

**Assignee Exhibit 11-A  
Agreements and Summary of Transaction**

Pursuant to an Asset Purchase Agreement, dated as of May 13, 2014 (the “Agreement”), by and between London Broadcasting Company, Inc. (“LBC”), certain of LBC’s subsidiaries identified as “Sellers” in the Agreement, KMOV-TV, Inc. (“KMOV”), KTVK, Inc., and Gannett Co., Inc. (“Gannett”), the parties to the Agreement agreed to assign certain television stations indirectly owned by LBC to KMOV, an indirect subsidiary of Gannett. Five FCC Form 314 applications covering certain LBC stations in six different markets were filed on May 15, 2014, and the Media Bureau granted those applications on July 2, 2014.

The Agreement provides for the parties to seek Commission consent to assign certain additional low power/translator stations to KMOV, following LBC’s acquisition of such stations from their prior owner, BlueBonnet Communications, LLC. LBC has now completed its acquisition of these low power/translator stations, and the instant FCC Form 345 seeks authorization to assign their authorizations to KMOV.

The stations that are the subject of this transaction have pending applications for license renewal. In *Stockholders of CBS Inc.*, 11 FCC Rcd 3733 (1995), the FCC held 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. The parties respectfully request that the FCC process the license assignment applications pursuant to the procedures established in that decision. In that regard, Gannett agrees to assume the consequences associated with succeeding to the place of the existing applicant if the renewal applications for any of the stations are pending at the time that the parties consummate the transaction.

A copy of the Agreement is provided as Exhibit 11-B. The following exhibits and schedules to the Agreement and a related side letter agreement have not been attached, because such documents contain information that is proprietary, not germane to the Commission’s evaluation of the application, or already in the Commission’s possession.<sup>1</sup> Copies of this material will be provided to the Commission upon request, subject to the right of the parties to ask for confidential treatment of such material.

**EXHIBITS**

|           |   |
|-----------|---|
| Exhibit A | Form of Instrument of Assumption        |
| Exhibit B | Form of Bill of Sale and Assignment     |
| Exhibit C | Form of Escrow Agreement                |
| Exhibit D | Assignment of Seller FCC Authorizations |
| Exhibit E | Owners’ Affidavit                       |
| Exhibit F | Illustrative Calculation                |

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<sup>1</sup> See *LUI, Inc.*, Memorandum Op. & Order, 17 FCC Rcd 16980 (2002).

Exhibit G      Form of Bluebonnet Consent

**SCHEDULES**

|            |  |
|------------|--|
| A          | Stations   |
| B          | Excluded Businesses  |
| C          | Agreed Accounting Principles   |
| D          | Knowledge  |
| E          | Excluded Employees   |
| 2.2(d)     | Excluded Asset: Insurance  |
| 2.2(n)     | Excluded Asset: Governmental Permits   |
| 2.2(s)     | Excluded Asset: Other  |
| 2.8(a)(iv) | Title Limitations  |
| 3.3        | Seller Conflicts and Consents  |
| 3.4        | Financial Statements   |
| 3.5(a)     | No Material Adverse Change   |
| 3.5(b)     | Operations Since Balance Sheet Date  |
| 3.6        | No Undisclosed Liabilities   |
| 3.7        | Taxes  |
| 3.8        | Sufficiency of Assets  |
| 3.9(a)     | Governmental Permits   |
| 3.9(d)     | Compliance with Governmental Permits   |
| 3.10(a)    | Owned Real Property  |
| 3.10(c)    | Real Property Leases   |
| 3.10(d)    | Easements  |
| 3.11       | Owned Personal Property  |
| 3.12       | Leases of Personal Property  |
| 3.13(a)    | Copyrights, Patent Rights and Trademarks   |
| 3.13(b)    | Exceptions to Ownership or Right to Use Copyrights, Patent Rights and Trademarks |
| 3.13(c)    | Registrations and Validity of Copyrights, Patent Rights and Trademarks           |
| 3.13(d)    | Infringement   |
| 3.16       | Employees  |
| 3.17       | Employee Relations   |
| 3.18       | Contracts  |
| 3.19       | Status of Station Agreements   |
| 3.20       | Compliance with Law; Litigation  |
| 3.21       | Insurance  |
| 3.22       | Employee Plans   |
| 3.23       | Environmental Matters  |
| 3.24       | MVPD Matters   |
| 4.2        | Buyer Conflicts and Consents   |
| 4.5        | Qualifications as FCC Licensee   |
| 5.3(f)     | Required Consents  |
| 5.4(b)     | Operations Prior to Closing Date   |

|            |   |
|------------|---|
| 5.7        | London Broadcasting Company Group Agreements to be Transitioned |
| 9.1(a)(vi) | Indemnification   |
| 10.1       | Termination Condition   |

**OTHER**

Letter Agreement Re: MeTV and COZI TV Network Affiliation Agreements