

FCC Form 314
Section II, Question 3
Exhibit 5A

Agreements and Summary of Transaction

Pursuant to an Asset Purchase Agreement, dated as of May 7, 2015 (the “Agreement”), by and among Journal Broadcast Group, Inc. (“JBG”), Journal Broadcast Corporation (“JBC” and, together with JBG, “Seller”), Kiel Media Group LLC (“Trustee”), in its capacity as Trustee of the Journal/Scripps Divestiture Trust (the “Trust”), and KNIN, LLC (“KNIN”), and KNIN License Subsidiary, LLC (“License Sub” and, together with KNIN, “Buyer”), and, for limited purposes, Raycom Media, Inc. (“Raycom”), Buyer is purchasing from Seller and the Trust television station KNIN-TV, Caldwell, Idaho (Facility ID No. 59363). A copy of the Agreement is provided as Exhibit 5B.

The Agreement contemplates that KNIN will enter into a Shared Services Agreement (“SSA”) with Seller, pursuant to which Seller (owner of KIVI-TV, Nampa, Idaho) will provide certain services to KNIN-TV. A form of the SSA is provided as Exhibit 5C. With respect to the Media Bureau’s *SSA Processing Guidelines*, it is noted that Seller has not guaranteed Buyer’s financing with respect to Buyer’s acquisition of KNIN-TV, nor does Seller have an option, right of first refusal, put/call arrangement, or other similar contingent interest with respect to KNIN-TV.¹

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.

Exhibit A: Form of Escrow Agreement
Exhibit B: Form of Shared Services Agreement
(Schedules B, 3.1, and 3.2 omitted; all other portions provided)
Exhibit C-1: Form of Assignment of FCC Licenses
Exhibit C-2: Form of Assignment and Assumption Agreement
Exhibit C-3: Form of Bill of Sale
Disclosure Schedules

¹ Public Notice, “Processing of Broadcast Television Applications Proposing Sharing Arrangements and Contingent Interests,” 29 FCC Rcd 2647 (2014) (“*SSA Processing Guidelines*”).

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