

FCC Form 314
Section III, Question 3
Exhibit 13

Agreements and Summary of Transaction

Pursuant to a Purchase Agreement dated as of April 7, 2016 (the “Agreement”), TV-3, LLC (“TV-3”), an indirect subsidiary of Raycom Media, Inc. (“Raycom”), is purchasing assets of two television stations ultimately owned by Calkins Media, Inc. (“Calkins”): WTXL-TV, Tallahassee, Florida, and WWSB(TV), Sarasota, Florida. A copy of the Agreement is provided at **Exhibit 5**.

In both cases, the transaction will be accomplished by the direct assignment of licenses from the current Calkins licensee to a newly formed, indirect subsidiary of Raycom. WTXL’s license will be assigned to WTXL License Subsidiary, LLC. WWSB’s license will be assigned to WWSB License Subsidiary, LLC. Charts illustrating the pre- and post-transaction ownership structures of these stations are attached to this Exhibit as Attachments A and B.¹

* * *

The following exhibits and schedules to the Agreement have not been attached because they contain information that is proprietary, not germane to the Commission’s evaluation of the application, or already in the Commission’s possession.² Copies of these materials will be provided to the Commission upon request, subject to the right of the parties to seek confidential treatment of such materials.

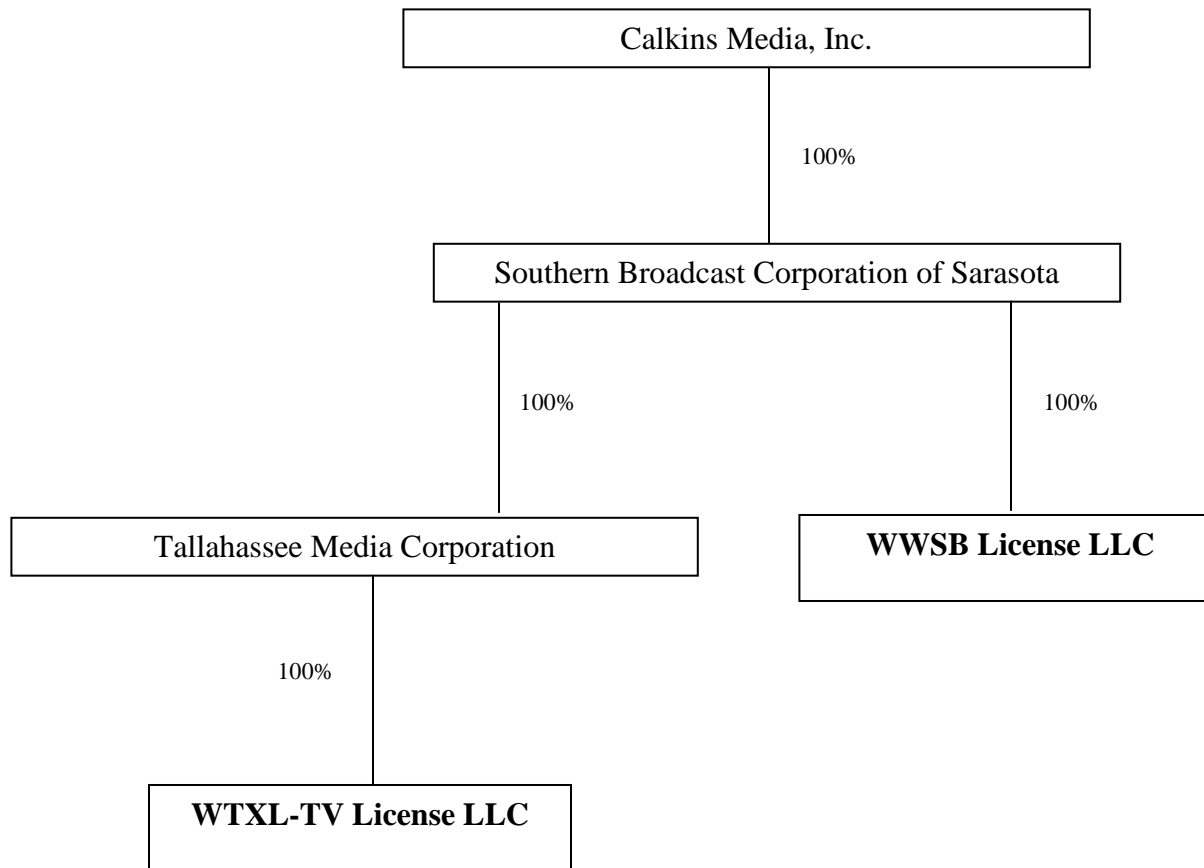
- Exhibit B – Escrow Agreement
- Exhibit 1.9(d) - Form of Services Agreement
- Exhibit 5.12 – Severance Benefit Form
- Exhibit 7.9 – Transition Agreement
- Exhibit E.1 – Form of Assignment of FCC Licenses

¹ At the same time, a subsidiary of American Spirit Media, LLC (“American Spirit”) will acquire the third Calkins television station, WAAY-TV, Huntsville, Alabama. The Agreement contemplates that Raycom will enter into a non-attributable Shared Services Agreement (“SSA”) to provide certain services to American Spirit with respect to WAAY. A form of the non-attributable SSA and a related lease are provided as exhibits to the Calkins-American Spirit application to assign WAAY’s license. With respect to the Media Bureau’s *SSA Processing Guidelines*, it is noted that Raycom has not guaranteed a loan for American Spirit’s acquisition of WAAY, nor does Raycom have an option, right of first refusal, put/call arrangement, or other similar contingent interest with respect to WAAY. See Public Notice, “Processing of Broadcast Television Applications Proposing Sharing Arrangements and Contingent Interests,” 29 FCC Rcd 2647 (2014) (“*SSA Processing Guidelines*”).

² See *LUI, Inc.*, Memorandum Op. & Order, 17 FCC Rcd 16980 (2002).

- Exhibit E.2 – Form of Assignment and Assumption Agreement
- Exhibit E.3 – Form of Assignment and Assumption of Lease
- Exhibit E.5-Form of Bill of Sale
- Exhibit E.6 – Form of FIRPTA Certificate
- Disclosure Schedules to Agreement

Attachment A: Pre-Closing Ownership (Calkins)



Attachment B: Post-Closing Ownership (Raycom)

