

**FCC Form 314**  
**Section III, Question 3**  
**Exhibit 13**

**Agreements and Summary of Transaction**

By this application Midwest Television, Inc. (“Assignor”) seeks to assign the licenses of television station KFMB-TV (Facility ID 42122) and radio stations KFMB(AM) (Facility ID 42120) and KFMB-FM (Facility ID 42117), all licensed to San Diego, California (together, the “Stations”) to KFMB-TV, LLC (“Assignee”), a Delaware limited liability company that is a direct wholly-owned subsidiary of TEGNA Inc. (“TEGNA”). On December 18, 2017, Assignor and Assignee entered into an Asset Purchase Agreement (“APA”), pursuant to which Assignee will purchase substantially all of Assignor’s assets used primarily with respect to the Stations. Charts illustrating the pre- and post-transaction ownership structures of the Stations are attached to this Exhibit as Attachments A and B.

A copy of the APA in connection with the proposed assignment is attached hereto as Exhibit 13-A. The exhibits and schedules to the APA have not been included because they contain proprietary information, contain information already of Commission record, and/or are not germane to the Commission’s consideration of this application. See *LUI, Inc.*, 17 FCC Rcd 16980 (2002). The excluded materials will be provided to the Commission upon request.

The excluded exhibits and schedules are as follows:

**EXHIBITS**

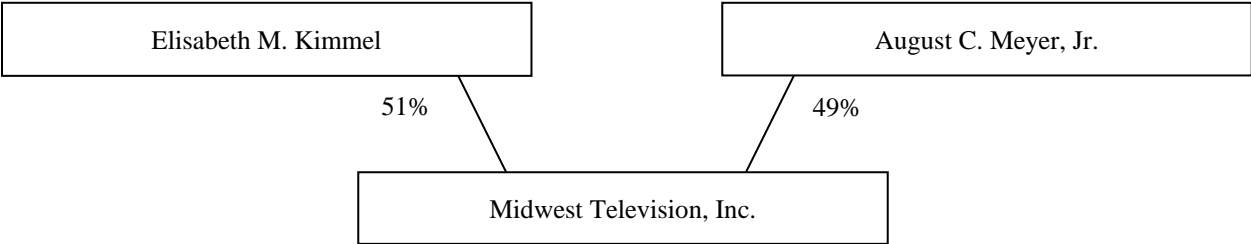
Exhibit A – Form of Bill of Sale, Assignment and Assumption Agreement  
Exhibit B – Form of Assignment of FCC Authorizations  
Exhibit C – Form of Ground Lease Agreement (Site: Mount Soledad)  
Exhibit D – Form of Ground Lease Agreement (Site: Mission Gorge)  
Exhibit E – Form of Operator Consent

**SCHEDULES**

1.1 – Knowledge of Seller  
2.2 – Excluded Assets  
2.7 – Sample Purchase Price Calculation  
2.11 – Allocation Schedule  
3.2 – Seller Conflicts and Consents  
3.3(a) – Financial Statements  
3.3(b) – GAAP Exceptions  
3.4(a) – No Material Adverse Change  
3.4(b) – Operations Since Balance Sheet Date  
3.5 – No Undisclosed Liabilities  
3.7 – Sufficiency of Assets  
3.8(a) – Governmental Permits  
3.8(d) – Seller FCC Matters  
3.9(a) – Owned Real Property  
3.9(c) – Real Property Leases

- 3.10 – Leases of Personal Property
- 3.11(a) – Copyrights, Patent Rights and Trademarks
- 3.11(b) – Exceptions to Ownership or Right to Use Copyrights, Patent Rights and Trademarks
- 3.11(c) – Registrations and Validity of Copyrights, Patent Rights and Trademarks
- 3.11(d) – Infringement
- 3.13 – Permitted Encumbrances
- 3.13(b) – Condition of Material Tangible Property
- 3.14 – Employees
- 3.16 – Station Contracts
- 3.17 – Status of Stations Agreements
- 3.18 – Compliance With Law; Litigation
- 3.19 – Insurance
- 3.20(a) – Employee Plans
- 3.20(c) – Conflicts with Employee Plans
- 3.21 – Environmental Matters
- 3.22 – MVPD Matters
- 4.1 – Knowledge of Buyer
- 4.2 – Buyer Conflicts and Consents
- 4.5 – Buyer FCC Matters
- 5.3(e) – Required Consents
- 5.4(b) – Operations of the Stations
- 6.2(a) – Excluded Employees
- 6.2(c) – Buyer’s Benefit Plans
- 6.2(d) – Additional Benefits
- 6.2(g) – Buyer’s Severance Plan
- 9.1(vii) – Pending Litigation

**Attachment A**  
**Pre-Transaction Ownership**



**Attachment B**  
**Post-Transaction Ownership**

