

Agreements and Summary of Transaction

Pursuant to an Exchange Agreement, dated as of June 24, 2014 (the “Agreement”), by and among Fox Television Stations, Inc. (“FTS”), KTVU, LLC (“Cox”), and Cox Media Group, LLC, the applicants have agreed to exchange ownership of certain television stations and related assets. Cox is the licensee of KTVU(TV), Oakland, and KICU-TV, San Jose, both California. FTS is the licensee of WFXT(TV), Boston, Massachusetts, and WHBQ-TV, Memphis, Tennessee. Pursuant to the Agreement, Cox will acquire ownership of WFXT(TV) and WHBQ-TV from FTS, and FTS will acquire ownership of KTVU(TV) and KICU-TV from Cox.

The parties contemporaneously are filing two applications on FCC Form 314 (including the instant application) seeking Commission consent to the transactions contemplated by the Agreement,¹ as follows:

	Station(s) (Fac. ID)	Community of License	Market	Assignor	Assignee
1.	KTVU(TV) (35703)	Oakland, CA	San Francisco- Oakland-San Jose, CA	Cox	FTS
	KICU-TV (34564)	San Jose, CA			
2.	WFXT(TV) (6463)	Boston, MA	Boston, MA	FTS	Cox
	WHBQ-TV (12521)	Memphis, TN	Memphis, TN		

WHBQ-TV has a pending license renewal application, and WFXT(TV) must file a license renewal application by December 1, 2014. Both KTVU(TV) and KICU-TV must file license renewal applications by August 1, 2014. In *Stockholders of CBS Inc.*, 11 FCC Rcd 3733 (1995), the FCC held that it may consider and act on an application for the acquisition of multiple broadcast stations notwithstanding the pendency of any application for renewal of license of one or more of the stations subject to the transaction. In *Existing Shareholders of Cumulus Media, Inc.*, 26 FCC Rcd 12956 (2011), the FCC held that with respect to the assignment of licenses subject to license renewal applications, “all that is assignable is the right to continue operation of those stations pending action upon their license renewal applications, but that much is assignable.” The parties respectfully request that the FCC process the instant license assignment applications pursuant to the procedures established in those decisions. Consistent with the policy enunciated in *Stockholders of CBS Inc.* and *Shareholders of Cumulus Media*, each of FTS and Cox agrees to assume the consequences associated with succeeding to the place of the assignor with respect to any renewal application for any of the stations that is pending at the time the parties consummate the transaction.

¹ The parties respectfully request that the applications be processed concurrently. Related applications on FCC Forms 603 and 312 for the assignment of certain wireless and earth station authorizations also are being filed concurrently herewith.

A copy of the Agreement is provided as Exhibit 5-B. The following exhibits and schedules to the Agreement have not been attached because they contain information that is proprietary, not germane to the Commission's evaluation of the application, or already in the Commission's possession.² Copies of these materials will be provided to the Commission upon request, subject to the right of the parties to seek confidential treatment of such materials.

Agreement Exhibits

Exhibit A-1	Form of Bill of Sale (for Purchased Cox Assets)
Exhibit A-2	Form of Bill of Sale (for Purchased FTS Assets)
Exhibit B-1	Form of Assignment of Cox FCC Licenses
Exhibit B-2	Form of Assignment of FTS FCC Licenses
Exhibit C-1	Form of Assignment of Cox Intellectual Property
Exhibit C-2	Form of Assignment of Purchased FTS IP
Exhibit D-1	Form of Cox Assignment and Assumption (for Purchased Cox Assets and Assumed Cox Liabilities)
Exhibit D-2	Form of FTS Assignment and Assumption (for Purchased FTS Assets and Assumed FTS Liabilities)
Exhibit E-1	Form of Assignment and Assumption of Cox Real Property Leases
Exhibit E-2	Form of Assignment and Assumption of FTS Real Property Leases
Exhibit F-1	Form of Special Warranty Deed for Cox Owned Real Property
Exhibit F-2	Form of Special Warranty Deed for FTS Owned Real Property (Massachusetts)
Exhibit F-3	Form of Special Warranty Deed for FTS Owned Real Property (Tennessee)
Exhibit G-1	Form of Cox Transition Services Agreement (for services provided by Cox)
Exhibit G-2	Form of FTS Transition Services Agreement (for services provided by FTS)
Exhibit H	Form of Excluded FTS IP and Shared Programming License Agreement

Agreement Schedules – Cox Disclosure Schedules

Disclosure Schedule Section 2.02(b):	Fixed Assets and Property
Disclosure Schedule Section 2.02(l):	Included Shared Cox Assets
Disclosure Schedule Section 2.02(n):	Other Purchased Cox Assets
Disclosure Schedule Section 2.03(i):	Excluded Assets Used by the Stations
Disclosure Schedule Section 2.05(b):	Excluded Cox Liabilities – Discharged Liabilities
Disclosure Schedule Section 2.05(e):	Excluded Cox Indebtedness
Disclosure Schedule Section 2.14(a)(ix):	Material Cox Real Property Leases
Disclosure Schedule Section 3.04:	Noncontravention
Disclosure Schedule Section 3.05:	Financial Information

² See *LUJ, Inc.*, Memorandum Op. & Order, 17 FCC Rcd 16980 (2002).

Disclosure Schedule Section 3.06:	Absence of Certain Changes or Events
Disclosure Schedule Section 3.07(a):	Material Assumed Cox Contracts
Disclosure Schedule Section 3.08(a):	Registered Intellectual Property
Disclosure Schedule Section 3.08(b):	Material Unregistered Intellectual Property
Disclosure Schedule Section 3.08(d):	Intellectual Property Infringement
Disclosure Schedule Section 3.09(a):	Owned Real Property
Disclosure Schedule Section 3.09(b):	Leased Real Property
Disclosure Schedule Section 3.09(h):	Real Property Tax Assessment Protests and Proceedings
Disclosure Schedule Section 3.10:	Litigation
Disclosure Schedule Section 3.11:	Compliance with Laws
Disclosure Schedule Section 3.12(a)(i):	FCC Licenses
Disclosure Schedule Section 3.12(a)(ii):	FCC License Qualifications
Disclosure Schedule Section 3.12(b):	Pending FCC Applications
Disclosure Schedule Section 3.12(c)(i):	FCC Compliance
Disclosure Schedule Section 3.12(c)(ii):	Issued or Outstanding FCC Orders
Disclosure Schedule Section 3.12(c)(iii):	Governmental Actions
Disclosure Schedule Section 3.12(c)(iv):	Tolling Agreements
Disclosure Schedule Section 3.12(d):	FCC Qualifications
Disclosure Schedule Section 3.13(a):	Retransmission Agreements
Disclosure Schedule Section 3.13(b):	MVPD Compliance
Disclosure Schedule Section 3.13(d):	Significantly Viewed
Disclosure Schedule Section 3.14 (a):	Cox Employees
Disclosure Schedule Section 3.14(b):	Collective Bargaining Agreements
Disclosure Schedule Section 3.14(c):	Labor Disputes
Disclosure Schedule Section 3.15(a):	Cox Employee Plans
Disclosure Schedule Section 3.15(e):	Multiemployer Plan
Disclosure Schedule Section 3.15(f):	Post-Termination Benefits
Disclosure Schedule Section 3.16(b)(i):	Environmental Permit Compliance
Disclosure Schedule Section 3.16(b)(ii):	Environmental Permits
Disclosure Schedule Section 3.16(b)(iii):	Environmental Permit Consents
Disclosure Schedule Section 3.16(e):	Storage Tanks and Emergency Generators
Disclosure Schedule Section 3.16(f):	Hazardous Materials
Disclosure Schedule Section 3.17(a):	Material Cox Equipment
Disclosure Schedule Section 3.17(b):	Condition of Material Cox Equipment
Disclosure Schedule Section 3.17(c):	Rights to Use Cox Equipment
Disclosure Schedule Section 3.19(a):	Taxes
Disclosure Schedule Section 3.21:	Related Party Transactions
Disclosure Schedule Section 5.01:	Cox Operations Pending Closing
Disclosure Schedule Section 5.03(a):	Terminated Cox Contracts
Disclosure Schedule Section 6.01(b)(i):	Excluded Cox Employees
Disclosure Schedule Section 6.11(b):	Cox Severance Guidelines

Agreement Schedules – Fox Disclosure Schedules

Disclosure Schedule Section 2.06(b):	Fixed Assets and Property
Disclosure Schedule Section 2.06(k):	Included Shared FTS Assets
Disclosure Schedule Section 2.06(m):	Other Purchased FTS Assets
Disclosure Schedule Section 2.07(i):	Other Excluded FTS Assets
Disclosure Schedule Section 2.09(b):	Excluded FTS Liabilities – Discharged Liabilities
Disclosure Schedule Section 2.09(d):	Excluded FTS Liabilities – Indebtedness
Disclosure Schedule Section 4.04:	Noncontravention
Disclosure Schedule Section 4.05:	Financial Information
Disclosure Schedule Section 4.06:	Absence of Certain Changes or Events
Disclosure Schedule Section 4.07(a):	Material FTS Contracts
Disclosure Schedule Section 4.08(a):	Registered Intellectual Property
Disclosure Schedule Section 4.08(b):	Material Unregistered Intellectual Property
Disclosure Schedule Section 4.08(d):	Infringement
Disclosure Schedule Section 4.09(a):	Owned Real Property
Disclosure Schedule Section 4.09(b):	Real Property Leases
Disclosure Schedule Section 4.09(c)(iv):	Options to Acquire FTS Owned Real Property
Disclosure Schedule Section 4.09(h):	Real Property Tax Proceedings
Disclosure Schedule Section 4.10:	Litigation
Disclosure Schedule Section 4.11:	Compliance with Laws
Disclosure Schedule Section 4.12(a):	FCC Licenses
Disclosure Schedule Section 4.12(b):	FCC Applications
Disclosure Schedule Section 4.12(c):	FCC Compliance
Disclosure Schedule Section 4.12(d):	FCC Consents
Disclosure Schedule Section 4.13(a):	Carriage Matters
Disclosure Schedule Section 4.13(b):	MVPD Compliance
Disclosure Schedule Section 4.13(d):	Significantly Viewed
Disclosure Schedule Section 4.14 (a):	FTS Employees
Disclosure Schedule Section 4.14(c):	Labor Disputes
Disclosure Schedule Section 4.15(a):	FTS Employee Plan
Disclosure Schedule Section 4.15(e):	Multiemployer Plan
Disclosure Schedule Section 4.15(f):	Post-Termination Benefits
Disclosure Schedule Section 4.16(b):	Environmental Permits
Disclosure Schedule Section 4.16(e):	Storage Tanks and Generators
Disclosure Schedule Section 4.16(f):	Toxic Materials
Disclosure Schedule Section 4.17(a):	Material FTS Equipment
Disclosure Schedule Section 4.17(b):	Condition of Material FTS Equipment
Disclosure Schedule Section 4.17(c):	Rights to Use FTS Equipment
Disclosure Schedule Section 4.19(a):	Taxes
Disclosure Schedule Section 4.21:	Related Party Transactions
Disclosure Schedule Section 5.02:	FTS Operations Pending Closing
Disclosure Schedule Section 6.01(b)(ii):	Excluded Employees