

COMPREHENSIVE EXHIBIT

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COMPREHENSIVE EXHIBIT

I. Description of Transaction

Block Communications, Inc. (“BCI”) is a closely held corporation owned and controlled by the descendants of Paul Block, who founded the company nearly 118 years ago. BCI operates full-service television stations, low-power television stations, newspapers, and broadband cable systems. No one person or entity holds or has held a controlling interest in BCI. Members of the Block family or trusts created for the benefit of members of the Block family vote all the voting stock of BCI.¹

As of the date of this application, persons approved in the most recent long-form application for BCI itself, granted and consummated in 1988, continue to hold direct or indirect beneficial interests in the voting stock of BCI constituting in the aggregate a controlling interest. Moreover, the identity and structure of the family trusts holding in the aggregate fifty percent of the voting rights in BCI remain unchanged since a *pro forma* transfer application granted in 2010 approved the restructuring of those trusts consummated in 2012.

Grant of BCI’s 2010 *pro forma* transfer application approved the restructuring of the family trusts that hold BCI stock (amounting to fifty percent of the voting rights in BCI) into the Family Trust and eight Remainder Trusts described below. As of the date of that application, BCI had three principals whom the Commission previously had approved in a long-form application: Allan J. Block and John R. Block, each of whom directly held a 25 percent voting interest in BCI, and William Block, Jr., who then served as Chairperson and a trustee of the Family Trust and, along with Allan J. Block and John R. Block, served as one of four members of the BCI Administrative Committee under BCI’s close corporation agreement.²

Since the grant of BCI’s 2010 *pro forma* application, William Block, Jr. has retired as Chairperson of the Family Trust and, more recently, the BCI stockholders have declined to renew the close corporation agreement under which the three BCI principals previously approved in a long form transfer application jointly exercised authority through the BCI Administrative Committee. BCI’s shareholders have replaced the close corporation agreement with a more traditional shareholder agreement. Under that agreement, the BCI board of directors, with members elected by identified sectors of Block family ownership, now addresses corporate affairs without the intermediary of the former Administrative Committee. Allan J. Block and

¹ In addition to its voting common stock, BCI has two classes of non-voting stock, Non-Voting Common and Non-Voting Class A stock. No additional parties have an attributable interest in BCI by reason of the Commission’s equity-debt-plus rule.

² By close corporation agreements, shareholders agree to dispense with some corporate formalities unnecessary because of their structure and the relationships among the stockholders. Under the BCI close corporation agreement, the Administrative Committee exercised the functions of a chief executive officer and some functions of a board of directors and generally had the ability to exercise control over the day-to-day business operations of BCI.

John R. Block each continue to hold a twenty-five percent interest in BCI's voting stock and William Block, Jr. continues to hold a position as trustee of two of the Remainder Trusts and an interest in BCI's stock as beneficiary of family trusts. And, indeed, the change from the close corporation agreement to the current shareholder agreement was not accompanied by any change in the shareholders of BCI or in the corporate structure of BCI, any of its subsidiary companies, or any Commission licensee.

Nevertheless, BCI is at a point at which, under current Commission precedent, it is going to become increasingly difficult to determine with confidence for future changes that majority control over BCI's stock remains in the hands of persons previously approved in a long-form transfer or assignment application, the standard for determining whether an ownership change requires a further long-form application. BCI, moreover, anticipates future changes in ownership through the cumulative effect over time of multiple intra-family inter-generational ownership changes.

Given the uncertainty in the Commission's rules as to the appropriate timing for seeking consent to cover cumulative changes arising from multiple independent transactions, BCI is filing this application to ensure that, going forward, the Commission will regard its present principals – including direct stockholders, trusts and trustees – as persons whose qualifications have been specifically passed upon and approved in a “long form” transfer application. Accordingly, both the transferor and transferee under this application are the same individual shareholders and trusts that constituted the transferees under BCI's 2010 *pro forma* application: Allan J. Block, John R. Block, and the Family Trust, together with the eight family Remainder Trusts described below.

II. Description of Parties to the Application

A. Ownership of Voting Stock

Ownership of the voting stock of BCI is as follows:

- Allan J. Block (as an individual voting a 25% interest);
- John R. Block (as an individual voting a 25% interest);
- The William Block Family Trust No. 2 (the "Family Trust"), with Donald G. Block as chairperson of the trustees and as an individual trustee of the Family Trust with Diana E. Block and Emily E. Escalante and Erin C. Ruscoe as additional trustees and with W. Thomas McGough, Jr., as Independent Trustee (with the trust voting a 25% interest); and
- Eight (8) Remainder Trusts (the “Remainder Trusts”), each established for members of the Block family, that collectively vote a 25% interest, and each of which names Karen D. Johnese as Voting Trustee and W. Thomas McGough, Jr. as Independent Trustee.

B. Directors of BCI

By agreement of the stockholders, the four above-described divisions of family ownership, each holding 25% of the voting stock of BCI, elects two directors.³ The following are the current directors:

Family Stockholder Division	Directors
Allan J. Block	Allan J. Block Jodi Miehls
John R. Block	John R. Block Andrew G. Douglas
Family Trust	Donald G. Block William Block, Jr.
Remainder Trusts	Karen D. Johnese Diana Block

By agreement of the stockholders, a ninth director is appointed by concurrence of (1) a majority of the directors appointed by Allan and John Block (or their successors) and (2) a majority of the directors appointed by the Family Trust and the Remainder Trusts (or their successors). The ninth director currently is John C. Straub. All directors of BCI are citizens of the United States.

The governance and structure of the Family Trust and the Remainder Trusts, as approved in BCI's 2010 *pro forma* transfer application, are described below.

C. The Family Trust

The Family Trust is a single trust for the benefit of the descendants of William Block, Sr. Donald G. Block serves as Chairperson of the Trustees of the Family Trust and as an individual trustee of the Family Trust. The individual trustees of the Family Trust are Donald G. Block, Diana E. Block, Emily E. Escalante, and Erin C. Ruscoe (collectively, the "Individual Trustees"). In addition, the Family Trust has an Independent Trustee, who is prohibited from having any interest or expectation of any interest in the Family Trust. The Independent Trustee is W. Thomas McGough, Jr.

Under the terms of the Family Trust, the Individual Trustees vote the stock of BCI held in the trust. Any action by those trustees requires both the approval of the Chairperson of the Trustees and the vote of a majority of the trustees, including the Chairperson.

The Family Trust grants the Independent Trustee the authority (1) to establish so-called "Separate Trusts" for the benefit of some or all of the beneficiaries of the Family Trust (the issue of William Block, Sr., deceased), and to specify the trustees of such trusts, (2) to distribute

³ BCI formerly operated under a close corporation agreement pursuant to which an operating committee approved by the stockholders functions as a chief executive officer of the corporation.

voting shares of BCI out of trust to any one or more of the beneficiaries of the Family Trust; (3) to distribute the income and principal of the Family Trust to the beneficiaries thereof, (4) if any Separate Trust is created, to give any beneficiary thereof a power to appoint the assets remaining in such trust at his or her death to any person, including a person outside of the Block family, and (5) to break any deadlock in voting among the trustees.

D. The Remainder Trusts

The remaining 25% voting interest in BCI is currently voted exclusively by Karen D. Johnese as Voting Trustee of the eight Remainder Trusts, which benefit the issue of William Block, Sr. As the following chart indicates, each child of William Block, Sr. is the primary beneficiary of two of the eight trusts, with one trust exempt from the federal generation skipping tax (an “Exempt Remainder Trust”) and one trust not exempt (a “Non-Exempt Remainder Trust”):

Remainder Trust	Percentage of BCI Voting Stock
William Block Jr. Exempt Remainder Trust	1.09%
Karen D. Johnese Exempt Remainder Trust	1.09%
Barbara L. Block Exempt Remainder Trust	1.09%
Donald G. Block Exempt Remainder Trust	1.09%
William Block Jr. Non-Exempt Remainder Trust	5.16%
Karen D. Johnese Non-Exempt Remainder Trust	5.16%
Barbara L. Block Non-Exempt Remainder Trust	5.16%
Donald G. Block Non-Exempt Remainder Trust	5.16%
Total:	25.00%

In addition to the Voting Trustee described above, each child of William Block, Sr. who is the beneficiary of a Remainder Trust is also serving as a trustee of the Remainder Trust established for his or her benefit. The trust agreement also appoints, as additional fiduciaries, an Independent Trustee, and a Chairperson of the Trustees. The child who is the beneficiary of a Remainder Trust may appoint additional trustees for that Remainder Trust, so long as the total number of trustees for that Remainder Trust does not exceed five. As described above, Karen D. Johnese is the Voting Trustee for each of the Remainder Trusts and has exclusive authority to vote the shares of BCI in each of the Remainder Trusts.

W. Thomas McGough, Jr., is currently serving as the Independent Trustee of all the Remainder Trusts. The Independent Trustee has the authority to establish one or more sub-trusts for the benefit of some or all of the beneficiaries of each Remainder Trust (that is, the direct descendants of William Block, Sr.), and may specify the trustees of such trusts. Like any sub-trusts created under the Family Trust, any sub-trusts created under the Remainder Trusts are called “Separate Trusts.” In addition, the Independent Trustee has the exclusive authority (1) to distribute the income and principal of each Remainder Trust, (2) to distribute the voting shares of BCI out of trust to any of the beneficiaries of such Remainder Trust, (3) if a Separate Trust should be created, to give any beneficiary thereof a power to appoint the assets of such trust

(including all voting shares of BCI) to any person or entity, and (4) to break any deadlock in voting among the trustees of any Remainder Trust with respect to any issue unrelated to the voting of any BCI stock. If the trustees of any of the Remainder Trusts or of any Separate Trust subsequently created should propose to sell any voting shares of BCI and the Voting Trustee consents to the sale, then each of the four children of William Block, Sr. would have a right of first refusal to purchase those voting shares proposed to be sold.

E. The Independent Trustee

As Independent Trustee of the Family Trust and all of the Remainder Trusts, W. Thomas McGough, Jr. has authority (1) to distribute the BCI shares to some or all of the beneficiaries of such trust, (2) to terminate any trust and to establish so-called “Separate Trusts” for the benefit of some or all of the beneficiaries of such trust, and (3) to give one or more of the beneficiaries of each trust a testamentary power of appointment over all trust assets potentially facilitating a beneficiary’s transfer of shares outside the William Block, Sr. family. The Commission approved those powers in granting BCI’s 2010 *pro forma* transfer application.

F. Addresses, Citizenship, and Media Ownership

All attributable members of the Block family, the Independent Trustee and all directors of BCI are United States citizens and the Family Trust and the Remainder Trusts are all established under the laws of states of the United States for the benefit of United States citizens.

The mailing address for Block family members and trusts and for John C. Straub is:

c/o Block Communications, Inc.
405 Madison Avenue
Suite 2100
Toledo, OH 43604

The mailing address for W. Thomas McGough, Jr., Independent Trustee, is:

Chief Legal Officer
UPMC (Univ. of Pittsburgh Medical Center)
200 Lothrop St.
Pittsburgh, PA 15213

Mr. McGough, Mr. Straub, the officers and directors of BCI, and the attributable members of the Block family hold no attributable media interests apart from their positional or other interests in BCI. No person or entity holds an attributable interest in BCI solely through application of the Commission’s equity-debt plus attribution rule.

* * *

Ultimate beneficial ownership and control of BCI has been and remains in the Block family, with all voting stock of BCI held directly by Block family members or indirectly through family trusts established for their benefit. The precise composition of the Block family’s

ownership and control of BCI, however, will change with births, deaths, and retirements of the family membership group and related changes to family trusts.

III. Officers of BCI and Officers and Directors of BCI's Licensee Subsidiaries

The following individuals are officers of **Block Communications, Inc.**

Name	Citizenship	Positional Interest	% Votes
Allan J. Block	US	Officer	25%
John R. Block	US	Officer	25%
Diana Block	US	Officer	0%
Jodi L. Miehls	US	Officer	0%
Sara C. Edinger	US	Officer	0%
David Waterman	US	Officer	0%
Keith Wilkowski	US	Officer	0%
John Martin	US	Officer	0%
Beth Kortokrax	US	Officer	0%
Kurt Franck	US	Officer	0%

Independence Television Company

1	Independence Television Company 405 Madison Avenue Suite 2100 Toledo, OH 43604	Block Communications, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604
2	Pennsylvania Corporation	Ohio Corporation
3	N/A	Sole Stockholder
4	N/A	100%
5	N/A	N/A

The following individuals are officers or directors of **Independence Television Company**

Name	Citizenship	Positional Interest
Allan J. Block	US	Director/Officer
John R. Block	US	Director
Diana Block	US	Director
Karen B. Johnese	US	Director
Donald Block	US	Director
Jodi L. Miehls	US	Director/Officer
Barry Fulmer	US	Director/Officer
Rick Burris	US	Director
Dale Woods	US	Officer/Director
Scott Brady	US	Officer
Clark Rhea	US	Officer

Lima Communications Corporation

1	Lima Communications Corporation 405 Madison Avenue Suite 2100 Toledo, OH 43604	Block Communications, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604
2	Ohio Corporation	Ohio Corporation
3	N/A	Sole Stockholder
4	N/A	100%
5	N/A	N/A

The following individuals are officers or directors of **Lima Communications Corporation**

Name	Citizenship	Positional Interest
Allan J. Block	US	Director/Officer
John R. Block	US	Director
Diana Block	US	Director
Karen B. Johnese	US	Director
Donald Block	US	Director
Kevin Creamer	US	Director/Officer
Jodi L. Miehl	US	Director/Officer
Frederick R. Vobbe	US	Officer
Dale Woods	US	Officer
Michelle Kirkendoll	US	Officer

West Central Ohio Broadcasting, Inc.

1	West Central Ohio Broadcasting, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604	Block Communications, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604
2	Ohio Corporation	Ohio Corporation
3	N/A	Sole Stockholder
4	N/A	100%
5	N/A	N/A

The following individuals are officers or directors of **West Central Ohio Broadcasting, Inc.**

Name	Citizenship	Positional Interest
Allan J. Block	US	Director/Officer
Kevin Creamer	US	Officer
Jodi L. Miehl	US	Director/Officer

WAND(TV) Partnership

1	WAND(TV) Partnership 405 Madison Avenue Suite 2100 Toledo, OH 43604	WLFI-TV, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604	CARS Holding, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604
2	General Partnership	Indiana Corporation	Ohio Corporation
3	N/A	General Partner	General Partner
4	N/A	66.6%	33.3%
5	N/A	N/A	N/A

The following individuals are officers or directors of **WAND(TV) Partnership**

Name	Citizenship	Positional Interest
Allan J. Block	US	Director/Officer
John R. Block	US	Director
Diana Block	US	Director
Karen B. Johnese	US	Director
Ricky J. Joseph	US	Director/Officer
Clay Koenig	US	Director/Officer
Jodi L. Miehls	US	Officer

WLFI-TV, Inc.

1	WLFI-TV, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604	Block Communications, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604
2	Indiana Corporation	Ohio Corporation
3	N/A	Sole Stockholder
4	N/A	100%
5	N/A	N/A

The following individuals are officers or directors of **WLFI-TV, Inc.**

Name	Citizenship	Positional Interest
Allan J. Block	US	Director/Officer
John R. Block	US	Director
Diana Block	US	Director
Karen B. Johnese	US	Director
Ricky J. Joseph	US	Director/Officer
Clay Koenig	US	Officer
Jodi L. Miehls	US	Officer
Clark Rhea	US	Officer

CARS Holding, Inc.

1	CARS Holding, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604	Block Communications, Inc. 405 Madison Avenue Suite 2100 Toledo, OH 43604
2	Ohio Corporation	Ohio Corporation
3	N/A	Sole Stockholder
4	N/A	100%
5	N/A	N/A

The following individuals are officers or directors of **CARS Holding, Inc.**

Name	Citizenship	Positional Interest
Allan J. Block	US	Director/Officer
John R. Block	US	Director
Diana Block	US	Director
Karen B. Johnese	US	Director
Donald Block	US	Director
Jodi L. Miehl	US	Director/Officer

IV. Broadcast Authorizations

The following wholly owned subsidiaries of BCI operate the broadcast stations listed below pursuant to Commission authorization:

Independence Television Company, the licensee of:

WDRB(TV), Louisville, Kentucky	Facility ID No. 28476
WBKI(TV), Salem, Indiana	Facility ID No. 34167

Lima Communications Corporation, the licensee of:

WLIO(TV), Lima, Ohio	Facility ID No. 37503
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West Central Ohio Broadcasting, Inc., the licensee of:

WAMS-LP, Lima, Ohio	Facility ID No. 70612
WPNM-LD, Liepsic, Ohio	Facility ID No. 21476
WOHL-CD, Lima, Ohio	Facility ID No. 68549
WFND-LD, Findlay, Ohio	Facility ID No. 21475

WAND(TV) Partnership, the licensee of:

WAND(TV), Decatur, Illinois
W23EQ-D, Danville, Illinois
W29ES-D, Jacksonville, Illinois
W33EK-D, Effingham, Illinois

Facility ID No. 70852
Facility ID No. 70853
Facility ID No. 182815
Facility ID No. 182814

V. Pending Applications and Cut-Off Lists

Licensee subsidiaries of BCI separately will file applications in the appropriate bureaus requesting Commission consent for the transfer of control of certain earth station, microwave, and land mobile facilities. It is intended that the applications will include all the licenses and other authorizations held by the respective BCI subsidiaries. BCI's license subsidiaries may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities that may be granted before the Commission acts on the above-described transfer of control applications. Accordingly, the applicants request that the Commission approval of the applications filed in connection with this transaction include (1) any authorization issued to BCI or its subsidiaries while the transaction is pending before the Commission and during the period required for consummation of the transaction, and (2) any applications filed by BCI or any of its direct or indirect subsidiaries that are pending at the time of consummation. Inclusion of authorizations issued while the Transaction is pending and during the consummation period, and applications pending at the time of consummation, are both consistent with prior Commission decisions.⁴

Furthermore, pursuant to Sections 1.927(h), 1.929(a)(2), and 1.933(b) of the Commission's Rules, to the extent necessary, BCI requests a blanket exemption from any applicable cut-off rules in cases where BCI or a subsidiary of BCI files amendments to pending applications in order to reflect consummation of the proposed transaction so that the Commission would not treat any such amendments as disqualifying amendments. The nature of the proposed transactions demonstrates that the transfer application is not being filed for the purpose of acquiring any particular pending application, but for an independent and legitimate business purpose of ensuring continued compliance with Commission rules. Grant of this request would be consistent with prior Commission decisions that routinely have granted a blanket exemption in cases involving multiple-license transactions.⁵

⁴ See, e.g., Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon Wireless, Memorandum Opinion and Order, 25 FCC Rcd 8704, 8773, ¶ 165 (2010); Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21626, ¶ 275 (2004).

⁵ See, e.g., Applications of PacifiCorp Holdings, Inc., and Century Telephone Enterprises, Inc. for Consent to Transfer Control of Pacific Telecom, Inc., Memorandum Opinion and Order, 13 FCC Rcd 8891, 8915-16, ¶ 47 (1997); Applications of NYNEX Corp. and Bell Atlantic Corp., Memorandum Opinion and Order, 12 FCC Rcd 19985, 20092, ¶ 234 (1997).

VI. Pre-Consummation and Post-Consummation Organizational Chart

The attached diagram depicts the organization and voting control of BCI and of the BCI broadcast licensee subsidiaries before and after grant and consummation of the transfer applications. Because the applications seek to ensure that the Commission will deem the stockholders and other principals of BCI to have been approved by the Commission in a long-form application, organization and voting control of BCI remains the same after grant and consummation as it was before.

BLOCK COMMUNICATIONS, INC.—CONTROL STRUCTURE
PRE-CONSUMMATION AND POST-CONSUMMATION

