

ASSIGNMENT AND ASSUMPTION AGREEMENT
Between
MIDWEST TELEVISION, INC.
formerly dba
KFMB STATIONS
and
KFMB-TV, LLC
for
AS-NEEDED TELEVISION AND RADIO MEDIA MARKETING SERVICES
AGREEMENT NO. 292-2017ND and AGREEMENT NO. 324-2017ND

MIDWEST TELEVISION, INC., a Delaware Corporation, formerly dba KFMB STATIONS, wishes to assign its interests in the above referenced agreement to KFMB-TV, LLC, a Delaware limited liability Company. This entity will conduct all business for the San Diego based portion of the broadcasting group including the television, radio and digital stations KFMB-TV, NFMB-TV, KFMB-FM, and KFMB-AM.

Recitals:

The Agreements are on file in the office of the District Clerk as Document No. 67733 dated January 29, 2018 and Document No. 67727 dated January 25, 2018. It is now proposed to assign the Agreements to KFMB-TV, LLC, and have KFMB-TV, LLC assume all of the debts and obligations of the agreements.

The Parties Agree:

1. As of February 14, 2018, the undersigned, MIDWEST TELEVISION, INC. formerly dba KFMB STATIONS hereby assigns and transfers to KFMB-TV, LLC, all of MIDWEST TELEVISION, INC. right, title, and interest in and to the above Agreements.
2. KFMB-TV, LLC, hereby assumes all of the debts and obligations of MIDWEST TELEVISION, INC. dba KFMB STATIONS, regarding the above Agreements, as of February 14, 2018, and agrees to fully and faithfully perform each and every term, covenant, and condition thereof.
3. This assignment and assumption is subject to the consent of San Diego Unified Port District.

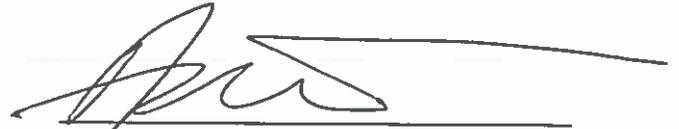
4. All other terms, covenants, and conditions in the original Agreements shall remain in full force and effect and shall be applicable to this Agreement.

MIDWEST TELEVISION, INC.



Lisa Matich
CFO

**KFMB-TV, LLC dba KFMB
STATIONS**



Alberto Mier y Teran
President and General Manager

A manually signed copy of this Agreement transmitted by email or any other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.