

RESTATED INTERFERENCE ACCEPTANCE AGREEMENT

This Restated Interference Acceptance Agreement ("Agreement") is entered into as of May 20, 2009 by and between Upper Cumberland Broadcast Council ("UCBC") and ION Media Knoxville License, Inc. ("ION").

1. UCBC is the licensee of television station WCTE-DT, FCC Facility ID No. 69479, Cookeville, Tennessee, and holds a construction permit issued by the Federal Communications Commission ("FCC") authorizing it to construct a post-transition digital television ("DTV") facility on Channel 22 (*see* FCC File No. BPEDT-20080317ADB (the "WCTE Permit")).
2. ION is the licensee of television station WPXK-DT, FCC Facility ID No. 52628, Jellico, Tennessee, and holds a license issued by the FCC authorizing it to operate a post-transition DTV facility on Channel 23 (*see* FCC File No. BLCDDT-20020510AAJ (the "WPXK License")).
3. UCBC desires to modify the authorized post-transition DTV facilities for WCTE-DT in order to maximize service to the public. UCBC has filed an application to modify the WCTE Permit in order to construct DTV transmission facilities located at 36-10-26 NL / 85-20-37 WL, with ERP of 200 kw and HAAT of 422.4 m, specifying a directional antenna ID No. 87679. *See* File No. BMPEDT-20080620ADW (the "WCTE Application").
4. ION desires to modify the authorized post-transition DTV facilities for WPXK-DT in order to maximize service to the public. ION has filed an application, as amended, to construct DTV transmission facilities located at 36-00-13 NL / 83-56-34 WL, with ERP of 1000kw and HAAT of 529 m, specifying a non-directional antenna. *See* File No. BPCDDT-20080620AGZ (the "WPXK Application").
5. The facility proposed by the WPXK Application is predicted cause unique new interference to 1.00% of the total population predicted to be served by the facility proposed by the WCTE Application, and the facility proposed by the WCTE Application is predicted cause unique new interference to 0.91% of the total population predicted to be served by the facility proposed by the WPXK Application, creating a conflict between the WPXK Application and the WCTE Application.
6. UCBC hereby acknowledges and agrees to accept such interference from WPXK.
7. ION hereby acknowledges and agrees to accept such interference from WCTE.
8. UCBC and ION acknowledge that it is in their mutual interest and in the public interest to resolve the interference conflict between their applications and that the resolution of the interference conflict serves as consideration for this Agreement. Aside from the acceptance of interference reflected in paragraphs 6 and 7 of this Agreement, no other consideration has been received or promised by or to either UCBC or ION in connection with this Agreement.

9. Upon the execution of this Agreement by both parties, each of UCBC and ION will file a copy of this Agreement with the FCC by an amendment to the WCTE Application and the WPXK Application, respectively (or provide a copy of the Agreement to the FCC by other means as may be requested by the FCC).

10. This Agreement may be executed in one or more counterparts, and all counterparts, when so executed, constitute one and the same agreement.

11. This Agreement replaces in its entirety the April 29, 2009 Interference Acceptance Agreement ("Prior Agreement") between the parties, which Prior Agreement is now of no force and effect.

UPPER CUMBERLAND BROADCAST
COUNCIL

ION MEDIA KNOXVILLE LICENSE,
INC.

By: Rebecca Mays
Title: PRESIDENT / GENERAL MANAGER
WCTE

By: William Watson
Title: Secretary