

Explanation of Transaction

Pursuant to Commission consent, Nexstar Media Group, Inc. (“NMG”)¹, the parent of FCC licensee Nexstar Broadcasting, Inc. (“Nexstar”), acquired control of Media General, Inc. (“MGI”) and its subsidiaries through a merger transaction that was consummated on January 17, 2017 (the “Nexstar-MGI Merger”).² The post-Nexstar-MGI Merger consummation structure is included as Attachment A.

As part of an internal reorganization, certain subsidiaries acquired from the Merger, which are now indirectly held by Nexstar, will be assigned to Nexstar or merged into Nexstar, with Nexstar remaining as the surviving entity/licensee (the “Reorganization”). The instant application is part of a series of applications being filed seeking Commission consent to the assignment of the licenses held by the proposed assignor, to Nexstar, the proposed assignee. Nexstar certifies that the proposed assignments are *pro-forma* and that, together with all previous *pro-forma* transactions, do not result in a change in the actual controlling party³.

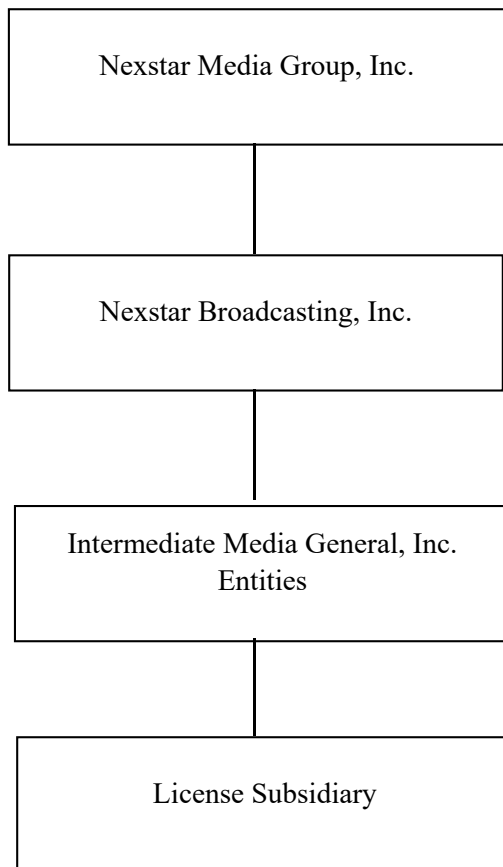
As noted above, the *pro forma* transaction proposed herein is an internal reorganization; accordingly, there are no written or oral agreements for the transaction, other than routine assignment documents and merger documents.

¹ Formerly known as Nexstar Broadcasting Group, Inc.

² See *Consent to Transfer Control of License Subsidiaries of Media General, Inc., from Shareholders of Media General, Inc. to Nexstar Media Group, Inc.*, MB Docket No. 16-57, DA 17-23 (rel. Jan. 11, 2017) (“*Nexstar-MGI Order*”).

³ See Attachment B for the post-Reorganization ownership structure chart.

Attachment A⁴
Post-Nexstar-MGI Merger Transaction Structure⁵



⁴ Information concerning the vertical ownership structure of the License Subsidiaries is set forth in the FCC applications filed in connection with the Merger. *See, e.g.*, Nexstar and Media General Inc., FCC File No. BTCCDT-20160210ABW, Comprehensive Exhibit (March 2016) at Attachment A-1.

⁵ Twenty-four of the 25 License Subsidiaries for which *pro forma* applications are being filed contemporaneously are indirect subsidiaries of NBI. The 25th License Subsidiary, LIN Television Corporation (“LIN TV Corp.”), is a direct subsidiary of NBI. Thus, with respect to the FCC Form 316 being filed for LIN TV Corp., the box in the above diagram labeled “Intermediate Media General, Inc. Entities” is inapplicable.

Attachment B
Post-Reorganization Structure

