

FCC Form 314
Section III, Question 3
Exhibit 13

Agreements and Summary of Transaction

Pursuant to an Amended and Restated Purchase Agreement dated as of August 26, 2016 (the “Agreement”), TV-3, LLC (“TV-3”), an indirect subsidiary of Raycom Media, Inc. (“Raycom”), is purchasing assets of two television stations ultimately owned by Calkins Media, Inc. (“Calkins”): WTXL-TV, Tallahassee, Florida, and WWSB(TV), Sarasota, Florida. A copy of the Agreement is provided at **Exhibit 5A**.

In both cases, the transaction will be accomplished by the direct assignment of licenses from the current Calkins licensee to a newly formed, indirect subsidiary of Raycom. WTXL’s license will be assigned to WTXL License Subsidiary, LLC. WWSB’s license will be assigned to WWSB License Subsidiary, LLC. Charts illustrating the pre- and post-transaction ownership structures of these stations are attached to this Exhibit as Attachments A and B.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.

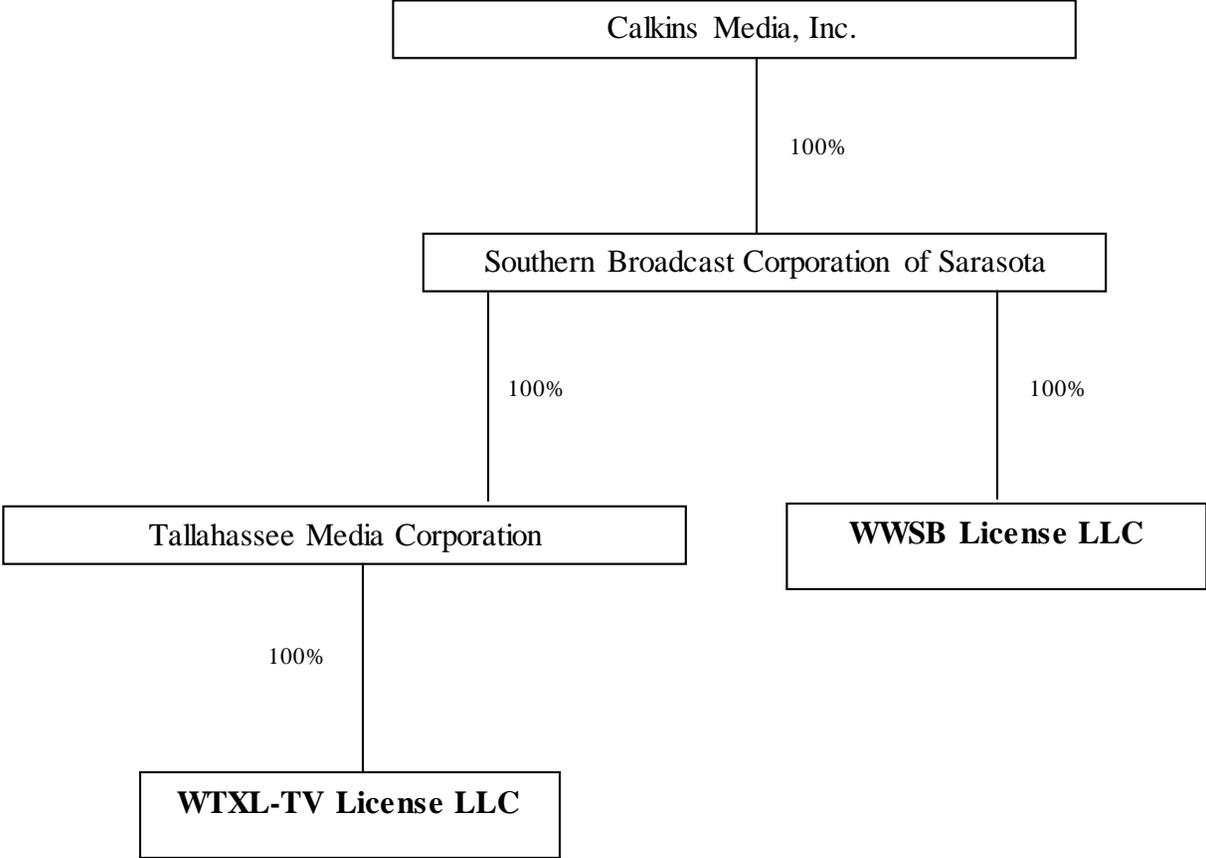
- Exhibit B – Escrow Agreement
- Exhibit 5.12 – Severance Benefit Form
- Exhibit 7.9 – Transition Agreement
- Exhibit E.1 – Form of Assignment of FCC Licenses
- Exhibit E.2 – Form of Assignment and Assumption Agreement
- Exhibit E.3 – Form of Assignment and Assumption of Lease

¹ At the same time, USA Television MidAmerica Holdings, LLC (“USA TV”) will acquire the third Calkins television station, WAAY-TV, Huntsville, Alabama. The Calkins sellers, TV-3, and USA TV are also parties to a Tri-Party Agreement which addresses certain matters ancillary to the overall transaction. The Tri-Party Agreement is provided at **Exhibit 5B**. With respect to the Media Bureau’s *SSA Processing Guidelines*, it is noted that there will be no sharing arrangements between Raycom and USA TV, nor does Raycom have an option, right of first refusal, put/call arrangement, or other similar contingent interest with respect to WAAY. See Public Notice, “Processing of Broadcast Television Applications Proposing Sharing Arrangements and Contingent Interests,” 29 FCC Rcd 2647 (2014) (“*SSA Processing Guidelines*”).

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

- Exhibit E.5 – Form of Bill of Sale
- Exhibit E.6 – Form of FIRPTA Certificate
- Disclosure Schedules to Agreement

Attachment A: Pre-Closing Ownership (Calkins)



Attachment B: Post-Closing Ownership (Raycom)

