

Gray Television Group, Inc.  
4370 Peachtree Road, NE  
Atlanta, GA 30319-3023  
Attn: General Counsel  
Facsimile No.: (404) 261-9607

October 2, 2015

Sinclair Communications, LLC  
10706 Beaver Dam Rd.  
Hunt Valley, MD 21030  
Attn: President

Schurz Communications, Inc.  
1301 E. Douglas Rd.  
Mishawaka, IN 46545  
Attention: Todd F. Schurz, CEO  
(574) 247-7237  
Facsimile No.: (574) 247-7238

Re: Asset Purchase Agreement, dated as of September 14, 2015 (the "Schurz Purchase Agreement"), by and among Gray Television Group, Inc., a Delaware corporation ("Gray"), Schurz Communications, Inc. ("Schurz"), each Subsidiary of Schurz Communications, Inc. listed on Annex A thereto, including, without limitation, WSBT, Inc.

Asset Purchase Agreement, dated as of September 30, 2015 (the "WSBT Purchase Agreement"), by and among Gray and Sinclair Communications, LLC, a Maryland limited liability company ("Sinclair").

Ladies and Gentlemen:

Reference is made to: (a) the Schurz Purchase Agreement; and (b) the WSBT Purchase Agreement. Capitalized terms used herein but not defined herein have the meaning ascribed to them under the Schurz Purchase Agreement. This letter agreement ("Letter Agreement") constitutes notice pursuant to Section 11.3(c) of the Schurz Purchase Agreement that Gray has assigned its rights to acquire the assets associated with WSBT-TV, South Bend, Indiana to Sinclair pursuant to the WSBT Purchase Agreement.

For the avoidance of doubt, (a) Gray shall pay one-half (1/2) and Sinclair shall pay one-half (1/2) of the FCC filing fees relating to the transactions contemplated by the WSBT Purchase Agreement, irrespective of whether the transactions contemplated by the WSBT Purchase Agreement are consummated; (b) the FCC Application as referred to in the WSBT Purchase Agreement shall request FCC consent to the assignment of the FCC Licenses used in the operation of WSBT-TV from WSBT, Inc. to Sinclair; and (c) Gray and WSBT, Inc. shall jointly amend the pending FCC application related to WSBT-TV and the radio stations owned by WSBT, Inc. to apply only to the radio stations owned by WSBT, Inc.

Gray acknowledges and agrees that as between Gray and Schurz and WSBT, Inc., Gray remains liable for all of its obligations under the Schurz Purchase Agreement (including without limitation any breach by Sinclair of the representations, warranties and covenants contained in the WSBT Purchase Agreement); a breach by Sinclair under the WSBT Purchase Agreement or hereunder shall be deemed to constitute a breach by Gray of the Schurz Purchase Agreement and Schurz and WSBT, Inc. hereby acknowledges and agrees that its remedy for any breach by Sinclair shall be to seek the remedies available to it against Gray under the Schurz Purchase Agreement.

This letter shall be binding upon Gray, Sinclair, Schurz and WSBT, Inc. and each of their subsidiaries and affiliates upon execution hereof by each of Gray, Sinclair, Schurz and WSBT, Inc., and may be executed in two or more counterparts, each of which shall be considered one and the same agreement and shall become effective when two or more counterparts have been signed by each of the parties and delivered to the other parties by facsimile transmission or electronic mail in pdf form. If you are in agreement with the above terms and conditions, please indicate your acceptance by signing in the space provided below, and return one original to us.

GRAY TELEVISION GROUP, INC.



By: \_\_\_\_\_

Name: Kevin P. Latek

Title: Senior Vice President

AGREED AND ACCEPTED AS OF THE DATE SET FORTH ABOVE:

**SCHURZ COMMUNICATIONS, INC.**

Marcia Burdick

Name: Marcia Burdick

Title: Sr. vice President

**WSBT, INC.**

Billy J. Brown

Name: Billy J. Brown

Title: president / GM WSBT, Inc.

**SINCLAIR COMMUNICATIONS, LLC**

BY: SINCLAIR TELEVISION GROUP, INC.,  
ITS SOLE MEMBER

Name: \_\_\_\_\_

Title: \_\_\_\_\_

AGREED AND ACCEPTED AS OF THE DATE SET FORTH ABOVE:

**SCHURZ COMMUNICATIONS, INC.**

\_\_\_\_\_  
Name:

Title:

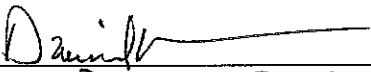
**WSBT, INC.**

\_\_\_\_\_  
Name:

Title:

**SINCLAIR COMMUNICATIONS, LLC**

BY: SINCLAIR TELEVISION GROUP, INC.,  
ITS SOLE MEMBER

  
\_\_\_\_\_  
Name: David R. Bochenek  
Title: Authorized Signatory