

FCC Form 314
Section III, Question 3
Exhibit 13

Agreements and Summary of Transaction

By this application WUPV, LLC (“Seller”), the direct parent of WUPV License Subsidiary, LLC (“Legacy Licensee”) and an indirect wholly owned subsidiary of American Spirit Media, LLC (“American Spirit”), seeks to assign the license of television station WUPV, Ashland, Virginia (Facility ID No. 10897) (“WUPV” or the “Station”) from Legacy Licensee to a newly formed entity, WUPV Raycom License Subsidiary, LLC (“WUPV Raycom Sub”). WUPV Raycom Sub is a wholly owned indirect subsidiary of Raycom Media, Inc. (“Raycom”). Charts illustrating the pre- and post-transaction ownership structures of the Station are attached to this Exhibit as Attachments A and B.

WUPV is located in the Richmond-Petersburg DMA. Raycom currently owns WWBT, Richmond, Virginia (Facility ID No. 30833) (“WWBT”), also located in the Richmond-Petersburg DMA. WWBT provides certain services to Seller with respect to WUPV (not including advertising sales) pursuant to a shared services agreement (“SSA”), which will terminate upon consummation of the proposed transaction. WWBT, an NBC affiliate, currently is the top-ranked broadcast television station in the market; WUPV, a CW affiliate, is ranked fifth. Accordingly, Raycom’s acquisition of WUPV complies with the Commission’s local television ownership rule because, upon consummation of the proposed transaction, Raycom would have an attributable interest in only two full power commercial television stations in the market, only one of which is ranked among the top four. *See* 47 C.F.R. § 73.3555(b)(1).

On July 9, 2018, Raycom filed a series of applications seeking the Commission’s consent to a proposed merger between Raycom and Gray Television, Inc. (“Gray”), pursuant to which certain licenses held by subsidiaries of Raycom would be assigned to Gray Television Licensee, LLC, and control of certain license-holding subsidiaries of Raycom that hold Raycom’s remaining licenses would be transferred to Gray. *See, e.g.*, File No. BALCDT-20180709ACE. Concurrently herewith, Raycom and American Spirit also are filing an application seeking the Commission’s consent to assign the license of American Spirit-owned KYOU-TV, Ottumwa, Iowa, to a Raycom subsidiary. Upon consummation of Raycom’s acquisitions of WUPV and KYOU, Raycom intends to file subsequent applications seeking the Commission’s consent to assign WUPV’s and KYOU’s licenses to Gray.

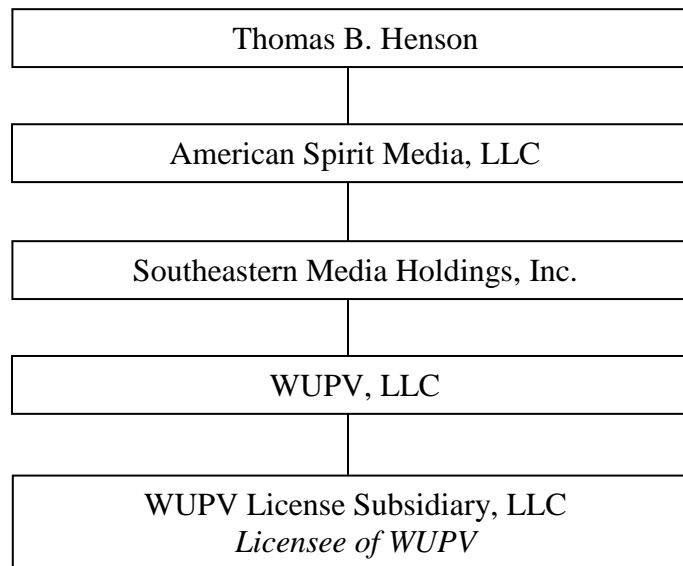
Attached to this Application as Exhibit 5 is a copy of the Purchase Agreement, dated as of June 20, 2018, by and between WUPV, LLC and Raycom Holdings, LLC. The following schedules to the Purchase Agreement have been omitted because they contain proprietary information, duplicate information already included in the application or in the possession of the Commission, or are not germane to the Commission’s consideration of this application. *See LUJ, Inc. and Long Nine, Inc.*, 17 FCC Rcd 16980 (2002). Copies of these schedules will be provided to the Commission upon request, subject to the right of the parties to ask that the material submitted be held in confidence and not be made available for public

inspection pursuant to applicable rules and policies of the Commission that restrict public access to confidential and proprietary information.

- Schedule 1.3(a) — Permitted Liens
- Schedule 1.3(c) — Excluded Liabilities
- Schedule 3.4 — Consents
- Schedule 3.5 — Litigation
- Schedule 3.7 — Tangible Property
- Schedule 3.9(b) — FCC Licenses (Other Stations)
- Schedule 3.9(e) — Must Carry Election
- Schedule 3.11 — Acquired Real Property
- Schedule 3.12 — Material Contracts
- Schedule 3.15 — Transactions with Affiliates
- Schedule 3.16(b) — Transferred Intellectual Property

Pre-Transaction Ownership

NOTE: All ownership is 100%.



Post-Transaction Ownership

