

## I. OVERVIEW OF TRANSACTION AND ASSOCIATED APPLICATIONS

This application is one of a number of applications that seek the Commission's consent to a transaction (the "Transaction") that will combine the television broadcast operations of Nexstar Broadcasting Group, Inc. ("Nexstar") with those of Media General, Inc. ("MEG"). On February 10 and 11, 2016, Nexstar and MEG filed a series of applications seeking consent to the Transaction in connection with the various Part 73 and Part 74 television broadcast licenses held by subsidiaries of MEG. *See* File No. BTCCDT-20160211AAO et al. (the "Broadcast Applications"). Those applications, which are pending before the Media Bureau, specifically seek consent to a long-form transfer of control of 27 of the license subsidiaries of MEG to Nexstar,<sup>1</sup> and the assignment of the licenses held by the 28<sup>th</sup> license subsidiary of MEG, LIN Television Corporation, to Nexstar Broadcasting, Inc. ("NBI"), a wholly owned subsidiary of Nexstar, through a series of steps detailed below. The instant application is one of several applications being filed for consent to the Transaction with respect to certain non-broadcast licenses held by MEG subsidiaries. Further information regarding the Transaction can be found in the Broadcast Applications.

At the conclusion of the Transaction, the shares of Nexstar will be held approximately 66.6% by current shareholders of Nexstar and 33.4% by current shareholders of MEG. Because current MEG shareholders will hold approximately 33.4% of the voting shares of Nexstar after the Transaction, the portion of the Transaction in which MEG becomes a wholly owned subsidiary of Nexstar requires long-form transfer of control and, in one case, assignment of license applications for the license subsidiaries of MEG. Corporate structure charts illustrating the before and after structures of the merging companies are provided in Attachment A-1.

The proposed Transaction will increase the merged company's operational efficiencies and capabilities in serving the public, ensure continuance of existing service to the public, and maintain current levels of competition and diversity in local television markets while creating opportunities for new entrants in a number of those markets. For those reasons, the Transaction also strongly serves the public interest, and the applicants urge the Commission to promptly process and grant the associated applications.

## II. DESCRIPTION OF TRANSACTION

The Transaction is an acquisition of MEG by Nexstar that will be accomplished through a series of mergers that will be completed substantially contemporaneously at a single closing. As described below, Nexstar will acquire MEG through a merger of an indirect subsidiary of Nexstar, Neptune Merger Sub, Inc. ("Merger Sub") with and into MEG. Merger Sub is a wholly-owned subsidiary of NBI, which in turn is a wholly-owned subsidiary of Nexstar.

In the Transaction, Merger Sub will first merge with and into MEG, with MEG continuing as the surviving entity as a wholly-owned subsidiary of NBI (the "Merger"). As a result of the Merger, MEG shareholders will receive newly issued shares of Nexstar common

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<sup>1</sup> Upon completion of the Transaction, Nexstar will change its name to Nexstar Media Group, Inc.

stock equal to approximately 33.4% of the total amount of Nexstar common stock outstanding as of the date of the Merger Agreement.

Immediately following the consummation of the Merger, Nexstar will effectuate a two-step reorganization. First, LIN Television Corporation, a wholly-owned subsidiary of MEG, will be merged with and into MEG, with MEG continuing as the surviving entity. Following this merger, MEG will merge with and into NBI, with NBI continuing as the surviving entity. As a result of this reorganization, all of the licensee subsidiaries of MEG will become licensee subsidiaries of NBI. The Merger and the post-closing reorganization described herein are illustrated in Attachment A-1.

### III. PARTIES TO THE APPLICATIONS

Upon the closing of the Transaction, Nexstar will be the ultimate parent of the merged companies. The proposed officers and directors of post-Merger Nexstar and its wholly-owned subsidiary NBI are set forth below.

<b>POTENTIAL OFFICERS AND DIRECTORS OF POST-MERGER NEXSTAR<sup>2</sup></b>				
<b>Name / Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>% of Votes</b>	<b>%of Total Assets</b>
Perry Sook 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	President and CEO, Director	0	0
Thomas Carter 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Executive Vice President & CFO	0	0
Brian Jones 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Timothy Busch 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Thomas O'Brien 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Elizabeth Ryder 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Blake Russell 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0

<sup>2</sup> Interests that do not round to 0.1% are listed as 0.

<b>POTENTIAL OFFICERS AND DIRECTORS OF POST-MERGER NEXSTAR<sup>2</sup></b>				
<b>Name / Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>% of Votes</b>	<b>%of Total Assets</b>
Thomas McMillen c/o Nexstar Broadcasting Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
Dennis Miller c/o Nexstar Broadcasting Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
Lisbeth R. McNabb c/o Nexstar Broadcasting Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
Geoff Armstrong c/o Nexstar Broadcasting Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
I. Martin Pompadour c/o Nexstar Broadcasting Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
Jay Grossman c/o Nexstar Broadcasting Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
Dennis Fitzsimons 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	0	0

Following the Transaction, Nexstar will continue to own all of the existing and outstanding voting stock of NBI. NBI will continue to hold the licenses currently held by NBI, as well as those currently held by LIN Television Corporation, and will be the indirect parent entity of the remaining license subsidiaries of MEG. Corporate structure charts illustrating the before and after structures of the merging companies can be found in Attachment A-1.

<b>POTENTIAL OFFICERS AND DIRECTORS OF POST-MERGER NEXSTAR BROADCASTING, INC.<sup>3</sup></b>				
Name / Address	Citizenship	Positional Interest	% of Votes	%of Total Assets
Perry Sook 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	President and CEO, Director	0	0
Thomas Carter 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Executive Vice President & CFO	0	0
Brian Jones 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Timothy Busch 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Thomas O'Brien 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Julie Pruett 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
William Sally 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Theresa Underwood 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Elizabeth Ryder 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Richard Stolpe 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Blake Russell 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Dione Rigsby 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0

<sup>3</sup> Interests that do not round to 0.1% are listed as 0. The vice president/general managers of the stations Nexstar currently owns and of Nexstar's internet business units are also vice presidents of Nexstar Broadcasting, Inc. These vice presidents have no voting rights and do not hold any percentage of equity in Nexstar Broadcasting, Inc., and are not listed herein. These vice presidents are reported in the Nexstar Broadcasting, Inc. ownership reports.

<b>POTENTIAL OFFICERS AND DIRECTORS OF POST-MERGER NEXSTAR BROADCASTING, INC.<sup>3</sup></b>				
<b>Name / Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>% of Votes</b>	<b>%of Total Assets</b>
Randall Bradford 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Patrick Cusick 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Terri Bush 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Officer	0	0
Andrew C. Carington 333 E. Franklin Street Richmond, VA 23219	U.S.	Officer	0	0
Deborah A. McDermott 441 Murfreesboro Road Nashville, TN 37210	U.S.	Officer	0	0
Timothy J. Mulvaney 333 E. Franklin Street Richmond, VA 23219	U.S.	Officer	0	0
Robert Richter 333 E. Franklin Street Richmond, VA 23219	U.S.	Officer	0	0
James Woodward 333 E. Franklin Street Richmond, VA 23219	U.S.	Officer	0	0
Thomas McMillen c/o Nexstar Broadcasting Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
Dennis Miller c/o Nexstar Broadcasting Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
Lisbeth R. McNabb c/o Nexstar Broadcasting Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
Geoff Armstrong c/o Nexstar Broadcasting Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0

<b>POTENTIAL OFFICERS AND DIRECTORS OF POST-MERGER NEXSTAR BROADCASTING, INC.<sup>3</sup></b>				
Name / Address	Citizenship	Positional Interest	% of Votes	%of Total Assets
I. Martin Pompadour c/o Nexstar Broadcasting Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
Jay Grossman c/o Nexstar Broadcasting Group, Inc. 545 E. John Carpenter Freeway, Suite 700 Irving, Texas 75062	U.S.	Director	0	0
Dennis Fitzsimons 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	0	0

#### **IV. PENDING APPLICATIONS AND CUT-OFF RULES**

It is intended that the applications filed in connection with the Transaction include all of the licenses and other authorizations held by the respective MEG license subsidiaries. The license subsidiaries of MEG may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities that may be granted before the Commission takes action on the above-described transfer/assignment applications. Accordingly, the applicants request that the Commission approval of the applications filed in connection with the Transaction include (1) any authorization issued to MEG or any of its subsidiaries while the Transaction is pending before the Commission and during the period required for consummation of the Transaction, and (2) any applications filed by MEG or any of its subsidiaries that are pending at the time of consummation. Inclusion of authorizations issued while the Transaction is pending and during the consummation period, and applications pending at the time of consummation, are both consistent with prior Commission decisions. *See, e.g., Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon Wireless*, Memorandum Opinion and Order, 25 FCC Rcd 8704, 8773 (2010); *SBC Communications Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd 18290, 18392 (2005); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21626 (2004). Moreover, because Nexstar is acquiring control of all of the MEG FCC authorizations, the parties request that Commission approval include any authorizations that may have been inadvertently omitted.

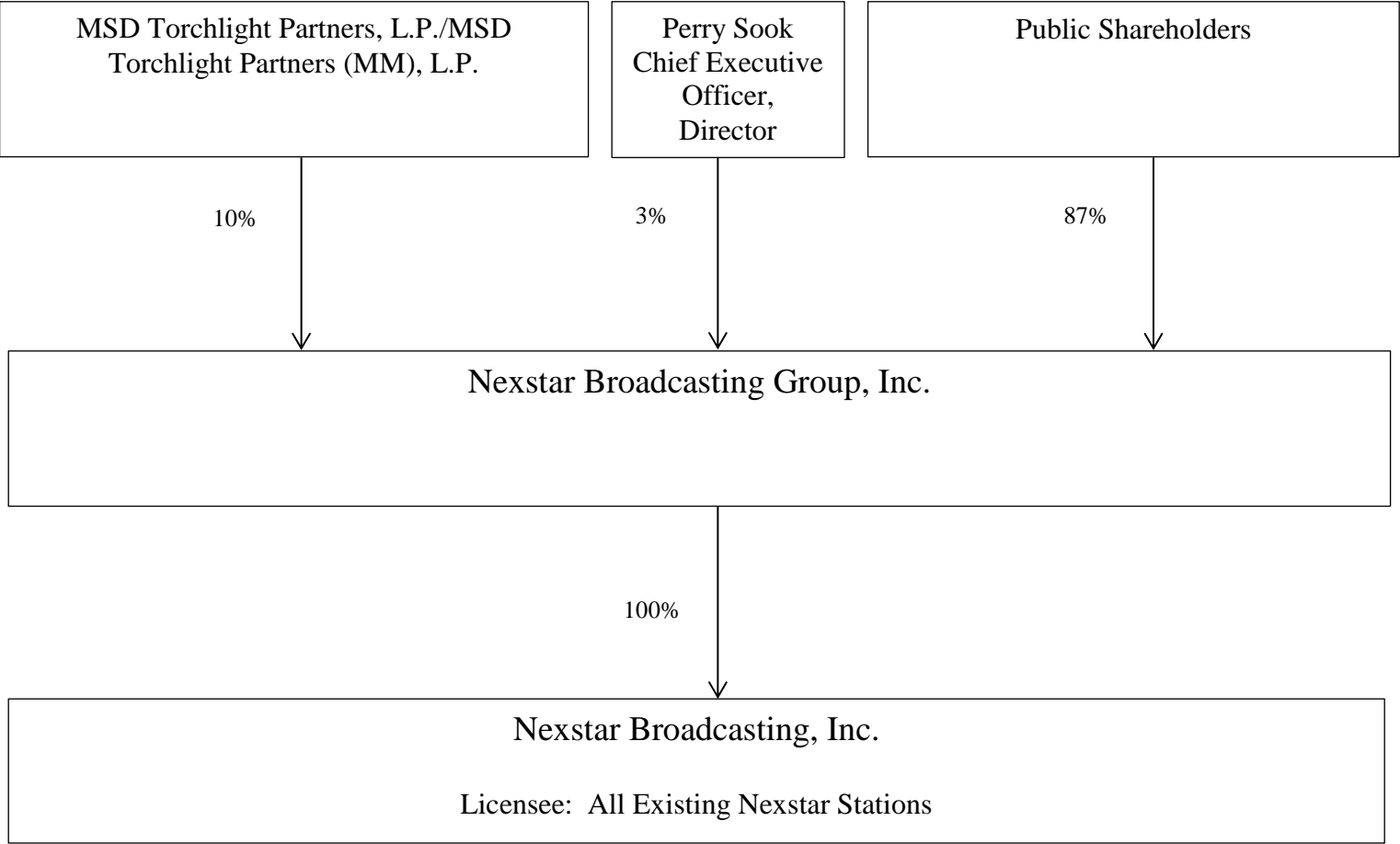
Additionally, pursuant to Sections 1.927(h), 1.929(a)(2), and 1.933(b) of the Commission's Rules, to the extent necessary, Nexstar requests a blanket exemption from any applicable cut-off rules in cases where Nexstar files amendments to pending applications in order to reflect consummation of the proposed Transaction so that such amendments are not treated as disqualifying amendments. The nature of the proposed Transaction demonstrates that the ownership changes would not be made for the purpose of acquiring any particular pending application, but as part of a larger transaction undertaken for an independent and legitimate business purpose. Grant of this request would be consistent with prior Commission decisions that routinely have granted a blanket exemption in cases involving multiple-license transactions. *See, e.g., Applications of PacifiCorp Holdings, Inc., and Century Telephone Enterprises, Inc. for Consent to Transfer Control of Pacific Telecom, Inc.*, Memorandum Opinion and Order, 13 FCC Rcd 8891, ¶ 47 (1997); *Applications of NYNEX Corp. and Bell Atlantic Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 19985, 20091–92 (1997).

**Attachment A-1**

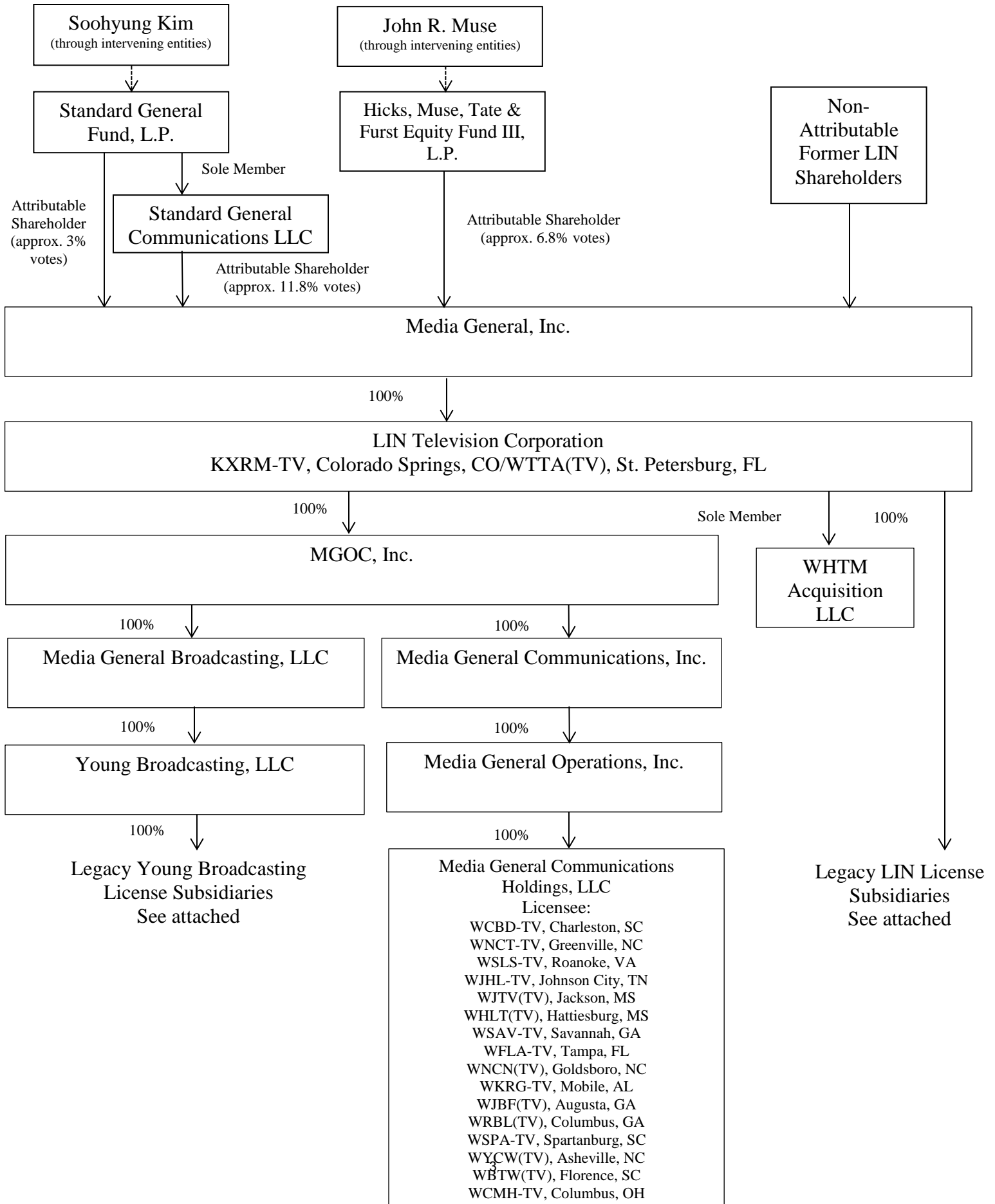
Ownership Structure Charts (Pre-Merger and Post-Merger)



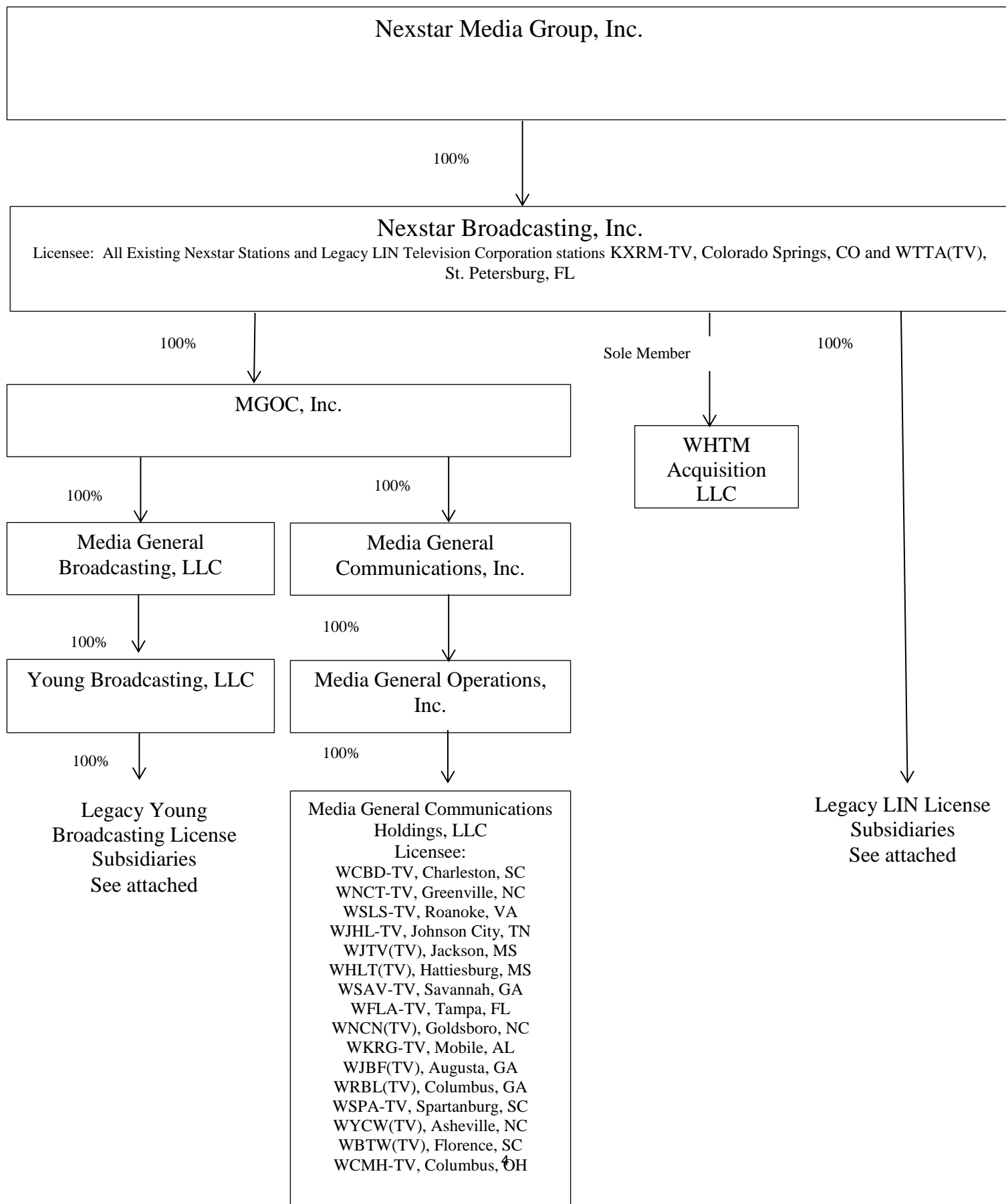
# Nexstar Broadcasting Group, Inc. Ownership Structure Pre-Merger



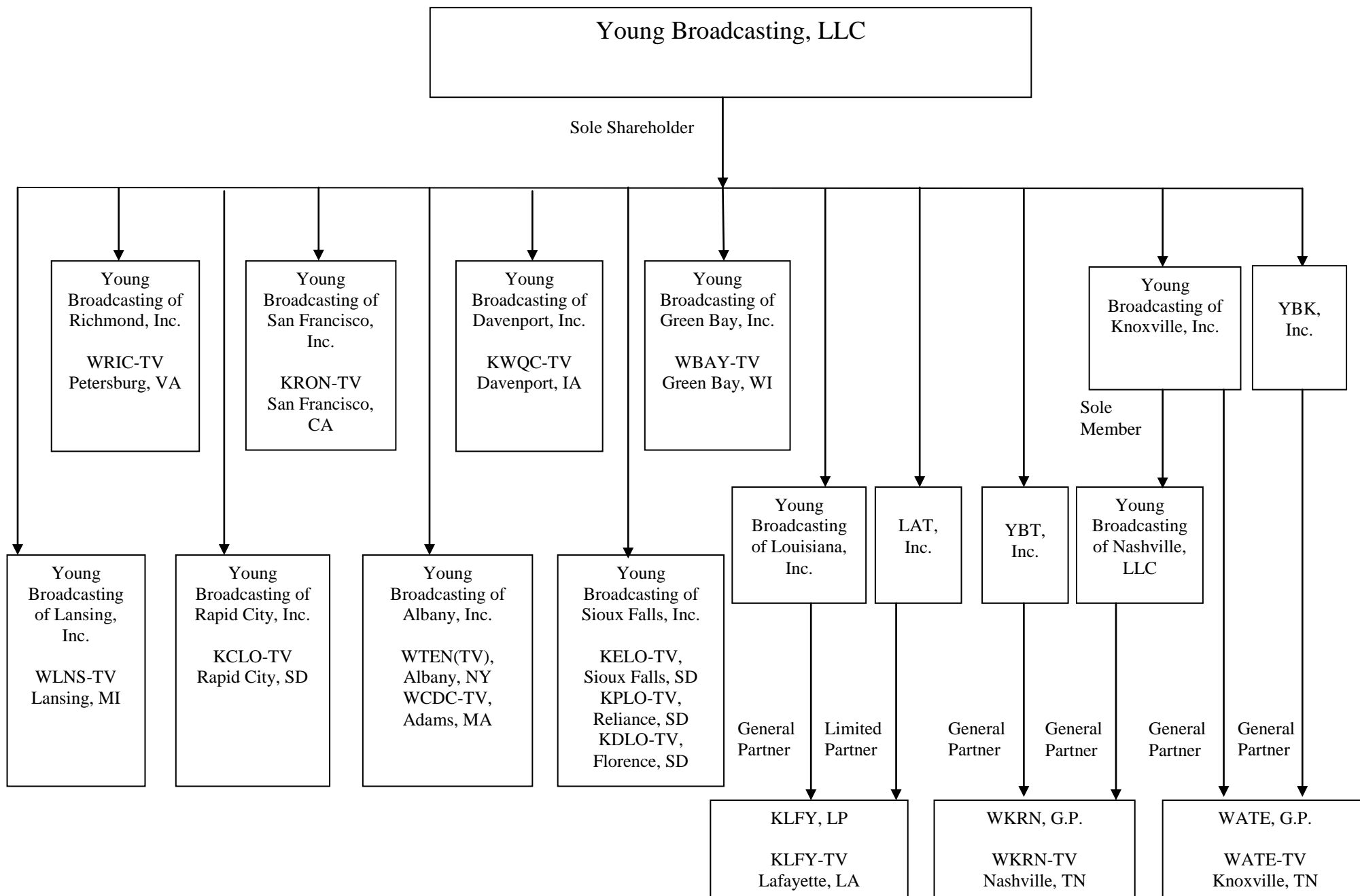
# Media General, Inc. Ownership Structure Pre-Merger



## Nexstar Media Group, Inc. Ownership Structure Post-Merger



### Legacy Young Broadcasting License Subsidiaries



### Legacy LIN License Subsidiaries

