

**EXHIBIT 11**

**DESCRIPTION OF TRANSACTION AND DOCUMENTS**

This application seeks Commission consent to the assignment of license for television station WBDT(DT), Springfield, Ohio (the “Station”), from ACME Television Licenses of Ohio, LLC (“ACME”) to WBDT Television, LLC (“WTLLC”). The sole member of WTLLC is Vaughan Media LLC (“Vaughan Media”), an entity owned and controlled by long-time broadcaster Mr. T. J. Vaughan.

A copy of the Option Agreement (“ACME Option”) has been submitted by the Assignor at Exhibit 4. The ACME Option was executed by ACME, certain operating subsidiaries and LIN Television Corporation (“LIN”). As contemplated by the Option Agreement, the right to acquire the Designated Station Assets relating to the Station, as defined in the ACME Option, was subsequently assigned by LIN to WTLLC. See Assignment and Assumption Agreement, attached hereto as Attachment 11-A.

WTLLC and LIN are parties to the following documents:

- (a) A Shared Services Agreement, attached hereto as Attachment 11-B, pursuant to which LIN, as Service Provider, will provide certain services with respect to the operation of the Station in conformity with the Rules and Regulations of the Commission, all under the supervision and control of WTLLC.
- (b) A Joint Sales Agreement, attached hereto as Attachment 11-C, pursuant to which LIN, as Service Provider, has agreed to sell advertising and commercial time on the Station and to provide certain news and other programming, in conformity with the

Rules and Regulations of the Commission, all under the supervision and control of WTLLC.

(c) An Option Agreement, attached hereto as Attachment 11-D, pursuant to which Vaughan Media, the sole member of WTLLC, is also a party, which grants LIN, as Option Holder, an option to purchase, at Option Holder's election, either (i) all of the Membership Interests of WTLLC, or (ii) all of WTLLC's assets related to the Station, subject to the prior consent of the Commission.

(d) A Management Services Agreement, attached hereto as Attachment 11-E, pursuant to which Vaughan Media, as Manager, has agreed to perform certain services for WTLLC with respect to the business of WTLLC and the Station, all under the supervision and control of WTLLC.

(e) A Side Letter, attached hereto as Attachment 11-F, which sets forth certain mutual understandings and agreements in connection with the filing of this application and, following and subject to obtaining the necessary Commission consent, implementing the closing of the transactions contemplated by these agreements.

WTLLC and LIN expect that LIN will guarantee a loan being obtained by WTLLC in connection with the proposed acquisition, but LIN will not have any equity or debt interest in WTLLC.

The agreements in this transaction comply with the Commission's rules and policies. However, in response to Section III, Question 3, WTLLC has certified "no" because, as noted in Assignor's Exhibit 4, certain schedules and exhibits to the agreements are not being submitted with this application, but will be provided to the FCC on request. Additionally, certain information contained within Attachments 11-B – 11-D,

**WBDT Television, LLC**  
**FCC Form 314**  
**Assignee Exhibit 11**

which is proprietary in nature and not germane to the Commission's consideration of the parties qualifications, has been redacted.