

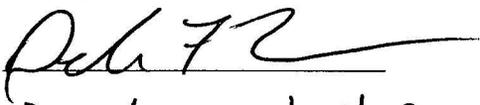
## **MUTUAL INTERFERENCE ACCEPTANCE AGREEMENT**

This Mutual Interference Acceptance Agreement (“Agreement”) is entered into as of August 22, 2008 by and between NewsChannel 5 Network, LLC (“NewsChannel5”) and WMC License Subsidiary, LLC (“WMC Subsidiary”).

1. NewsChannel5 is the licensee of Television Station WTVF, FCC Facility ID No. 36504, Nashville, Tennessee, and holds a construction permit issued by the Federal Communications Commission (“FCC”) authorizing NewsChannel5 to operate a post-transition digital television (“DTV”) facility on Channel 5 (*see* FCC File No. BPCDT-20080229ACK, hereafter referred to as the “WTVF Permit”).
2. WMC Subsidiary is the licensee of Television Station WMC-TV, FCC Facility ID No.19184, Memphis, Tennessee, and holds a construction permit issued by the FCC authorizing WMC to operate a post-transition DTV facility on Channel 5 (*see* FCC File No. BPCDT-20080327AFN, hereafter referred to as the “WMC Permit”).
3. NewsChannel5 and WMC Subsidiary each desire to modify their authorized post-transition DTV facilities and maximize service to the public by increasing effective radiated power (“ERP”). Specifically, (i) NewsChannel5 desires to modify the WTVF Permit to specify an ERP of 22 kW at a height above average terrain (“HAAT”) of 425 meters, and (ii) WMC Subsidiary desires to modify the WMC Permit to specify an ERP of 34.5 kW at a HAAT of 308 meters. Other than the modifications specified in this paragraph, neither party contemplates making any other change to either the WTVF Permit or the WMC Permit. The parties acknowledge that if the WTVF Permit and WMC Permit are modified as described in this paragraph, the post-transition DTV facilities of WTVF and WMC-TV will each cause more than 0.5% new interference to the populations to be served by each station.
4. NewsChannel5 and WMC Subsidiary hereby agree to accept the mutual interference which would result from the mutual increases in ERP described in Paragraph 3 hereof.
5. Except for the mutual agreement set forth in Paragraph 4 hereof, no consideration is being paid or promised by either party in connection with this Agreement.
6. WMC Subsidiary has submitted an FCC Form 301 (“Application for Construction Permit for Commercial Broadcast Station”) requesting the modifications described in Paragraph 3 of this Agreement (FCC File No. BMPCDT-20080619AJS, or the “WMC Maximization Application”). NewsChannel5 has also submitted an FCC Form 301 application to modify the WTVF Permit (FCC File No. BMPCDT-20080619AFB, or the “WTVF Maximization Application”). The technical parameters of the WTVF Maximization Application do not conform to those set forth in Paragraph 3 of this Agreement; accordingly, following the execution of this Agreement, NewsChannel5 will amend the WTVF Maximization Application to specify an ERP of 22 kW at a

HAAT of 425 meters. NewsChannel5 and WMC Subsidiary acknowledge that (i) the FCC's approval of the amended WTVF Maximization Application is contingent upon the FCC's approval of the WMC Maximization Application and (ii) the FCC's approval of the WMC Maximization Application is contingent upon the FCC's approval of the amended WTVF Maximization Application. Accordingly, the parties agree that they will cooperate with each other in the prosecution of their respective applications and shall provide the FCC with all other information (including, without limitation, a copy of this Agreement) which the FCC may request in connection with their respective applications.

**NEWSCHANNEL 5  
NETWORK, LLC**

By:   
Title: Pres/GM 8/25/08

**WMC LICENSE  
SUBSIDIARY, LLC**

By:   
Title: VP/CTO 8/22/08