



February 22, 2006

Mr. George W. Kozeliski
City of Gallup
Legal Department
P.O. Box 1270
Gallup, New Mexico 87305

**Re: Assignment of Television Translator K67BP to
KOAT Hearst-Argyle Television, Inc.**

Dear Mr. Kozeliski:

The purpose of this letter is to memorialize our agreement regarding the assignment of the City of Gallup's (hereinafter "Gallup" or the "City") UHF translator (call sign: K67BP, facility ID# 11464) (hereinafter the "Translator") to KOAT Hearst-Argyle Television, Inc. (hereinafter "KOAT"), licensee of KOAT-TV and KOAT-DT, Albuquerque, New Mexico. Specifically, we have agreed that, immediately upon the Federal Communication Commission's (hereinafter "FCC") approval of an application for consent to assign the license for the Translator, Gallup will transfer legal and physical ownership of the Translator (including all associated facilities) to KOAT.

The consideration for this agreement is as follows: Upon FCC approval of the assignment of license, KOAT will obtain the possession and use of a UHF translator, which the station will use in broadcasting its television programming to citizens of Gallup. In exchange, Gallup will have ensured its citizens' continued access to KOAT's television programming, while relieving the City of requirements related to maintenance, FCC compliance, and other licensing issues. KOAT will assume any and all costs associated with conversion of the Translator to digital service.

In the event that the Commission has not approved the assignment of license or consummation of the assignment has not occurred prior to May 25, 2006, Gallup understands and acknowledges that it is solely responsible for filing, and warrants that it will timely file, an application for renewal of the Translator license by June 1, 2006. KOAT warrants that, if



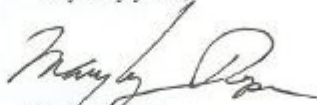
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Hearst-Argyle
TELEVISION

the FCC approves the assignment of license and consummation thereof occurs prior to May 25, 2006, KOAT will timely file an application for renewal of the Translator license by June 1, 2006.

Please sign below to signal the City's agreement with the terms herein. If any questions should arise concerning this matter, please feel free to give me a call at (505) 884-7777 or to contact my communications counsel Mark Prak at (919) 839-0108.

Very truly yours,



Mary Lynn Roper
President and General Manager
KOAT Hearst-Argyle Television, Inc.

Accepted this 28th day of February, 2006.

For the City of Gallup:

By: Bob Rosoff

Title: Mayor