

Exhibit 13
Description of Transaction and Agreements for Sale of the Station

Description of Transaction and Background

KBJR License, LLC (“KBJR License”) and its parent company KBJR Television, Inc., a wholly owned subsidiary of Quincy Media, Inc. (collectively, “Quincy”), and SagamoreHill of Duluth Licenses, LLC (“SHD Licenses”) along with its affiliate SagamoreHill of Duluth, LLC (collectively, “SagamoreHill”) have entered into an Asset Purchase Agreement whereby Quincy proposes to acquire the FCC licenses and other assets used or held for use in the operation of KDLH, Duluth, MN.

SHD Licenses became the licensee of KDLH in November 2015 pursuant to authority granted in BALCDT-20140221ABM. At the same time, KBJR License became the licensee of KBJR-TV, Superior, WI, and satellite station KRII, Chisholm, MN, pursuant to authority granted in BALCDT-20140221ABN.¹ Quincy and SagamoreHill agreed to fulfill, and have fulfilled, certain requirements imposed as a condition of the grant of authority to acquire the KBJR-TV/KRII and KDLH licenses, respectively, as described in DA 15-1026 (the “Letter Decision”).² Effective as of the closing of the November 2015 transaction, Quincy began providing services to SagamoreHill pursuant to an Amended and Restated Shared Services Agreement.³ As permitted by the terms of the Letter Decision, Quincy and SagamoreHill assumed and, for a period of nine months, performed and operated under a legacy joint sales agreement that permitted the sale of 100% of KDLH’s weekly advertising time by Quincy. Thereafter, on August 1, 2016, as required by the terms of the Letter Decision, Quincy and SagamoreHill terminated the legacy joint sales agreement. The parties then entered into a *limited*, non-attributable joint sales arrangement that permits Quincy to sell up to but no more than 15% of KDLH’s weekly advertising time. At the closing of the proposed transaction, the Amended and Restated Shared Services Agreement and the limited joint sales agreement will terminate.

Agreements for Sale of the Station

Attached to the instant application is the Asset Purchase Agreement (“Purchase Agreement”) for the transaction. The Purchase Agreement includes various Schedules and

¹ The original assignment application was filed with corporate parent Quincy Newspapers, Inc. as the assignee, but KBJR License, LLC became the licensee at the closing pursuant to a *pro forma* transfer of control granted in BALCDT-20151021AFV.

² See *Quincy Newspapers, Inc.*, Letter Decision, DA 15-1026 (rel. Sept. 15, 2015).

³ The Amended and Restated Shared Services Agreement dated July 27, 2015, was included in the assignment of license applications filed in BALCDT-20140221ABM and BALCDT-20140221ABN. Also included in these applications was a Letter Agreement between Quincy and SagamoreHill and Mr. Louis Wall dated July 27, 2015, which is of no further effect at this time.

Exhibits which have not been included in the instant application, as they are not germane to the FCC's public interest evaluation of the application and contain confidential, proprietary information. *See LUJ, Inc. and Long Nine, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002). The excluded materials will be made available to Commission Staff upon request.

Following is a complete list of Exhibits and Schedules to the Purchase Agreement:

- Schedule 2(a) Purchase Price Adjustment
- Exhibit A Form of Assignment Agreement
- Exhibit B Form of Assignment and Assumption Agreement
FCC Licenses
- Exhibit C Form of Assignment and Assumption Agreement
Intangible Property
- Exhibit D Form of Bill of Sale
- Exhibit E Notices

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