

FIRST AMENDMENT TO SHARED SERVICES AGREEMENT

This First Amendment to Shared Services Agreement (this “*SSA Amendment*”) is entered into as of December 6, 2013, by and between KTTU-TV, Inc., a Delaware corporation (“*KTTU Inc.*”), and KMSB-TV, Inc., an Arizona corporation (“*KMSB Inc.*” and collectively with KTTU Inc., “*Belo*”), and KOLD, LLC, a Delaware limited liability company (“*Raycom*”) (each of Belo and Raycom shall be deemed a “*Party*” hereunder and together, the “*Parties*”).

Recitals

The purpose of this SSA Amendment is to document the Parties’ agreement to modify certain terms and conditions of that certain Shared Services Agreement dated as of November 15, 2011 (the “*SSA*”), pursuant to Section 13.3 of the SSA and a modification of FCC policies governing shared services agreements.

Agreements

NOW, THEREFORE, in consideration of the above recitals and of the mutual covenants and agreements contained herein, the receipt and sufficiency of which are hereby acknowledged, the Parties, intending to be legally bound, hereby agree as follows:

1. Amendment of Term. Section 8.1 of the Agreement is hereby deleted and replaced in its entirety as follows:

“(a) *Initial Term*. This Agreement shall be deemed effective, and the initial term hereof shall commence, on and as of the date hereof and such initial term (the “*Initial Term*”) shall continue until the eighth (8th) anniversary of the Commencement Date, unless earlier terminated in accordance with Section 8.2 below.

(b) *Renewal Term*. This Agreement shall be renewed automatically for (i) one additional term of eight (8) years commencing on the day following the expiration of the Initial Term and thereafter (ii) one additional term of four (4) years commencing on the day following the expiration of the period set forth in part (i) ((i) and (ii) each, a “*Renewal Term*”) (the Initial Term and the Renewal Terms hereinafter shall collectively be referred to as the “*Term*”); unless Raycom or Belo delivers to the other at least one (1) year before the expiration date of the Initial Term or the initial Renewal Term written notice of its election not to renew this Agreement.”

2. Continued Effect of the SSA. All other provisions of the Agreement, unless specifically amended herein, including the Schedules thereto, shall remain in full force and effect and are not altered hereby.

3. Miscellaneous. This SSA Amendment shall be effective on the date first written above. Capitalized terms in this SSA Amendment, unless defined herein, shall have the meaning subscribed to them in the SSA. This SSA Amendment may be executed in any number of

counterparts, each of which shall be deemed to be an original and all of which shall constitute one and the same agreement.

[SIGNATURE PAGE FOLLOWS]

13673371.2

SIGNATURE PAGE TO FIRST AMENDMENT TO SHARED SERVICES AGREEMENT

IN WITNESS WHEREOF, the Parties have duly executed this SSA Amendment as of the date first set forth above.

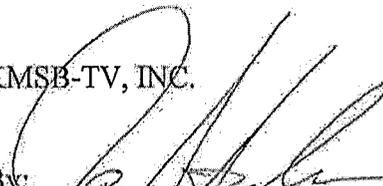
Raycom: KOLD, LLC

By: _____
Name:
Title:

KTTU Inc.: KTTU-TV, INC.

By: 
Name: Carey Hendrickson
Title: TREASURER/ASSISTANT SECRETARY

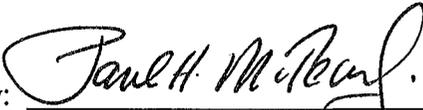
KMSB Inc.: KMSB-TV, INC.

By: 
Name: Carey Hendrickson
Title: TREASURER/ASSISTANT SECRETARY

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IN WITNESS WHEREOF, the Parties have duly executed this SSA Amendment as of the date first set forth above.

Raycom: KOLD, LLC

By: 
Name: Paul H McKeef
Title: President

KTTU Inc.: KTTU-TV, INC.

By: _____
Name:
Title:

KMSB Inc.: KMSB-TV, INC.

By: _____
Name:
Title: