

Comprehensive Exhibit

This application is one of two concurrently filed applications that seek the Commission's consent to two transactions (the "Transactions") between Marquee Broadcasting, Inc. ("Marquee") and Gray Television, Inc. ("Gray") and certain of their affiliates (collectively, the "Applicants"). Specifically, the applications seek consent to (1) the assignment of KNIN-TV, Caldwell, Idaho from Gray Television Licensee, LLC ("GTL") to Marquee Broadcasting West, Inc. ("MB West") and (2) the assignment of WPGA-TV, Perry, Georgia and WPGA-LD, Macon, Georgia from MB West to GTL. The Transactions strongly serve the public interest, and the Applicants urge the Commission to promptly process and grant the associated applications.

The Transactions fully comply with the Commission's local and national television multiple ownership rules without the need for any waivers. The Transactions will result in Gray owning one full power television station in the Macon, Georgia Designated Market Area ("DMA") and Marquee owning one full power television station in the Boise, Idaho DMA. Thus, the Transactions comply with the Commission's local television ownership rule.

Because the Macon DMA is smaller than the Boise DMA, Gray's national ownership reach will fall slightly as a result of the Transactions and will remain below 39% without application of the UHF Discount. While Marquee's national ownership reach will increase slightly, Marquee will remain far below the Commission's national ownership limit. The Transactions, therefore, comply with the Commission's national television ownership rule.

Both Gray and Marquee have stood for and invested in the proposition that viewers in small markets need to be served in the same way that viewers are served in large markets. Gray and Marquee have embraced and overcome challenges presented by operating in small markets and will continue to look for opportunities to strengthen the performance of KNIN-TV, WPGA-TV, and WPGA-LD. For example, Gray will explore opportunities to use its resources across Georgia and in neighboring markets to increase service to the Macon DMA.

Transaction Documents

The Applicants are submitting with this application copies of the Asset Purchase Agreements (“APAs”) governing the Transactions, each dated as of February 12, 2023, and the forms of the Transition Services Agreements.

The following exhibits, schedules, and annexes to the KNIN-TV APA are not being submitted with this application because they contain material that either is proprietary, not germane to the Commission’s evaluation of this application, or already in the Commission’s possession:¹

List of Exhibits, Schedules, and Annexes to the KNIN-TV Asset Purchase Agreement

Exhibit

A	Form of Bill of Sale and Assignment and Assumption Agreement
B	Form of Assignment of Seller FCC Authorizations

Schedule

<u>Schedule</u>	<u>Description</u>
2.2(j)	Excluded Assets
3.2	Authority of the Seller
3.3	Financial Statements
3.4	Operations Since Income Statement Date
3.5	No Undisclosed Liabilities
3.6	Taxes
3.8	Governmental Permits; FCC Matters
3.9	Real Property; Real Property Leases
3.10(a)	Intellectual Property
3.12	Employees
3.14	Contracts
3.15	Status of Contracts
3.16	No Violation, Litigation or Regulatory Action
3.17	Insurance
3.18	Employee Plans; ERISA
3.19	Environmental Protection
5.3(e)	Required Consents
5.4(b)	Operations of the Station Prior to Closing
5.6	Multi-Station Contracts

Annex

3.3	Financial Statements
3.12	Employees

¹ See *LUJ, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002); Media Bureau Announces Interim Filing and Certification Requirements Regarding Submission of Contracts With Assignment/Transfer of Control Applications, *Public Notice*, 17 FCC Rcd 16166 (Med. Bur. 2002).

The following exhibits, schedules, and annex to the WPGA-TV and WPGA-LD APA are not being submitted with this application because they contain material that either is proprietary, not germane to the Commission's evaluation of this application, or already in the Commission's possession:

List of Exhibits, Schedules, and Annex to the WPGA-TV Asset Purchase Agreement

Exhibit

A	Form of Bill of Sale and Assignment and Assumption Agreement
B	Form of Assignment of Seller FCC Authorizations

Schedule

	<u>Description</u>
2.2(j)	Excluded Assets
3.2	Authority of the Seller
3.3	Financial Statements
3.4	Operations Since Balance Sheet Date
3.5	No Undisclosed Liabilities
3.6	Taxes
3.8	Governmental Permits; FCC Matters
3.9	Real Property; Real Property Leases
3.10	Intellectual Property
3.12	Employees
3.14	Contracts
3.15	Status of Contracts
3.16	No Violation, Litigation or Regulatory Action
3.17	Insurance
3.18	Employee Plans; ERISA
3.19	Environmental Protection
5.3(e)	Required Consents
5.4(b)	Operations of the Stations Prior to Closing
5.6	Multi-Station Contracts

Annex

3.3	Financial Statements
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Gray Parties to the Application

The following charts provide the current ownership information for the proposed assignee of WPGA-TV and WPGA-LD, GTL.

Gray Television Licensee, LLC

1	Gray Television Licensee, LLC 4370 Peachtree Road, NE Atlanta, GA 30319	Gray Media Group, Inc. 4370 Peachtree Road, NE Atlanta, GA 30319
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Hilton H. Howell, Jr.	US	Director/Officer	0%	0%
D. Patrick LaPlatney	US	Director/Officer	0%	0%
Kevin P. Latek	US	Director/Officer	0%	0%
James C. Ryan	US	Officer	0%	0%
Robert J. Folliard, III	US	Officer	0%	0%
Ellenann Yelverton	US	Officer	0%	0%
Robin Collins	US	Officer	0%	0%
David Burke	US	Officer	0%	0%
Josh Pila	US	Officer	0%	0%

Gray Media Group, Inc.

1	Gray Media Group, Inc. 4370 Peachtree Road, NE Atlanta, GA 30319	Gray Television, Inc. 4370 Peachtree Road, NE Atlanta, GA 30319
2	Delaware Corporation	Georgia Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Hilton H. Howell, Jr.	US	Director/Officer	0%	0%
D. Patrick LaPlatney	US	Director/Officer	0%	0%
Kevin P. Latek	US	Director/Officer	0%	0%

The individuals listed below are officers of Gray Media Group, Inc. and U.S. Citizens. They hold no voting interest or percentage of the total assets.

John C. Alexander	Tom Casey	Garrett Pope	Maria Bastidas
Mike Braun	Robin Collins	Mike Zima	Jim Beck
Sandy Breland	Greg Conklin	Lee Zurik	Jeffrey Benninghoff
David Burke	Brittany Cook	Ted Fortenberry	James Berman
Ronna Corrente	Jennifer Dale	Kym Grinnage	Kerri Blanco
Jackson S. Cowart, IV	Brad Eaton	Corey Hanson	Rob Boenau
Sabra Cowart	David Evans	Jasmine Hatcher Hardin	Shannon Booth
Robert J. Folliard, III	James Finch	Brent McClure	Bridget Breen
Collin Gaston	Maurice Gibson	Matt Moran	Roger Brokke
Jan Goldstein	Glen Hale	Dana Neves	Herb Bruce
Matt Jaquint	Keith Hildibrand	Thom Pritz	Lori Bruffett
Mike King	Andre Holmes	Matt Pumo	Mark Bunting
Vance F. Luke	James Jefferies	Sue Ramsett	Debbie Bush
Becky Meyer	Mike Jones	Joe Sciortino	Bryce Caldwell
Ellenann Yelverton	Keith Miller	Holly Steuart	Ulysses Carlini
Lisa Allen	Brian Morris	Don Vesely	Daniel Cates
Chris Archer	Susan Sim Oh	Jeff Anderson	Alan Chatman
Lori Brock	Brandon Omohundro	Bruce Austin	Tim Coles
Ryan Burlison	Erin Overstreet	Ron Bartholomew	Chris Conroy
Rick Burns	Josh Pila	Jay Barton	Don Davis

Rick Dean	Kelly Landeen	Valerie Russell	Doris Jones
Tim DeFazio	Steve Lavin	Scott Sanders	Will Joslin
Eric Duncan	Kim Lee	Mikel Schaefer	Lindzy McQueen
Chris Fedele	Ken Long	Erik Schrader	Sylatha Taylor
John Fiorelli	Laura Long	Barry Schumaier	
Marsha Fogarty	Jason Mathews	Laura Serbon	
Ken Frierson	Greg McAlister	Kathy Silk	

Chris Fry	Brian McDonough	James (JD) Sosnoff	
Michele Gors	Terry McHugh	Pat Stacey	
Chris Gross	Jim McKernan	Stacey Stewart	
Michelle Harper	Mark Mendenhall	Robby Thomas	
Jacque Harms	Neil Middleton	Ben Van Ness	
Stephanie Hedrick	Curtis Miles	Pete Veto	
Ron Henslee	Jonathan Mitchell	Luis Villarreal	
David Herrmann	Kelvin Mize	Ike Walker	
Patience Hettrick	Brad Moses	Tim Walker	
Jay Hiatt	Tim Myers	John Ware	
Charity Holman	Mike Oates	Jay Webb	
David Hughes	John O'Brien	Hatton Weeks	
Nancy Johnson	Heather Peeples	Todd Wentworth	
Jaime Sayre Kawaja	Debbie Petersmark	Rick Williams	
Jama Killingsworth	Katie Pickman	Josh Young	
Michael Korr	Sacha Purciful	Matt Feldman	
Eric Krebs	Rick Rhoades	Claire Ferguson	
Bob Krummenacker	Jennifer Rieffer	Corey Fordham	
Al Lancaster	Peter Russell	Roy Givens	

Gray Television, Inc.

The following individuals or entities are an officer, director or hold an attributable interest in Gray Television, Inc.

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Harriet J. Robinson	US	Owner	26.46%	6.09%
Hilton H. Howell, Jr.	US	Director/ Officer	10.91%	2.55%
Atlantic American Corporation	US	Owner	6.0%	1.0%
Richard L. Boger	US	Director	Less than 1%	Less than 1%
T.L.(Gene) Elder	US	Director	Less than 1%	Less than 1%
Luis A. Garcia	US	Director	Less than 1%	Less than 1%
Richard B. Hare	US	Director	Less than 1%	Less than 1%
Robin R. Howell	US	Director	Less than 1%	Less than 1%
Howell W. Newton	US	Director	Less than 1%	Less than 1%
Sterling A. Spainhour, Jr.	US	Director	Less than 1%	Less than 1%
D. Patrick LaPlatney	US	Director/Officer	Less than 1%	Less than 1%
Paul McTear	US	Director	Less than 1%	Less than 1%
Lorri McClain	US	Director	Less than 1%	Less than 1%
Rick Burns	US	Officer	Less than 1%	Less than 1%
Robin Collins	US	Officer	Less than 1%	Less than 1%
Kevin P. Latek	US	Officer	Less than 1%	Less than 1%
James C. Ryan	US	Officer	Less than 1%	Less than 1%
Bob Smith	US	Officer	Less than 1%	Less than 1%
Jackson S. Cowart, IV	US	Officer	Less than 1%	Less than 1%
Sabra Cowart	US	Officer	Less than 1%	Less than 1%
Robert J. Folliard, III	US	Officer	Less than 1%	Less than 1%
Vance F. Luke	US	Officer	Less than 1%	Less than 1%
Jan Goldstein	US	Officer	Less than 1%	Less than 1%
Ellenann Yelverton	US	Officer	Less than 1%	Less than 1%
Mike Zima	US	Officer	Less than 1%	Less than 1%

Marquee Parties to the Application

The following are the attributable interest holders in the proposed assignee of KNIN-TV, MB West:

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Brian J. Lane 30 N Gould St, Ste 24760 Sheridan, WY 82801	US	Officer/Owner	49%	49%
Patricia R. Lane 30 N Gould St, Ste 24760 Sheridan, WY 82801	US	Officer/Owner	51%	51%

Brian J. Lane and Patricia R. Lane are spouses.

Gray Other Authorizations

Gray Television, Inc., through its licensee subsidiaries, holds an attributable interest in the following stations:

Gray Television Licensee, LLC is the licensee of the following stations:

Call Sign	FCC ID	City of License	State
KAIT	13988	Jonesboro	Arkansas
KALB-TV	51598	Alexandria	Louisiana
KAUU	21488	Anchorage	Alaska
KBJR-TV	33658	Superior	Wisconsin
KBSD-DT	66414	Ensign	Kansas
KBSH-DT	66415	Hays	Kansas
KBSL-DT	66416	Goodland	Kansas
KBTX-TV	6669	Bryan	Texas
KCBD	27507	Lubbock	Texas
KCRG-TV	9719	Cedar Rapids	Iowa
KCTV	41230	Kansas City	Missouri
KCWO-TV	42008	Big Spring	Texas
KCWY-DT	68713	Casper	Wyoming
KDLH	4691	Duluth	Minnesota
KDLT-TV	55379	Sioux Falls	South Dakota
KDLV-TV	55375	Mitchell	South Dakota
KEYC-TV	68853	Mankato	Minnesota
KEYU	83715	Borger	Texas
KFDA-TV	51466	Amarillo	Texas
KFVE	664	Kailua-Kona	Hawaii
KFVS-TV	592	Cape Girardeau	Missouri
KFYR-TV	41427	Bismarck	North Dakota
KGIN	7894	Grand Island	Nebraska
KGMB	34445	Honolulu	Hawaii
KGNS-TV	10061	Laredo	Texas
KGWN-TV	63166	Cheyenne	Wyoming
KHME	17688	Rapid City	South Dakota
KHNL	34867	Honolulu	Hawaii
KHSD-TV	34348	Lead	South Dakota
KKCO	24766	Grand Junction	Colorado
KKTV	35037	Colorado Springs	Colorado
KLCW-TV	77719	Wolfforth	Texas
KLTV	68540	Tyler	Texas
KMOT	41425	Minot	North Dakota

Call Sign	FCC ID	City of License	State
KMOV	70034	St. Louis	Missouri
KMVT	35200	Twin Falls	Idaho
KNCT	9754	Belton	Texas
KNEP	17683	Scottsbluff	Nebraska
KNHL	48003	Hastings	Nebraska
KNIN-TV	59363	Caldwell	Idaho
KNOE-TV	48975	Monroe	Louisiana
KNOP-TV	49273	North Platte	Nebraska
KOGG	34859	Wailuku	Hawaii
KOLD-TV	48663	Tucson	Arizona
KOLN	7890	Lincoln	Nebraska
KOLO-TV	63331	Reno	Nevada
KOSA-TV	6865	Odessa	Texas
KOTA-TV	34347	Rapid City	South Dakota
KPDX	35460	Vancouver	Washington
KPHO-TV	41223	Phoenix	Arizona
KPLC	13994	Lake Charles	Louisiana
KPRY-TV	48660	Pierre	South Dakota
KPTV	50633	Portland	Oregon
KQCD-TV	41430	Dickinson	North Dakota
KQME	17686	Lead	South Dakota
KRII	82698	Chisolm	Minnesota
KSCW-TV	72348	Wichita	Kansas
KSFY-TV	48658	Sioux Falls	South Dakota
KSGW-TV	17680	Sheridan	South Dakota
KSIX-TV	34846	Hilo	Hawaii
KSLA	70482	Shreveport	Louisiana
KSMO-TV	33336	Kansas City	Missouri
KSNB-TV	21161	York	Nebraska
KSTF	63182	Scottsbluff	Nebraska
KSWO-TV	35645	Lawton	Oklahoma
KTIV	66170	Sioux City	Iowa
KTRE	68541	Lufkin	Texas
KTTC	35678	Rochester	Minnesota
KTUU-TV	10173	Anchorage	Alaska
KTVF	49621	Fairbanks	Alaska
KTVK	40993	Phoenix	Arizona
KUBD	60520	Ketchikan	Alaska
KUMV-TV	41429	Williston	North Dakota
KVLY-TV	61961	Fargo	North Dakota
KVVU-TV	35870	Henderson	Nevada
KWCH-DT	66423	Hutchinson	Kansas

Call Sign	FCC ID	City of License	State
KWQC-TV	6885	Davenport	Iowa
KWTX-TV	35903	Waco	Texas
KWWT	84410	Odessa	Texas
KXII	35954	Sherman	Texas
KYOU-TV	53820	Ottumwa	Iowa
KYTV	36003	Springfield	Missouri
WABI-TV	17005	Bangor	Maine
WAFB	589	Baton Rouge	Louisiana
WAFF	591	Huntsville	Alabama
WAGM-TV	48305	Presque Isle	Maine
WALA-TV	4143	Mobile	Alabama
WALB	70713	Albany	Georgia
WANF	72120	Atlanta	Georgia
WAVE	13989	Louisville	Kentucky
WBAY-TV	74417	Green Bay	Wisconsin
WBKO	4692	Bowling Green	Kentucky
WBNG-TV	23337	Binghamton	New York
WBRC	71221	Birmingham	Alabama
WBTW	30826	Charlotte	North Carolina
WBXX-TV	72971	Crossville	Tennessee
WCAX-TV	46728	Burlington	Vermont
WCJB-TV	16993	Gainesville	Florida
WCSC-TV	71297	Charleston	South Carolina
WCTV	31590	Thomasville	Georgia
WDAM-TV	21250	Laurel	Mississippi
WDBJ	71329	Roanoke	Virginia
WDTV	70592	Weston	West Virginia
WEAU	7893	Eau Claire	Wisconsin
WECT	48666	Wilmington	North Carolina
WEEK-TV	24801	Peoria	Illinois
WFIE	13991	Evansville	Indiana
WFLX	39736	West Palm Beach	Florida
WFSB	53115	Hartford	Connecticut
WFXU	22245	Live Oak	Florida
WGEM(AM)	54277	Quincy	Illinois
WGEM-FM	54281	Quincy	Illinois
WGEM-TV	54275	Quincy	Illinois
WGGB-TV	25682	Springfield	Massachusetts
WHNS	72300	Greenville	South Carolina
WHSV-TV	4688	Harrisonburg	Virginia
WIBW-TV	63160	Topeka	Kansas
WILX-TV	6863	Onondaga	Michigan

Call Sign	FCC ID	City of License	State
WIS	13990	Columbia	South Carolina
WISE-TV	13960	Fort Wayne	Indiana
WITN-TV	594	Washington	North Carolina
WJHG-TV	73136	Panama City	Florida
WKYT-TV	24914	Lexington	Kentucky
WLBT	68542	Jackson	Mississippi
WLOX	13995	Biloxi	Mississippi
WLUC-TV	21259	Marquette	Michigan
WMBF-TV	83969	Myrtle Beach	South Carolina
WMC-TV	19184	Memphis	Tennessee
WMTV	6870	Madison	Wisconsin
WNDU-TV	41674	South Bend	Indiana
WNEM-TV	41221	Bay City	Michigan
WOIO	39746	Shaker Heights	Ohio
WOWT	65528	Omaha	Nebraska
WPCH-TV	64033	Atlanta	Georgia
WPTA	73905	Fort Wayne	Indiana
WQCW	65130	Portsmouth	Ohio
WRDW-TV	73937	Augusta	Georgia
WSAW-TV	6867	Wausau	Wisconsin
WSAZ-TV	36912	Huntington	West Virginia
WSFA	13993	Montgomery	Alabama
WSJV	74007	Elkhart	Indiana
WSMV-TV	41232	Nashville	Tennessee
WTAP-TV	4685	Parkersburg	West Virginia
WTOC-TV	590	Savannah	Georgia
WTOK-TV	4686	Meridian	Mississippi
WTVG	74150	Toledo	Ohio
WTVM	595	Columbus	Georgia
WTVY	4152	Dothan	Alabama
WUAB	8532	Lorain	Ohio
WUPV	10897	Ashland	Virginia
WVFX	10976	Clarksburg	West Virginia
WVIR-TV	70309	Charlottesville	Virginia
WVLT-TV	35908	Knoxville	Tennessee
WVUE-DT	4149	New Orleans	Louisiana
WVVA	74176	Bluefield	West Virginia
WWBT	30833	Richmond	Virginia
WWNY-TV	68851	Carthage	New York
WWSB	61251	Sarasota	Florida
WXIX-TV	39738	Newport	Kentucky
WYCI	77515	Saranac Lake	New York

Call Sign	FCC ID	City of License	State
WYMT-TV	24915	Hazard	Kentucky
WYOW	77789	Eagle River	Wisconsin
WZBJ	15507	Danville	Virginia

In addition, GTL recently acquired permits during the Commission's last full power television auction for the following:

- NEW(DT), Eagle River, WI FAC ID 776263
- NEW(DT), Yuma, AZ FAC ID 776268
- NEW(DT), Flagstaff, AZ FAC ID 776273
- NEW(DT), Winnemucca, NV FAC ID 776269
- WSLN, Freeport, IL FAC ID 776220

Marquee Other Authorizations

Marquee Broadcasting West, Inc.'s owners, Brian J. Lane and Patricia R. Lane, also hold attributable interests in the following broadcast licensees and stations:

Marquee Broadcasting Ohio, Inc.

- WHIZ-FM, South Zanesville, Ohio (Facility ID 11126)
- WHIZ-TV, Zanesville, Ohio (Facility ID 61216)
- WHIZ, Zanesville, Ohio (Facility ID 61218)
- WZVL, Philo, Ohio (Facility ID 183304)
- W272EE, Zanesville, Ohio (Facility ID 201025)
- Marquee Broadcasting Ohio, Inc. is also the approved assignee of WLMA, Lima, Ohio (Facility ID 1222). *See* LMS File No. 0000203623 (granted Jan. 10, 2023).

Marquee Broadcasting, Inc.

- WMDT, Salisbury, Maryland (Facility ID 16455)
- WHDC-LD, Charleston, South Carolina (Facility ID 10548)
- WSCG-LD, Beaufort, Etc., South Carolina (Facility ID 69449)
- WGCB-LD, Hinesville-Richmond, Georgia (Facility ID 69450)
- WFDY-LD, Myrtle Beach, South Carolina (Facility ID 182003)
- WVMY-LD, Parkersburg, West Virginia (Facility ID 182937)
- WGDV-LD, Salisbury, Maryland (Facility ID 187979)
- KCBU, Price, Utah (Facility ID 776213) (unbuilt original CP)
- KSWY, Sheridan, Wyoming (Facility ID 776219) (unbuilt original CP)
- KWAL, Walla Walla, Washington (Facility ID 776246) (unbuilt original CP)

Marquee Broadcasting Kentucky, Inc.

- WNKY, Bowling Green, Kentucky (Facility ID 61217)
- WNKY-LD, Bowling Green, Kentucky (Facility ID 182667)
- WNSH-LD, Nashville, Tennessee (Facility ID 186742)

Marquee Broadcasting Georgia, Inc.

- WGTA, Toccoa, Georgia (Facility ID 63329)
- WSWG, Valdosta, Georgia (Facility ID 28155)
- WSST-TV, Cordele, Georgia (Facility ID 63867)
- WSST-LD, Albany, Georgia (Facility ID 182925)
- WDRJ-LD, Albany, Georgia (Facility ID 184718)

Potomac Radio Group, Inc.

- WCRW, Leesburg, Virginia (Facility ID 54876)