

LIN Media LLC
Form 10-Q
November 12, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

Quarterly Report pursuant to Section 13 OR 15 (d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2013
Commission file number: 001-36032

Commission file number: 000-25206

LIN Media LLC
(Exact name of registrant as specified in its charter)

LIN Television Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

Delaware
(State or other jurisdiction of incorporation or organization)

90-0935925
(I.R.S. Employer Identification No.)

13-3581627
(I.R.S. Employer Identification No.)

701 Brazos Street, Suite 800
Austin, Texas 78701
(Address of principal executive offices)

(512) 380-4400
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted to its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding twelve months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

This combined Form 10-Q is separately filed by (i) LIN Media LLC and (ii) LIN Television Corporation. LIN Television Corporation meets the conditions set forth in general instruction H (1) (a) and (b) of Form 10-Q and is, therefore, filing this form with the reduced disclosure format permitted by such instruction.

LIN Media LLC Class A common shares, outstanding as of November 8, 2013: 33,980,943 shares.

LIN Media LLC Class B common shares, outstanding as of November 8, 2013: 20,901,726 shares.

LIN Media LLC Class C common shares, outstanding as of November 8, 2013: 2 shares.

LIN Television Corporation common stock, \$0.01 par value, outstanding as of November 8, 2013: 1,000 shares.

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EXPLANATORY NOTE

On July 30, 2013, LIN TV Corp., a Delaware corporation (“LIN TV”), completed its merger with and into LIN Media LLC, a Delaware limited liability company and wholly owned subsidiary of LIN TV (“LIN LLC”), with LIN LLC as the surviving entity (the “Merger”) pursuant to the Agreement and Plan of Merger, dated February 12, 2013, by and between LIN TV and LIN LLC (the “Merger Agreement”). Entry into the Merger Agreement had previously been reported by LIN TV on its Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on February 15, 2013.

LIN LLC filed a Current Report on Form 8-K on July 31, 2013 (the “Form 8-K”) for the purpose of establishing LIN LLC as the successor registrant to LIN TV pursuant to Rule 12g-3(a) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and to disclose certain related matters, including the consummation of the Merger. Pursuant to Rule 12g-3(a) under the Exchange Act and in accordance with the filing of the Form 8-K, the class A common shares representing limited liability interests in LIN LLC, as the successor issuer to LIN TV, were deemed registered under Section 12(b) of the Exchange Act. References to LIN LLC, we, us, or the Company in this Quarterly Report on Form 10-Q that include any period at and before the effectiveness of the Merger shall be deemed to refer to LIN TV as the predecessor registrant to LIN LLC. For more information concerning the effects of the Merger and the succession of LIN LLC to LIN TV upon its effectiveness, please see the Form 8-K.

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Part I. Financial Information

Item 1. Unaudited Consolidated Financial Statements

LIN Media LLC

Consolidated Balance Sheets

(unaudited)

	September 30, 2013	December 31, 2012
	(in thousands, except share data)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$27,717	\$46,307
Accounts receivable, less allowance for doubtful accounts (2013 - \$3,676; 2012 - \$3,599)	131,160	126,150
Deferred income tax assets	3,562	—
Other current assets	7,070	6,863
Total current assets	169,509	179,320
Property and equipment, net	227,422	241,491
Deferred financing costs	17,256	19,135
Goodwill	203,470	192,514
Broadcast licenses, net	536,515	536,515
Other intangible assets, net	52,141	59,554
Other assets	11,075	12,885
Total assets (a)	\$1,217,388	\$1,241,414
LIABILITIES, REDEEMABLE NONCONTROLLING INTEREST AND MEMBERS' EQUITY (DEFICIT)		
Current liabilities:		
Current portion of long-term debt	\$15,801	\$10,756
Accounts payable	13,072	18,955
Income taxes payable	31,019	766
Accrued expenses	50,988	153,246
Deferred income tax liabilities	—	168,219
Program obligations	7,933	10,770
Total current liabilities	118,813	362,712
Long-term debt, excluding current portion	926,551	879,471
Deferred income tax liabilities	44,182	40,556
Program obligations	3,597	4,281
Other liabilities	37,708	42,716
Total liabilities (a)	1,130,851	1,329,736
Commitments and Contingencies (Note 11)		
Redeemable noncontrolling interest	13,442	3,242
LIN Media LLC members' equity (deficit):		
Class A common shares, 100,000,000 shares authorized, Issued: 38,929,602 and 35,672,528 shares as of September 30, 2013 and December 31, 2012, respectively. Outstanding: 33,483,657 and 30,724,869 shares as of September 30, 2013 and	622,170	313

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December 31, 2012, respectively (b)		
Class B common shares, 50,000,000 shares authorized, 20,901,726 and 23,401,726 shares as of September 30, 2013 and December 31, 2012, respectively, issued and outstanding; convertible into an equal number of shares of class A common or class C common shares (b)	518,394	235
Class C common shares, 50,000,000 shares authorized, 2 shares as of September 30, 2013 and December 31, 2012, issued and outstanding; convertible into an equal number of shares of class A common shares (b)	—	—
Treasury shares, 4,947,659 shares of class A common shares as of September 30, 2013 and December 31, 2012, at cost	(21,984	) (21,984)
Additional paid-in capital (b)	—	1,129,691
Accumulated deficit	(1,010,878	) (1,164,435)
Accumulated other comprehensive loss	(34,607	) (35,384)
Total members' equity (deficit)	73,095	(91,564)
Total liabilities, redeemable noncontrolling interest and members' equity (deficit)	\$ 1,217,388	\$ 1,241,414

The accompanying notes are an integral part of the unaudited consolidated financial statements.

(a) Our consolidated assets as of September 30, 2013 and December 31, 2012 include total assets of: \$61,124 and \$60,380, respectively, of variable interest entities (“VIEs”) that can only be used to settle the obligations of the VIEs. These assets include broadcast licenses and other intangible assets of: \$45,343 and \$46,604 and program rights of: \$2,351 and \$2,060 as of September 30, 2013 and December 31, 2012, respectively. Our consolidated liabilities as of September 30, 2013 and December 31, 2012 include \$4,930 and \$4,577, respectively, of total liabilities of the VIEs for which the VIEs’ creditors have no recourse to the Company, including \$3,128 and \$4,152, respectively, of program obligations. See further description in Note 1 — “Basis of Presentation and Summary of Significant Accounting Policies.”

(b) In conjunction with the Merger of LIN TV with and into LIN LLC on July 30, 2013, LIN LLC was deemed the successor reporting entity to LIN TV. As such, the additional paid-in capital amount within LIN LLC's members' equity as of September 30, 2013 has been allocated to the Class A and B share balances to conform to LIN LLC's basis of presentation as a limited liability company. For purposes of LIN TV's stockholders' deficit balance as of December 31, 2012, LIN TV's class A, B and C common stock had a par value of \$0.01 per share that is not reflected as of September 30, 2013, as each class represents a limited liability interest in LIN Media LLC.

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LIN Media LLC
Consolidated Statements of Operations
(unaudited)

	Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013		
	2012	2012	2012	2012	
	(in thousands, except per share data)				
Net revenues	\$ 163,110	\$ 133,076	\$ 468,448	\$ 357,292	
Operating expenses:					
Direct operating	62,504	38,152	180,695	110,554	
Selling, general and administrative	41,319	28,365	118,657	84,791	
Amortization of program rights	7,605	5,612	22,542	16,212	
Corporate	10,682	9,264	30,047	24,229	
Depreciation	11,429	6,824	34,387	20,234	
Amortization of intangible assets	5,886	507	17,038	1,462	
Restructuring charge	468	—	2,991	—	
(Gain) loss from asset dispositions	(9) (15) 173	(12)
Operating income	23,226	44,367	61,918	99,822	
Other expense:					
Interest expense, net	13,976	9,310	42,275	28,946	
Share of loss in equity investments	—	4,156	25	4,309	
Loss on extinguishment of debt	—	—	—	2,099	
Other expense, net	2,055	88	2,115	176	
Total other expense, net	16,031	13,554	44,415	35,530	
Income before (benefit from) provision for income taxes	7,195	30,813	17,503	64,292	
(Benefit from) provision for income taxes	(139,313	) 11,194	(135,154	) 24,101
Income from continuing operations	146,508	19,619	152,657	40,191	
Discontinued operations:					
Loss from discontinued operations, net of a benefit from income taxes of \$541	—	—	—	(1,018)
Gain on the sale of discontinued operations, net of a provision for income taxes of \$6,223	—	—	—	11,389	
Net income	146,508	19,619	152,657	50,562	
Net loss attributable to noncontrolling interests	(430) (40) (900) (481)
Net income attributable to LIN Media LLC	\$ 146,938	\$ 19,659	\$ 153,557	\$ 51,043	
Basic income per common share attributable to LIN Media LLC:					
Income from continuing operations attributable to LIN Media LLC	\$ 2.78	\$ 0.37	\$ 2.93	\$ 0.74	
Loss from discontinued operations, net of tax	—	—	—	(0.02)
Gain on the sale of discontinued operations, net of tax	—	—	—	0.21	
Net income attributable to LIN Media LLC	\$ 2.78	\$ 0.37	\$ 2.93	\$ 0.93	

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Weighted-average number of common shares outstanding used in calculating basic income per common share	52,791	53,066	52,328	54,715
Diluted income per common share attributable to LIN Media LLC:				
Income from continuing operations attributable to LIN Media LLC	\$2.63	\$0.36	\$2.77	\$0.73
Loss from discontinued operations, net of tax	—	—	—	(0.02)
Gain on the sale of discontinued operations, net of tax	—	—	—	0.20
Net income attributable to LIN Media LLC	\$2.63	\$0.36	\$2.77	\$0.91
Weighted-average number of common shares outstanding used in calculating diluted income per common share				
	55,855	54,353	55,378	55,989

The accompanying notes are an integral part of the unaudited consolidated financial statements.

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LIN Media LLC

Consolidated Statements of Comprehensive Income
(unaudited)

	Three Months Ended September		Nine Months Ended September	
	30,		30,	
	2013	2012	2013	2012
	(in thousands)			
Net income	\$ 146,508	\$ 19,619	\$ 152,657	\$ 50,562
Amortization of pension net losses, reclassified, net of tax of \$169 for the three months ended September 30, 2013 and 2012 and \$507 and \$509 for the nine months ended September 30, 2013 and 2012, respectively	259	262	777	784
Comprehensive income	146,767	19,881	153,434	51,346
Comprehensive loss attributable to noncontrolling interest	(430	) (40	) (900	) (481
Comprehensive income attributable to LIN Media LLC	\$ 147,197	\$ 19,921	\$ 154,334	\$ 51,827

The accompanying notes are an integral part of the unaudited consolidated financial statements.

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LIN Media LLC
Consolidated Statement of Members' Equity
(unaudited)
(in thousands)

	Common Shares			Treasury	Additional		Accumulated	
	Class A	Class B	Class C	Shares	Paid-In	Accumulated	Other	Total
	Amount	Amount	Amount	(at cost)	Capital	Deficit	Comprehensive	Members'
							Loss	Equity
Balance as of December 31, 2012	\$313	\$235	\$—	\$(21,984)	\$1,129,691	\$(1,164,435)	\$(35,384)	\$(91,564)
Amortization of pension net losses, net of tax of \$507	—	—	—	—	—	—	777	777
Class A common shares issued pursuant to employee benefit plans	1	—	—	—	487	—	—	488
Class A common shares issued pursuant to exercise of share options	3	—	—	—	963	—	—	966
Conversion of class B common shares to class A common shares	26	(26)	—	—	—	—	—	—
Tax benefit from exercise of share options	—	—	—	—	2,180	—	—	2,180
Share-based compensation	—	—	—	—	6,691	—	—	6,691
Net income attributable to LIN Media LLC	—	—	—	—	—	153,557	—	153,557
Effect of the Merger	621,827	518,185	—	—	(1,140,012)	—	—	—
Balance as of September 30, 2013	\$622,170	\$518,394	\$—	\$(21,984)	\$—	\$(1,010,878)	\$(34,607)	\$73,095

The accompanying notes are an integral part of the unaudited consolidated financial statements.

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LIN Media LLC
 Consolidated Statement of Members' Deficit
 (unaudited)
 (in thousands)

	Common Shares			Treasury	Additional	Accumulated	Accumulated	Total
	Class A	Class B	Class C	Shares	Paid-In	Accumulated	Other	Members'
	Amount	Amount	Amount	(at cost)	Capital	Deficit	Comprehensive	Deficit
							Loss	
Balance as of December 31, 2011	\$309	\$235	\$—	\$(10,598)	\$1,121,589	\$(1,157,390)	\$(38,777)	\$(84,632)
Amortization of pension net losses, net of tax of \$509	—	—	—	—	—	—	784	784
Class A common shares issued pursuant to employee benefit plans	1	—	—	—	461	—	—	462
Class A common shares issued pursuant to exercise of share options	1	—	—	—	191	—	—	192
Share-based compensation	—	—	—	—	5,256	—	—	5,256
Repurchase of class A common shares	—	—	—	(11,386)	—	—	—	(11,386)
Net income attributable to LIN Media LLC	—	—	—	—	—	51,043	—	51,043
Balance as of September 30, 2012	\$311	\$235	\$—	\$(21,984)	\$1,127,497	\$(1,106,347)	\$(37,993)	\$(38,281)

The accompanying notes are an integral part of the unaudited consolidated financial statements.

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LIN Media LLC

Consolidated Statements of Cash Flows
(unaudited)

	Nine Months Ended September 30,	
	2013	2012
	(in thousands)	
OPERATING ACTIVITIES:		
Net income	\$ 152,657	\$ 50,562
Loss from discontinued operations	—	1,018
Gain on the sale of discontinued operations	—	(11,389)
Adjustment to reconcile net income to net cash provided by operating activities:		
Depreciation	34,387	20,234
Amortization of intangible assets	17,038	1,462
Amortization of financing costs and note discounts	2,723	1,746
Amortization of program rights	22,542	16,212
Cash payments for programming	(23,994)	(17,202)
Loss on extinguishment of debt	—	871
Share of loss in equity investments	25	4,309
Deferred income taxes, net	(7,144)	23,256
Extinguishment of income tax liability related to the Merger	(132,542)	—
Share-based compensation	6,766	5,308
Loss (gain) from asset dispositions	173	(12)
Other, net	1,291	1,293
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	3,191	(6,371)
Other assets	(597)	(1,634)
Accounts payable	(9,609)	(3,730)
Accrued interest expense	3,761	1,865
Other liabilities and accrued expenses	(12,163)	121
Net cash provided by operating activities, continuing operations	58,505	87,919
Net cash used in operating activities, discontinued operations	—	(2,736)
Net cash provided by operating activities	58,505	85,183
INVESTING ACTIVITIES:		
Capital expenditures	(21,671)	(19,337)
Change in restricted cash	—	255,159
Payments for business combinations, net of cash acquired	(10,082)	(34,325)
Proceeds from the sale of assets	76	62
Shortfall loans to joint venture with NBCUniversal	—	(2,292)
Capital contribution to joint venture with NBCUniversal	(100,000)	—
Net cash (used in) provided by investing activities, continuing operations	(131,677)	199,267
Net cash provided by investing activities, discontinued operations	—	29,520
Net cash (used in) provided by investing activities	(131,677)	228,787
FINANCING ACTIVITIES:		
Net proceeds on exercises of employee and director share-based compensation	1,450	652
Tax benefit from exercises of share options	2,180	—
Proceeds from borrowings on long-term debt	101,000	20,000

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Principal payments on long-term debt	(49,394) (308,128)
Payment of long-term debt issue costs	(654) (359)
Treasury shares purchased	—	(11,386)
Net cash provided by (used in) financing activities	54,582	(299,221)
Net (decrease) increase in cash and cash equivalents	(18,590	) 14,749	
Cash and cash equivalents at the beginning of the period	46,307	18,057	
Cash and cash equivalents at the end of the period	\$27,717	\$32,806	

The accompanying notes are an integral part of the unaudited consolidated financial statements.

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LIN Media LLC

Notes to Unaudited Consolidated Financial Statements

Note 1 — Basis of Presentation and Summary of Significant Accounting Policies

Principles of Consolidation

LIN Media LLC (“LIN LLC”), together with its subsidiaries, including LIN Television Corporation, a Delaware corporation (“LIN Television”), is a local multimedia company operating in the United States. LIN LLC and its subsidiaries are affiliates of HM Capital Partners I LP (“HMC”). In these notes, the terms “Company,” “we,” “us” or “our” mean LIN LLC and all subsidiaries included in our consolidated financial statements.

On July 30, 2013, LIN TV Corp., a Delaware corporation (“LIN TV”), completed its merger with and into LIN LLC, a Delaware limited liability company and wholly owned subsidiary of LIN TV, with LIN LLC as the surviving entity (the “Merger”) pursuant to the Agreement and Plan of Merger, dated February 12, 2013, by and between LIN TV and LIN LLC (the “Merger Agreement”). Entry into the Merger Agreement had previously been announced by LIN TV on its Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on February 15, 2013.

LIN LLC filed a Current Report on Form 8-K on July 31, 2013 (the “Form 8-K”) for the purpose of establishing LIN LLC as the successor registrant to LIN TV pursuant to Rule 12g-3(a) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and to disclose certain related matters, including the consummation of the Merger. Pursuant to Rule 12g-3(a) under the Exchange Act and in accordance with the filing of the Form 8-K, the class A common shares representing limited liability interests in LIN LLC, as the successor registrant to LIN TV, were deemed registered under Section 12(b) of the Exchange Act. References to “LIN LLC,” “we,” “us,” or the “Company” in this Quarterly Report on Form 10-Q that include any period at and before the effectiveness of the Merger shall be deemed to refer to LIN TV as the predecessor registrant to LIN LLC. For more information concerning the effects of the Merger and the succession of LIN LLC to LIN TV upon its effectiveness, please see the Form 8-K.

Our consolidated financial statements reflect the operations of WWHO-TV in Columbus, OH and WUPW-TV in Toledo, OH as discontinued for all periods presented. See Note 3—“Discontinued Operations” for further discussion of our discontinued operations.

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

In the opinion of management, the accompanying unaudited interim financial statements contain all adjustments necessary to state fairly our financial position, results of operations and cash flows for the periods presented. The interim results of operations are not necessarily indicative of the results to be expected for the full year.

The accompanying consolidated financial statements include the accounts of our Company, our wholly-owned and majority-owned and controlled subsidiaries, and VIEs for which we are the primary beneficiary. We review all local marketing agreements (“LMAs”), shared services agreements (“SSAs”) or joint sales agreements (“JSAs”), to evaluate whether consolidation of entities party to such arrangements is required. All intercompany accounts and transactions have been eliminated.

We conduct our business through LIN Television and its subsidiaries. Prior to the Merger, LIN TV had no operations or assets other than its investments in its subsidiaries. Subsequent to the merger and consistent with its classification as a partnership for federal income tax purposes, LIN LLC has separate operations relating to the administration of the partnership. The consolidated financial statements of LIN LLC represent its own operations and the consolidated

operations of LIN Television, which remains a corporation after the Merger. We operate in one reportable segment.

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Joint Venture Sale Transaction and Merger

On February 12, 2013, we, along with our wholly-owned subsidiaries LIN Television and LIN Television of Texas, L.P., a Delaware limited partnership (“LIN Texas”) entered into and closed a transaction agreement (the “Transaction Agreement”) with NBC Telemundo License LLC, a Delaware limited liability company (“NBC”), NBCU New LLC I, a Delaware limited liability company, NBCU New LLC II, a Delaware limited liability company, General Electric Company, a New York corporation (“GE”), General Electric Capital Corporation, a Delaware corporation (“GECC” and together with GE, the “GE Parties”), National Broadcasting Company Holding, Inc., a Delaware corporation, Comcast Corporation, a Pennsylvania corporation (“Comcast”), NBCUniversal Media, LLC, a Delaware limited liability company (“NBCUniversal”), Lone Star SPV, LLC, a Delaware limited liability company and Station Venture Holdings, LLC, a Delaware limited liability company (“SVH”). The Transaction Agreement effected a series of transactions related to the ownership and sale of LIN Texas’s 20.38% equity interest in SVH, a joint venture in which NBC, an affiliate of NBCUniversal, held the remaining 79.62% equity interest (collectively, the “JV Sale Transaction”). SVH held a 99.75% interest in Station Venture Operations, LP (“SVO”), which is the operating company that managed KXAS-TV and KNSD-TV, the television stations that comprised the joint venture.

SVH was a limited partner in a business that operated an NBC affiliate in Dallas and an NBC affiliate in San Diego pursuant to a management agreement. At the time of LIN Texas’s acquisition of its interest in SVH in 1998, GECC provided secured debt financing to SVH in the form of a \$815.5 million non-amortizing senior secured note due 2023 to GECC (the “GECC Note”), and, in connection with SVH’s assumption of the GECC Note, LIN TV guaranteed the payment of the full amount of principal and interest on the GECC Note (the “GECC Guarantee”).

In addition, during 2009, 2010, 2011 and 2012, LIN Television entered into agreements with SVH, the GE Parties and NBCUniversal pursuant to which LIN Television, the GE Parties and NBCUniversal caused to be provided to SVH certain unsecured shortfall funding loans (the “Shortfall Funding Loans”) on the basis of each party’s percentage of equity interest in SVH in order to fund interest payments on the GECC Note.

Pursuant to the JV Sale Transaction, in exchange for LIN Television causing a \$100 million capital contribution to be made to SVH (which was used to prepay a portion of the GECC Note), LIN TV was released from the GECC Guarantee and any further obligations related to any shortfall funding agreements. Further, LIN Texas sold its 20.38% equity interest in SVH to affiliates of NBCUniversal, and the LIN parties transferred their rights to receivables related to the Shortfall Funding Loans for \$1. As a result of the JV Sale Transaction, neither we nor any of our direct or indirect subsidiaries have any further investment in or obligations (funding or otherwise) related to SVH, including, without limitation, to make any other unsecured shortfall loans or payments under the GECC Note or the GECC Guarantee.

We accrued for and expensed the \$100 million capital contribution to SVH to secure the release of the GECC Guarantee and recorded the related tax effects in our consolidated financial statements as of December 31, 2012 because it represented a probable and estimable obligation of the Company. In February 2013, we entered into a \$60 million incremental term loan facility and utilized \$40 million of cash on hand and borrowings under our revolving credit facility to fund the \$100 million payment. As a result of the JV Sale Transaction, after utilizing all of our available Federal net operating loss carryforwards to offset the taxable gain recognized in such transaction, we had an approximate \$163 million income tax payable associated with this transaction remaining, \$132.5 million of which was extinguished as a result of the closing of the Agreement and Plan of Merger further described below.

Concurrent with the closing of the JV Sale Transaction, LIN TV entered into the Merger Agreement with LIN LLC as described above. The Merger enabled the surviving entity to be classified as a partnership for federal income tax purposes and the change in classification was treated as a liquidation of LIN TV for federal income tax purposes, with the result that LIN TV realized a capital loss in its 100% equity interest in LIN Television.

Based on an average of the opening and closing trading prices of LIN TV's class A common stock at the consummation of the Merger, LIN TV realized a capital loss in the amount of approximately \$344 million, which represents the difference between its tax basis in the stock of LIN Television, and the fair market value of such stock as of July 30, 2013. The capital loss realized and existing net operating losses were used to offset a portion of the capital gain recognized in the JV Sale Transaction and, as a result, we realized cash savings of \$132.5 million, resulting in a remaining tax liability of \$30.5 million associated with the JV Sale Transaction. We made estimated state and federal tax payments to settle \$29 million of this tax liability during October 2013 and expect to fund the remaining liability when it becomes due in November 2013.

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Variable Interest Entities

In determining whether we are the primary beneficiary of a VIE for financial reporting purposes, we consider whether we have the power to direct the activities of the VIE that most significantly impact the economic performance of the VIE and whether we have the obligation to absorb losses or the right to receive returns that would be significant to the VIE. We consolidate VIEs when we are the primary beneficiary.

We have a JSA and an SSA with WBDT Television, LLC (“WBDT”), a third party licensee, for WBDT-TV in the Dayton, OH market. We also have JSAs and SSAs with affiliates of Vaughan Acquisition LLC (“Vaughan”), a third party licensee, for WTGS-TV in the Savannah, GA market, WYTV-TV in the Youngstown, OH market and KTKA-TV in the Topeka, KS market and SSAs with KASY-TV Licensee, LLC (“KASY”), a third-party licensee, for KWBQ-TV in the Santa Fe, NM market, KRWB-TV in the Roswell, NM market and KASY-TV in the Albuquerque, NM market. Under these agreements, we provide administrative services to these stations, have an obligation to reimburse certain of the stations' expenses, and we are compensated through a performance-based fee structure that provides us the benefit of certain returns from the operation of these stations.

We determined that WBDT, Vaughan and KASY are VIEs and as a result of the JSAs and/or SSAs, we have variable interests in these entities. We are the primary beneficiary of these entities, and therefore, we consolidate these entities within our consolidated financial statements.

The carrying amounts and classifications of the assets and liabilities of the variable interest entities described above, which have been included in our consolidating balance sheets as of September 30, 2013 and December 31, 2012 are as follows (in thousands):

	September 30, 2013	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$453	\$418
Accounts receivable, net	7,452	6,021
Other assets	1,078	2,092
Total current assets	8,983	8,531
Property and equipment, net	3,063	3,190
Broadcast licenses and other intangible assets, net	45,343	46,604
Other assets	3,735	2,055
Total assets	\$61,124	\$60,380
LIABILITIES		
Current liabilities:		
Current portion of long-term debt	\$1,216	\$1,451
Accounts payable	668	—
Accrued expenses	1,134	425
Program obligations	1,597	2,185
Total current liabilities	4,615	4,061
Long-term debt, excluding current portion	3,765	3,950
Program obligations	1,531	1,967
Other liabilities	51,213	50,402
Total liabilities	\$61,124	\$60,380

The assets of our consolidated VIEs can only be used to settle the obligations of the VIEs and may not be sold, or otherwise disposed of, except for assets sold or replaced with others of like kind or value. Other liabilities of \$51.2 million and \$50.4 million as of September 30, 2013 and December 31, 2012, respectively, serve to reduce the carrying value of the entities, and are eliminated in our consolidated financial statements. This reflects the fact that as of September 30, 2013 and December 31, 2012, LIN Television has an option that it may exercise if the Federal Communications Commission ("FCC") attribution rules change. The option would allow LIN Television to acquire the assets or member's interest of the VIE entities for a nominal exercise price, which is significantly less than the carrying value of their tangible and intangible net assets.

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Redeemable Noncontrolling Interest

The following table presents the activity of the redeemable noncontrolling interest included in our consolidated balance sheets related to Nami Media, Inc. (“Nami Media”), HYFN, Inc. (“HYFN”) and Dedicated Media, Inc. (“Dedicated Media”), which represents third parties’ proportionate share of our consolidated net assets (in thousands):

	Redeemable Noncontrolling Interest
Balance as of December 31, 2012	\$3,242
Acquisition of redeemable noncontrolling interest	11,025
Net loss	(900)
Share-based compensation	75
Balance as of September 30, 2013	\$13,442

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires our management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and the notes thereto. Our actual results could differ from these estimates. Estimates are used for the allowance for doubtful accounts in receivables, valuation of goodwill and intangible assets, assumptions used to determine fair value of financial instruments, amortization and impairment of program rights and intangible assets, share-based compensation and other long-term incentive compensation arrangements, pension costs, barter transactions, income taxes, employee medical insurance claims, useful lives of property and equipment, contingencies, litigation and net assets of businesses acquired.

Net Earnings per Common Share

Basic earnings per share (“EPS”) is computed by dividing income attributable to common shareholders by the number of weighted-average outstanding common shares. Diluted EPS reflects the effect of the assumed exercise of share options and vesting of restricted shares only in the periods in which such effect would have been dilutive.

The following table sets forth the computation of the common shares outstanding used in determining basic and diluted EPS (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Denominator for EPS calculation:				
Weighted-average common shares, basic	52,791	53,066	52,328	54,715
Effect of dilutive securities:				
Share options	3,064	1,287	3,050	1,274
Weighted-average common shares, diluted	55,855	54,353	55,378	55,989

We apply the treasury stock method to measure the dilutive effect of our outstanding share options and restricted share awards and include the respective common share equivalents in the denominator of our diluted EPS calculation. Securities representing 0.1 million and 2.5 million common shares for the three months ended September 30, 2013 and 2012, respectively, and 0.1 million and 1.7 million common shares for the nine months ended September 30, 2013 and 2012, respectively, were excluded from the computation of diluted EPS for these periods because their effect would have been anti-dilutive. The net income per share amounts are the same for our class A, class B and class C

common shares because the holders of each class are legally entitled to equal per share distributions whether through dividends or in liquidation.

Recently Issued Accounting Pronouncements

In July 2013 the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-11, "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists" to eliminate diversity in practice.

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This ASU requires that companies net their unrecognized tax benefits against all same-jurisdiction net operating losses or tax credit carryforwards that would be used to settle the position with a tax authority. This new guidance is effective prospectively for annual reporting periods beginning on or after December 15, 2013 and interim periods therein. We prospectively adopted this guidance effective January 1, 2013 and it did not have a material impact on our financial statements.

In February 2013, the Financial Accounting Standards Board issued Accounting Standards Update No. 2013-2, "Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income," which amends Accounting Standards Codification 220, "Comprehensive Income." The amendments require an entity to disclose the impact of amounts reclassified out of accumulated other comprehensive income and into net income, by the respective line items of net income, if the amounts reclassified are reclassified to net income in their entirety in the same reporting period. The disclosure is required either on the face of the statement where net income is presented or in the notes. For amounts that are not reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. We prospectively adopted this guidance effective January 1, 2013 and it did not have a material impact on our financial statements.

In July 2012, there were revisions to the accounting standard for impairment tests of indefinite-lived intangible assets other than goodwill. Under the revised standard a company can first perform a qualitative assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary. A company can choose to perform the qualitative assessment on none, some, or all of its indefinite-lived intangible assets, and can also bypass the qualitative assessment and perform the quantitative impairment test for any indefinite-lived intangible in any period. The revised standard is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. We adopted this guidance effective January 1, 2013 and do not expect it to have a material impact on our impairment tests of indefinite-lived intangible assets.

Note 2 — Acquisitions

Dedicated Media, Inc.

On April 9, 2013, LIN Television acquired a 60% interest (calculated on a fully diluted basis) in Dedicated Media, a multi-channel advertisement buying and optimization company. Dedicated Media is headquartered in Los Angeles, CA and employs new technologies to create, plan and execute digital marketing campaigns on behalf of its clients. The purchase price totaled \$5.8 million, which was funded from cash on hand at the time of the acquisition.

Under the terms of our agreement with Dedicated Media, we agreed to purchase the remaining outstanding shares of Dedicated Media by no later than February 15, 2015 if Dedicated Media achieves both (i) a target earnings before interest, taxes, depreciation and amortization ("EBITDA") and (ii) a target gross profit in 2014, as outlined in the purchase agreement. The purchase price of these shares is based on multiples of Dedicated Media's 2014 EBITDA and gross profit. Our maximum potential obligation under the purchase agreement is \$26 million. If Dedicated Media does not meet the target EBITDA or target gross profit in 2014, we have the option to purchase the remaining outstanding shares using the same purchase price multiple.

The following table summarizes the provisional allocation of the purchase price to the estimated fair values of the assets acquired and liabilities assumed by us in the acquisition (in thousands):

Current assets	\$7,315
Equipment	158
Other intangible assets	4,620
Goodwill	1,796

Current liabilities	(4,303)
Noncontrolling interest	(3,834)
Total	\$5,752	

The amount allocated to definite-lived intangible assets represents the estimated fair values of customer relationships of \$3.9 million, completed technology of \$0.5 million, and trademarks of \$0.2 million. These intangible assets will be amortized over the estimated remaining useful lives of approximately 7 years for customer relationships, 4 years for completed technology and 2 years for trademarks.

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HYFN, Inc.

On April 4, 2013, LIN Television acquired a 50.1% interest (calculated on a fully diluted basis) in HYFN, a full service digital advertising agency specializing in the planning, development, deployment and support for websites, mobile sites, interactive banners, games and various applications for multiple devices. The purchase price totaled \$7.2 million, \$6.9 million of which was funded from cash on hand and \$0.3 million was accrued at the time of the acquisition and is expected to be paid in accordance with the provisions of the purchase agreement during the fourth quarter of 2013.

Under the terms of our agreement with HYFN, we agreed to purchase the remaining outstanding shares of HYFN by no later than February 15, 2016 if HYFN achieves both (i) a target EBITDA and (ii) target net revenues in 2015, as outlined in the transaction agreements. The purchase price of these shares is based on multiples of HYFN's 2015 net revenue and EBITDA. Our maximum potential obligation under the terms of our agreement is approximately \$62.4 million. If HYFN does not meet the target EBITDA or target net revenues in 2015, we have the option to purchase the remaining outstanding shares using the same purchase price multiple.

The following table summarizes the provisional allocation of the purchase price to the estimated fair values of the assets acquired and liabilities assumed by us in the acquisition (in thousands):

Current assets	\$3,759	
Non-current assets	13	
Equipment	179	
Other intangible assets	3,580	
Goodwill	9,160	
Current liabilities	(920)
Non-current liabilities	(1,361)
Noncontrolling interest	(7,191)
Total	\$7,219	

The amount allocated to definite-lived intangible assets represents the estimated fair values of customer relationships of \$2.4 million, completed technology of \$1.1 million, and trademarks of \$0.1 million. These intangible assets will be amortized over the estimated remaining useful lives of approximately 8 years for customer relationships, 3 years for completed technology and 3 years for trademarks.

Goodwill of \$1.8 million and \$9.2 million is the excess of the aggregate purchase price over the fair value of the identifiable net assets acquired, and primarily represents the benefits of the incremental revenue we expect to generate from the acquisitions of Dedicated Media and HYFN, respectively. None of the goodwill recognized in connection with the acquisitions of Dedicated Media and HYFN is deductible for tax purposes.

Our obligations to purchase the noncontrolling interest holders' shares of both Dedicated Media and HYFN are outside of our control, because they are based on the achievement of certain financial targets described above. Therefore, the noncontrolling interest related to Dedicated Media and HYFN as of September 30, 2013 has been reported as redeemable noncontrolling interest and classified as temporary equity on our consolidated balance sheets. As of the acquisition dates, the fair values of the noncontrolling interests were \$3.8 million and \$7.2 million for Dedicated Media and HYFN, respectively, and were measured based on the purchase prices for our 60% and 50.1% ownership interest in Dedicated Media and HYFN, respectively, and the net assets acquired as of the acquisition dates. As of September 30, 2013, we believe that achieving the financial targets is not yet probable and therefore, have not reflected these obligations in our consolidated financial statements.

If we do not purchase the remaining outstanding shares of Dedicated Media or HYFN by the dates set forth in the respective purchase agreements, the noncontrolling interest holders have the right to purchase our interest. The purchase price of these shares is based on the same purchase price multiple described above and is exercisable only if the applicable financial targets are not met and we do not elect to purchase the remaining interest. The fair value of this option is zero and no amounts related to these options are included in our consolidated financial statements as of September 30, 2013.

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New Vision Television, LLC

On October 12, 2012, LIN Television completed its acquisition of television stations in eight markets that were previously owned by affiliates of New Vision Television, LLC (“New Vision”) for \$334.9 million, subject to certain post-closing adjustments, and including the assumption of \$14.3 million of finance lease obligations. Concurrent with the acquisition, Vaughan, a third-party licensee, completed its acquisition of separately owned television stations (the “Vaughan Acquired Stations”) in three markets for \$4.6 million from PBC Broadcasting, LLC (“PBC”).

LIN Television also agreed to provide certain services to the Vaughan Acquired Stations pursuant to JSAs and SSAs with Vaughan. Under the JSAs and SSAs with Vaughan, we provide administrative and technical services, supporting the business and operation of the Vaughan Acquired Stations in exchange for commissions and fees that provide us the benefit of certain returns from the business of the Vaughan Acquired Stations.

The following table summarizes the allocation of the purchase price to the estimated fair values of the assets acquired and liabilities assumed by both us and Vaughan in the acquisition (in thousands):

Program rights assets	\$2,040	
Property and equipment	100,124	
Broadcast licenses	133,120	
Definite-lived intangible assets	55,837	
Goodwill	65,024	
Current liabilities	(417)
Non-current liabilities	(2,239)
Long-term debt assumed	(13,989)
Total	\$339,500	

The amount allocated to definite-lived intangible assets represents the estimated fair values of network affiliations of \$30.8 million, favorable leases of \$8.6 million, advertiser relationships of \$6.1 million, retransmission consent agreements of \$7 million, and other intangible assets of \$3.3 million. These intangible assets will be amortized over the estimated remaining useful lives of approximately 2 years for network affiliations, 32 years for favorable leases, 10 years for advertiser relationships, 5 years for retransmission consent agreements, and a weighted average life of 6 years for other intangible assets.

ACME Television, LLC

On December 10, 2012, LIN Television acquired certain assets of the ACME Television, LLC (“ACME”) television stations KWBQ-TV, KRWB-TV and KASY-TV (collectively the “ACME Acquired Stations”), each of which serves the Albuquerque-Santa Fe, NM market. KASY, an unrelated third party, acquired the remaining assets of the ACME Acquired Stations, including the FCC licenses. The aggregate purchase price for the ACME Acquired Stations was \$19 million, of which we paid approximately \$17.3 million and KASY paid approximately \$1.7 million.

LIN Television also agreed to provide certain services to the ACME Acquired Stations pursuant to SSAs with KASY. Under the SSAs with KASY, we provide administrative and technical services, supporting the business and operations of the ACME Acquired Stations in exchange for commissions and fees that provide us the benefit of certain returns from the business of the ACME Acquired Stations.

The following table summarizes the allocation of the purchase price to the estimated fair values of the assets acquired and liabilities assumed by both us and KASY in the acquisition (in thousands):

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Current assets	\$1,656	
Non-current assets	1,968	
Other intangible assets	12,898	
Goodwill	5,331	
Non-current liabilities	(2,858)
Total	\$18,995	

Goodwill of \$65 million and \$5.3 million is the excess of the aggregate purchase price over the fair value of the identifiable net assets acquired, and primarily represents the benefits of synergies and economies of scale we expect to realize from the acquisitions of the television stations from New Vision and ACME, respectively. All of the goodwill recognized in connection with the acquisitions of New Vision and ACME is deductible for tax purposes.

Net revenues and operating income of the television stations acquired during 2012 included in our consolidated statements of operations for the nine months ended September 30, 2013 were \$105.5 million and \$2.5 million, respectively.

During the three and nine months ended September 30, 2013, certain measurement period adjustments were made to the initial allocation performed in the fourth quarter of 2012 for the New Vision acquisition and the New Vision and ACME acquisitions, respectively, which were not material to the consolidated financial statements.

Pro Forma Information

The following table sets forth unaudited pro forma results of operations as of September 30, 2012, assuming that the above acquisitions of television stations from New Vision and ACME, along with transactions necessary to finance the acquisitions, occurred on January 1, 2011 (in thousands):

	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2012
Net revenue	\$169,954	\$463,122
Net income	\$19,044	\$45,211
Basic income per common share attributable to LIN Media LLC	\$0.36	\$0.83
Diluted income per common share attributable to LIN Media LLC	\$0.35	\$0.81

This pro forma financial information is based on historical results of operations, adjusted for the allocation of the purchase price and other acquisition accounting adjustments, and is not necessarily indicative of what our results would have been had we operated the businesses since January 1, 2011. The pro forma adjustments for the three and nine months ended September 30, 2012 reflect depreciation expense, amortization of intangibles and amortization of program contract costs related to the fair value adjustments of the assets acquired, additional interest expense related to the financing of the transactions, exclusion of nonrecurring financing and transaction related costs and the related tax effects of the adjustments.

Nami Media, Inc.

On November 22, 2011, LIN Television acquired a 57.6% interest (a 50.1% interest calculated on a fully diluted basis) in Nami Media, a digital advertising management and technology company based in Los Angeles, CA. Under the terms of our agreement with Nami Media, we agreed to purchase the remaining outstanding shares of Nami Media in 2014 if Nami Media achieves a target EBITDA in 2013 as outlined in the purchase agreement. The purchase price

of these shares is based on multiples of Nami Media's 2013 net revenues and EBITDA. Our maximum potential obligation under the purchase agreement is \$37.4 million. Additionally, if Nami Media does not meet the target EBITDA in 2013, we have the option to purchase the remaining outstanding shares using the same purchase price multiple. Our obligation to purchase the noncontrolling interest holders' shares is essentially outside of our control, because it is based on the achievement of target EBITDA in 2013. Therefore, the noncontrolling interest related to Nami Media as of September 30, 2013 and December 31, 2012 has been reported as redeemable noncontrolling interest and classified as temporary equity on our consolidated balance sheets. As of the acquisition date, the fair value of the noncontrolling interest was \$3.5 million, and was measured based on the purchase price for our 57.6% ownership interest and the net assets acquired as of the acquisition date.

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As of September 30, 2013, we believe that achievement of the financial targets is not probable and therefore, have not reflected these obligations in our consolidated financial statements.

In 2014, if we do not purchase the remaining outstanding shares of Nami Media by the date set forth in the purchase agreements, the noncontrolling interest holders have the right to purchase our interest in Nami Media. The purchase price of these shares is based on the same purchase price multiple described above and is exercisable only if the 2013 EBITDA target is not met and we do not elect to purchase the remaining interest. The fair value of this option is zero and no amounts related to these options are included in our consolidated financial statements as of September 30, 2013 and December 31, 2012.

Note 3 — Discontinued Operations

WWHO-TV

On February 16, 2012, we completed the sale of substantially all of the assets of WWHO-TV, our CW affiliate serving Columbus, OH, to Manhan Media, Inc. During the nine months ended September 30, 2012, we recorded a loss on the sale of WWHO-TV of \$0.4 million (\$0.3 million, net of tax).

WUPW-TV

On April 21, 2012, we completed the sale of substantially all of the assets of WUPW-TV to WUPW, LLC. During the nine months ended September 30, 2012, we recorded a gain on the sale of WUPW-TV of \$18 million (\$11.7 million, net of tax).

The following presents summarized information for the discontinued operations (in thousands):

	Nine Months Ended September 30,			2012		
	2013			2012		
	WWHO-TV	WUPW-TV	Total	WWHO-TV	WUPW-TV	Total
Net revenues	\$—	\$—	\$—	\$440	\$2,193	\$2,633
Operating loss	—	—	—	(393)	(1,166)	(1,559)
Net loss	—	—	—	(252)	(766)	(1,018)

Note 4 — Investments

Joint Venture with NBCUniversal

As of December 31, 2012, we held a 20.38% interest in SVH, a joint venture with NBCUniversal, and accounted for our interest using the equity method as we did not have a controlling interest. SVH held a 99.75% interest in SVO, which is the operating company that managed KXAS-TV and KNSD-TV, the television stations that comprised the joint venture.

As further described in Note 1 — “Basis of Presentation and Summary of Significant Accounting Policies” and Note 11 — “Commitments and Contingencies,” on February 12, 2013, LIN TV, LIN Television, and LIN Texas entered into, and simultaneously closed the transactions contemplated by the Transaction Agreement among subsidiaries of NBCUniversal, Comcast, the GE Parties, and SVH.

Pursuant to the JV Sale Transaction, in exchange for LIN Television causing a \$100 million capital contribution to be made to SVH (which was used to prepay a portion of the GECC Note), LIN TV was released from the GECC Guarantee and any further obligations related to any shortfall funding agreements. Further, LIN Texas sold its 20.38% equity interest in SVH to affiliates of NBCUniversal, and the LIN parties transferred their rights to receivables related to the Shortfall Funding Loans for \$1. As a result of the JV Sale Transaction, neither we nor any of our direct or indirect subsidiaries have any further investment in or obligations (funding or otherwise) related to SVH, including, without limitation, to make any other unsecured shortfall loans or payments under the GECC Note or the GECC Guarantee.

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Note 5 — Intangible Assets

Goodwill totaled \$203.5 million and \$192.5 million at September 30, 2013 and December 31, 2012, respectively. The change in the carrying amount of goodwill during the nine months ended September 30, 2013 was as follows (in thousands):

	Goodwill
Balance as of December 31, 2012	\$ 192,514
Acquisitions	10,956
Balance as of September 30, 2013	\$ 203,470

The following table summarizes the carrying amounts of intangible assets (in thousands):

	September 30, 2013		December 31, 2012	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Broadcast licenses	\$536,515	\$—	\$536,515	\$—
Intangible assets subject to amortization ⁽¹⁾	86,606	(34,465)	75,625	(16,071)
Total	\$623,121	\$(34,465)	\$612,140	\$(16,071)

Intangible assets subject to amortization are amortized on a straight line basis and primarily include network (1)affiliations, acquired customer relationships, completed technology, brand names, non-compete agreements, internal-use software, favorable operating leases, and retransmission consent agreements.

There were no events during the nine months ended September 30, 2013 and September 30, 2012 that warranted an interim impairment test of our indefinite-lived intangible assets, including goodwill.

Note 6 — Debt

LIN LLC guarantees all of LIN Television's debt. All of the consolidated 100% owned subsidiaries of LIN Television fully and unconditionally guarantee LIN Television's senior secured credit facility, the 8³/₈% Senior Notes due 2018 (the "8³/₈% Senior Notes"), and the 6³/₈% Senior Notes due 2021 (the "6³/₈% Senior Notes") on a joint-and-several basis.

Debt consisted of the following (in thousands):

	September 30, 2013	December 31, 2012
Senior Secured Credit Facility:		
Revolving credit loans	\$—	\$—
\$120,313 and \$125,000 Term loans, net of discount of \$368 and \$435 as of September 30, 2013 and December 31, 2012, respectively	119,945	124,565
\$315,000 and \$257,400 Incremental term loans, net of discount of \$1,768 and \$2,020 as of September 30, 2013 and December 31, 2012, respectively	313,232	255,380
8 ³ / ₈ % Senior Notes due 2018	200,000	200,000
6 ³ / ₈ % Senior Notes due 2021	290,000	290,000
Capital lease obligations	14,718	14,881
Other debt	4,457	5,401
Total debt	942,352	890,227
Less current portion	15,801	10,756

Total long-term debt	\$926,551	\$879,471
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During the three and nine months ended September 30, 2013, we paid \$2.4 million and \$7.1 million, respectively, of principal on the term loans and incremental term loans related to mandatory quarterly payments under our senior secured credit facility.

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In February 2013, pursuant to our existing credit agreement, we issued \$60 million of new debt in the form of a tranche B-2 incremental term facility (the “Incremental Facility”). The Incremental Facility is a five-year term loan facility and is subject to the terms of LIN Television’s existing credit agreement, dated as of October 26, 2011, as amended on December 24, 2012, by and among LIN Television, JP Morgan Chase Bank as Administrative Agent and the banks and other financial institutions party thereto (the “Credit Agreement”). The proceeds of the Incremental Facility, as well as cash on hand and cash from revolving borrowings under the Credit Agreement, were used to fund the \$100 million transferred to SVH by LIN Television pursuant to the JV Sale Transaction.

During the nine months ended September 30, 2012, we recorded a loss on extinguishment of debt of \$2.1 million to our consolidated statement of operations, consisting of a write-down of deferred financing fees and unamortized discount related to the redemption of our 6½% Senior Subordinated Notes and our 6½% Senior Subordinated Notes — Class B (“6½% Senior Subordinated Notes”).

The fair values of our long-term debt are estimated based on quoted market prices for the same or similar issues (Level 2 inputs of the three-level fair value hierarchy). The carrying amounts and fair values of our long-term debt were as follows (in thousands):

	September 30, 2013	December 31, 2012
Carrying amount	\$927,634	\$875,346
Fair value	944,212	910,500

Note 7 — Fair Value Measurements

We record the fair value of certain financial assets and liabilities on a recurring basis. The following table summarizes the financial assets measured at fair value in the accompanying financial statements using the three-level fair value hierarchy as of September 30, 2013 and December 31, 2012 (in thousands):

	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
September 30, 2013:			
Assets:			
Deferred compensation related investments	\$678	\$3,075	\$3,753
December 31, 2012:			
Assets:			
Deferred compensation related investments	\$619	\$2,461	\$3,080

For level two investments, the fair value of our investments is based upon the fair value of the investments selected by employees. For level three investments, the fair value of our deferred compensation related investments is based on the cash surrender values of life insurance policies underlying our supplemental income deferral plan.

Note 8 — Retirement Plans

The following table shows the components of the net periodic pension cost and the contributions to our 401(k) Plan and the retirement plans (in thousands):

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net periodic pension cost (benefit):				
Interest cost	\$1,314	\$1,364	\$3,942	\$4,092
Expected return on plan assets	(1,670	) (1,549	) (5,010	) (4,647
Amortization of net loss	428	431	1,284	1,293
Net periodic cost	\$72	\$246	\$216	\$738
Contributions:				
401(k) Plan	\$1,229	\$915	\$3,653	\$2,835
Defined contribution retirement plans	59	82	143	263
Defined benefit retirement plans	1,231	3,807	3,944	6,097
Total contributions	\$2,519	\$4,804	\$7,740	\$9,195

See Note 11 — “Retirement Plans” in Item 15 of our Annual Report on Form 10-K for the year ended December 31, 2012 for a full description of our retirement plans.

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Note 9 — Restructuring

During the three and nine months ended September 30, 2013, we recorded a restructuring charge of \$0.5 million and \$3.0 million, respectively, primarily related to severance and related costs as a result of the integration of the television stations acquired during 2012. During the three and nine months ended September 30, 2013, we made cash payments of \$0.4 million and \$2.8 million, respectively, related to these restructuring actions. We expect to make cash payments of approximately \$0.2 million during the remainder of 2013 related to these restructuring activities.

Also, during the year ended December 31, 2012, we recorded a restructuring charge of \$2.4 million as a result of the consolidation of certain activities at our stations. During the nine months ended September 30, 2013, we made cash payments of \$0.7 million related to these restructuring actions. We do not expect to make significant cash payments during the remainder of the year with respect to such transactions, as the majority of the restructuring activities are complete as of the date of this report.

	Severance and Related
Balance as of December 31, 2012	\$717
Charges	2,991
Payments	(3,474)
Balance as of September 30, 2013	\$234

Note 10 — Income Taxes

We recorded a benefit from income taxes of \$139.3 million and \$135.2 million for the three and nine months ended September 30, 2013, respectively, compared to a provision for income taxes of \$11.2 million and \$24.1 million for the three and nine months ended September 30, 2012, respectively. The benefit from income taxes for the three and nine months ended September 30, 2013 was primarily a result of a \$124.6 million discrete tax benefit recognized as a result of the Merger as well as an \$18.2 million discrete tax benefit recognized as a result of the reversal of a state valuation allowance further described below. Our effective income tax rate was (772.2)% and 37.5% for the nine months ended September 30, 2013 and September 30, 2012, respectively. The change in the effective income tax rate was primarily due to the tax benefits discussed above. We expect our effective income tax rate to range between 42% and 44% during the remainder of 2013.

As of December 31, 2012, we had a valuation allowance of \$18.2 million offsetting certain state net operating loss carryforwards and other state deferred tax assets. During the third quarter of 2013, after evaluating our ability to recover certain net operating loss carryforwards due to the change in tax structure as a result of the Merger, we determined that we will more likely than not be able to realize these deferred tax assets. As a result, we reversed the valuation allowance and recognized a corresponding tax benefit of \$18.2 million.

As a result of the JV Sale Transaction, we recognized \$27.5 million and \$0.9 million of incremental short-term deferred federal and state tax liabilities, respectively. The financial impact of the JV Sale Transaction and corresponding tax expense of \$28.4 million was reflected in our consolidated financial statements for the year ended December 31, 2012. During the first quarter of 2013, approximately \$163 million of short term deferred liabilities were reclassified to income taxes payable upon the consummation of the JV Sale Transaction. As a result of the close of the Merger on July 30, 2013, \$132.5 million of this tax liability was extinguished, resulting in a remaining tax liability of approximately \$30.5 million associated with the JV Sale Transaction. For further discussion regarding the

JV Sale Transaction and the Merger, see Note 1 — “Basis of Presentation and Summary of Significant Accounting Policies” and Note 11 — “Commitments and Contingencies.”

Note 11 — Commitments and Contingencies

We lease land, buildings, vehicles and equipment pursuant to non-cancelable operating lease agreements and we contract for general services pursuant to non-cancelable operating agreements that expire at various dates through 2036. In addition, we have entered into commitments for future syndicated entertainment and sports programming. Future payments for these non-cancelable operating leases and agreements, and future payments associated with syndicated television programs as of September 30, 2013 are as follows (in thousands):

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Commitments

Year	Operating Leases and Agreements	Syndicated Television Programming	Total
2013	\$ 10,401	\$12,918	⁽¹⁾ \$23,319
2014	37,515	24,221	61,736
2015	29,663	19,112	48,775
2016	13,845	12,195	26,040
2017	11,699	2,499	14,198
Thereafter	10,893	367	11,260
Total obligations	\$ 114,016	\$71,312	\$185,328

⁽¹⁾ Includes \$11.5 million of program obligations recorded on our consolidated balance sheet as of September 30, 2013.

Contingencies

GECC Guarantee and the Merger

GECC provided secured debt financing for the joint venture between NBCUniversal and us, in the form of an \$815.5 million non-amortizing senior secured note due 2023 bearing interest at an initial rate of 8% per annum until March 1, 2013 and 9% per annum thereafter. The GECC Note was an obligation of the joint venture. As of December 31, 2012, we had a 20.38% equity interest in the joint venture and NBCUniversal had the remaining 79.62% equity interest, in which we and NBCUniversal each had a 50% voting interest. NBCUniversal operated two television stations, KXAS-TV, an NBC affiliate in Dallas, and KNSD-TV, an NBC affiliate in San Diego, pursuant to a management agreement. LIN TV had previously guaranteed the payment of principal and interest on the GECC Note.

On February 12, 2013, we, along with our wholly-owned subsidiaries, LIN Television and LIN Texas, entered into, and simultaneously closed the transactions contemplated by the Transaction Agreement with subsidiaries of NBCUniversal, the GE Parties, Comcast, and SVH. The Transaction Agreement effected a series of transactions whereby in exchange for LIN Television causing a \$100 million capital contribution to be made to SVH (which was used to prepay a portion of the GECC Note), LIN TV was released from the GECC Guarantee and any further obligations relating to the shortfall funding agreements. Further, LIN Texas sold its 20.38% equity interest in SVH to affiliates of NBCUniversal, and the LIN parties transferred their rights to receivables related to the Shortfall Funding Loans for \$1. The Transaction Agreement contains certain indemnifications and obligations with respect to representations and warranties; however, we do not anticipate that such obligations will result in any material liability to the Company.

We accrued for and expensed the \$100 million capital contribution to SVH to secure the release of the guarantee and recorded the related tax effects in our consolidated financial statements as of December 31, 2012, because it represented a probable and estimable obligation of the Company. In February 2013, we entered into a \$60 million Incremental Facility and utilized \$40 million of cash on hand and borrowings under our revolving credit facility to fund the \$100 million payment. As a result of the JV Sale Transaction, after utilizing all of our available Federal net operating loss ("NOL") carryforwards, we had an approximate \$163 million income tax payable remaining, \$132.5 million of which was extinguished as a result of the Merger described below.

On February 12, 2013, we also announced that LIN TV entered into the Merger Agreement with LIN LLC, a newly formed Delaware limited liability company and wholly owned subsidiary of LIN TV. On July 30, 2013, the shareholders of LIN TV approved the Merger and pursuant to the Merger Agreement, LIN TV was merged with and into LIN LLC with LIN LLC continuing as the surviving entity. The Merger enabled the surviving entity to be classified as a partnership for federal income tax purposes and that change in classification was treated as a liquidation of LIN TV for federal income tax purposes with the result that LIN TV realized a capital loss in its 100% equity interest in LIN Television.

Based on an average of the opening and closing trading prices of LIN TV's class A common stock at the consummation of the Merger, LIN TV realized a capital loss of approximately \$344 million, which represents the difference between its tax basis in the stock of LIN Television, and the fair market value of this stock as of July 30, 2013.

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The capital loss realized and existing net operating losses were used to offset a portion of the capital gain recognized in the JV Sale Transaction and as a result, we realized tax savings of \$132.5 million, resulting in a remaining tax liability of \$30.5 million associated with the JV Sale Transaction. We made estimated state and federal tax payments to settle \$29 million of this tax liability during October 2013 and expect to fund the remaining liability when it becomes due in November 2013.

Litigation

We are involved in various claims and lawsuits that are generally incidental to our business. We are vigorously contesting all of these matters. The outcome of any current or future litigation cannot be accurately predicted. We record accruals for such contingencies to the extent that we conclude it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. No estimate of the possible loss or range of loss can be made at this time because the inherently unpredictable nature of legal proceedings may be exacerbated by various factors, including: (i) the damages sought in the proceedings are unsubstantiated or indeterminate; (ii) discovery is not complete; (iii) the proceeding is in its early stages; (iv) the matters present legal uncertainties; (v) there are significant facts in dispute; or (vi) there is a wide range of potential outcomes. Although the outcome of these and other legal proceedings cannot be predicted, we believe that their ultimate resolution will not have a material adverse effect on us.

Note 12 — Condensed Consolidating Financial Statements

LIN Television, a 100% owned subsidiary of LIN LLC, is the primary obligor of our senior secured credit facility, our 8³/₈% Senior Notes and our 6³/₈% Senior Notes, which are further described in Note 6 — “Debt”. LIN LLC fully and unconditionally guarantees all of LIN Television’s debt on a joint-and-several basis. Additionally, all of the consolidated 100% owned subsidiaries of LIN Television fully and unconditionally guarantee LIN Television’s senior secured credit facility, our 8³/₈% Senior Notes and our 6³/₈% Senior Notes on a joint-and-several basis, subject to customary release provisions. There are certain contractual restrictions on LIN Television’s ability to obtain funds in the form of dividends or loans from the non-guarantor subsidiaries.

The following condensed consolidating financial statements present the consolidated balance sheets, consolidated statements of operations, consolidated statements of comprehensive income and consolidated statements of cash flows of LIN LLC, LIN Television, as the issuer, the guarantor subsidiaries, and the non-guarantor subsidiaries of LIN Television and the elimination entries necessary to consolidate or combine the issuer with the guarantor and non-guarantor subsidiaries. These statements are presented in accordance with the disclosure requirements under SEC Regulation S-X Rule 3-10.

The condensed consolidating balance sheet as of December 31, 2012, has been revised to correct certain immaterial errors relating to intercompany balances. The revisions comprise a \$4.3 million decrease in advances to subsidiaries lines in the LIN Television and the Guarantor Subsidiaries columns, a \$4.3 million decrease in intercompany liabilities in the LIN Television and Non-Guarantor Subsidiaries columns, a \$4.3 million decrease in the Total Members’ (deficit) equity line of the Guarantor column, and a \$4.3 million increase in the Total Members’ (deficit) equity line of the Non-Guarantor column.

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Condensed Consolidating Balance Sheet
As of September 30, 2013
(in thousands)

	LIN Media LLC	LIN Television Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating/ Eliminating Adjustments	LIN Media LLC Consolidated
ASSETS						
Current assets:						
Cash and cash equivalents	\$2,000	\$ 23,702	\$2	\$ 2,013	\$—	\$27,717
Accounts receivable, net	—	84,913	29,236	17,011	—	131,160
Deferred income tax assets	—	2,754	808	—	—	3,562
Other current assets	—	4,369	931	1,770	—	7,070
Total current assets	2,000	115,738	30,977	20,794	—	169,509
Property and equipment, net	—	185,895	36,505	5,022	—	227,422
Deferred financing costs	—	17,159	—	97	—	17,256
Goodwill	—	169,492	18,518	15,460	—	203,470
Broadcast licenses, net	—	—	493,814	42,701	—	536,515
Other intangible assets, net	—	35,562	2,074	14,505	—	52,141
Advances to consolidated subsidiaries	—	6,390	1,050,764	—	(1,057,154)	—
Investment in consolidated subsidiaries	73,095	1,587,537	—	—	(1,660,632)	—
Other assets	—	51,510	2,690	1,318	(44,443)	11,075
Total assets	\$75,095	\$ 2,169,283	\$ 1,635,342	\$ 99,897	\$(2,762,229)	\$ 1,217,388
LIABILITIES, REDEEMABLE NONCONTROLLING INTEREST AND MEMBERS' EQUITY						
Current liabilities:						
Current portion of long-term debt	\$—	\$ 14,544	\$—	\$ 1,257	\$—	\$15,801
Accounts payable	—	5,970	4,039	3,063	—	13,072
Income taxes payable	—	4,019	27,000	—	—	31,019
Accrued expenses	—	43,118	5,564	2,306	—	50,988
Program obligations	—	5,313	1,023	1,597	—	7,933
Total current liabilities	—	72,964	37,626	8,223	—	118,813
Long-term debt, excluding current portion	—	923,146	—	3,405	—	926,551
Deferred income tax liabilities	—	11,833	31,231	1,118	—	44,182
Program obligations	—	1,846	220	1,531	—	3,597
Intercompany liabilities	78	1,050,686	—	6,390	(1,057,154)	—
Accumulated losses in excess of investment in consolidated subsidiaries	—	—	—	—	—	—
Other liabilities	—	37,635	73	44,443	(44,443)	37,708

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Total liabilities	78	2,098,110	69,150	65,110	(1,101,597)	1,130,851
Redeemable noncontrolling interest	—	—	—	13,442	—	13,442
Total members' equity	75,017	71,173	1,566,192	21,345	(1,660,632)	73,095
Total liabilities, redeemable noncontrolling interest and members' equity	\$75,095	\$ 2,169,283	\$ 1,635,342	\$ 99,897	\$(2,762,229)	\$ 1,217,388

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Condensed Consolidating Balance Sheet

As of December 31, 2012

(in thousands)

	LIN Media LLC	LIN Television Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating/ Eliminating Adjustments	LIN Media LLC Consolidated
ASSETS						
Current assets:						
Cash and cash equivalents	\$—	\$ 44,625	\$ 573	\$ 1,109	\$—	\$ 46,307
Accounts receivable, net	—	87,103	31,144	7,903	—	126,150
Deferred income tax assets	—	67,412	—	97	(67,509)	—
Other current assets	—	4,850	554	1,459	—	6,863
Total current assets	—	203,990	32,271	10,568	(67,509)	179,320
Property and equipment, net	—	197,125	39,534	4,832	—	241,491
Deferred financing costs	—	19,020	—	115	—	19,135
Goodwill	—	169,492	18,518	4,504	—	192,514
Broadcast licenses, net	—	—	493,814	42,701	—	536,515
Other intangible assets, net	—	48,897	2,775	7,882	—	59,554
Advances to consolidated subsidiaries	—	6,746	1,345,971	—	(1,352,717)	—
Investment in consolidated subsidiaries	—	1,554,903	—	—	(1,554,903)	—
Other assets	—	53,987	2,552	1,626	(45,280)	12,885
Total assets	\$—	\$ 2,254,160	\$ 1,935,435	\$ 72,228	\$ (3,020,409)	\$ 1,241,414
LIABILITIES, REDEEMABLE NONCONTROLLING INTEREST AND MEMBERS' (DEFICIT) EQUITY						
Current liabilities:						
Current portion of long-term debt	\$—	\$ 9,243	\$—	\$ 1,513	\$—	\$ 10,756
Accounts payable	—	14,335	3,385	1,235	—	18,955
Income taxes payable	—	372	394	—	—	766
Accrued expenses	—	37,020	115,605	621	—	153,246
Deferred income tax liabilities	—	—	235,728	—	(67,509)	168,219
Program obligations	—	7,479	1,106	2,185	—	10,770
Total current liabilities	—	68,449	356,218	5,554	(67,509)	362,712
Long-term debt, excluding current portion	—	875,512	—	3,959	—	879,471
Deferred income tax liabilities	—	10,910	29,000	646	—	40,556
Program obligations	—	2,222	92	1,967	—	4,281
Intercompany liabilities	—	1,345,971	3,842	2,904	(1,352,717)	—
	91,564	—	—	—	(91,564)	—

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Accumulated losses in excess of investment in consolidated subsidiaries						
Other liabilities	—	42,660	56	45,280	(45,280)	42,716
Total liabilities	91,564	2,345,724	389,208	60,310	(1,557,070)	1,329,736
Redeemable noncontrolling interest	—	—	—	3,242	—	3,242
Total members' (deficit) equity	(91,564)	(91,564)	1,546,227	8,676	(1,463,339)	(91,564)
Total liabilities, redeemable noncontrolling interest and members' (deficit) equity	\$—	\$ 2,254,160	\$ 1,935,435	\$ 72,228	\$ (3,020,409)	\$ 1,241,414

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Condensed Consolidating Statement of Operations
 For the Three Months Ended September 30, 2013
 (in thousands)

	LIN Media LLC	LIN Television Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating/ Eliminating Adjustments	LIN Media LLC Consolidated
Net revenues	\$—	\$ 106,982	\$45,335	\$ 14,458	\$ (3,665)	\$ 163,110
Operating expenses:						
Direct operating	—	37,105	17,973	9,532	(2,106)	62,504
Selling, general and administrative	—	27,223	10,785	3,351	(40)	41,319
Amortization of program rights	—	5,695	1,382	528	—	7,605
Corporate	277	10,405	—	—	—	10,682
Depreciation	—	9,285	1,788	356	—	11,429
Amortization of intangible assets	—	4,430	234	1,222	—	5,886
Restructuring	—	468	—	—	—	468
Loss from asset dispositions	—	(8)	(1)	—	—	(9)
Operating (loss) income	(277)	12,379	13,174	(531)	(1,519)	23,226
Other expense (income):						
Interest expense, net	—	14,146	—	(67)	(103)	13,976
Intercompany fees and expenses	—	7,891	(8,102)	211	—	—
Other, net	—	2,053	1	1	—	2,055
Total other expense (income), net	—	24,090	(8,101)	145	(103)	16,031
(Loss) income from continuing operations before taxes and equity in income (loss) from operations of consolidated subsidiaries	(277)	(11,711)	21,275	(676)	(1,416)	7,195
(Benefit from) provision for income taxes		(147,671)	8,510	(152)	—	(139,313)
Net (loss) income from continuing operations	(277)	135,960	12,765	(524)	(1,416)	146,508
Equity in income (loss) from operations of consolidated subsidiaries	147,215	11,255	—		(158,470)	—
Net income (loss)	146,938	147,215	12,765	(524)	(159,886)	146,508
Net loss attributable to noncontrolling interests	—	—	—	(430)	—	(430)
Net income (loss) attributable to LIN Media LLC	\$ 146,938	\$ 147,215	\$ 12,765	\$ (94)	\$ (159,886)	\$ 146,938

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Condensed Consolidating Statement of Comprehensive Income
 For the Three Months Ended September 30, 2013
 (in thousands)

	LIN Media LLC	LIN Television Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating/ Eliminating Adjustments	LIN Media LLC Consolidated	
Net income (loss)	\$ 146,938	\$ 147,215	\$ 12,765	\$ (524	) \$ (159,886	) \$ 146,508
Amortization of pension net losses, net of tax of \$169	259	259	—	—	(259	) 259
Comprehensive income (loss)	147,197	147,474	12,765	(524	) (160,145	) 146,767
Comprehensive loss attributable to noncontrolling interest	—	—	—	(430) —	(430)
Comprehensive income (loss) attributable to LIN Media LLC	\$ 147,197	\$ 147,474	\$ 12,765	\$ (94) \$ (160,145) \$ 147,197	

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Condensed Consolidating Statement of Operations
 For the Nine Months Ended September 30, 2013
 (in thousands)

	LIN Media LLC	LIN Television Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating/ Eliminating Adjustments	LIN Media LLC Consolidated
Net revenues	\$—	\$ 311,221	\$ 130,972	\$ 35,841	\$ (9,586)	\$ 468,448
Operating expenses:						
Direct operating	—	108,313	54,886	22,825	(5,329)	180,695
Selling, general and administrative	—	80,611	30,008	8,341	(303)	118,657
Amortization of program rights	—	16,709	4,281	1,552	—	22,542
Corporate	277	29,770	—	—	—	30,047
Depreciation	—	27,954	5,420	1,013	—	34,387
Amortization of intangible assets	—	13,334	701	3,003	—	17,038
Restructuring	—	2,991	—	—	—	2,991
Loss (gain) from asset dispositions	—	193	(20)	—	—	173
Operating (loss) income	(277)	31,346	35,696	(893)	(3,954)	61,918
Other expense (income):						
Interest expense, net	—	42,124	—	151	—	42,275
Share of loss in equity investments	—	25	—	—	—	25
Intercompany fees and expenses	—	24,491	(24,702)	211	—	—
Other, net	—	2,113	1	1	—	2,115
Total other expense (income), net	—	68,753	(24,701)	363	—	44,415
(Loss) income from continuing operations before taxes and equity in income (loss) from operations of consolidated subsidiaries	(277)	(37,407)	60,397	(1,256)	(3,954)	17,503
(Benefit from) provision for income taxes	—	(158,607)	24,159	(706)	—	(135,154)
Net (loss) income from continuing operations	(277)	121,200	36,238	(550)	(3,954)	152,657
Equity in income (loss) from operations of consolidated subsidiaries	153,834	32,634	—	—	(186,468)	—
Net income (loss)	153,557	153,834	36,238	(550)	(190,422)	152,657
Net loss attributable to noncontrolling interests	—	—	—	(900)	—	(900)
	\$ 153,557	\$ 153,834	\$ 36,238	\$ 350	\$ (190,422)	\$ 153,557

Net income attributable to LIN
Media LLC

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Condensed Consolidating Statement of Comprehensive Income
 For the Nine Months Ended September 30, 2013
 (in thousands)

	LIN Media LLC	LIN Television Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating/ Eliminating Adjustments	LIN Media LLC Consolidated	
Net income (loss)	\$ 153,557	\$ 153,834	\$ 36,238	\$ (550	) \$ (190,422	) \$ 152,657
Amortization of pension net losses, net of tax of \$507	777	777	—	—	(777	) 777
Comprehensive income (loss)	154,334	154,611	36,238	(550	) (191,199	) 153,434
Comprehensive loss attributable to noncontrolling interest	—	—	—	(900) —	(900)
Comprehensive income attributable to LIN Media LLC	\$ 154,334	\$ 154,611	\$ 36,238	\$ 350	\$ (191,199) \$ 154,334	

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Condensed Consolidating Statement of Operations
 For the Three Months Ended September 30, 2012
 (in thousands)

	LIN Media LLC	LIN Television Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating/ Eliminating Adjustments	LIN Media LLC Consolidated
Net revenues	\$—	\$ 83,940	\$48,229	\$ 1,879	\$ (972)	\$133,076
Operating expenses:						
Direct operating	—	21,956	16,092	1,116	(1,012)	38,152
Selling, general and administrative	—	18,694	9,294	380	(3)	28,365
Amortization of program rights	—	4,054	1,378	180	—	5,612
Corporate	—	8,310	954	—	—	9,264
Depreciation	—	4,843	1,897	84	—	6,824
Amortization of intangible assets	—	60	233	214	—	507
Loss (gain) from asset dispositions	—	26	(41)	—	—	(15)
Operating income (loss)	—	25,997	18,422	(95)	43	44,367
Other expense (income):						
Interest expense, net	—	9,303	—	38	(31)	9,310
Share of loss in equity investments	—	—	4,156	—	—	4,156
Loss on extinguishment of debt	—	—	—	—	—	—
Intercompany fees and expenses	—	16,310	(16,310)	—	—	—
Other, net	—	89	(1)	—	—	88
Total other expense (income), net	—	25,702	(12,155)	38	(31)	13,554
(Loss) income from continuing operations before taxes and equity in income (loss) from operations of consolidated subsidiaries	—	295	30,577	(133)	74	30,813
(Benefit from) provision for income taxes	—	(975)	12,231	(62)	—	11,194
Net (loss) income from continuing operations	—	1,270	18,346	(71)	74	19,619
Equity in income (loss) from operations of consolidated subsidiaries	19,659	18,389	—	—	(38,048)	—
Net income (loss)	19,659	19,659	18,346	(71)	(37,974)	19,619
Net loss attributable to noncontrolling interests	—	—	—	(40)	—	(40)
Net income (loss) attributable to LIN Media LLC	\$ 19,659	\$ 19,659	\$ 18,346	\$ (31)	\$ (37,974)	\$ 19,659

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Condensed Consolidating Statement of Comprehensive Income
 For the Three Months Ended September 30, 2012
 (in thousands)

	LIN Media LLC	LIN Television Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating/ Eliminating Adjustments	LIN Media LLC Consolidated
Net income (loss)	\$19,659	\$19,659	\$18,346	\$(71)	\$(37,974)	\$19,619
Amortization of pension net losses, net of tax of \$169	262	262	—	—	(262)	262
Comprehensive income (loss)	19,921	19,921	18,346	(71)	(38,236)	19,881
Comprehensive loss attributable to noncontrolling interest	—	—	—	(40)	—	(40)
Comprehensive income (loss) attributable to LIN Media LLC	\$19,921	\$19,921	\$18,346	\$(31)	\$(38,236)	\$19,921

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Condensed Consolidating Statement of Operations
 For the Nine Months Ended September 30, 2012
 (in thousands)

	LIN Media LLC	LIN Television Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating/ Eliminating Adjustments	LIN Media LLC Consolidated
Net revenues	\$—	\$ 228,344	\$ 126,136	\$ 5,481	\$(2,669)	\$357,292
Operating expenses:						
Direct operating	—	64,558	44,848	3,662	(2,514)	110,554
Selling, general and administrative	—	55,758	27,960	1,374	(301)	84,791
Amortization of program rights	—	11,625	4,060	527	—	16,212
Corporate	—	22,345	1,884	—	—	24,229
Depreciation	—	14,373	5,654	207	—	20,234
Amortization of intangible assets	—	179	701	582	—	1,462
Loss (gain) from asset dispositions	—	30	(42)	—	—	(12)
Operating income (loss)	—	59,476	41,071	(871)	146	99,822
Other expense (income):						
Interest expense, net	—	28,926	—	80	(60)	28,946
Share of loss in equity investments	—	153	4,156	—	—	4,309
Loss on extinguishment of debt	—	2,099	—	—	—	2,099
Intercompany fees and expenses	—	48,930	(48,930)	—	—	—
Other, net	—	176	—	—	—	176
Total other expense (income), net	—	80,284	(44,774)	80	(60)	35,530
(Loss) income from continuing operations before taxes and equity in income (loss) from operations of consolidated subsidiaries	—	(20,808)	85,845	(951)	206	64,292
(Benefit from) provision for income taxes	—	(9,839)	34,338	(398)	—	24,101
Net (loss) income from continuing operations	—	(10,969)	51,507	(553)	206	40,191
Loss from discontinued operations, net	—	(251)	(744)	—	(23)	(1,018)
(Loss) gain on the sale of discontinued operations, net	—	(289)	11,678	—	—	11,389
	51,043	62,552	—	—	(113,595)	—

Equity in income (loss) from operations of consolidated subsidiaries								
Net income (loss)	51,043	51,043	62,441	(553	)	(113,412	) 50,562
Net loss attributable to noncontrolling interests	—	—	—	(481)	—	(481)
Net income (loss) attributable to LIN Media LLC	\$51,043	\$ 51,043	\$62,441	\$ (72)	\$(113,412) \$51,043	

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Condensed Consolidating Statement of Comprehensive Income
 For the Nine Months Ended September 30, 2012
 (in thousands)

	LIN Media LLC	LIN Television Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating/ Eliminating Adjustments	LIN Media LLC Consolidated	
Net income (loss)	\$51,043	\$ 51,043	\$62,441	\$ (553	) \$(113,412	) \$50,562
Amortization of pension net losses, net of tax of \$509	784	784	—	—	(784	) 784
Comprehensive income (loss)	51,827	51,827	62,441	(553	) (114,196	) 51,346
Comprehensive loss attributable to noncontrolling interest	—	—	—	(481) —	(481)
Comprehensive income (loss) attributable to LIN Media LLC	\$51,827	\$ 51,827	\$62,441	\$ (72) \$(114,196) \$51,827	

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Condensed Consolidating Statement of Cash Flows
 For the Nine Months Ended September 30, 2013
 (in thousands)

	LIN Media LLC	LIN Television Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating/ Eliminating Adjustments	LIN Media LLC Consolidated
OPERATING ACTIVITIES:						
Net cash provided by (used in) operating activities	\$1,801	\$76,031	\$41,463	\$ (282)	\$ (60,508)	\$58,505
INVESTING ACTIVITIES:						
Capital expenditures	—	(17,094)	(2,372)	(2,205)	—	(21,671)
Payments for business combinations, net of cash acquired	—	(10,082)	—	—	—	(10,082)
Proceeds from the sale of assets	—	56	20	—	—	76
Capital contribution to joint venture with NBCUniversal	—	—	(100,000)	—	—	(100,000)
Advances on intercompany borrowings	—	(4,400)	—	—	4,400	—
Payments from intercompany borrowings	—	15,009	133,835	—	(148,844)	—
Net cash (used in) provided by investing activities	—	(16,511)	31,483	(2,205)	(144,444)	(131,677)
FINANCING ACTIVITIES:						
Net proceeds on exercises of employee and director share-based compensation	199	1,251	—	—	—	1,450
Tax benefit from exercises of share options	—	2,180	—	—	—	2,180
Proceeds from borrowings on long-term debt	—	101,000	—	—	—	101,000
Principal payments on long-term debt	—	(48,385)	—	(1,009)	—	(49,394)
Payment of long-term debt issue costs	—	(654)	—	—	—	(654)
Payment of dividend	—	(2,000)	(58,508)	—	60,508	—
Proceeds from intercompany borrowings	—	—	—	4,400	(4,400)	—
Payments on intercompany borrowings	—	(133,835)	(15,009)	—	148,844	—
Net cash provided by (used in) financing activities	199	(80,443)	(73,517)	3,391	204,952	54,582
	2,000	(20,923)	(571)	904	—	(18,590)

Net increase (decrease) in cash and cash equivalents						
Cash and cash equivalents at the beginning of the period	—	44,625	573	1,109	—	46,307
Cash and cash equivalents at the end of the period	\$2,000	\$23,702	\$2	\$2,013	\$—	\$27,717

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Condensed Consolidating Statement of Cash Flows
 For the Nine Months Ended September 30, 2012
 (in thousands)

	LIN Media LLC	LIN Television Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating/ Eliminating Adjustments	LIN Media LLC Consolidated
OPERATING ACTIVITIES:						
Net cash provided by (used in) operating activities, continuing operations	\$—	\$ 93,607	\$(5,482)	\$(229)	\$23	\$87,919
Net cash used in operating activities, discontinued operations	—	(471)	(2,242)	—	(23)	(2,736)
Net cash provided by (used in) operating activities	—	93,136	(7,724)	(229)	—	85,183
INVESTING ACTIVITIES:						
Capital expenditures	—	(13,227)	(4,474)	(1,636)	—	(19,337)
Change in restricted cash	—	255,159	—	—	—	255,159
Payments for business combinations, net of cash acquired	—	(34,325)	—	—	—	(34,325)
Proceeds from the sale of assets	—	17	45	—	—	62
Shortfall loan to joint venture with NBCUniversal	—	(2,292)	—	—	—	(2,292)
Advances on intercompany borrowings	—	(2,000)	—	—	2,000	—
Payments from intercompany borrowings	—	10,175	—	—	(10,175)	—
Net cash provided by (used in) investing activities, continuing operations	—	213,507	(4,429)	(1,636)	(8,175)	199,267
Net cash provided by investing activities, discontinued operations	—	6,314	23,206	—	—	29,520
Net cash provided by (used in) investing activities	—	219,821	18,777	(1,636)	(8,175)	228,787
FINANCING ACTIVITIES:						
Net proceeds on exercises of employee and director share-based compensation	—	652	—	—	—	652
Proceeds from borrowings on long-term debt	—	20,000	—	—	—	20,000
Principal payments on long-term debt	—	(307,922)	—	(206)	—	(308,128)

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Payment of long-term debt issue costs	—	(359)	—	—	—	(359)
Treasury shares purchased	—	(11,386)	—	—	—	(11,386)
Proceeds from intercompany borrowings	—	—	—	2,000	(2,000)	—
Payments on intercompany borrowings	—	—	(10,175)	—	10,175	—
Net cash (used in) provided by financing activities	—	(299,015)	(10,175)	1,794	8,175	(299,221)
Net increase (decrease) in cash and cash equivalents	—	13,942	878	(71)	—	14,749
Cash and cash equivalents at the beginning of the period	—	16,571	653	833	—	18,057
Cash and cash equivalents at the end of the period	\$—	\$ 30,513	\$ 1,531	\$ 762	\$—	\$32,806

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LIN Media LLC

Management's Discussion and Analysis

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Special Note about Forward-Looking Statements

This report contains certain forward-looking statements with respect to our financial condition, results of operations and business, including statements under this caption Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations". All of these forward-looking statements are based on estimates and assumptions made by our management, which, although we believe them to be reasonable, are inherently uncertain. Therefore, you should not place undue reliance upon such estimates and statements. We cannot assure you that any of such estimates or statements will be realized and actual results may differ materially from those contemplated by such forward-looking statements. Factors that may cause such differences include those discussed under the caption Item 1A. "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2012 ("10-K"). Many of these factors are beyond our control.

Forward-looking statements contained herein speak only as of the date hereof. We undertake no obligation to publicly release the result of any revisions to these forward-looking statements, which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Executive Summary

We own, operate or service 43 television stations and seven digital channels in 23 U.S. markets, with multiple network affiliates in 18 markets, along with a diverse portfolio of websites, apps and mobile products. Our operating revenues are primarily derived from the sale of advertising time to local, national and political advertisers. Less significant revenues are generated from our television station websites, retransmission consent fees, interactive revenues and other revenues.

During the three and nine months ended September 30, 2013, net revenues increased \$30.0 million and \$111.2 million compared to the same periods in 2012, primarily driven by an increase in our local revenues. During the three and nine months ended September 30, 2013, local revenues, which include net local advertising sales, retransmission consent fees and television station website revenues, increased \$32.5 million and \$97.0 million compared to the same periods last year. In addition, interactive revenues increased \$8.7 million and \$21.1 million, respectively, during the three and nine months ended September 30, 2013 compared to the same periods last year and national advertising sales increased \$6.7 million and \$20.3 million, respectively, during the three and nine months ended September 30, 2013 compared to the same periods last year.

Excluding the impact of our 2012 station acquisitions and the 2013 acquisitions of majority interests in HYFN, Inc. ("HYFN") and Dedicated Media, Inc. ("Dedicated Media"), net revenues decreased \$13.0 million and \$9.2 million during the three and nine months ended September 30, 2013, respectively, as compared to the same periods in 2012 primarily due to a decrease in political advertising revenues.

On February 12, 2013, we, along with our wholly-owned subsidiaries LIN Television Corporation ("LIN Television") and LIN Television of Texas, L.P., a Delaware limited partnership ("LIN Texas") entered into and closed a transaction agreement (the "Transaction Agreement") with NBC Telemundo License LLC, a Delaware limited liability company ("NBC"), NBCU New LLC I, a Delaware limited liability company, NBCU New LLC II, a Delaware limited liability company, General Electric Company, a New York corporation ("GE"), General Electric Capital Corporation, a Delaware corporation ("GECC" and together with GE, the "GE Parties"), National Broadcasting Company Holding, Inc., a

Delaware corporation, Comcast Corporation, a Pennsylvania corporation (“Comcast”), NBCUniversal Media, LLC, a Delaware limited liability company (“NBCUniversal”), Lone Star SPV, LLC, a Delaware limited liability company and Station Venture Holdings, LLC, a Delaware limited liability company (“SVH”). The Transaction Agreement effected a series of transactions related to the ownership and sale of LIN Texas’s 20.38% equity interest in SVH, a joint venture in which NBC, an affiliate of NBCUniversal, held the remaining 79.62% equity interest (collectively, the “JV Sale Transaction”). SVH held a 99.75% interest in Station Venture Operations, LP (“SVO”), which is the operating company that managed KXAS-TV and KNSD-TV, the television stations that comprised the joint venture.

Also on February 12, 2013, we announced that we entered into an Agreement and Plan of Merger with LIN Media, LLC, a newly formed Delaware limited liability company and wholly owned subsidiary of LIN TV (“LIN LLC”) and subsequently completed this merger on July 30, 2013. For further information, see Note 1—“Basis of Presentation and Summary of Significant Accounting Policies,” Note 11 — “Commitments and Contingencies.”

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Critical Accounting Policies and Estimates

Certain of our accounting policies, as well as estimates we make, are critical to the presentation of our financial condition and results of operations since they are particularly sensitive to our judgment. Some of these policies and estimates relate to matters that are inherently uncertain. The estimates and judgments we make affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent liabilities. On an on-going basis, we evaluate our estimates, including those used for allowance for doubtful accounts in receivables, valuation of goodwill and intangible assets, amortization and impairment of program rights and intangible assets, share-based compensation and other long-term incentive compensation arrangements, pension costs, barter transactions, income taxes, employee medical insurance claims, useful lives of property and equipment, contingencies, litigation and net assets of businesses acquired. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions, and it is possible that such differences could have a material impact on our consolidated financial statements.

Recent Accounting Pronouncements

In July 2013 the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-11, "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists" to eliminate diversity in practice. This ASU requires that companies net their unrecognized tax benefits against all same-jurisdiction net operating losses or tax credit carryforwards that would be used to settle the position with a tax authority. This new guidance is effective prospectively for annual reporting periods beginning on or after December 15, 2013 and interim periods therein. We prospectively adopted this guidance effective January 1, 2013 and it did not have a material impact on our financial statements.

In February 2013, the FASB issued ASU No. 2013-02, "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income," which amends Accounting Standards Codification 220, "Comprehensive Income." The amendments require an entity to disclose the impact of amounts reclassified out of accumulated other comprehensive income and into net income, by the respective line items of net income, if the amounts reclassified are reclassified to net income in their entirety in the same reporting period. The disclosure is required either on the face of the statement where net income is presented or in the notes. For amounts that are not reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. We prospectively adopted this guidance effective January 1, 2013 and it did not have a material impact on our financial statements.

In July 2012, there were revisions to the accounting standard for impairment tests of indefinite-lived intangible assets other than goodwill. Under the revised standard a company can first perform a qualitative assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary. A company can choose to perform the qualitative assessment on none, some, or all of its indefinite-lived intangible assets, and can also bypass the qualitative assessment and perform the quantitative impairment test for any indefinite-lived intangible in any period. The revised standard is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted during 2012 if a company has not yet performed its 2012 annual impairment test or issued its financial statements. We adopted this guidance effective January 1, 2013 and do not expect it to have a material impact on our impairment tests of indefinite-lived intangible assets.

Results of Operations

Set forth below are key components that contributed to our operating results (in thousands):

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	Three Months Ended September 30,				Nine Months Ended September 30,				
	2013	2012	\$ Change	% Change	2013	2012	\$ Change	% Change	
Local revenues	\$105,541	\$73,072	\$32,469	44 %	\$312,017	\$215,004	\$97,013	45 %	
National advertising sales	32,845	26,103	6,742	26 %	94,913	74,627	20,286	27 %	
Political advertising sales	2,639	20,389	(17,750)	-87 %	4,656	30,970	(26,314)	-85 %	
Interactive revenues	19,516	10,796	8,720	81 %	49,394	28,300	21,094	74 %	
Other revenues	2,569	2,716	(147)	-5 %	7,468	8,391	(923)	-11 %	
Net revenues	163,110	133,076	30,034	23 %	468,448	357,292	111,156	31 %	
Direct operating	62,504	38,152	24,352	64 %	180,695	110,554	70,141	63 %	
Selling, general and administrative	41,319	28,365	12,954	46 %	118,657	84,791	33,866	40 %	
Amortization of program rights	7,605	5,612	1,993	36 %	22,542	16,212	6,330	39 %	
Corporate	10,682	9,264	1,418	15 %	30,047	24,229	5,818	24 %	
Depreciation	11,429	6,824	4,605	67 %	34,387	20,234	14,153	70 %	
Amortization of intangible assets	5,886	507	5,379	NM	⁽¹⁾ 17,038	1,462	15,576	NM	⁽¹⁾
Restructuring	468	—	468	100 %	2,991	—	2,991	100 %	
(Gain) loss from asset dispositions	(9)	(15)	6	-40 %	173	(12)	185	NM	⁽¹⁾
Total operating expenses	139,884	88,709	51,175	58 %	406,530	257,470	149,060	58 %	
Operating income	\$23,226	\$44,367	\$(21,141)	-48 %	\$61,918	\$99,822	\$(37,904)	-38 %	

⁽¹⁾ Percentage change not meaningful

Period Comparison

Revenues

Net revenues consist primarily of local revenues (which include net local advertising sales, retransmission consent fees and television station website revenues), net national advertising sales, interactive revenues, and political advertising sales. Other revenues include barter revenues, production revenues, tower rental income and station copyright royalties.

During the three months ended September 30, 2013, net revenues increased \$30.0 million, or 23%, compared to the same period in the prior year, of which \$43.1 million related to television stations acquired during 2012 and to HYFN and Dedicated Media. Excluding the impact of the television stations acquired during 2012 and of HYFN and Dedicated Media, net revenues decreased \$13.1 million, or 10%, primarily due to a \$17.9 million decrease in political revenues. This decrease was partially offset by a \$5.1 million increase in local revenues, primarily due to a growth in retransmission consent fee revenues as a result of contractual rate increases and renewals.

During the nine months ended September 30, 2013, net revenues increased by \$111.2 million, or 31%, compared to the same period in the prior year, of which \$120.9 million related to television stations acquired during 2012 and to HYFN and Dedicated Media. Excluding the impact of the television stations acquired during 2012 and of HYFN and Dedicated Media, net revenues decreased \$9.7 million, or 3%, primarily due to a \$26.7 million decrease in political advertising sales and a \$3.4 million decrease in other revenues. These decreases were partially offset by a \$15.4 million increase in local revenues, primarily due to a growth in retransmission consent fee revenues as a result of contractual rate increases and renewals as well as a \$5 million increase in interactive revenues.

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During the three and nine months ended September 30, 2013, the automotive category, which represented 27% and 26%, respectively, of local and national advertising sales, remained relatively consistent as compared to the three and nine months ended September 30, 2012, during which the automotive category represented 27% and 25%, respectively, of local and national advertising sales.

Operating Expenses

Operating expenses increased \$51.2 million and \$149.1 million, or 58%, during the three and nine months ended September 30, 2013, respectively, compared to the same periods in the prior year, of which \$42.8 million and \$119.6 million of the increase for the three and nine months ended September 30, 2013, respectively, related to our 2012 station acquisitions as well as HYFN and Dedicated Media. The increases during both periods were primarily due to increases in direct operating, selling general and administrative, depreciation and amortization expenses.

Direct operating expenses increased \$24.4 million and \$70.1 million during the three and nine months ended September 30, 2013, respectively, compared to the same periods last year, of which \$19.4 million and \$51.7 million, respectively, related to the 2012 station acquisitions as well as HYFN and Dedicated Media. The remainder of the increase was primarily a result of an increase in fees pursuant to network affiliation agreements, growth in employee compensation expense and growth in cost of sales related to our digital operations.

Selling, general and administrative, depreciation and amortization of intangible asset expenses increased \$13.0 million