

### **Agreements and Summary of Transaction**

The instant application proposes the assignment of license of KASW(TV), Phoenix, Arizona, FAC ID 7143, from KASW-TV, Inc., an entity ultimately controlled by Belo Corp. (“Belo”), to Sander Operating Co. II LLC d/b/a KTVK Television, an entity ultimately controlled by Jack Sander.<sup>1</sup>

The instant application is one of six concurrently filed applications, on FCC Form 314, seeking Commission consent to the assignment of license of six full-power television stations, 14 digital television translators and one digital low power television station from entities ultimately controlled by Belo to entities ultimately controlled by Mr. Sander. The media applications are detailed below.

In separate and related transactions, Belo is also a party to (a) 11 concurrently filed transfer of control applications, on FCC Form 315, seeking Commission consent to the transfer of control of 13 full-power television stations from the shareholders of Belo to Gannett Co., Inc. (“Gannett”), or entities controlled by Gannett and (b) a concurrently filed FCC Form 314 application for the assignment of license of KTTU(TV), Tucson, Arizona, FAC ID 11908, from KTTU-TV, Inc., a company controlled by Belo, to Tucker Operating Co LLC d/b/a KTTU Television (“Tucker”). Tucker is an entity ultimately controlled by Benjamin Tucker.

### **SUMMARY OF TRANSACTION**

This transaction is governed by three primary agreements, each dated as of June 12, 2013: (a) the Merger Agreement by and among Gannett, Belo and Delta Acquisition Corp. (the “Merger Agreement”), (b) the Asset Purchase Agreement between Gannett and Sander (the “Sander APA”) and (c) the Asset Purchase Agreement between Gannett and Tucker (the “Tucker

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<sup>1</sup> Mr. Sander is a former executive at Belo, holding numerous positions, including Vice Chairman and President of Media Operations, and has a long history in the broadcasting industry. Prior to Belo, Mr. Sander served in management positions at New World Communications, Gulf Broadcasting and Liberty Corporation, and their predecessors. In addition, Mr. Sander has served as the Joint Chair of the NAB and as the Chairman of BMI, where he is currently a director.

APA” and the Sander APA together, the “APAs”).<sup>2</sup> Under the terms of these agreements, the consummation of the Merger Agreement and the APAs must occur simultaneously. Throughout this exhibit and the other exhibits and attachments of this Application, the Merger Agreement and the APAs are together called the “Transaction.”

Belo’s 20 full-power television stations are located in 15 markets (the “Belo Markets”). Gannett does not own any media properties in 10 of the Belo Markets. In the remaining five Belo Markets – Louisville, Phoenix, Portland, St. Louis, and Tucson – Gannett owns newspaper and/or television broadcast properties, and as such cannot acquire the Belo stations in those markets under the Commission’s media ownership rules. Accordingly, the parties have entered into the APAs, such that, through the consummation of the Transaction, Belo will no longer hold television broadcast stations in any market in which Gannett currently holds daily newspaper and/or full-power television broadcast properties.

For purposes of this application, the stations that Gannett proposes to acquire, through the transfer of control of Belo, are called the “Merger Stations,” and the stations to be assigned to Sander and Tucker are called the “Assigned Stations.”

### **THE MERGER STATIONS**

A total of 11 concurrently filed FCC Form 315 applications seek the FCC’s consent to the transfer of control of the Merger Stations from Belo’s existing shareholders to Gannett (these are the “Merger Applications”).<sup>3</sup> There are 13 full-power Merger Stations in 10 markets.<sup>4</sup> The Merger Stations are as follows:

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<sup>2</sup> The Merger Agreement and the Sander APA, together with the Joinder Agreement that helps effectuate the simultaneous assignments described herein, are attached at Exhibit 13.

<sup>3</sup> The applicants respectfully request that the Merger Applications be processed and approved concurrently, together with the Assignment Applications (hereinafter defined).

<sup>4</sup> Related low power, translator, and auxiliary stations are covered by the applicable Merger Application, and Form 603 and Form 312 filings cover related authorizations.

Market	Station	Community	Fac. ID	Licensee
Dallas-Ft. Worth, TX	WFAA(TV)	Dallas, TX	72054	WFAA-TV, Inc.
Houston, TX	KHOU(TV)	Houston, TX	34529	KHOU-TV, Inc.
Seattle-Tacoma, WA	KING-TV*	Seattle, WA	34847	KING Broadcasting Company
	KONG(TV)	Everett, WA	35396	KONG-TV, Inc.
Charlotte, NC	WCNC-TV	Charlotte, NC	32326	WCNC-TV, Inc.
San Antonio, TX	KENS(TV)	San Antonio, TX	26304	KENS-TV, Inc.
Norfolk-Portsmouth-Newport News, VA	WVEC(TV)	Hampton, VA	74167	WVEC Television, Inc.
Austin, TX	KVUE(TV)	Austin, TX	35867	KVUE Television, Inc.
New Orleans, LA	WUPL(TV)	Slidell, LA	13938	Belo TV, Inc.
	WWL-TV	New Orleans, LA	74192	WWL-TV, Inc.
Spokane, WA	KREM(TV)*	Spokane, WA	34868	KING Broadcasting Company
	KSKN(TV)	Spokane, WA	35606	KSKN Television, Inc.
Boise, ID	KTVB(TV)*	Boise, ID	34858	KING Broadcasting Company

\*While there are 13 Merger Stations, there are 11 Merger Applications: KING-TV, KREM(TV), and KTVB(TV) are owned by the same licensee (KING Broadcasting Company) and covered by the same FCC Form 315.

Because the Merger Agreement and the APAs will be consummated simultaneously as part of a single, integrated transaction, the Merger Applications do not include the Assigned Stations, which will be assigned directly from Belo to Sander and Tucker, as described in greater detail below.

### THE ASSIGNED STATIONS

Gannett owns daily newspapers in four Belo Markets (Phoenix, Portland, Louisville, and Tucson). In addition, Gannett owns full-power television stations in two Belo Markets (Phoenix and St. Louis). Thus, in order to ensure compliance with the Commission's media ownership rules, Gannett has not sought to acquire ownership of the seven full-power Assigned Stations in Phoenix, St. Louis, Portland, Louisville, and Tucson. Rather, upon the consummation of the Transaction, six of the Assigned Stations will be acquired by Sander and one will be acquired by Tucker.

A total of seven concurrently filed FCC Form 314 applications seek FCC consent to the assignment of the FCC licenses for the Assigned Stations from subsidiaries of Belo to Sander and Tucker (the “Assignment Applications”).<sup>5</sup> The Assigned Stations and their respective assignees are as follows:

<b>Market</b>	<b>Station</b>	<b>Fac. ID</b>	<b>Licensee/Assignor</b>	<b>Assignee</b>
Phoenix, AZ	KASW(TV)	7143	KASW-TV, Inc.	Sander Operating Co. II LLC (d/b/a KTVK Television)
	KTVK(TV)	40993	KTVK, Inc.	
St. Louis, MO	KMOV(TV)	70034	KMOV-TV, Inc.	Sander Operating Co. IV LLC (d/b/a KMOV Television)
Portland, OR	KGW(TV)	34874	KING Broadcasting Company	Sander Operating Co. III LLC (d/b/a KGW Television)
Louisville, KY	WHAS-TV	32327	Belo Kentucky, Inc.	Sander Operating Co. I LLC (d/b/a WHAS Television)
Tucson, AZ	KMSB(TV)	44052	KMSB-TV, Inc.	Sander Operating Co. V LLC (d/b/a KMSB Television)
	KTTU(TV)	11908	KTTU-TV, Inc.	Tucker Operating Co. LLC (d/b/a KTTU Television)

**Media Ownership Compliance.** In the Phoenix market, Sander seeks to acquire two full-power television stations, KASW(TV) and KTVK(TV). As set forth in greater detail in the Assignment Applications pertaining to KASW(TV) and KTVK(TV), common ownership of these two stations is consistent with the Commission’s local television ownership rule.<sup>6</sup>

**Related Agreements.** The APAs contemplate that Gannett, Sander, and Tucker will enter into several agreements upon the consummation of the Transaction. These agreements include Shared Services Agreements (“SSAs”) in four markets, Transition Services Agreements (“TSAs”) in one market, Joint Sales Agreements (“JSAs”) in three markets, and option agreements.

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<sup>5</sup> In addition to the Assigned Stations, Sander and Tucker will also acquire related low power, translator and auxiliary stations, which are identified in the applicable Assignment Applications as well as in separate applications filed on Forms 603 and 312.

<sup>6</sup> 47 C.F.R. § 73.3555(b).

In Phoenix and in St. Louis, Gannett will provide certain, limited services to Sander through SSAs. In Portland and in Louisville, Gannett will provide certain services to Sander through SSAs, and also will provide advertising sales services through JSAs. In Tucson, KOLD, LLC, a subsidiary of Raycom Media (“Raycom”), currently provides services to KMSB(TV) and KTTU(TV) under an SSA. Raycom will continue to provide such services pursuant to this “Legacy SSA.” Certain back office, administrative, and other corporate support services that are currently provided by Belo’s corporate offices are not encompassed by the Legacy SSA. Accordingly, Gannett will provide such support services to supplement the Legacy SSA, pursuant to TSAs with each of Sander and Tucker. Advertising sales today for KMSB(TV) and KTTU(TV) are conducted jointly, given their common ownership. Sander and Tucker have agreed that Sander will provide joint sales support to Tucker pursuant to a JSA, in order to maintain those efficiencies.<sup>7</sup>

### **LICENSE RENEWAL**

A license renewal application is pending for one of the Assigned Stations, WHAS-TV, and a license renewal application is due to be filed for KMOV(TV), another Assigned Station, by October 1, 2013.

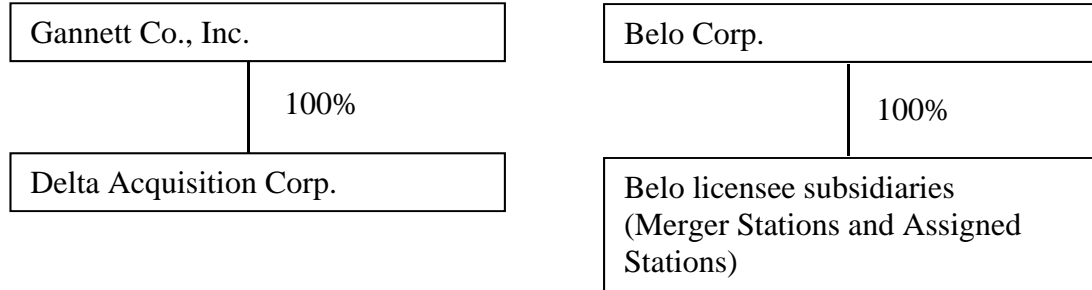
In *Stockholders of CBS Inc.*, 11 FCC Rcd 3733 (1995), the FCC held that it may consider and act on an application for the acquisition of multiple broadcast stations, notwithstanding the pendency of any application for renewal of license of one or more of the stations subject to the transaction. The parties respectfully request that the FCC process the Merger Applications and the Assignment Applications pursuant to the procedures established in that decision. Gannett has agreed to assume the consequences associated with succeeding to the place of the existing applicant if the renewal applications for any of the Merger Stations are pending at the time that the parties consummate the Transaction. Sander agrees, as applicable, to

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<sup>7</sup> Copies of the forms of the KASW(TV) SSA, Parent Option and Station Option are attached to this FCC Form 314 as Exhibit 13, (all of which are exhibits to the Sander APA). In addition, Sander Media LLC will be providing certain management services to the Assignee pursuant to a Management Services Agreement, a copy of which is attached to this Form 314 as Exhibit 13.

assume the consequences associated with succeeding to the place of the existing applicant if renewal applications for any of the Assigned Stations are pending at the time that the parties consummate the Transaction.

**Figure 1: Current Structure**



**Figure 2: Proposed Structure**

