

RESPONSE REGARDING QUESTION III.6.c.1

The proposed assignee of WLOV(TV), West Point, Mississippi, Tupelo Broadcasting, Inc. ("TBI"), provides this exhibit in connection with the negative certification to Question 6.c.1 of Section III of the assignment application.

TBI is owned by Matthew M. Dee, who is the son of Mary Jane Dee Spain, who owns 51% of the shares and serves as President and Director of WTVA, Inc., licensee of WTVA(TV), Facility ID No. 74148, Tupelo, Mississippi ("WTVA"). The coverage contours of WTVA and WLOV overlap.

The licensee and assignor of WLOV is Lingard Broadcasting Corporation ("LBC"). LBC is owned by Jack Lingard, who is Jane Spain's brother, and Matthew Dee's uncle. LBC is party to a Joint Sales and Services Agreement ("JSSA"), a Consulting Agreement, and an Equipment Lease with WTVA, copies of which are attached to this application. LBC intends to assign those agreements to TBI at closing.

Frank K. Spain transferred a 51% interest in WTVA to Jane Spain in 2005, in the transfer of control approved by the FCC in BTCCT-20050506AAJ. At the time of the transfer of control in 2005, WTVA was party to a grandfathered, Commission-approved Program Services Agreement with LBC, dated August 12, 1994 ("PSA"). The PSA was renewed in accordance with its terms until it expired in 2011. WTVA and LBC negotiated the JSSA and Equipment Lease to comply with their understanding of FCC policies then in effect when the new agreements were entered earlier this year.

The instructions to FCC Form 314, worksheet 3, section B (page 9), ask five questions. Answers to and explanations regarding those questions are set forth below.

1. *Has the family member who is not included as a party to the application been involved in negotiations with the licensee for acquisition of WLOV?*

Yes.

Assignor's principal, Jack Lingard, notified Jane Spain that he wanted to sell WLOV and asked if she knew anyone who might be interested. In a conversation with her son, Matthew Dee, Jane Spain mentioned to him that Jack Lingard wanted to sell WLOV. Matthew Dee contacted Jack Lingard and they negotiated the terms of the Asset Purchase Agreement. Jane Spain did not participate in any negotiations for the acquisition of the station after the initial contact. That is the extent of Jane Spain's involvement with the negotiations.

2. *Has the family member who is not included as a party to the application provided financing or otherwise been involved in the process of making financial arrangements for the acquisition of WLOV?*

Yes.

Matthew Dee formed TBI in 2010, well before Jack Lingard indicated that he wanted to sell WLOV. Matthew Dee had been looking to become a broadcast station owner since that time. He made an offer to purchase WKDH(TV), Houston, Mississippi, from Southern Broadcasting, Inc., in 2011, but was unable to reach an agreement to buy the station. When Matthew Dee formed TBI in 2010, he approached Jane Spain about a loan to set up his company. He executed that loan in December 2010 in the amount of \$100,000. Neither Jane Spain nor any other company in which she has an interest has provided any other funding after that start-up loan.

Matthew Dee was aware that WTVB used Renasant Bank (previously Trustmark Bank) for several years and asked for WTVB's contact at the bank. Jane Spain gave Matthew Dee the contact information for the person with whom WTVB does business at the bank. Jane Spain has not had any contact with the bank regarding Matthew Dee's financial arrangements to buy WLOV. Jane Spain will not be a guarantor of any loans for Matthew Dee or TBI.¹

3. *Is this the first broadcast ownership interest of the family member who is a party to the application?*

Yes.

Matthew Dee served as Vice President and a director on the board of WTVB, Inc., from March 30, 2010, to September 10, 2012. Other than the officer and director position from which he resigned effective September 10, 2012, he has not held any interest in WTVB.

Matthew Dee is 35 years old with a B.S. in Multimedia and Web Design. He has been living away from his parents since age 18. For the past 6 years, he has successfully operated his own business, while simultaneously holding a management position in a separate business.

He has owned and operated Matt Dee Studios, a Florida-based business since 2005. The company provides commercial photographers with high-end photo retouching, conceptual and graphic design of print and electronic marketing materials, and technical consulting regarding

¹ Although not part of any financial arrangement relating to the acquisition of WLOV, Matthew Dee and his wife have access to a personal checking account Jane Spain established to fund household repairs for her home in Florida. When Jane Spain started spending more time in Mississippi to handle the business of WTVB several years ago, she opened that personal checking account so that Matthew Dee or his wife, Aimee, who live near her home in Florida, would have access to funds to take care of repairs when she is out of town. Houses that are not lived in regularly develop more than a few maintenance problems, especially a house that was built in the 1940's and is subjected to salt air constantly. The account allows Matthew or Aimee Dee to take care of repairs in an efficient manner on Jane Spain's behalf. The account is not used for business transactions. Jane Spain is the primary account holder and the account is listed on her tax returns. The account does not maintain a steady balance. Every few years, Jane Spain deposits money (e.g., \$10K or so) into the account and she replenishes it when the balance becomes low.

digital media use across multimedia platforms including television, web, and all forms of printing, including merchandise packaging and more.

He is also employed by M&M Studios, Inc. of Jupiter, Florida, since 2006 as Director of Multimedia. As manager of the print production department, he has been a driving force in making M&M Studios one of the highest quality, and most sought after, fine art Giclee reproduction houses in the country. He works with over 200 premiere artists, including several of the world's most internationally renowned living artists, including R.W. Cowan and Stephen Scott Young.

Born into a media family, Matthew Dee's maternal Grandmother, Joan Lingard, was a successful newspaper Women's Editor, then a travel, public relations writer and television producer for government agencies. His maternal grandfather, Bill Lingard developed a national photographers' co-op that provided the majority of still and television news photography for CBC and CTV until the family's move to the United States in 1967. His mother, Jane Spain, founded and ran a successful advertising agency for several years in Florida, before joining her husband in the daily operation of WTVA, a 55-year old NBC affiliate television station, and who later became President of WTVA in 2006 to the present. His stepfather, Frank K. Spain, who raised him from the age of 3, was a lifelong broadcaster who owned and operated multiple television stations, as well as radio and microwave communication companies, including building WTVA when it first went on the air. Media, television stations in particular, and community service have been a part of his life since earliest memories.

4. *Are any family members involved together in the management or operation of any media interests located in other areas?*

No.

Matthew Dee holds no interest in any other media interests in which Jane Spain has an interest. He has served as a corporate Director and Vice President of WTVA, Inc., but relinquished those roles when he decided to purchase WLOV. As part of its community involvement, WTVA funds two positions at the Tupelo Automobile Museum, a 501(c)(3) non-profit organization. One of those positions is the curator and the other is a graphic artist position which Mr. Dee fills. His duties are solely associated with the graphic arts development for the Tupelo Automobile Museum. Following closing of this agreement, TBI will donate Mr. Dee's time to the Tupelo Automobile Museum and he will no longer receive any compensation from WTVA.

Although not a media interest, his spouse, Jane Spain's daughter-in-law, Aimee Dee, serves as the Business Manager for Microwave Service Company of Florida which is owned by Frank K. Spain's estate. Jane Spain is the President and co-administrator of Microwave Service Company. Microwave Service Company of Florida owns and operates a tower in Ft. Pierce, Florida. (Aimee Dee is also a freelance public relations consultant, copywriter and web development project manager, focusing on large scale data entry projects.)

5. *Are there any agreements, arrangements or understandings, either written or oral, between the family members with same-market media interests for participation of one family member in the financial affairs, commercial practices, programming or employment practices of the other family member's media entity? Consider, for example, joint sales agreements, local marketing agreements, and arrangements to share facilities or personnel.*

Yes.

TBI intends to assume the attached JSSA, Consulting Agreement, and Equipment Lease between the LBC and WTVA, copies of which are attached to this application. Under the JSSA, WTVA sells the commercial time on WLOV, and provides local news, weather and sports programming that does not exceed 15% of WLOV's broadcast time per week. WTVA also provides studio space for WLOV's employees, master control facilities, and technical services for WLOV. The licensee selects and purchases all other programming for WLOV at its cost. WTVA pays WLOV 70% of the net advertising proceeds and WLOV pays WTVA a portion of the net retransmission fees in proportion to total sales revenues. WLOV receives a base fee recoupable against the net revenues. Through the Consulting Agreement, WLOV works with WTVA's engaged consultant to represent both stations in retransmission consent matters and each licensee is responsible for accepting or declining its own retransmission consent offers. Under the Equipment Lease, WTVA leases to WLOV equipment and tower space, and provides maintenance services, for a monthly rent.

No other arrangements responsive to this question, other than those agreements referenced in this application, are contemplated at this time.

The information provided herein demonstrates that the grant of this application is consistent with Commission policy as reflected in previous FCC actions.