

Agreements

A copy of the asset purchase agreement associated with the proposed assignment of license (the "APA") is attached hereto. The exhibits and disclosure schedules to the APA have been excluded. The excluded exhibits and schedules are as follows:

Exhibits:

Exhibit A – Form of Bill of Sale and Assumption Agreement

Exhibit B – Form of Assignment of FCC Licenses

Disclosure Schedules:

Section 1.1(b) – Knowledge of Seller

Section 1.1(c) – Knowledge of Buyer

Section 1.1(d) – Permitted Liens

Section 2.1(c) – Purchased Assets

Section 2.2(h) – Excluded Assets

Section 3.4 – Non-Contravention

Section 3.5 – FCC Licenses

Section 3.7 – Litigation

Section 5.1 – Conduct of Business

The excluded exhibits and schedules identified above contain proprietary information, contain information already of Commission record, and/or are not germane to the Commission's consideration of this application. See LUJ, Inc. and Long Nine, Inc., Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002).

The instant transaction arises from a comprehensive litigation settlement between the parent company of the assignor and Nexstar Media Group, Inc. (together with its subsidiaries, "Nexstar"), as embodied in a settlement agreement dated January 27, 2020. Among other terms unrelated to the instant assignment, the settlement agreement (1) provided for Nexstar's acquisition of certain non-license assets of KGBT-TV under a separate asset purchase agreement (a transaction completed concurrently with the settlement agreement), and (2) contained a binding term sheet with respect to KGBT-TV's license assets which granted Nexstar, under certain circumstances, a right to purchase those assets or delegate that right to a third party. Nexstar delegated that right to Mission Broadcasting, Inc. ("Mission"), the assignee herein, which has entered into the APA being provided herein. Because the non-license asset purchase agreement and the term sheet are components of a non-public settlement agreement containing proprietary and non-germane information, and because the terms of the instant assignment are governed by the definitive APA, those documents are not being supplied in this application.

Copies of the excluded materials described above will be submitted upon Commission request, subject to the right of the parties to request that they be treated as confidential and not made available for public inspection.

Upon closing, Mission and Nexstar intend to enter into a shared services agreement and an option agreement with respect to KGBT-TV. Forms of those agreements are being supplied in this application. As Mission has previously disclosed in applications before the Commission, Nexstar is a guarantor of Mission's senior credit facility.