

**Transferee Exhibit 15B**  
**Agreements and *LUJ* Statement**

A copy of the Agreement and Plan of Merger (“Merger Agreement”), dated as of June 12, 2013, between Belo Corp. (“Belo”), Gannett Co., Inc. (“Gannett”), and Delta Acquisition Corp. (“Delta”), is submitted as Exhibit 15C. Exhibit A to the Merger Agreement (form of Voting and Support Agreement and Irrevocable Proxy) and Exhibit B (Certificate of Merger), and related Gannett and Belo Disclosure Letters, have been omitted because they contain information that is proprietary, not germane to the Commission’s evaluation of the application, or is already in the Commission’s possession.<sup>1</sup> The excluded materials will be provided upon Commission request.

A copy of the Asset Purchase Agreement, dated as of June 12, 2013, by and among Gannett and Sander Holdings Co. LLC and certain of its subsidiaries (the “Sander APA”), is attached hereto as Exhibit 15D. Except for Exhibit A (Form of Joinder Agreement), all of the exhibits and the schedules to the Sander APA have been omitted because they contain information that is proprietary, not germane to the Commission’s evaluation of the instant application, or is already in the Commission’s possession.<sup>2</sup> The excluded materials will be provided upon Commission request. Exhibits and schedules to the Sander APA marked with an asterisk are included in one or more of the Assignment Applications (as defined in Exhibit 15A).

Omitted Exhibits from Sander APA

- B-1 JSA Parties\*
- B-2 Form of Joint Sales Agreement\*
- B-3 Form of Joint Sales Agreement Between Sander Operating Co. V LLC (d/b/a KMSB Television) and Tucker Operating Co. LLC (d/b/a KTTU Television)\*
- C-1 Phoenix and St. Louis SSA Parties\*
- C-2 Form of Shared Services Agreement (Phoenix and St. Louis)\*
- D-1 Portland and Louisville SSA Parties\*
- D-2 Form of Shared Services Agreement (Portland and Louisville)\*
- E Form of Transition Services Agreement\*
- F Form of Parent Option Agreement\*
- G-1 Station Option Agreement Parties\*
- G-2 Form of Station Option Agreement\*
- H Form of Bill of Sale
- I Form of Assignment and Assumption Agreement
- J Form of Assignment of FCC Licenses

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<sup>1</sup> See *LUJ, Inc.*, Memorandum Op. & Order, 17 FCC Rcd 16980 (2002).

<sup>2</sup> *Id.*

Omitted Schedules

Schedule 2.2(a)(i)	Tangible Personal Property*
Schedule 2.2(a)(ii)	Assumed Contracts*
Schedule 3.4	Conflicts; Consents
Schedule 3.9	FCC Licenses
Schedule 3.12	Employees
Schedule 3.13	Environmental Matters
Schedule 5.1(c)	Auxiliary Measures

A copy of the Asset Purchase Agreement, dated as of June 12, 2013, by and between Gannett and Tucker Operating Co. LLC (d/b/a KTTU Television) (the "Tucker APA"), is attached hereto as Exhibit 15E. Except for Exhibit A (Form of Joinder Agreement), all of the exhibits and the schedules to the Tucker APA have been omitted because they contain information that is proprietary, not germane to the Commission's evaluation of the instant application, or is already in the Commission's possession.<sup>3</sup> The excluded materials will be provided upon Commission request. Exhibits and schedules to the Tucker APA marked with an asterisk are included in one or more of the Assignment Applications.

Omitted Exhibits from Tucker APA

B	Form of Joint Sales Agreement Between Sander Operating Co. V LLC (d/b/a KMSB Television) and Tucker Operating Co. LLC (d/b/a KTTU Television)*
C	Form of Transition Services Agreement*
D	Form of Station Option Agreement*
E	Form of Bill of Sale
F	Form of Assignment and Assumption Agreement
G	Form of Assignment of FCC Licenses

Omitted Schedules

Schedule 2.2(a)(i)	Tangible Personal Property*
Schedule 2.2(a)(ii)	Assumed Contracts*
Schedule 3.4	Conflicts
Schedule 3.9	FCC Licenses
Schedule 3.12	Employees
Schedule 3.13	Environmental Matters
Schedule 5.1(c)	Auxiliary Measures

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<sup>3</sup> *Id.*