

## **DESCRIPTION OF THE TRANSACTION; AGREEMENTS**

Submitted herewith is the executed copy of the Asset Purchase Agreement (“APA”) for the proposed transaction. Also submitted are copies of the form of a Non-Competition Agreement (Exhibit H to the APA) and the form of a Transition Services Agreement (Exhibit J to the APA) that will be executed at closing as well as a copy of a Transition Services Agreement by and between the proposed assignee, an operating company affiliate of the proposed assignee, and Gray Media Group, Inc. that was executed contemporaneously with the execution of the APA (“Gray TSA”). Financial information in Schedule A of the form of Transition Services Agreement and the Gray TSA has been redacted and the other exhibits and schedules to the APA have been omitted as they contain confidential or proprietary information, or are otherwise not relevant to the FCC’s or the public’s consideration of the assignment application. See LUJ, Inc. and Long Nine, Inc., *Memorandum Opinion and Order*, 17 FCC Rcd 16980 (2002) and *Public Notice*, DA 02-2049, 17 FCC Rcd 16166 (2002). Copies of the omitted exhibits and schedules, a list of which is included in the APA, will be provided to FCC staff upon request.