

FIRST AMENDMENT TO ASSET PURCHASE AGREEMENT

THIS FIRST AMENDMENT TO ASSET PURCHASE AGREEMENT (this "Amendment") is made as of June 30, 2014 between Nexstar Broadcasting, Inc. ("Seller") and Marshall Broadcasting Group, Inc. ("Buyer").

Recital

A. Buyer, as assignee of Mission Broadcasting, Inc., and Seller are party to an Asset Purchase Agreement (the "Purchase Agreement") dated April 24, 2013 with respect to the following television stations (the "Stations"):

KMSS-TV, Shreveport, Louisiana
KPEJ-TV, Odessa, Texas

B. Buyer and Seller desire to amend the Purchase Agreement as set forth herein.

Agreement

NOW, THEREFORE, in consideration of mutual covenants and agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties, intending to be legally bound, hereby agree as follows:

1. Amendments. The parties hereby amend the Purchase Agreement as follows:

(a) Purchase Price. The Purchase Price shall be Forty-Three Million Three Hundred Thousand Dollars (\$43,300,000), and Section 1.4 of the Purchase Agreement is hereby amended accordingly.

(b) Station Assets. The Schedules to the Purchase Agreement listing Station Assets shall be the following Schedules attached hereto, each to the extent of items used solely in the operation of the Stations, and Section 1.1 of the Purchase Agreement is hereby amended accordingly:

Schedule 1.1(a) – FCC Licenses
Schedule 1.1(b) – Personal Property
Schedule 1.1(c) – Real Property
Schedule 1.1(d) – Station Contracts
Schedule 1.1(e) – Intangible Property

(c) Closing Deliveries. The Closing deliveries by the parties under the Purchase Agreement shall be such instruments of transfer and assumption as are reasonably necessary to consummate the sale and purchase contemplated by the Purchase Agreement and such other documents and certificates as are customary for transactions of this kind and consistent with the terms of the Purchase Agreement, and Sections 5.3 and 6.3 are amended accordingly.

2. Miscellaneous. Capitalized terms used herein and not defined shall have the respective meanings set forth in the Purchase Agreement. Except as expressly set forth herein, the Purchase Agreement has not been amended or modified. This Amendment may be executed in multiple counterparts.

[SIGNATURE PAGE FOLLOWS]

13749625

SIGNATURE PAGE TO FIRST AMENDMENT TO ASSET PURCHASE AGREEMENT

IN WITNESS WHEREOF, the parties have duly executed this Amendment as of the date first set forth above.

SELLER:

NEXSTAR BROADCASTING, INC.

By: 
Name: _____
Title:

BUYER:

MARSHALL BROADCASTING GROUP, INC.

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By:
