

Description of Transaction

The instant application seeks the Commission's consent to the *pro forma* transfer of control of WHTM Acquisition LLC, licensee of satellite earth station E960045 (the "Station"), from the Shareholders of Media General, Inc. to the Post-Merger Shareholders of Media General, Inc. Grant of the instant application is a final step in both the pending merger (the "Merger") of Media General, Inc. ("Existing Media General") and LIN Media LLC (*see, e.g.*, FCC File No. BTCCDT-20140509ACZ, *et al.*), and the proposed reverse like-kind exchange for tax purposes of the Station and the full power television broadcast station with which it used, WHTM-TV, Harrisburg, Pennsylvania. A separate application seeking consent to this transaction for the WHTM-TV broadcast license has been filed and is pending with the FCC's Media Bureau.

The instant application finalizes the reverse like-kind exchange process by removing the licensee's tax accommodation member, REVAC, Inc., and replacing its FCC Managing Member, Media General Operations, Inc., which is currently a subsidiary of Existing Media General, with LIN Television Corporation, which will be a subsidiary of post-Merger Media General. LIN Television Corporation, as owned by post-Merger Media General, will then be the sole member of the licensee. As noted above, this will complete the tax exchange process while simultaneously moving control of the Station from the Shareholders of Media General, Inc. to the Post-Merger Shareholders of Media General, Inc.

As described in the Merger applications, the individuals holding attributable ownership interests in Post-Merger Media General are Soohyung Kim, through various Standard General entities, and John R. Muse, through various Hicks, Muse entities. The initial officers and directors of post-merger Media General and its subsidiaries will be drawn from the existing officers and directors of per-merger Media General and LIN. The following table provides information pertaining to the ownership structure of post-merger Media General, Inc. and the individuals from which officers and directors of post-merger Media General and its subsidiaries will be drawn.

1. Name and Address
2. Citizenship
3. Positional Interest
4. Percentage of Votes
5. Percentage of Equity

Post-Merger Media General¹

(1)	(2)	(3)	(4)	(5)
J. Stewart Bryan III 333 E. Franklin Street Richmond, VA 23219	U.S.	Chairman	<1%	<1%
Marshall N. Morton 333 E. Franklin Street Richmond, VA 23219	U.S.	Director	<1%	<1%
Vincent L. Sadusky 701 Brazos Street Suite 800 Austin, TX 78701	U.S.	President, Chief Executive Officer, Director	<1%	<1%
John A. Butler 333 E. Franklin Street Richmond, VA 23219	U.S.	Officer	<1%	<1%
Deborah A. McDermott 333 E. Franklin Street Richmond, VA 23219	U.S.	Officer	0%	0%
Andrew C. Carington 333 E. Franklin Street Richmond, VA 23219	U.S.	Officer	0%	0%
Robert Peterson 333 E. Franklin Street Richmond, VA 23219	U.S.	Officer	0%	0%
Timothy J. Mulvaney 333 E. Franklin Street Richmond, VA 23219	U.S.	Officer	0%	0%
James F. Woodward 333 E. Franklin Street Richmond, VA 23219	U.S.	Officer	0%	0%
Diana F. Cantor 333 E. Franklin Street Richmond, VA 23219	U.S.	Director	0%	0%
H.C. Charles Diao 333 E. Franklin Street Richmond, VA 23219	U.S.	Director	<1%	<1%
Dennis J. Fitzsimons 333 E. Franklin Street Richmond, VA 23219	U.S.	Director	0%	0%
Soohyung Kim 333 E. Franklin Street	U.S.	Director	21.11% ²	20.97%

¹ Interests that do not round to 0.1% are listed as 0.

² Through the Standard General entities described on pages 5-7 hereof.

Richmond, VA 23219				
Wyndham Robertson 333 E. Franklin Street Richmond, VA 23219	U.S.	Director	0%	0%
Howard Schrott 333 E. Franklin Street Richmond, VA 23219	U.S.	Director	0%	0%
Kevin Shea 333 E. Franklin Street Richmond, VA 23219	U.S.	Director	0%	0%
Thomas J. Sullivan 333 E. Franklin Street Richmond, VA 23219	U.S.	Director	0%	0%
John R. Muse 2100 McKinney Avenue Suite 1600 Dallas, TX 75201	U.S.	Director	11.42% ³	11.34%
William S. Banowsky, Jr. 701 Brazos Street Suite 800 Austin, TX 78701	U.S.	Director	<1%	<1%
Peter S. Brodsky 701 Brazos Street Suite 800 Austin, TX 78701	U.S.	Director	<1%	<1%
Royal W. Carson, III 500 Victory Plaza East 3030 Olive Street Dallas, TX 75219	U.S.	Director	0%	0%
Dr. William H. Cunningham 701 Brazos Street Suite 800 Austin, TX 78701	U.S.	Director	<1%	<1%
Douglas W. McCormick 701 Brazos Street Suite 800 Austin, TX 78701	U.S.	Director	<1%	<1%
Michael A. Pausic 701 Brazos Street Suite 800 Austin, TX 78701	U.S.	Director	<1%	<1%
John A. Howell, IV	U.S.	Officer	0%	0%

³ Through the Hicks, Muse entities described on pages 7-8 hereof. Percentages reported herein are subject to the election by LIN shareholders of cash consideration in lieu of stock.

701 Brazos Street Suite 800 Austin, TX 78701				
Richard J. Schmaeling One West Exchange Street Suite 5A Providence, RI 02903	U.S.	Officer	<1%	<1%
Robert Richter 701 Brazos Street Suite 800 Austin, TX 78701	U.S.	Officer	<1%	<1%
Denise M. Parent One West Exchange Street Suite 5A Providence, RI 02903	U.S.	Officer	<1%	<1%
Nicholas N. Mohamed One West Exchange Street Suite 5A Providence, RI 02903	U.S.	Officer	<1%	<1%
Joshua N. Pila One West Exchange Street Suite 5A Providence, RI 02903	U.S.	Officer	0%	0%
Katherine M. Whalen One West Exchange Street Suite 5A Providence, RI 02903	U.S.	Officer	0%	0%
Lisa A. Manning One West Exchange Street Suite 5A Providence, RI 02903	U.S.	Officer	0%	0%

Ownership of Attributable Shareholders of Post-Merger Media General

The following charts provide information regarding Standard General and its principals:

Standard General Fund, L.P.

(1)	(2)	(3)	(4)	(5)
Standard General Fund, L.P. 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Standard General GP LLC 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	General Partner	100.0%	2.0%

Standard General L.P. 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	Manager	0%	0%
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Standard General Communications LLC

(1)	(2)	(3)	(4)	(5)
Standard General Communications LLC 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Standard General Fund, L.P. 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	Member	0%	100%
Standard General Holdings L.P. 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	Manager	100%	0%

Standard General L.P.

(1)	(2)	(3)	(4)	(5)
Standard General L.P. 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Standard General Holdings L.P. 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	General Partner	100%	80.0%

Standard General Holdings L.P.

(1)	(2)	(3)	(4)	(5)
Standard General Holdings L.P. 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Standard General S Corp. 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	General Partner	100%	0%

Standard General S Corp.

(1)	(2)	(3)	(4)	(5)
Standard General S. Corp. 767 Fifth Avenue, 12 th Floor	U.S.	N/A	N/A	N/A

New York, NY 10153				
Acme Amalgamated Holdings LLC 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	Shareholder	100.0%	100.0%
Soohyung Kim 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	Officer, Director	0%	0%

Standard General GP LLC

(1)	(2)	(3)	(4)	(5)
Standard General GP LLC 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Standard General Management LLC 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	Member	100%	80.0%

Standard General Management LLC

(1)	(2)	(3)	(4)	(5)
Standard General Management LLC 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Acme Amalgamated Holdings LLC 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	Managing Member	100.0%	60%

Acme Amalgamated Holdings LLC

(1)	(2)	(3)	(4)	(5)
Acme Amalgamated Holdings LLC 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	N/A	N/A	N/A
Soohyung Kim 767 Fifth Avenue, 12 th Floor New York, NY 10153	U.S.	Managing Member	100.0%	100.0%

The following charts provide information regarding Hicks, Muse, Tate & Furst Equity Fund III, L.P. and its principals:

Hicks, Muse, Tate & Furst Equity Fund III, L.P.

(1)	(2)	(3)	(4)	(5)
Hicks, Muse, Tate & Furst Equity Fund III, L.P. 2100 McKinney Avenue Suite 1600 Dallas, TX 75201	U.S.	N/A	N/A	N/A
HM3/GP Partners, L.P. 2100 McKinney Avenue Suite 1600 Dallas, TX 75201	U.S.	General Partner	100.0%	1%

HM3/GP Partners, L.P.

(1)	(2)	(3)	(4)	(5)
HM3/GP Partners, L.P. 2100 McKinney Avenue Suite 1600 Dallas, TX 75201	U.S.	N/A	N/A	N/A
Hicks, Muse GP Partners III, L.P. 2100 McKinney Avenue Suite 1600 Dallas, TX 75201	U.S.	General Partner	100.0%	1%

Hicks, Muse GP Partners III, L.P.

(1)	(2)	(3)	(4)	(5)
Hicks, Muse GP Partners III, L.P. 2100 McKinney Avenue Suite 1600 Dallas, TX 75201	U.S.	N/A	N/A	N/A
Hicks, Muse Fund III Incorporated 2100 McKinney Avenue Suite 1600 Dallas, TX 75201	U.S.	General Partner	100.0%	1%

Hicks, Muse Fund III Incorporated

(1)	(2)	(3)	(4)	(5)
Hicks, Muse Fund III Incorporated 2100 McKinney Avenue Suite 1600 Dallas, TX 75201	U.S.	N/A	N/A	N/A
John R. Muse 2100 McKinney Avenue Suite 1600 Dallas, TX 75201	U.S.	Officer, Director & Shareholder	100.0%	100.0%
David Knickel 2100 McKinney Avenue Suite 1600 Dallas, TX 75201	U.S.	Officer	0%	0%
William G. Neisel 2100 McKinney Avenue Suite 1600 Dallas, TX 75201	U.S.	Officer	0%	0%
Linda R. Thompson 2100 McKinney Avenue Suite 1600 Dallas, TX 75201	U.S.	Officer	0%	0%
Andrew S. Rosen 2100 McKinney Avenue Suite 1600 Dallas, TX 75201	U.S.	Officer	0%	0%