

Description of Transaction and Documents

By way of this application, Mission Broadcasting, Inc. ("Mission") seeks Commission consent to acquire the license of television station WADL(DT), Mount Clemens, Michigan, from Adell Broadcasting Corporation. A copy of the Asset Purchase Agreement governing the transaction (with certain non-germane and/or proprietary material excluded) is being supplied elsewhere in this application.

Upon consummation of the proposed assignment, Mission intends to enter into the following agreements with Nexstar Media Inc. (together with its affiliates, "Nexstar"):

1. An Agreement for the Sale of Commercial Time, pursuant to which Nexstar will sell advertising on WADL.
2. A Station Services Agreement ("SSA"), pursuant to which Nexstar will provide certain services to Mission in connection with the operation of WADL. Among other things, the SSA contains a delegation by Mission to Nexstar of authority to negotiate retransmission consent for the station. This is permissible under FCC rules because Nexstar owns no television stations in the Detroit, MI DMA, where WADL operates.¹
3. An Option Agreement pursuant to which Nexstar may acquire the license and assets of WADL subject to FCC consent.

Forms of these agreements are provided as attachments to this application.

Nexstar guarantees repayment of Mission's bank financing. Mission may utilize its bank financing to pay for some or all of the purchase price for WADL.

¹ See 47 C.F.R. § 76.65(b)(1)(viii) (prohibiting joint negotiation for retransmission consent by non-commonly owned stations only where such stations are located "in the same local market"); see also 47 U.S.C. §325(b)(3)(C)(iv); *DIRECTV, LLC; AT&T Services, Inc., v. Deerfield Media, Inc., et al., Good Faith Negotiation Complaint*, Memorandum Opinion and Order, 34 FCC Rcd 10367, 10376 (2019) ("Nothing in the Act or the Commission's good faith rules prohibits broadcast stations located in different markets from jointly negotiating for retransmission consent.").