (1997).

[18] *Memorandum Opinion and Order,* John H. Phipps, Inc. *et al*., 11 FCC Rcd 13053 (1966).

[19] *Id*. at 13062.

the Commission process all of the applications that are the subject of the proposed transactions pursuant to the procedures established in the *CBS* decision. As set forth in Section 1.10(c) of the Asset Purchase Agreement, the respective assignee has agreed, should it be necessary, to assume the consequences associated with succeeding to the place of the existing renewal applicant if the renewal applications for any of the stations are pending at the time that the parties consummate the proposed transactions.

* * * * *