

Agreements and Summary of Transaction

Pursuant to the Asset Purchase Agreement, dated as of March 29, 2022 (the “Agreement”), by and among CMG Media Corporation (f/k/a Terrier Media Buyer, Inc. and d/b/a Cox Media Group) (“CMG”) and Imagicomm Communications, LLC (“Imagicomm”), the applicants have agreed to assign ownership of certain television stations and related assets. Subsidiaries of CMG are the licensees of KFFX-TV, Pendleton, Oregon and KCYU-LD, Yakima, Washington; KAYU-DT, Spokane, Washington; KPVI-DT, Pocatello, Idaho; WSYT, Syracuse, New York and WNYS-CD, Ithaca, New York; WICZ-TV, Binghamton, New York; WABG-TV and WNBD-LD, Greenwood, Mississippi; WXVT-LD, Cleveland, Mississippi; KLAX-TV, Alexandria, Louisiana; KYMA-DT, Yuma, Arizona; KIEM-TV and KVIQ-LD, Eureka, California; KMVU-DT and KFBI-LD, Medford, Oregon; KOKI-TV and KMYT-TV, Tulsa, Oklahoma; and WHBQ-TV, Memphis, Tennessee.

The parties contemporaneously are filing twelve applications on FCC Form 2100-314 (including the instant application) seeking Commission consent to the transactions contemplated by the Agreement,¹ as follows:

Station(s) Facility ID	Community of License	Assignor	Assignee
KFFX-TV 12729	Pendleton, Oregon	Mountain Licenses, L.P.	Imagicomm Yakima, LLC
KCYU-LD 58694	Yakima, Washington		
KAYU-TV 58684	Spokane, Washington	Mountain Licenses, L.P.	Imagicomm Spokane, LLC
KPVI-DT 1270	Pocatello, Idaho	Idaho Broadcast Partners LLC	Imagicomm Idaho Falls, LLC
WSYT 40758	Syracuse, New York	Bristlecone Broadcasting LLC	Imagicomm Syracuse, LLC
WNYS-CD 15567	Ithaca, New York		
WICZ-TV 62210	Binghamton, New York	Stainless Broadcasting, L.P.	Imagicomm Binghamton, LLC
WABG-TV 43203	Greenwood, Mississippi	Cala Broadcast Partners LLC	Imagicomm Greenwood, LLC

¹ The parties respectfully request that the applications be processed concurrently. In addition to the stations listed in this exhibit, the applicants are requesting Commission consent to the assignment of the licenses associated with additional low-power and TV translator stations that the stations use in their broadcast operations. Related applications on FCC Forms 603 and 312 for the assignment of certain wireless and earth station authorizations also are being filed concurrently herewith.

Station(s) Facility ID	Community of License	Assignor	Assignee
WNBD-LD 181137	Greenwood, Mississippi		
WXVT-LD 181144	Cleveland, Mississippi		
KLAX-TV 52907	Alexandria, Louisiana	Lost Coast Broadcasting LLC	Imagicomm Alexandria, LLC
KYMA-DT 33639	Yuma, Arizona	Blackhawk Broadcasting LLC	Imagicomm Yuma, LLC
KIEM-TV 53382	Eureka, California	Redwood Television Partners LLC	Imagicomm Eureka, LLC
KVIQ-LD 42631			
KMVU-DT 32958	Medford, Oregon	Broadcasting Licenses, L.P.	Imagicomm Medford, LLC
KFBI-LD 130106			
KOKI-TV 11910	Tulsa, Oklahoma	Cox Television Tulsa, LLC	Imagicomm Tulsa, LLC
KMYT-TV 54420			
WHBQ-TV 12521	Memphis, Tennessee	WHBQ (Memphis), LLC	Imagicomm Memphis, LLC

KOKI-TV and KMYT-TV have pending license renewal applications; KPVI-DT and KYMA-DT must file a license renewal application by June 1, 2022; and KIEM-TV / KVIQ-LD must file a license renewal application by August 1, 2022.² In *Stockholders of CBS Inc.*, 11 FCC Rcd 3733 (1995), the FCC held that it may consider and act on an application for the acquisition of multiple broadcast stations notwithstanding the pendency of any application for renewal of license of one or more of the stations subject to the transaction. In *Existing Shareholders of Cumulus Media, Inc.*, 26 FCC Rcd 12956 (2011), the FCC held that with respect to the assignment of licenses subject to license renewal applications, “all that is assignable is the right to continue operation of those stations pending action upon their license renewal applications, but that much is assignable.” The parties respectfully request that the FCC process the instant license assignment applications pursuant to the procedures established in those decisions. Consistent with the policy enunciated in *Stockholders of CBS Inc.* and *Shareholders of Cumulus Media*, Imagicomm agrees

² The licensees also will request FCC consent to the renewal of certain low-power and translator stations that are used in the operations of these stations and KAYU-TV and KMVU-DT.

to assume the consequences associated with succeeding to the place of the assignor with respect to any renewal application for any of the stations that is pending at the time the parties consummate the transaction.

A copy of the Agreement is provided as an attachment to the instant application. The following annexes, 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.³ 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.

Agreement Annexes, Exhibits, Schedules & Disclosure Schedules Not Attached

ANNEXES

- Annex 1 - Seller Subs
- Annex 2 - Stations
- Annex 3 - Illustrative Calculation of Closing Date Working Capital Amount
- Annex 4 - Form of Estimate Statement

EXHIBITS

- Exhibit A - Form of Bill of Sale and Assignment and Assumption Agreement
- Exhibit B - Form of Assignment(s) of Seller FCC Authorizations, Applications and Requests
- Exhibit C - Form of Transition Services Agreement
- Exhibit D - Tulsa Lease Term Sheet

SCHEDULES

- Schedule 1.1A - Exceptions to GAAP
- Schedule 1.1B - Certain Individuals with Knowledge of Seller
- Schedule 1.1C - Certain Permitted Liens
- Schedule 2.1 - Purchased Assets
- Schedule 2.2 - Excluded Assets
- Schedule 5.3(f) - Certain Contracts to be Amended and Restated, Renewed or Otherwise Extended Prior to Closing
- Schedule 5.4 - Operations of the Stations Prior to the Closing Date
- Schedule 5.6 - Multi-Station Contracts
- Schedule 6.2 - Certain Employee Benefit Plans
- Schedule 8.5 - Required Consents

DISCLOSURE SCHEDULES

- Section 3.2 - Authority of Seller Group
- Section 3.3 - Financial Statements
- Section 3.4 - Operations Since Balance Sheet Date
- Section 3.5 - No Undisclosed Liabilities
- Section 3.6 - Taxes
- Section 3.7 - All Assets; Sufficiency

³ See *LUJ, Inc.*, Memorandum Op. & Order, 17 FCC Rcd 16980 (2002).

- Section 3.8 - Governmental Permits; FCC Matters
- Section 3.9 - Real Property Leases
- Section 3.10 - Intellectual Property
- Section 3.11 - Title to Tangible Personal Property
- Section 3.12 - Employees
- Section 3.13 - Employee Relations
- Section 3.14 - Material Agreements
- Section 3.16 - No Violation, Litigation or Regulatory Action
- Section 3.17 - Insurance
- Section 3.18 - Employee Plans; ERISA
- Section 3.19 - Environmental Protection
- Section 3.22 - Data Privacy and Security
- Section 3.23 - Related Party Transactions