Agreements and Summary of Transaction

The instant application proposes the assignment of license of KTTU(TV), Tucson, Arizona, FAC ID 11908, from KTTU-TV, Inc., a company controlled by Belo Corp. ("Belo"), to Tucker Operating Co LLC d/b/a KTTU Television ("Tucker"). Tucker is an entity ultimately controlled by Benjamin Tucker.[1]

In separate and related transactions, Belo is also a party to (a) 11 concurrently filed transfer of control applications, on FCC Form 315, seeking Commission consent to the transfer of control of 13 full-power television stations from Belo's existing shareholders to Gannett Co., Inc. ("Gannett"), or entities controlled by Gannett and (b) a six concurrently filed FCC Form 314 applications for the assignment of licenses held by entities controlled by Belo, to entities ultimately controlled by Sander Media LLC and its Manager and sole member, Jack Sander.

SUMMARY OF TRANSACTION

This transaction is governed by three primary agreements, each dated as of June 12, 2013: (a) the Merger Agreement by and among Gannett, Belo and Delta Acquisition Corp. (the "Merger Agreement"), (b) the Asset Purchase Agreement between Gannett and Sander (the "Sander APA") and (c) the Asset Purchase Agreement between Gannett and Tucker (the "Tucker APA" and the Sander APA together, the "APAs").[2] Under the terms of these agreements, the consummation of the Merger Agreement and the APAs must occur simultaneously. Throughout this exhibit and the other exhibits and attachments of this Application, the Merger Agreement and the APAs are together called the "Transaction."

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[1] Mr. Tucker has a long history in the broadcasting industry. Through Tucker Broadcasting of Traverse City, Inc., Mr. Tucker currently owns two television stations in the Traverse City, Michigan market which are being sold to a third party. In addition, Mr. Tucker has held numerous positions with Fisher Communications, Inc., including President and CEO, and with Retlaw Enterprises, Inc., including, President. Mr. Tucker also has served as the Chairman of the NAB TV Board, Chairman of the CBS Affiliate Advisory Board and Chairman of the Network Affiliate Station Alliance.

[2] The Merger Agreement and the Tucker APA, together with the related Joinder Agreement that helps effectuate the simultaneous assignments described herein, are attached to this FCC Form 314 at Exhibit 13.

Belo's 20 full-power television stations are located in 15 markets (the "Belo Markets"). Gannett does not own any media properties in 10 of the Belo Markets. In the remaining five Belo Markets – Louisville, Phoenix, Portland, St. Louis, and Tucson – Gannett owns newspaper and/or television broadcast properties, and as such cannot acquire the Belo stations in those markets under the Commission's media ownership rules. Accordingly, the parties have entered into the APAs, such that, through the consummation of the Transaction, Belo will no longer hold television broadcast stations in any market in which Gannett currently holds daily newspaper and/or full-power television broadcast properties.

For purposes of this application, the stations that Gannett proposes to acquire, through the transfer of control of Belo, are called the "Merger Stations,"[3] and the stations to be assigned to Sander and Tucker are called the "Assigned Stations."

THE MERGER STATIONS

A total of 11 concurrently filed FCC Form 315 applications seek the FCC's consent to the transfer of control of the Merger Stations from Belo's existing shareholders to Gannett (these are the "Merger Applications").[4] There are 13 full-power Merger Stations in 10 markets.[5] The Merger Stations are as follows:

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[3] Diagrams of the changes contemplated by the Transaction are provided in Figures 1 and 2, below.

[4] The applicants respectfully request that the Merger Applications be processed and approved concurrently, together with the Assignment Applications (hereinafter defined).

[5] Related low power, translator, and auxiliary stations are covered by the applicable Merger Application, and Form 603 and Form 312 filings cover related authorizations.

Market	Station	Community	Fac. ID	Licensee
Dallas-Ft. Worth, TX	WFAA(TV)	Dallas, TX	72054	WFAA-TV, Inc.
Houston, TX	KHOU(TV)	Houston, TX	34529	KHOU-TV, Inc.
Seattle-Tacoma, WA	KING-TV*	Seattle, WA	34847	KING Broadcasting Company
	KONG(TV)	Everett, WA	35396	KONG-TV, Inc.
Charlotte, NC	WCNC-TV	Charlotte, NC	32326	WCNC-TV, Inc.
San Antonio, TX	KENS(TV)	San Antonio, TX	26304	KENS-TV, Inc.
Norfolk-Portsmouth-Newport News, VA	WVEC(TV)	Hampton, VA	74167	WVEC Television, Inc.
Austin, TX	KVUE(TV)	Austin, TX	35867	KVUE Television, Inc.
New Orleans, LA	WUPL(TV)	Slidell, LA	13938	Belo TV, Inc.
	WWL-TV	New Orleans, LA	74192	WWL-TV, Inc.
Spokane, WA	KREM(TV)*	Spokane, WA	34868	KING Broadcasting Company
	KSKN(TV)	Spokane, WA	35606	KSKN Television, Inc.
Boise, ID	KTVB(TV)*	Boise, ID	34858	KING Broadcasting Company

*While there are 13 Merger Stations, there are 11 Merger Applications: KING-TV, KREM(TV), and KTVB(TV) are owned by the same licensee (KING Broadcasting Company) and covered by the same FCC Form 315.

Because the Merger Agreement and the APAs will be consummated simultaneously as part of a single, integrated transaction, the Merger Applications do not include the Assigned Stations, which will be assigned directly from Belo to Sander and Tucker, as described in greater detail below.

THE ASSIGNED STATIONS

A total of seven concurrently filed FCC Form 314 applications seek FCC consent to the assignment of the FCC licenses for the Assigned Stations from subsidiaries of Belo to Sander and Tucker (the “Assignment Applications”).[6] The Assigned Stations and their respective assignees are as follows:

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[6] In addition to the Assigned Stations, Sander and Tucker will also acquire related low power, translator and auxiliary stations, which are identified in the applicable Assignment Applications as well as in separate applications filed on Forms 603 and 312.

Market	Station	Fac. ID	Licensee/Assignor	Assignee
Phoenix, AZ	KASW(TV)	7143	KASW-TV, Inc.	Sander Operating Co. II LLC (d/b/a KTVK Television)
	KTVK(TV)	40993	KTVK, Inc.	
St. Louis, MO	KMOV(TV)	70034	KMOV-TV, Inc.	Sander Operating Co. IV LLC (d/b/a KMOV Television)
Portland, OR	KGW(TV)	34874	KING Broadcasting Company	Sander Operating Co. III LLC (d/b/a KGW Television)
Louisville, KY	WHAS-TV	32327	Belo Kentucky, Inc.	Sander Operating Co. I LLC (d/b/a WHAS Television)
Tucson, AZ	KMSB(TV)	44052	KMSB-TV, Inc.	Sander Operating Co. V LLC (d/b/a KMSB Television)
	KTTU(TV)	11908	KTTU-TV, Inc.	Tucker Operating Co. LLC (d/b/a KTTU Television)

Related Agreements. The APAs contemplate that Gannett, Sander, and Tucker will enter into several agreements upon the consummation of the Transaction. These agreements include Shared Services Agreements ("SSAs") in four markets, Transition Services Agreements ("TSAs") in one market, Joint Sales Agreements ("JSAs") in three markets, and option agreements.

In Tucson, KOLD, LLC, a subsidiary of Raycom Media ("Raycom"), currently provides services to KMSB(TV) and KTTU(TV) under an SSA. Raycom will continue to provide such services pursuant to this "Legacy SSA." Certain back office, administrative, and other corporate support services that are currently provided by Belo's corporate offices are not encompassed by the Legacy SSA. Accordingly, Gannett will provide such support services to supplement the Legacy SSA, pursuant to TSAs with each of Sander and Tucker. Advertising sales today for KMSB(TV) and KTTU(TV) are conducted jointly, given their common ownership. Sander and Tucker have agreed that Sander will provide joint sales support to Tucker pursuant to a JSA ("Tucker Sander JSA"), in order to maintain those efficiencies.[7]

[7] Copies of the forms of , JSA, TSA and Station Option Agreements are attached to this FCC Form 314 at Exhibit 13. In addition, Tucker Media and Management Consulting II LLC will be providing certain management services to the Assignee pursuant to a Management Services Agreement, a copy of which is attached to this Form 314 as Exhibit 13.

Figure 1: Current Structure

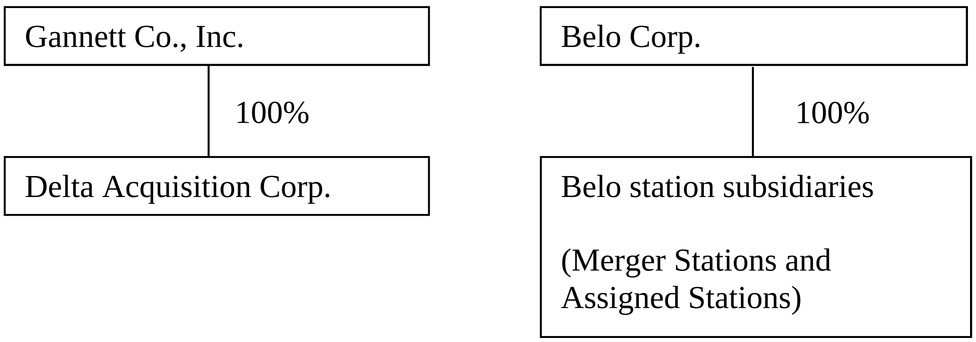

Figure 2: Proposed Structure