

EXHIBIT 5(A)

Agreements to Assignment

By this application Smith Media License Holdings, LLC seeks Commission consent to assign the license of WFFF-TV, Burlington, Vermont (Facility ID No. 10132) to the assignee listed below.

The parties are submitting with this application a copy of the Asset Purchase Agreement by and among Smith Media, LLC and Smith Media License Holdings, LLC, as sellers, and Nexstar Broadcasting, Inc. and Mission Broadcasting, Inc., as buyers, dated as November 2, 2012 (the "Asset Purchase Agreement").

The following schedules and exhibits to the Asset Purchase Agreement are not being submitted with this application because they contain material that either is proprietary, not germane to the Commission's evaluation of this application, or already in the Commission's possession:¹

List of Schedules and Exhibits **Schedule Description**

Schedule Description

- 1.1.43 Permitted Encumbrances
- 2.1.3(f) Nontransferable Business Licenses
- 2.1.3(j) Management and Other Systems
- 2.1.3(k) Excluded Assets - Intellectual Property
- 2.1.3(n) Excluded Assets – Business Contracts
- 2.1.3(p) Excluded Assets – Assets and Rights
- 4.3 Third Party Consents – the Sellers
- 4.6 Material Equipment and Tangible Personal Property
- 4.7 Registered Intellectual Property and Websites
- 4.8.1 Material Business Contracts
- 4.8.2 Material Business Contracts - Exceptions to Enforceability
- 4.9 Material Business Licenses
- 4.10 Business Employees
- 4.10.3 Labor Matters
- 4.11 Employee Benefit Plans
- 4.11.3 "Multiemployer Plans"
- 4.12.1 Financial Statements
- 4.12.2 Change in Business
- 4.13.1 Owned Real Property
- 4.13.2 Leased Real Property
- 4.15 Exceptions to Compliance with Laws
- 4.16.2 FCC Compliance
- 4.16.3 Pending FCC Complaints
- 4.17 MVPD Matters
- 4.22 MAE

¹ See *LJJ, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002); *Public Notice*, DA 02-2049 (rel. Aug. 22, 2002).

6.1 Conduct of Business
6.9 Business Employees – Exceptions
7.1.6 Required Consents

List of Schedules and Exhibits
Exhibits Description

Exhibit A Indemnity Escrow Agreement
Exhibit B-1 Bill of Sale (Smith)
Exhibit B-2 Bill of Sale (Lambert)
Exhibit C-1 Assignments and Assumptions Agreement (Smith)
Exhibit C-2 Assignments and Assumptions Agreement (Lambert)
Exhibit D-1 Assignments and Assumptions for Leases (Smith)
Exhibit D-2 Grant Deeds
Exhibit E-1 Assignments and Assumptions for FCC Licenses (Smith)
Exhibit E-2 Assignments and Assumptions for FCC Licenses (Lambert)
Exhibit F-1 Assignment of Business Intellectual Property
Exhibit G-1 Officer's Certificate of the Sellers (Smith)
Exhibit H-1 Secretary's Certificate of the Sellers (Smith)
Exhibit I-1 Officer's Certificate of the Purchasers (Nexstar)
Exhibit I-2 Officer's Certificate of the Purchasers (Mission)

Information contained in these schedules and exhibits will be provided to the Commission upon request, subject to the parties' rights, where appropriate, to submit such information subject to regulations restricting public access to confidential and proprietary information.