

MEDIA GENERAL INC  
Form DEFM14A  
July 24, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**SCHEDULE 14A**

**(Rule 14a-101)**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**Media General, Inc.**

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**(Name of Registrant as Specified in its Charter)**

**(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Title of each class of securities to which transaction applies:

(1)

Aggregate number of securities to which transaction applies:

(2)

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Amount Previously Paid:

(1)

Form, Schedule or Registration Statement No.:

(2)

Filing Party:

(3)

Date Filed:

(4)



To the shareholders of Media General, Inc. and LIN Media LLC:

On March 21, 2014, Media General, Inc. (“Media General”) and LIN Media LLC (“LIN”) entered into a merger agreement providing for a business combination of Media General and LIN. We are excited about the prospects for the combined company, which will be the second largest pure-play television broadcasting company in the U.S. The combined company will own and operate or provide services to 74 television stations across 46 markets, reaching approximately 26.5 million, or approximately 23%, of U.S. TV households (certain of these stations are expected to be swapped or otherwise divested in order to address regulatory considerations).

Under the terms of the merger agreement, Media General will form a new holding company, which after closing will be the publicly traded parent company of Media General and LIN, and will be named “Media General, Inc.” In the transaction, Media General shareholders will receive one share of the new holding company for each share of Media General that they own upon closing. All LIN shareholders will receive for each LIN share that they own upon closing, at their election, \$27.82 in cash or 1.5762 shares of the new holding company, subject to proration procedures described in the merger agreement. The maximum cash amount that will be paid to the LIN shareholders is \$763 million. It is anticipated that, upon the closing of the transaction, Media General’s former shareholders will own approximately 64%, and LIN’s former shareholders will own approximately 36%, of the fully-diluted shares of the new holding company. The voting common stock of Media General trades, and after completion of the transaction, the voting common stock of the new holding company is expected to trade, on the New York Stock Exchange under the symbol “MEG.”

Each of Media General and LIN will hold a special meeting of its shareholders to consider and vote on matters necessary to complete the transaction contemplated by the merger agreement. Information about the special meetings, the proposals to be voted on at each company’s special meeting, the proposed transaction and other related matters is contained in this joint proxy statement/prospectus, which we urge you to read carefully and in its entirety, including the Annexes and exhibits and the information incorporated into this joint proxy statement/prospectus by reference. In addition, Media General and LIN have entered into voting agreements with Media General shareholders holding approximately 30% of the outstanding shares of common stock of Media General and LIN shareholders holding substantially all of the outstanding LIN Class B common shares and approximately 70% of the combined voting power of the LIN Class A and Class C common shares. In each case, such shareholders of Media General and LIN have agreed to vote in favor of the proposals to be voted on by such shareholders at their company’s special meeting.

In particular, you should consider the matters discussed under “Risk Factors” beginning on page 23 of this joint proxy statement/prospectus.

**Your vote is very important. To ensure your representation at your company’s special meeting, please complete and return the enclosed proxy card or, if you are a Media General shareholder, submit your proxy by telephone or through the Internet.**

**The Board of Directors of Media General has approved the merger agreement and the transactions contemplated thereby, and recommends that the Media General shareholders vote “FOR” the approval of each of the proposals to be voted on by the Media General shareholders at the Media General special meeting, as described in this joint proxy statement/prospectus.**

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**The Board of Directors of LIN has approved the merger agreement and the transactions contemplated thereby, and recommends that the LIN shareholders vote “FOR” the approval of each of the proposals to be voted on by the LIN shareholders at the LIN special meeting, as described in this joint proxy statement/prospectus.**

Sincerely,

George L. Mahoney  
President and Chief Executive Officer  
Media General, Inc.

Sincerely,

Vincent L. Sadusky  
President and Chief Executive Officer  
LIN Media LLC

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the mergers or the securities issuable in connection with the mergers, or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

This joint proxy statement/prospectus is dated July 24, 2014 and is first being mailed or otherwise delivered to shareholders of Media General and shareholders of LIN on or about July 24, 2014.

Media General, Inc.

333 E. Franklin St.

Richmond, Virginia 23219

(804) 887-5000

**NOTICE OF SPECIAL MEETING OF MEDIA GENERAL'S SHAREHOLDERS**

**To be held on August 20, 2014**

To the Holders of Common Stock of Media General, Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of the shareholders of Media General will be held on August 20, 2014 at 11:00 a.m., local time, at 111 North 4th Street, Richmond, Virginia, for the following purposes:

1. To consider and vote on a proposal to approve the issuance of shares of the combined company pursuant to the combination of Media General and LIN; and
2. To consider and vote on a proposal to amend and restate the Articles of Incorporation of Media General to provide for certain governance arrangements of the combined company. See "Summary – Officers and Directors of New Media General after the Transaction" beginning on page 11 of this joint proxy statement/prospectus for a description of the proposed amendments and the governance of the combined company.

The approval by the holders of voting common stock of Media General of the foregoing proposals is required in order to complete the combination of Media General and LIN under the terms of the merger agreement. The proposals are described in more detail in this joint proxy statement/prospectus, which you should read carefully in its entirety before you submit a proxy or otherwise vote your shares.

The holders of non-voting common stock of Media General are receiving this Notice for informational purposes and are not entitled to vote their shares of non-voting common stock of Media General on any proposals being submitted to the shareholders of Media General for approval.

This joint proxy statement/prospectus provides detailed information about these items of business. The Media General Board of Directors has established July 18, 2014 as the record date for the special meeting. If you were a holder of record of any shares of voting common stock at the close of business on the record date of July 18, 2014, you are entitled to attend and vote at the special meeting. If you are present at the special meeting, you may vote in person even though you have previously returned a proxy card or submitted a proxy or voting instructions in another manner.

Whether or not you expect to attend the special meeting in person, we value your vote. Most shareholders have a choice of submitting a proxy over the Internet, by telephone or by using a traditional proxy card. Please refer to your proxy card or the information forwarded by your bank, broker or other holder of record to see which options are available to you. However you choose to submit a proxy, please do so at your earliest convenience.

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The shareholders of Media General will not have appraisal rights under the Virginia Stock Corporation Act with respect to any of the matters subject to the proposals referred to above. Please see "Appraisal Rights" beginning on page 164 of this joint proxy statement/prospectus.

**The Board of Directors of Media General has approved the merger agreement and the transactions contemplated thereby, and recommends that you vote "FOR" the approval of each of the proposals described above.**

Thank you for being a Media General shareholder. I look forward to seeing you on August 20, 2014.

By the Order of the Board of Directors,

Andrew C. Carington

Secretary

Richmond, Virginia

July 24, 2014

LIN Media LLC

701 Brazos Street

Suite 800

Austin, Texas 78701

(512) 774-6110

**NOTICE OF SPECIAL MEETING OF LIN'S SHAREHOLDERS**

**To be held on August 20, 2014**

To the Holders of Common Shares of LIN Media LLC:

NOTICE IS HEREBY GIVEN that a special meeting of the shareholders of LIN will be held on August 20, 2014 at 9:00 a.m., local time, at Weil, Gotshal & Manges LLP's office, 767 Fifth Avenue, New York, NY 10153 for the following purposes:

1. To consider and vote on a proposal to adopt the merger agreement as it may be amended from time to time, which is attached to this joint proxy statement/prospectus as Annex A, and approve of LIN Merger; and
2. To consider and vote on a proposal to approve, on a non-binding and advisory basis, certain executive compensation matters. See "The Transaction – Interests of LIN's Directors and Officers in the Transaction" beginning on page 100 of this joint proxy statement/prospectus.

The approval by LIN's shareholders of the proposal to adopt the merger agreement, and approve the LIN Merger, is required in order to complete the combination of Media General and LIN under the terms of the merger agreement. The proposals are described in more detail in this joint proxy statement/prospectus, which you should read carefully in its entirety before you vote.

This joint proxy statement/prospectus provides detailed information about these items of business. The LIN Board of Directors has established July 18, 2014 as the record date for the special meeting. If you were a holder of record of any LIN common shares at the close of business on the record date of July 18, 2014, you are entitled to attend and vote at the special meeting. If you are present at the special meeting, you may vote in person even though you have previously returned a proxy card or submitted a proxy or voting instruction in another manner.

Whether or not you expect to attend the special meeting in person, we value your vote. Shareholders can submit a proxy by using a traditional proxy card. Please refer to your proxy card or the information forwarded by your bank, broker or other holder of record. Please submit your proxy or voting instructions at your earliest convenience.

Under certain circumstances, the shareholders of LIN may have the right to seek appraisal in connection with the LIN Merger to the extent such rights are available under Delaware law with respect to their LIN common shares. Please see "Appraisal Rights" beginning on page 164 of this joint proxy statement/prospectus.

**The Board of Directors of LIN has approved the merger agreement and the transactions contemplated thereby, and recommends that you vote "FOR" the approval of each of the proposals described above.**

Thank you for being a LIN shareholder. I look forward to seeing you on August 20, 2014.

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By the Order of the Board of Directors,

Denise M. Parent

Secretary

Austin, Texas

July 24, 2014

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## REFERENCES TO ADDITIONAL INFORMATION

Mercury New Holdco, Inc. has filed a registration statement on Form S-4 of which this joint proxy statement/prospectus is a part. This joint proxy statement/prospectus does not contain all of the information included in the registration statement or in the exhibits to the registration statement.

This joint proxy statement/prospectus also incorporates by reference important business and financial information about Media General, Inc. ("Media General") from documents previously filed with the Securities and Exchange Commission (the "SEC") that are not included in or delivered with this joint proxy statement/prospectus. In addition, Media General and LIN Media LLC ("LIN") file annual, quarterly and special reports, proxy statements and other business and financial information with the SEC.

The registration statement of which this joint proxy statement/prospectus is a part and the exhibits thereto, the information incorporated by reference herein, and the other information filed by Media General and LIN with the SEC is available for you to review at the SEC's Public Reference Room located at 100 F Street, N.E., Room 1580, Washington, DC 20549. You can also obtain these documents through the SEC's website at [www.sec.gov](http://www.sec.gov) or on Media General's website at <http://www.mediageneral.com> in the Investor Relations section and on LIN's website at <http://www.linmedia.com> in the Investor Relations section. By referring to Media General's website, LIN's website, and the SEC's website, Media General and LIN do not incorporate any such websites or its contents into this joint proxy statement/prospectus.

In addition, LIN's Annual Report on Form 10-K for the year ended December 31, 2013 is attached hereto as Annex G, LIN's Proxy Statement for its Annual Meeting of Shareholders Held May 6, 2014 is attached hereto as Annex H, LIN's Current Report on Form 8-K/A filed with the SEC on April 21, 2014 is attached hereto as Annex I, LIN's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 is attached hereto as Annex J, and LIN's Current Report on Form 8-K filed with the SEC on June 13, 2014 is attached hereto as Annex K.

You can also obtain those documents that incorporate by reference important business and financial information about Media General in this joint proxy statement/prospectus by requesting them in writing or by telephone from Media General at the following addresses and telephone numbers:

Media General, Inc.  
333 E. Franklin St.  
Richmond, Virginia 23219  
(804) 887-5120  
Attn: Lou Anne Nabhan - Corporate Communications

You may also obtain these documents at no charge by requesting them in writing or by telephone from Media General's proxy solicitor, D.F. King & Co., Inc., at the address and telephone numbers below.

If you have questions or need assistance voting your shares please contact:

D.F. King & Co., Inc.  
48 Wall Street, 22<sup>nd</sup> Floor, New York, NY 10005  
mediageneral@dfking.com  
Call Collect: (212) 269-5550  
Or  
Toll-Free: (800) 848-3416

See "Where You Can Find More Information" beginning on page 171 for more information about the documents referenced in this joint proxy statement/prospectus.

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In addition, if you have any questions about the transaction, this joint proxy statement/prospectus, voting your shares, would like additional copies of this joint proxy statement/prospectus or need to obtain proxy cards or other information related to the proxy solicitation, you may contact:

**IF YOU ARE A MEDIA GENERAL SHAREHOLDER:**

D.F. King & Co., Inc.  
48 Wall Street, 22<sup>nd</sup> Floor, New York, NY 10005  
mediageneral@dfking.com  
Call Collect: (212) 269-5550  
Toll-Free: (800) 848-3416

**IF YOU ARE A LIN SHAREHOLDER:**

LIN Media LLC  
Attn: Denise M. Parent, Secretary  
701 Brazos Street, Suite 800, Austin,  
Texas 78701  
(512) 774-6110

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Annex B:	Plan of Merger merging Mercury Merger Sub 1, Inc. with and into Media General, Inc.
Annex C:	Proposed Amendments to the Articles of Incorporation of Media General, Inc.
Annex D:	Opinion, dated March 20, 2014, of RBC Capital Markets, LLC
Annex E:	Opinion, dated March 20, 2014 of J.P. Morgan Securities LLC
Annex F:	Section 262 of the Delaware General Corporation Law – Appraisal Rights
Annex G:	Annual Report on Form 10-K for the year ended December 31, 2013 of LIN Media LLC (the financial statements and related audit opinion have been superseded by the financial statements and related audit opinion in Annex K)
Annex H:	Proxy Statement of LIN Media LLC for its Annual Meeting of Shareholders Held May 6, 2014 Current Report on Form 8-K/A filed with the SEC on April 21, 2014 of LIN Media LLC

Annex

I:

Annex J: Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 of LIN Media LLC

Annex K: Current Report on Form 8-K filed with the SEC on June 13, 2014 of LIN Media LLC

## QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETINGS

The following are brief answers to common questions that you may have regarding the merger agreement, the proposed transaction, the special meetings and the consideration to be received in the proposed transaction. The questions and answers in this section may not address all questions that might be important to you as a shareholder of LIN Media LLC (“LIN”) or Media General, Inc. (“Media General”). To better understand these matters, and for a description of the legal terms governing the proposed transaction, we urge you to read carefully and in its entirety this joint proxy statement/prospectus, including the Annexes to, and the documents incorporated by reference in, this joint proxy statement/prospectus. See “Where You Can Find More Information” beginning on page 171.

### **Q: *What is the proposed transaction?***

Media General, certain of Media General’s subsidiaries, and LIN entered into an Agreement and Plan of Merger, which, as it may be amended from time to time, we refer to as the “merger agreement,” on March 21, 2014. The merger agreement provides for a business combination of Media General and LIN by means of a two-step merger process. As a result of the transactions contemplated by the merger agreement, Media General and LIN’s businesses will be owned by a new holding company, which we refer to as “New Media General” or the “combined company.” We sometimes refer to the mergers and the other transactions contemplated by the merger agreement, taken as a whole, as the “transaction.”

In the first merger, Media General will merge with a subsidiary of New Media General. Media General will be the surviving company in this merger. We refer to this merger as the “Media General Merger.” The Media General Merger is a holding company merger not requiring a vote of the shareholders of Media General under Section 13.1-719.1 of the Virginia Stock Corporation Act, which we refer to as the “VSCA.”

In the second merger, immediately following the Media General Merger, LIN will merge with a subsidiary of New Media General. LIN will be the surviving company in this merger. We refer to this merger as the “LIN Merger.”

Upon completion of the transaction, New Media General will be named “Media General, Inc.” and its voting common stock is expected to be listed for trading on the New York Stock Exchange, which we refer to as the “NYSE,” under Media General’s current ticker symbol, “MEG.” We expect that the former Media General shareholders will hold approximately 64%, and the former LIN shareholders will hold approximately 36%, of the outstanding shares of common stock of New Media General, calculated on a fully-diluted basis, immediately following the closing of the transaction.

In connection with the Media General Merger and the LIN Merger, LIN Television Corporation, currently a direct, wholly-owned subsidiary of LIN, will become a direct, wholly owned subsidiary of New Media General, and Media General will become a direct, wholly-owned subsidiary of LIN Television Corporation.

***Q: Why am I receiving this document?***

In order to complete the transaction, the shareholders of LIN must adopt the merger agreement and approve the LIN Merger and the shareholders of Media General must approve the issuance of shares of New Media General pursuant to the transaction and certain amendments to Media General's Articles of Incorporation. Media General and LIN will hold separate special shareholders' meetings to obtain these approvals. We are sending you these materials to help you decide how to vote your shares with respect to the matters to be considered at the special meetings. This joint proxy statement/prospectus contains important information about the transaction, including the special meetings of the respective shareholders of Media General and LIN. You should read it carefully and in its entirety. The enclosed proxy cards allow you to authorize the voting of your shares without attending your company's special meeting.

Your vote is important. We encourage you to submit a proxy as soon as possible.

***Q: What will Media General shareholders receive in the Media General Merger?***

As a result of the Media General Merger, each share of Media General's voting common stock will automatically be converted into one share of voting common stock of New Media General, and each share of Media General's non-voting common stock will automatically be converted into one share of non-voting common stock of New Media General.

**Q: *What will LIN shareholders receive in the LIN Merger?***

A: In the LIN Merger, each holder of Class A common shares of LIN, Class B common shares of LIN or Class C common shares of LIN, which we collectively refer to as the “LIN common shares,” may elect to receive, for each LIN common share owned, and in each case subject to the proration procedures set forth in the merger agreement and described herein, either:

\$27.82 in cash without interest, which we refer to as the “cash consideration;” or

1.5762 shares of voting common stock of New Media General, which we refer to as the “New Media General share consideration.”

Each LIN shareholder may not receive the form of consideration that such shareholder elects in the LIN Merger. The merger agreement provides that the total number of LIN common shares that will be converted into the right to receive the cash consideration is 27,426,312, less the total number of LIN common shares, if any, with respect to which the holders thereof have properly demanded appraisal and have not withdrawn such demand or waived their rights to appraisal as of immediately prior to the LIN Merger. We refer to this number of LIN common shares as the “Cash Election Cap.” Pursuant to the allocation and proration procedures in the merger agreement, if holders of LIN common shares elect to receive cash for a number of LIN common shares in excess of the Cash Election Cap, then the shares held by each such holder will instead be converted into the right to receive a pro rata portion of cash and shares of New Media General common stock. Similarly, if holders of LIN common shares elect to receive cash for a number of LIN common shares less than the Cash Election Cap, then the shares for which the holders thereof elected to receive stock will be converted into the right to receive a pro rata portion of cash and shares of New Media General common stock. Generally, outstanding LIN common shares for which no election has been validly made will be converted to the undersubscribed form of consideration first. For more information, see “The Transaction – Proration and Allocation Procedures for the LIN Merger Consideration” beginning on page 60.

**Q: *How do LIN shareholders make their election to receive the cash consideration or the New Media General share consideration for their shares? What if a LIN shareholder fails to make an election?***

A: An election form and transmittal materials will be mailed between 30-45 days prior to the anticipated closing date of the transaction to each holder of record of LIN common shares as of the close of business on a date prior to the date of mailing. Media General will also make an election form available, if reasonably requested, to each person that subsequently becomes a holder of LIN common shares prior to the close of business on the business day prior to the election deadline. The election deadline will be 5:00 p.m. New York time on the fifth business day prior to the closing date of the transaction (or on such later date agreed to by Media General and LIN). Media General will seek to publicly announce the election deadline at least five business days prior to such date. Each LIN shareholder should complete and return the election form, along with properly completed share transfer documentation, according to the instructions included with the election form.



If you own LIN common shares in “street name” through a bank, broker or other nominee and you wish to make an election, you should seek instructions from the bank, broker or other nominee holding your shares concerning how to make an election.

If you do not send in the properly completed election form together with the proper share transfer documentation prior to the election deadline, you will be treated as though you did not make an election, and your LIN common shares will be converted into the right to receive either the cash consideration or the New Media General share consideration, or some mix of cash and shares of New Media General, according to the allocation and proration procedures specified in the merger agreement. Generally, in the event one form of consideration (cash consideration or shares of New Media General) is undersubscribed in the LIN Merger, LIN common shares for which no election has been validly made will be allocated to the undersubscribed form of consideration before LIN common shares for which the oversubscribed form of consideration has been elected will be required to receive a mixture of cash and shares of New Media General pursuant to such allocation and proration procedures. Accordingly, while electing one form of consideration will not guarantee you will receive that form for all of your LIN common shares, in the event proration is necessary, shares for which an election has been validly made will have a priority over shares for which no election has been made. For more information, see “The Transaction – Proration and Allocation Procedures for the LIN Merger Consideration”, beginning on page 60.

**Q: *Does the LIN Board of Directors recommend that I elect the cash consideration or the New Media General share consideration?***

A: The LIN Board of Directors makes no recommendation as to whether any LIN shareholder should elect to receive the cash consideration or the New Media General share consideration.

**Q: *May I submit an election form for my LIN common shares even if I do not vote to adopt the merger agreement?***

A: Yes. You may submit an election form even if you vote against the adoption of the merger agreement and the approval of the LIN Merger or abstain or do not register any vote with respect to the LIN merger proposal (defined below). However, to be valid your election form must be properly completed and received prior to the election deadline.

**Q: *Can I make one election for some of my LIN common shares and another election for the rest?***

A: Yes. You may submit an election form in which you elect the cash consideration with respect to a portion, and the New Media General share consideration with respect to a portion, of your LIN common shares.

**Q: *Can I change my election after I submit an election form?***

A: Yes. You may revoke your election to receive either the cash consideration or the New Media General share consideration by delivering written notice of your revocation to the exchange agent prior to the election deadline. You may change your election by delivering a properly completed revised election form that identifies the LIN common shares to which the revised election form applies. Delivery of a revised election form with respect to any LIN common shares, prior to the election deadline, will result in the revocation of all prior election forms with respect to those shares. You will not be entitled to revoke or change your election following the election deadline.

**Q: *When do you expect the transaction to be completed?***

A: As of the date of this joint proxy statement/prospectus, the transaction is expected to close in early 2015. However, the closing of the transaction is subject to various conditions, including the approval of the MG share issuance proposal (defined below) and the MG amendment proposal (defined below) by the Media General shareholders, and the LIN merger proposal by the LIN shareholders, as well as necessary regulatory consents and approvals. No assurance can be provided as to when or if the transaction will be completed, and it is possible that factors outside the control of Media General and LIN could result in the transaction being completed at a later time, or not at all. See “The Agreements – Description of the Merger Agreement – Efforts to Consummate the Transaction” beginning on page 124 and “The Agreements – Description of the Merger Agreement – Conditions to the Transaction” beginning on page 126.

**Q: *When and where will the special meetings be held?***

A: The Media General special meeting will be held at 111 North 4th Street, Richmond, Virginia on August 20, 2014 at 11:00 a.m., local time.

The LIN special meeting will be held at Weil, Gotshal & Manges LLP's office, 767 Fifth Avenue, New York, NY 10153, on August 20, 2014 at 9:00 a.m., local time.

**Q: *What are the proposals on which the Media General shareholders holding voting common stock of Media General are being asked to vote and what is the recommendation of the Board of Directors of Media General with respect to each proposal?***

A: At the special meeting, the Media General shareholders holding voting common stock of Media General are being asked to:

1. consider and vote on a proposal to approve the issuance of shares of common stock of New Media General pursuant to the transaction, which we refer to as the "MG share issuance proposal;" and

2. consider and vote on a proposal to amend and restate the Articles of Incorporation of Media General to provide for certain governance arrangements of Media General (and, as a result, New Media General), which we refer to as the "MG amendment proposal." The proposed amendments to Media General's Articles of Incorporation are shown in Annex C attached hereto. The form of amended and restated Articles of Incorporation of Media General is attached as an exhibit to the registration statement to which this joint proxy statement/prospectus relates.

The Board of Directors of Media General unanimously recommends a vote “**FOR**” each of the proposals referred to above.

Under Virginia law, the Media General Merger does not require the approval of Media General’s shareholders.

You may also be asked to act on other business, if any, that may properly come before the special meeting or any adjournment or postponement thereof. Media General currently does not contemplate that any other business will be presented at the special meeting of Media General shareholders.

**Q: *What vote is required to approve the proposals being presented at the special meeting of Media General shareholders?***

To be approved at the special meeting, the MG share issuance proposal and the MG amendment proposal each A: requires the affirmative vote of the holders of a majority of all votes cast by holders of shares of Media General’s voting common stock.

**Q: *Will the Media General shareholders holding voting common stock of Media General be asked to vote on the MG share issuance proposal and the MG amendment proposal at the special meeting if the Board of Directors of Media General has changed its recommendation of such proposals?***

Yes. Unless the merger agreement is terminated before the special meeting, Media General will notify its shareholders before the special meeting if the Board of Directors of Media General has changed its A: recommendation with respect to the MG share issuance proposal and/or the MG amendment proposal. Despite any such change of recommendation, Media General’s shareholders will be asked to vote on such proposals at the Media General special meeting.

**Q: *Will the Media General shareholders holding voting common stock of Media General be asked to vote on the Media General Merger?***

No. The Media General Merger is a holding company merger not requiring a vote of the shareholders of Media A: General under Section 13.1-719.1 of the VSCA. However, Media General’s shareholders will be asked to vote on a proposal to approve the MG share issuance as required by the rules of the NYSE.

**Q: *What are the proposals on which the LIN shareholders are being asked to vote and what is the recommendation of the Board of Directors of LIN with respect to each proposal?***

A: At the LIN special meeting, LIN shareholders are being asked:

1. to consider and vote on a proposal to adopt the merger agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus, and approve the LIN Merger, which we refer to as the “LIN merger proposal;” and
2. to consider and vote on a proposal to approve, on a non-binding and advisory basis, certain executive compensation matters, which we refer to as the “LIN compensation proposal.”

The Board of Directors of LIN unanimously recommends a vote “**FOR**” each of the proposals referred to above.

You may also be asked to act on other business, if any, that may properly come before the LIN special meeting or any adjournment or postponement thereof. LIN currently does not contemplate that any other business will be presented at the special meeting of LIN shareholders.

***Q: What vote is required to approve the proposals being presented at the special meeting of LIN shareholders?***

A: To be approved at the special meeting, the LIN merger proposal requires the affirmative vote of (i) the holders of a majority of all votes entitled to be cast by holders of the outstanding LIN Class A common shares and the LIN Class C common shares, voting together as a single class, and (ii) the affirmative vote of the holders of a majority of the outstanding LIN Class B common shares, voting as a single class.

To be approved, on a non-binding and advisory basis, at the special meeting, the LIN compensation proposal requires the affirmative vote of the holders of a majority of all votes entitled to be cast by holders of the outstanding LIN Class A common shares and the LIN Class C common shares, voting together as a single class.

**Q: *What is the effect if these proposals are not approved at the special meetings?***

If the MG share issuance proposal or the MG amendment proposal is not approved by the requisite vote at the special meeting of Media General's shareholders, or if the LIN merger proposal is not approved by the requisite vote at the special meeting of LIN's shareholders, then the transaction will not occur.

**Q: *Who is entitled to vote at the special meetings?***

The Board of Directors of each of Media General and LIN have fixed July 18, 2014 as the record date for each of the special meetings. If you were a Media General shareholder or a LIN shareholder at the close of business on the record date, you are entitled to receive notice of, and vote at, your company's special meeting.

**Q: *If I am a Media General shareholder, how many votes do I have?***

If you are a Media General shareholder, on each of the proposals that will be voted upon at the Media General special meeting, you will be entitled to one vote per share of Media General voting common stock that you owned as of the record date. As of the close of business on the record date, there were 88,063,271 shares of voting common stock outstanding and entitled to vote. As of that date, approximately 32.66% of the outstanding shares of voting common stock were held by the Directors and executive officers of Media General.

**Q: *If I am a LIN shareholder, how many votes do I have?***

If you are a holder of LIN Class A common shares, on each of the proposals that will be voted upon at the LIN special meeting, you will be entitled to one vote per LIN Class A common share that you owned as of the record date. As of the close of business on the record date, there were 37,692,400 LIN Class A common shares outstanding and entitled to vote.

The holders of LIN Class B common shares are generally not entitled to vote except with respect to the approval of certain specified matters as to which the holders of LIN Class B common shares vote as a separate class, in which case each LIN Class B common share is entitled to one vote. The LIN merger proposal is one of the specified matters that is required to be approved by the holders of LIN Class B common shares. Accordingly, if you are a holder of LIN Class B common shares, you are entitled to one vote at the special meeting for each LIN Class B common share that you owned as of the record date solely with respect to the LIN merger proposal.

The LIN Class C common shares constitute 70% of the voting power on all matters submitted to a vote of the holders of LIN Class A and Class C common shares. Each outstanding LIN Class C common share is entitled to a proportionate number of votes determined at the record date relative to the total number of LIN Class A common shares outstanding. As of the record date, there were two LIN Class C common shares outstanding and 37,692,400

LIN Class A common shares outstanding. As a result, on each of the proposals that will be voted upon at the LIN special meeting, the holders of LIN Class C common shares will be entitled to cast 43,974,467 votes per LIN Class C common share owned as of the record date. The LIN Class A and Class C common shares will vote together as a single class on all matters at the special meeting.

**Q: *Are any Media General shareholders already committed to vote in favor of the MG share issuance proposal and the MG amendment proposal?***

A: Yes. Standard General Fund, L.P. and Standard General Communications, LLC have entered into a voting and support agreement with Media General and LIN, which we refer to as the “SG voting agreement,” in which they have agreed to vote their shares of Media General voting common stock representing approximately 30% of the aggregate voting power of all shares of Media General voting common stock in favor of the MG share issuance proposal and the MG amendment proposal. The SG voting agreement is attached as an exhibit to the registration statement to which this joint proxy statement/prospectus relates and is incorporated by reference into this joint proxy statement/prospectus.

**Q: *Are any LIN shareholders already committed to vote in favor of the LIN merger proposal and the LIN compensation proposal?***

A: Yes. Carson LIN SBS L.P. and affiliates of Hicks Muse & Co. Partners, L.P., which we refer to as the “LIN supporting shareholders,” have each entered into a voting and support agreement with Media General and LIN, which we respectively refer to as the “Carson voting agreement” and the “HMC voting agreement,” in which they have agreed to vote LIN Class B common shares representing substantially all of the outstanding LIN Class B common shares in favor of the LIN merger proposal, and LIN Class A and Class C common shares representing approximately 70% of the aggregate voting power of the LIN Class A and Class C common shares in favor of the LIN merger proposal and the LIN compensation proposal. The affirmative votes by the LIN supporting shareholders pursuant to these commitments are sufficient to approve the LIN merger proposal and the LIN compensation proposal. The Carson voting agreement and the HMC voting agreement are attached as exhibits to the registration statement to which this joint proxy statement/prospectus relates and are incorporated by reference into this joint proxy statement/prospectus.

Approval of the “golden parachute compensation” proposal is not a condition to the completion of the LIN Merger. The vote with respect to the “golden parachute compensation” proposal is an advisory vote and will not be binding on LIN, Media General or New Media General. Further, the underlying plans and arrangements are contractual in nature and are not, by their terms, subject to LIN shareholder approval. Accordingly, regardless of the outcome of the non-binding advisory vote, if the merger agreement is adopted by the LIN shareholders and the LIN Merger is completed, LIN’s named executive officers will receive the “golden parachute compensation” to which they may be, or may become, entitled.

**Q: What constitutes a quorum for each special meeting?**

A: Holders of a majority of the outstanding shares of Media General's voting common stock, represented in person or by proxy, will constitute a quorum for the Media General special meeting.

Holders of a majority of the voting power of the outstanding LIN Class A and Class C common shares, taken together, and holders of a majority of the outstanding LIN Class B common shares, in each case, represented in person or by proxy, will constitute a quorum for the LIN special meeting.

**Q: Who can attend each special meeting?**

A: If you held shares of Media General's common stock or LIN common shares as of the record date, you may attend your company's special meeting. If you are a beneficial owner of such shares held in "street name," you must provide evidence of your ownership of such shares, which you can obtain from your broker, bank or other nominee, in order to attend your company's special meeting.

**Q: What if my bank, broker or other nominee holds my shares in "street name"?**

A: If a bank, broker or other nominee holds your shares for your benefit but not in your own name, such shares are in "street name." In that case, your bank, broker or other nominee will send you a voting instruction form to use in order to instruct the vote of your shares. The availability of telephone and Internet voting instruction depends on the voting procedures of your bank, broker or other nominee. Please follow the instructions on the voting instruction form they send you. If your shares are held in the name of your bank, broker or other nominee and you wish to attend or vote in person at your company's special meeting, you must contact your bank, broker or other nominee and request a document called a "legal proxy." You must bring this legal proxy to the special meeting in order to vote in person. Your bank, broker or other nominee will not vote your shares unless you provide instructions on how to vote.

**Q: If I am a Media General shareholder holding shares of voting common stock, how do I vote?**

A: After reading and carefully considering the information contained in this joint proxy statement/prospectus, please submit a proxy or voting instructions for your shares of Media General voting common stock as promptly as possible so that your shares will be represented at the Media General special meeting. If you are a holder of record of shares of Media General voting common stock as of the close of business on the record date, you may submit your proxy before the Media General special meeting in one of the following ways:

**By Internet.** Use the Internet at [www.proxyvote.com](http://www.proxyvote.com) to transmit your voting instructions and for the electronic delivery of information up until 11:59 P.M. Eastern Time on August 19, 2014. Have your proxy card in hand when



you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form. The availability of Internet voting instruction for beneficial owners holding shares of voting common stock in street name will depend on the voting process of your broker, bank or other nominee. Please follow the voting instructions in the materials you receive from your broker, bank or other nominee.

**By Phone.** Use any touch-tone telephone to dial 1-800-690-6903 to transmit your voting instructions up until 11:59 P.M. Eastern Time on August 19, 2014. Have your proxy card in hand when you call and then follow instructions. If you submit a proxy by telephone, do not return your proxy card. The availability of telephone voting instruction for beneficial owners holding shares of voting common stock in street name will depend on the voting process of your broker, bank or other nominee. Please follow the voting instructions in the materials you receive from your broker, bank or other nominee.

**By Mail.** Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

In addition, all shareholders may vote in person at the Media General special meeting. For additional information on voting procedures, see “The Media General Special Meeting – How to Vote” beginning on page 46.

If you are a participant in the Employees’ MG Advantage 401(k) Plan and/or the Media General, Inc. Supplemental 401(k) Plan, you have the right to direct Fidelity Management Trust Company, as trustee of the applicable plan(s), regarding how to vote the shares of voting common stock credited to your account under such plan(s).

After reading and carefully considering the information contained in this joint proxy statement/prospectus, please submit your proxy or voting instructions as soon as possible even if you plan to attend the Media General special meeting.

***Q: Do the holders of Media General non-voting common stock have the right to vote on the proposals?***

No. The holders of Media General non-voting common stock are receiving this joint proxy/prospectus for informational purposes only and are not entitled to vote their shares of non-voting common stock of Media General on any proposals being submitted to the shareholders of Media General for approval.

***Q: If I am a LIN shareholder, how do I vote?***

After reading and carefully considering the information contained in this joint proxy statement/prospectus, please submit a proxy or voting instructions for your shares as promptly as possible so that your shares will be represented A: at the LIN special meeting. If you are a shareholder of record of LIN as of the close of business on the record date, you may submit your proxy before the LIN special meeting by marking, signing and dating your proxy card and returning it in the postage-paid envelope we have provided.

In addition, all shareholders may vote in person at the LIN special meeting. For additional information on voting procedures, see “The LIN Special Meeting” beginning on page 51.

After reading and carefully considering the information contained in this joint proxy statement/prospectus, please submit your proxy or voting instructions as soon as possible even if you plan to attend the LIN special meeting.

***Q: What do I do if I receive more than one set of voting materials?***

You may receive more than one set of voting materials, including multiple copies of this joint proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you will receive a separate instruction card for each brokerage account in which you hold shares. If you are a holder of record and your shares are held in more than one name, you will receive more than one proxy card. You may also receive multiple copies of this joint proxy statement/prospectus if you are a shareholder of Media General and LIN. Please complete, sign, date and return each proxy card and voting instruction card you receive, or, if you are a shareholder of Media General, you may submit a proxy by telephone or Internet by following the instructions on your proxy card.

**Q: *How will my proxy be voted?***

If you submit a proxy or voting instructions by completing, signing, dating and mailing your proxy card or voting instruction card, or, if you are a Media General shareholder, by Internet or by telephone, your shares will be voted in accordance with your instructions. If you are a shareholder of record as of the record date and you sign, date, and return your proxy card but do not indicate how you want to vote on any particular proposal and do not indicate that you wish to abstain with respect to that proposal, the shares of Media General voting common stock represented by your proxy will be voted as recommended by the Media General Board of Directors with respect to that proposal or the LIN common shares represented by your proxy will be voted as recommended by the LIN Board of Directors with respect to that proposal.

**Q: *What if I mark “abstain” when voting or do not vote on the proposals?***

If you fail to vote in person or by proxy any shares for which you are the record owner as of the record date or fail to instruct your broker or other nominee on how to vote the shares you hold in street name, your shares will not be counted in determining whether a quorum is present at your company’s special meeting.

If you mark abstain when voting your shares will still be counted in determining whether a quorum is present at your company's special meeting.

If you are a Media General shareholder, because the MG share issuance proposal and the MG amendment proposal each requires the affirmative vote of the holders of a majority of all votes cast by the holders of shares of Media General voting common stock, if you fail to vote or abstain from voting on either proposal, it will not have the effect of a **"FOR"** or **"AGAINST"** vote with respect to either proposal.

If you are a holder of LIN Class A common shares or LIN Class C common shares, because the LIN merger proposal requires the affirmative vote of the holders of a majority of all votes entitled to be cast by holders of the outstanding LIN Class A common shares and the LIN Class C common shares, voting together as a single class, if you fail to vote or abstain with respect to the LIN merger proposal, it will have the same effect as a vote **"AGAINST"** the LIN merger proposal. If you are a holder of LIN Class B common shares, if you fail to vote or if you abstain with respect to the LIN merger proposal, it will have the same effect as a vote **"AGAINST"** the LIN merger proposal.

If you are a holder of LIN Class A or Class C common shares, because the LIN compensation proposal requires the affirmative vote of the holders of a majority of all votes entitled to be cast by holders of the outstanding LIN Class A common shares and the LIN Class C common shares voting together as a single class, if you do not vote or abstain with respect to the LIN compensation proposal, it will have the same effect as a vote **"AGAINST"** the LIN compensation proposal.

***Q: Can I change my vote after I have submitted a proxy or voting instruction card?***

***A:*** Yes. If you are a shareholder of record as of the record date you can change your proxy at any time before your proxy is voted at the special meeting of your respective company. You can do this in one of three ways:

you can send a signed notice of revocation to the Secretary of Media General or LIN, as appropriate;

you can submit a revised proxy bearing a later date by mail, or, if you are a Media General shareholder, by Internet or telephone as described above; or

you can attend your company's special meeting and vote in person, which will automatically cancel any proxy previously given, though your attendance alone will not revoke any proxy that you have previously given.

***Q: If I am a Media General shareholder, will I be required to exchange my shares in connection with the transaction?***

No. Media General shareholders will not be required to exchange their certificates or “book-entry” securities representing shares of Media General’s common stock. Upon completion of the Media General Merger, certificates and “book-entry” securities representing shares of Media General’s common stock prior to the Media General Merger will represent an equal number of shares of New Media General’s common stock following the Media General Merger.

**Q:***If I am a LIN shareholder, should I send in my certificates now?*

A: No. If you hold certificates representing LIN common shares, we will send you written instructions informing you how to exchange your shares with the election form sent to shareholders prior to the closing.

**Q:***Are there any risks that I should consider?*

A: Yes. There are risks associated with all business combinations, including the proposed transaction. There are also risks associated with the combined company’s business and the ownership of shares of the combined company’s common stock. We have described certain of these risks and other risks in more detail under “Risk Factors” beginning on page 23.

**Q:***Are Media General or LIN shareholders entitled to appraisal rights?*

A: Media General shareholders are not entitled to appraisal rights in connection with the transaction.

Pursuant to the limited liability company agreement of LIN, holders of LIN common shares are entitled to rights of appraisal in the event of a merger of LIN that would give rise to appraisal rights under Delaware law if LIN were a Delaware corporation and the holders of LIN common shares were stockholders of such corporation. Accordingly, the LIN shareholders may seek appraisal rights in connection with the LIN Merger to the extent such rights are available under Delaware law with respect to their LIN common shares and, if such rights are perfected, such shareholders will be entitled to receive payment of the appraised value of such shares in accordance with Delaware law instead of receiving the merger consideration payable in respect of such shares in the LIN Merger.

As further described herein, appraisal rights will be available to holders of LIN common shares in connection with the LIN Merger only if the New Media General share consideration is oversubscribed, which will be determined following the completion of the LIN Merger. The New Media General share consideration will be considered “oversubscribed” in the event that the cash consideration is undersubscribed and the number of no election shares is less than the difference between the Cash Election Cap and the number of cash electing shares. See “The Transaction – Proration and Allocation Procedures for the LIN Merger Consideration” beginning on page 60. In order to preserve any appraisal rights that a LIN shareholder may have, in addition to otherwise complying with the applicable provisions of Delaware law, such LIN shareholder must not vote in favor of the LIN merger proposal, must not submit an election form (or, if submitted, must properly revoke any such election form before the election deadline), must not surrender LIN common shares for payment in the LIN Merger and must submit a written demand for appraisal prior to the vote at the LIN special meeting. For additional information on appraisal rights, see “Appraisal Rights” beginning on page 164.

**Q: *What are the material U.S. federal income tax consequences of the mergers to holders of Media General common stock and LIN common shares?***

A: The obligation of Media General to complete the mergers is conditioned upon the receipt by Media General of an opinion from Fried, Frank, Harris, Shriver & Jacobson LLP, counsel to Media General, to the effect that for U.S. federal income tax purposes the Media General Merger and the LIN Merger, taken together, will qualify as a transaction described in Section 351 of the Internal Revenue Code of 1986, as amended, which we refer to as the “Code.” The obligation of LIN to complete the mergers is conditioned upon the receipt by LIN of an opinion from Weil, Gotshal & Manges LLP, counsel to LIN, to the effect that for U.S. federal income tax purposes the Media General Merger and the LIN Merger, taken together, will qualify as a transaction described in Section 351 of the Code. Subject to the limitations and qualifications described in “Material U.S. Federal Income Tax Consequences of the Mergers,” the U.S. federal income tax consequences of the mergers to U.S. holders (as defined herein) of Media General common stock or LIN common shares generally will be as described below.

U.S. holders of Media General common stock will not recognize gain or loss upon the exchange of their Media General common stock for New Media General common stock in the Media General Merger.

U.S. holders of LIN common shares who receive consideration including New Media General common stock in the LIN Merger will recognize gain (but not loss) in an amount equal to the lesser of (1) the amount by which the sum of the fair market value of the New Media General common stock and the amount of cash received by such holder in

exchange for its LIN common shares exceeds the holder's adjusted basis in its LIN common shares, and (2) the amount of cash (other than cash received instead of a fractional share interest in New Media General common stock) received by such holder in exchange for its LIN common shares. The LIN Merger will be a fully taxable transaction to U.S. holders of LIN common shares who receive solely cash in the LIN Merger.

The treatment of any cash received by a holder of LIN common shares instead of a fractional share interest in New Media General common stock is discussed in "Material U.S. Federal Income Tax Consequences of the Mergers –Tax Consequences to U.S. Holders of LIN Common Shares – Cash Received Instead of a Fractional Share of New Media General Common Stock."

For a more detailed summary of the material U.S. federal income tax consequences of the mergers, see "Material U.S. Federal Income Tax Consequences of the Mergers" beginning on page 107.

***Q: Whom should I contact if I have any questions about these materials or voting?***

If you have any questions about the proxy materials or if you need assistance submitting your proxy or voting your A: shares or need additional copies of this document or the enclosed proxy card, you should contact the proxy solicitation agent for the company in which you hold shares.

If you are a Media General shareholder, you should contact D.F. King & Co., Inc., the proxy solicitation agent for Media General, at (212) 269-5550, (800) 848-3416 or by email at [mediageneral@dfking.com](mailto:mediageneral@dfking.com). Banks and brokerage firms should contact D.F. King & Co., Inc. at (212) 269-5550 or by email at [mediageneral@dfking.com](mailto:mediageneral@dfking.com). If you are a LIN shareholder, you should contact Denise M. Parent at LIN Media LLC, at (512) 774-6110 or by email at [investorrelations@linmedia.com](mailto:investorrelations@linmedia.com) with any questions .



## SUMMARY

*This summary highlights selected information contained elsewhere in this joint proxy statement/prospectus and may not contain all the information that may be important to you. Accordingly, we encourage you to read this joint proxy statement/prospectus carefully and in its entirety, including its Annexes and the documents incorporated by reference into this joint proxy statement/prospectus. The page references have been included in this summary to direct you to a more complete description of the topics presented below. See also the section entitled “Where You Can Find More Information” beginning on page 171.*

*References to “Media General” are references to Media General, Inc. References to “LIN” are references to LIN Media LLC, and references to “LIN Television” are references to LIN Television Corporation, a direct, wholly owned subsidiary of LIN. References to “we” or “our” and other first person references in this joint proxy statement/prospectus refer to both Media General and LIN, before completion of the transaction. References to “New Media General” or the “combined company” are references to the new holding company of which Media General and LIN will be wholly owned subsidiaries following the closing of the transaction. References to the “transaction,” unless the context requires otherwise, mean the transactions contemplated by the merger agreement, taken as a whole.*

### **Parties to the Transaction (Page 57)**

#### ***Media General, Inc.***

Media General, Inc., a Virginia corporation founded in 1850 as a newspaper company in Richmond, Virginia, is now a leading local television broadcasting and digital media company, providing top-rated news, information and entertainment in high quality broadcast markets across the U.S. Media General owns and operates or provides services to 31 network-affiliated broadcast television stations, and their associated digital media and mobile platforms, in 28 markets. These stations reach approximately 16.5 million or approximately 14% of U.S. TV households. Media General’s primary network affiliations include CBS (12), NBC (9), ABC (7), Fox (1), MyNetwork TV (1) and CW Television (1). Twenty-two of the 31 stations are located in the top 100 designated market areas as grouped by Nielsen Media Research (“Nielsen”), which we refer to as “DMAs,” while eight of the 31 stations are located in the top 50 markets. Media General first entered the local television business in 1955 when Media General launched WFLA in Tampa, Florida as an NBC affiliate. Subsequently, Media General expanded its station portfolio through several acquisitions, first by purchasing high-quality, privately owned stations in the Southeast and later by purchasing four NBC-owned affiliates in 2006.

Media General entered the year 2013 as a newly minted pure-play broadcaster, following a rapid and complete transformation of the company, which included the sale of its newspapers and the sale or exit of certain advertising

services businesses and a broadcast equipment company. On November 12, 2013, Media General and New Young Broadcasting Holding Co., Inc., which we refer to as “Young,” were combined in an all-stock, tax-free merger transaction, which we refer to as the “Young Merger,” uniting Media General’s 18 stations and Young’s 13 stations into the 31-member group that exists today. Media General’s television stations rank #1 or #2 in audience size in 20 out of 28 markets and #1 or #2 in revenue share in 22 out of 28 markets. In three of its markets, Media General owns or services more than one station (duopoly markets), allowing it to reach larger audiences and achieve operating efficiencies.

Media General’s voting common stock is traded on the NYSE under the trading symbol “MEG.” Media General’s principal executive office is located at 333 E. Franklin Street, Richmond, Virginia 23219 (telephone number: (804) 887-5000).

Additional information about Media General and its subsidiaries is included in the documents incorporated by reference into this joint proxy statement/prospectus. See “Where You Can Find More Information” beginning on page 171.

#### *LIN Media LLC*

LIN, a Delaware limited liability company, is a leading local media company that, through its subsidiaries, currently owns and operates or provides services to 43 television stations and seven digital channels in 23 U.S. markets, along with a diverse portfolio of websites, apps and mobile products that make it more convenient to access LIN’s unique and relevant content on multiple screens. LIN’s highly-rated television stations deliver superior local news, community service, and popular sports and entertainment programming to viewers, reaching 12.2 million or 10.5% of U.S. television homes. All of LIN’s television stations are affiliated with a national broadcast network and are primarily located in the top 75 DMA’s as measured by Nielsen. LIN’s digital media division operates from 31 markets across the country, including New York City, Los Angeles, San Francisco, Chicago, Atlanta, Dallas, Detroit and Washington D.C., and delivers measurable results to some of the nation’s most respected agencies and companies.

LIN's Class A common shares are traded on the NYSE under the symbol "LIN." LIN's headquarters are located at 701 Brazos Street, Suite 800, Austin, Texas 78701 (telephone number: (512) 774-6110).

Additional information about LIN and its subsidiaries is included in LIN's Annual Report on Form 10-K for the year ended December 31, 2013, attached hereto as Annex G, and LIN's Proxy Statement for its Annual Meeting of Shareholders Held May 6, 2014, attached hereto as Annex H. In addition, LIN's Current Report on Form 8-K/A filed with the SEC on April 21, 2014, attached hereto as Annex I, LIN's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 is attached hereto as Annex J, and LIN's Current Report on Form 8-K filed with the SEC on June 13, 2014 is attached hereto as Annex K. See "Where You Can Find More Information" beginning on page 171.

***Mercury New Holdco, Inc.***

Mercury New Holdco, Inc., which we sometimes refer to as "New Holdco," is a Virginia corporation and a direct, wholly owned subsidiary of Media General. New Holdco was formed solely to effect the combination of Media General and LIN by merging Merger Sub 1, its direct, wholly owned subsidiary, with and into Media General, and merging Merger Sub 2, its direct, wholly owned subsidiary, with and into LIN, in each case, as provided for in the merger agreement. New Holdco has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the merger agreement.

Following the completion of the transaction, New Holdco, or "New Media General," as it is also referred to herein, will be the parent company of Media General and LIN and will be named "Media General, Inc." The voting common stock of New Media General is expected to be listed for trading on the NYSE under the symbol "MEG."

New Holdco's office is located at 333 E. Franklin Street, Richmond, Virginia 23219 (telephone number: (804) 887-5000).

***Mercury Merger Sub 1, Inc.***

Mercury Merger Sub 1, Inc., which we refer to as "Merger Sub 1," is a Virginia corporation and a direct, wholly owned subsidiary of New Holdco. Merger Sub 1 was formed solely for the purpose of consummating the merger of Merger Sub 1 with and into Media General, as provided for in the merger agreement. Merger Sub 1 has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the merger agreement.

Merger Sub 1's office is located at 333 E. Franklin Street, Richmond, Virginia 23219 (telephone number: (804) 887-5000).

***Mercury Merger Sub 2, LLC***

Mercury Merger Sub 2, LLC, which we refer to as "Merger Sub 2," is a Delaware limited liability company and a direct, wholly owned subsidiary of New Holdco. Merger Sub 2 was formed solely for the purpose of consummating the merger of Merger Sub 2 with and into LIN, as provided for in the merger agreement. Merger Sub 2 has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the merger agreement.

Merger Sub 2's office is located at 333 E. Franklin Street, Richmond, Virginia 23219 (telephone number: (804) 887-5000).

**The Transaction (Page 59)**

On March 21, 2014, Media General entered into the merger agreement with LIN, Merger Sub 1, Merger Sub 2 and New Holdco. The merger agreement provides for a business combination of Media General and LIN by means of a two-step merger process. As a result of the Media General Merger and the LIN Merger, Media General and LIN's businesses will be owned by New Media General.

In the Media General Merger, Media General will merge with Merger Sub 1. The LIN Merger will occur immediately following the Media General Merger. In the LIN Merger, LIN will merge with Merger Sub 2.

In the Media General Merger, each share of voting common stock and non-voting common stock of Media General will automatically be converted into one share of voting common stock or non-voting common stock of New Media General, as applicable. In the LIN Merger, each LIN common share will be converted into the right to receive either \$27.82 in cash, or 1.5762 shares of voting common stock of New Media General, subject to the proration and allocation procedures set forth in the merger agreement, as described in “The Transaction – Proration and Allocation Procedures for the LIN Merger Consideration” beginning on page 60.

Each New Media General share will be issued in accordance with, and subject to the rights and obligations of, the Articles of Incorporation of New Media General, which will be substantially similar to the Articles of Incorporation of Media General immediately prior to the effective time of the Media General Merger. However, shortly prior to the Media General Merger, the amendments to Media General’s Articles of Incorporation shown in Annex C attached hereto will be adopted subject to approval of the Media General shareholders at the Media General special meeting. As such, these amendments to the Media General Articles of Incorporation will be reflected in the Articles of Incorporation of New Media General. For a comparison of the rights and privileges of a holder of shares of New Media General as compared to a holder of shares of LIN common shares and a holder of Media General common stock, please see “Comparison of Shareholder Rights” beginning on page 150.

Upon completion of the transaction, New Media General will be named “Media General, Inc.” and its voting common stock is expected to be listed for trading on the NYSE under Media General’s current ticker symbol, “MEG.” It is currently expected that the former Media General shareholders will hold approximately 64%, and the former LIN shareholders will hold approximately 36%, of the outstanding shares of common stock of New Media General, calculated on a fully-diluted basis, immediately following the closing of the transaction. In connection with the closing of the transaction, New Media General will take the following steps to restructure its holding of its subsidiaries: (i) LIN Television will become a direct, wholly owned subsidiary of New Media General, and (ii) Media General will become a direct, wholly owned subsidiary of LIN Television. The structure of the transaction, including the result of the subsidiary restructuring, is depicted below:









Media General and LIN chose not to structure the transaction as a merger of LIN directly into Media General to facilitate the parties' business objectives, including in order to comply with the respective covenants of each of Media General's and LIN Television's credit facilities and indentures.

### ***Election Procedures for LIN Merger Consideration***

In the LIN Merger, each holder of LIN common shares may elect to receive, for each LIN common share owned, and in each case subject to the proration and allocation procedures set forth in the merger agreement and described in "The Transaction – Proration and Allocation Procedures for the LIN Merger Consideration" beginning on page 60, either cash consideration or New Media General share consideration. An election form and transmittal materials will be mailed between 30-45 days prior to the anticipated closing date of the transaction to each holder of record of LIN common shares as of the close of business on a date prior to the date of mailing. Media General will also make an election form available, if reasonably requested, to each person that subsequently becomes a holder of LIN common shares prior to the close of business on the business day prior to the election deadline. The election deadline will be 5:00 p.m. New York time on the fifth business day prior to the closing date of the transaction (or on such later date agreed to by Media General and LIN). Media General will seek to publicly announce the election deadline at least five business days prior to such date. Each LIN shareholder should complete and return the election form, along with properly completed share transfer documentation, according to the instructions included with the election form.

### **Media General's Reasons for the Transaction and Recommendation of Media General's Board of Directors (Page 72)**

Media General's Board of Directors has determined that the merger agreement and the transactions contemplated by the merger agreement are advisable, fair to and in the best interests of Media General and its shareholders, and unanimously adopted and approved the merger agreement and the related transaction agreements and documents. The Board of Directors of Media General unanimously recommends that holders of Media General voting common stock vote "**FOR**" the MG share issuance proposal and "**FOR**" the MG amendment proposal.

The Media General Board of Directors considered many factors in making its determination that the merger agreement and the transactions contemplated by the merger agreement are advisable, fair to and in the best interests of Media General and its shareholders. For a more complete discussion of these factors, see "The Transaction – Media General's Reasons for the Transaction and Recommendation of Media General's Board of Directors" beginning on page 72.

### **LIN's Reasons for the Transaction and Recommendation of LIN's Board of Directors (Page 82)**

LIN's Board of Directors has determined that the merger agreement and the transactions contemplated thereby, including the LIN Merger, are consistent with and will further the business strategies and goals of LIN and are advisable, fair to and in the best interest of LIN and its shareholders, and unanimously approved and declared advisable the merger agreement and the transactions contemplated thereby, including the LIN Merger. For information on the factors considered by LIN's Board of Directors in reaching its decision to approve the merger agreement and the related transaction agreements and documents, see "The Transaction – LIN's Reasons for the Transaction and Recommendation of LIN Board of Directors" beginning on page 82. The LIN Board of Directors unanimously recommends that holders of LIN Class A common shares, LIN Class B common shares and LIN Class C common shares vote "FOR" the LIN merger proposal and "FOR" the LIN compensation proposal.

### Opinion of Media General's Financial Advisor (Page 75)

In connection with the transaction, Media General's financial advisor, RBC Capital Markets, LLC, which we refer to as "RBC Capital Markets," delivered a written opinion, dated March 20, 2014, to Media General's Board of Directors as to the fairness, from a financial point of view and as of such date, of the Media General exchange ratio provided for in the Media General Merger to holders of Media General common stock, collectively as a group. For purposes of RBC Capital Markets' opinion, the term "Media General exchange ratio" means the exchange ratio provided for in the Media General Merger of one share of New Media General voting common stock or non-voting common stock, as the case may be, for each outstanding share of Media General voting common stock or non-voting common stock. The full text of RBC Capital Markets' written opinion, dated March 20, 2014, is attached as Annex D to this joint proxy statement/prospectus and sets forth, among other things, the procedures followed, assumptions made, factors considered and qualifications and limitations on the review undertaken by RBC Capital Markets in connection with its opinion. **RBC Capital Markets delivered its opinion to Media General's Board of Directors for the benefit, information and assistance of Media General's Board of Directors (in its capacity as such) in connection with and for purposes of its evaluation of the transaction. RBC Capital Markets' opinion addressed only the Media General exchange ratio from a financial point of view and did not address any other aspect of the transaction or any related transactions. RBC Capital Markets' opinion also did not address the underlying business decision of Media General to engage in the transaction or related transactions or the relative merits of the transaction or related transactions compared to any alternative business strategy or transaction that might be available to Media General or in which Media General might engage. Under the terms of its engagement, RBC Capital Markets has acted as an independent contractor, not as an agent or fiduciary. RBC Capital Markets does not express any opinion and does not make any recommendation to any shareholder of Media General as to how such shareholder should vote or act with respect to any proposal to be voted upon in connection with the transaction or any related transactions.**

### **Opinion of LIN's Financial Advisor (Page 86)**

In connection with the transaction, J.P. Morgan Securities LLC, LIN's financial advisor, which we refer to as "J.P. Morgan," delivered to LIN's Board of Directors on March 20, 2014, its oral opinion, which was subsequently confirmed in writing on March 20, 2014, as to the fairness, from a financial point of view and as of the date of such opinion and based upon and subject to the factors, assumptions, limitations and qualifications set forth in such opinion, to the holders of LIN's common shares of the aggregate cash consideration together with the aggregate New Media General share consideration and the aggregate consideration for fractional share interests to be paid to such holders pursuant to the merger agreement. The full text of J.P. Morgan's written opinion dated March 20, 2014, which sets forth the assumptions made, matters considered and limits on the review undertaken, is attached as Annex E to this joint proxy statement/prospectus and is incorporated herein by reference. The shareholders of LIN are urged to read the opinion in its entirety. J.P. Morgan's written opinion is addressed to LIN's Board of Directors, is directed only to the aggregate cash consideration together with the aggregate New Media General share consideration and the aggregate consideration for fractional share interests to be paid in the transaction and does not constitute a recommendation to any shareholder of LIN as to how such shareholder should vote or act with respect to the transaction or any other matter, including whether any shareholder should elect to receive the cash consideration or the New Media General share consideration or make no election in the transaction.

### **Key Terms of the Merger Agreement (Page 110)**

#### *Conditions to the Closing of the Transaction*

As more fully described in this joint proxy statement/prospectus and as set forth in the merger agreement, the closing of the transaction depends on a number of conditions being satisfied or waived. These conditions include:

receipt of Media General shareholder approval of the MG share issuance proposal and the MG amendment proposal;

the filing and effectiveness of the MG amendment;

receipt of LIN shareholder approval of the LIN merger proposal (which will not require the affirmative vote of the LIN shareholders other than the LIN supporting shareholders in order to be approved at LIN's special meeting);

the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which we refer to as the "HSR Act;"

the grant by the Federal Communications Commission, which we refer to as the “FCC,” of consent to the transfer of control of broadcast licensee subsidiaries of Media General and LIN in connection with the transaction;

the absence of any order or injunction that is in effect and that prevents the transaction;

the effectiveness of a registration statement on Form S-4 registering the shares of New Media General common stock to be issued to the Media General and LIN shareholders in connection with the transaction;

the listing on the NYSE of the shares of New Media General voting common stock to be issued to the shareholders of Media General in the Media General Merger and to the shareholders of LIN in the LIN Merger, subject to official notice of issuance;

the receipt of third party consents under certain of Media General’s and LIN’s material contracts;

the accuracy of each party’s representations and warranties in the merger agreement (subject generally to a material adverse effect standard);

receipt by each of Media General and LIN of a written opinion from its legal counsel to the effect that for U.S. federal income tax purposes the Media General Merger and the LIN Merger, taken together, will qualify as a transaction described in Section 351 of the Code;

no material adverse effect with respect to the other party has occurred; and

the performance in all material respects by each party of all obligations required to be performed by it under the merger agreement.

Media General and LIN cannot be certain when, or if, the conditions to the merger agreement will be satisfied or waived, or whether the transaction will be completed. If permitted under applicable law, either of Media General or LIN may waive a condition for its own respective benefit and consummate the transaction even though one or more of these conditions has not been satisfied. Any determination whether to waive any condition will be made by Media General or LIN at the time of such waiver based on the facts and circumstances as they exist at that time. In the event that a condition to the merger agreement is waived, Media General and LIN, as applicable, currently intend to evaluate the materiality of any such waiver and its effect on Media General's shareholders or LIN's shareholders, as applicable, in light of the facts and circumstances at the time to determine whether any re-solicitation of proxies is required in light of such waiver.

#### ***No Solicitation***

As more fully described in this joint proxy statement/prospectus and as set forth in the merger agreement, Media General and LIN and their respective subsidiaries and representatives may not solicit any acquisition inquiries or the making of any acquisition proposal for Media General or LIN, as applicable, and must cease any existing discussions with third parties relating to any such acquisition proposal.

The merger agreement provides that, in the event that LIN had received, prior to April 25, 2014, a bona fide written unsolicited inquiry that could have reasonably been expected to result in an acquisition proposal and which had not resulted from a violation of the merger agreement, LIN was permitted to contact the person making such inquiry to inquire as to the financial capability of such person to make a superior offer for LIN, and if the Board of Directors of LIN or a committee thereof determined in its good faith judgment, after consulting with outside counsel and a nationally recognized third party financial advisor, that such party could reasonably be expected to have the financial capability necessary to make a superior offer, LIN was permitted, at any time prior to April 25, 2014, to:

furnish pre-approved information with respect to LIN and its subsidiaries to the person making such proposal, and such person's representatives; and

participate in up to two telephone conferences (not to exceed, in each case, 90 minutes in length) with representatives of such person to answer questions regarding the information (upon the person's execution of a confidentiality agreement).

LIN did not receive any such inquiry prior to April 25, 2014.

In the event that LIN receives, prior to the approval of the LIN merger proposal by the LIN shareholders, a bona fide written unsolicited acquisition proposal not resulting from a violation of the merger agreement, and if the Board of Directors of LIN determines in its good faith judgment, after consulting with outside counsel and a nationally recognized third party financial advisor, that (i) such proposal constitutes or would reasonably be expected to lead to a superior offer for LIN and (ii) failing to take such actions would be reasonably likely to be inconsistent with the Board of Directors' fiduciary duties to LIN's shareholders under applicable law, it may:

furnish information with respect to LIN and its subsidiaries to the person making such proposal, and such person's representatives and potential financing sources (subject to the person's execution of a confidentiality agreement); and

negotiate with such person regarding their proposal.

In the event that Media General receives, prior to approval of the MG share issuance proposal and MG amendment proposal by the Media General shareholders, a bona fide written unsolicited acquisition proposal not resulting from a violation of the merger agreement, and if the Board of Directors of Media General determines in its good faith judgment, after consulting with outside counsel and a nationally recognized third party financial advisor, that (i) such proposal constitutes or would reasonably be expected to lead to a superior offer for Media General and (ii) failing to take such actions would be reasonably likely to be inconsistent with the Board of Directors' fiduciary duties to Media General's shareholders under applicable law, it may:

furnish information with respect to Media General and its subsidiaries to the person making such proposal, and such person's representatives and potential financing sources (subject to the person's execution of a confidentiality agreement); and

negotiate with such person regarding their proposal.

***Termination of the Merger Agreement; Termination Fee***

The merger agreement may be terminated at any time prior to the closing in any of the following ways:

by mutual consent of Media General and LIN;

by either Media General or LIN:

if the transaction has not been consummated on or before the “outside date,” which is March 21, 2015, subject to an extension to June 21, 2015 in certain circumstances if the only outstanding unfulfilled conditions relate to HSR or FCC approval;

if after completion of the Media General special meeting the Media General shareholders have not approved the MG share issuance proposal and the MG amendment proposal; or

if there has been an uncured breach by the other party of any of the representations and warranties or covenants of the other party in the merger agreement and as a result of such breach the related closing conditions cannot be satisfied by the earlier of (x) 30 days following notice of such breach or (y) the outside date;

by Media General:

if after completion of the LIN special meeting the LIN shareholders have not approved the LIN merger proposal;

prior to the approval of the LIN merger proposal by LIN’s shareholders, if LIN breaches or fails to perform in any material respect its no solicitation covenant or its obligations with respect to the LIN special meeting;

prior to the approval of the LIN merger proposal by LIN’s shareholders, if LIN’s Board of Directors (x) fails to include its recommendation of the LIN merger proposal in this joint proxy statement/prospectus or changes its recommendation for the LIN merger proposal, or (y) fails to reaffirm its recommendation of the LIN merger proposal within 10 business days after both an acquisition proposal for LIN is made public and LIN receives a written request from Media General to do so; provided that Media General is only entitled to terminate the merger agreement pursuant to clause (x) within five business days after the occurrence of such event; or

if actions to obtain the approval or consent of the regulatory authorities, together with changes to the FCC’s rules occurring after the date of the merger agreement, would reasonably be expected to result in the LIN television

stations losing annual broadcast cash flow in excess of \$5 million;

by LIN:

prior to the approval of the MG share issuance proposal and the MG amendment proposal by Media General's shareholders, if Media General breaches or fails to perform in any material respect its no solicitation covenant or its obligations with respect to the Media General special meeting;

prior to the approval of the MG share issuance proposal and the MG amendment proposal by Media General's shareholders, if Media General's Board of Directors (x) fails to include its recommendation of the MG share issuance proposal and the MG amendment proposal in this joint proxy statement/prospectus or changes its recommendation for the MG share issuance proposal and the MG amendment proposal, or (y) fails to reaffirm its recommendation of the MG share issuance proposal and the MG amendment proposal within 10 business days after both an acquisition proposal for Media General is made public and Media General receives a written request from LIN to do so; provided that LIN is only entitled to terminate the merger agreement pursuant to clause (x) within five business days after the occurrence of such event; or

prior to the approval of the LIN merger proposal by LIN's shareholders, if the LIN Board of Directors determines to enter into a definitive agreement for an unsolicited alternative business combination transaction that the Board of Directors of LIN determines to be superior to the transaction, so long as LIN complies with certain notice and other requirements set forth in the merger agreement and LIN pays Media General a \$57.3 million termination fee substantially concurrently with such termination (except under certain circumstances described in "The Agreements – Description of the Merger Agreement – Termination Fee" beginning on page 128, where LIN would have been entitled to pay Media General a lesser termination fee of \$26.6 million).



Media General may be required to pay the holders of LIN common shares a \$55.1 million termination fee, in the aggregate, if it enters into an alternative business combination transaction within one year of termination of the merger agreement and that transaction is consummated and (i) an acquisition proposal in respect of Media General is made public (and not withdrawn) at or prior to Media General's special meeting and the merger agreement is terminated due to the failure of Media General's shareholders to approve the MG share issuance proposal and the MG amendment proposal, or (ii) the merger agreement is terminated due to the transaction not being consummated by the outside date and an acquisition proposal was made known to Media General prior to such termination.

LIN may be required to pay Media General a \$57.3 million termination fee if it enters into an alternative business combination transaction within one year of termination of the merger agreement and that transaction is consummated and (i) an acquisition proposal in respect of LIN is made public (and not withdrawn) at or prior to LIN's special meeting and the merger agreement is terminated due to the failure of LIN's shareholders to approve the LIN merger proposal, or (ii) the merger agreement is terminated due to the transaction not being consummated by the outside date and an acquisition proposal was made known to LIN prior to such termination.

For more information about the merger agreement, see "The Agreements – Description of the Merger Agreement," beginning on page 110.

### **Listing of New Media General Voting Common Stock (Page 102)**

New Media General intends to apply to list the shares of New Media General voting common stock to be issued to the shareholders of Media General in the Media General Merger and to the shareholders of LIN in the LIN Merger on the NYSE under the symbol "MEG."

### **Voting Agreements (Page 130)**

In connection with the execution of the merger agreement:

Standard General Fund, L.P. and Standard General Communications, LLC, which we refer to as the "SG shareholders" have entered into a voting agreement with Media General and LIN, pursuant to which, prior to the earlier of the completion of the LIN Merger or the termination of the merger agreement, the SG shareholders have agreed to vote the shares of Media General's voting common stock owned by them (i) in favor of the approval of the MG share issuance proposal, the MG amendment proposal and the other transactions contemplated by the merger agreement and (ii) against other acquisition proposals, as further described in "The Agreements – Description of the Standard

General Voting Agreement” beginning on page 130. The SG shareholders hold approximately 30% of the outstanding shares of common stock of Media General.

Carson LIN SBS L.P. and affiliates of Hicks Muse & Co. Partners, L.P. have entered into voting agreements with Media General and LIN, pursuant to which, prior to the earlier of the completion of the LIN Merger or the termination of the merger agreement, the LIN supporting shareholders have agreed to vote with respect to the LIN Class B and Class C common shares owned by them (i) in favor of the approval and adoption of the LIN merger proposal and the other transactions contemplated by the merger agreement and (ii) against other acquisition proposals and certain other actions and transactions, as described in the voting agreements. The LIN supporting shareholders also agreed to certain transfer restrictions with respect to their LIN common shares and to refrain from solicitation of other acquisition proposals prior to the earlier of the completion of the LIN Merger or the termination of the merger agreement. The affiliates of Hicks Muse & Co. Partners, L.P. also have agreed to certain post-closing restrictions, including transfer restrictions. See “The Agreements – Description of the LIN Shareholders’ Voting Agreements” beginning on page 131 for more detail. The LIN supporting shareholders collectively hold approximately 99% of the outstanding LIN Class B common shares and all of the outstanding LIN Class C common shares.

### **Financing of the Transaction (Page 103)**

Pursuant to the merger agreement, LIN agreed to use commercially reasonable best efforts to provide to Media General such cooperation in connection with the transaction financing as may be reasonably requested by Media General. On March 21, 2014, in connection with signing the merger agreement, Media General entered into a commitment letter, which we refer to as the “debt commitment,” with Royal Bank of Canada for a commitment with respect to the financing required by Media General to consummate the transaction. The financing under the debt commitment, the availability of which is contingent on the satisfaction of certain conditions, including the closing of the transaction, provides for an aggregate \$1.6 billion senior secured credit facility, consisting of a \$90 million incremental senior secured revolving facility, a \$600 million, incremental senior secured five-year term loan and a \$910 million, incremental senior secured term loan expected to mature on July 31, 2020. On April 23, 2014, the debt commitment was amended and restated in order to join the following financial institutions with Royal Bank of Canada as commitment parties and joint lead arrangers in connection with the debt financing for the transaction: Capital One, N.A., Deutsche Bank AG New York Branch, SunTrust Bank and U.S. Bank National Association (and certain of their respective affiliates), which we refer to with Royal Bank of Canada as the “debt commitment parties.” In connection with the transaction, it is currently expected that substantially all of LIN’s outstanding indebtedness will be repaid or satisfied and discharged at or prior to the closing date, other than the \$290 million aggregate principal amount of LIN Television’s 6.375% Senior Notes due 2021, which it is currently expected will remain outstanding following the consummation of the transaction. See “The Transaction – Financing of the Transaction” beginning on page 103.

### **Regulatory Approvals (Page 103)**

The closing of the transaction is conditioned on the expiration of the waiting period under the HSR Act, and receipt from the FCC of consent to the transfer of control of broadcast licensee subsidiaries of Media General and LIN in connection with the transaction. For additional information relating to the regulatory approvals, see “The Transaction – Regulatory Approvals” beginning on page 103, and “The Agreements – Description of the Merger Agreement – Efforts to Consummate the Transaction” beginning on page 124.

Media General and LIN both own television stations in the Birmingham, AL; Green Bay, WI; Mobile, AL; Providence, RI; and Savannah, GA markets. Regulatory authorities will require us to divest stations in these markets. LIN also owns two television stations in the Albuquerque, NM market that are currently “top-four” stations in this market based on ratings. Regulatory authorities may require LIN to divest one of the stations in this market and may further require us to divest assets in other markets, or to accept other restrictions or conditions with respect to the operation of television stations in such markets, in order to obtain the approval or consent of such regulatory authorities for the transaction. We may replace, in whole or in part, the divested revenues and cash flow in these markets by agreeing to swap one or more stations owned by Media General and/or LIN with one or more stations owned by other broadcast companies. Any such swaps may be consummated directly with the counterparty or may be structured in multiple transactions and qualify as “like-kind exchanges” under Section 1031 of the Code. We may also divest one or more stations in these markets by selling such stations for cash, the proceeds from which likely would be used for general corporate purposes, including reducing indebtedness. Media General and LIN have not yet

determined which stations in these markets will be divested, and whether such stations will be swapped or sold for cash.

### **Material U.S. Federal Income Tax Consequences of the Mergers (Page 107)**

Media General and LIN intend that the Media General Merger and the LIN Merger, taken together, will qualify as a transaction described in Section 351 of the Code. The obligation of Media General to complete the mergers is conditioned upon the receipt by Media General of an opinion from Fried, Frank, Harris, Shriver & Jacobson LLP, counsel to Media General, to the effect that for U.S. federal income tax purposes the Media General Merger and the LIN Merger, taken together, will qualify as a transaction described in Section 351 of the Code. The obligation of LIN to complete the mergers is conditioned upon the receipt by LIN of an opinion from Weil, Gotshal & Manges LLP, counsel to LIN, to the effect that for U.S. federal income tax purposes the Media General Merger and the LIN Merger, taken together, will qualify as a transaction described in Section 351 of the Code. Subject to the limitations and qualifications described in “Material U.S. Federal Income Tax Consequences of the Mergers” beginning on page 107, the U.S. federal income tax consequences of the mergers to U.S. holders (as defined herein) of Media General common stock or LIN common shares generally will be as described below.

U.S. holders of Media General common stock will not recognize gain or loss upon the exchange of their Media General common stock for New Media General common stock in the Media General Merger.

U.S. holders of LIN common shares who receive consideration including New Media General common stock in the LIN Merger will recognize gain (but not loss) in an amount equal to the lesser of (1) the amount by which the sum of the fair market value of the New Media General common stock and the amount of cash received by such holder in exchange for its LIN common shares exceeds the holder’s adjusted basis in its LIN common shares, and (2) the amount of cash (other than cash received instead of a fractional share interest in New Media General common stock) received by such holder in exchange for its LIN common shares. The LIN Merger will be a fully taxable transaction to U.S. holders of LIN common shares who receive solely cash in the LIN Merger.

The treatment of any cash received by a holder of LIN common shares instead of a fractional share interest in New Media General common stock is discussed in “Material U.S. Federal Income Tax Consequences of the Mergers – Tax Consequences to U.S. Holders of LIN Common Shares – Cash Received Instead of a Fractional Share of New Media General Common Stock” beginning on page 109.

For a more detailed summary of the material U.S. federal income tax consequences of the mergers, see “Material U.S. Federal Income Tax Consequences of the Mergers” beginning on page 107.

## **Officers and Directors of New Media General after the Transaction (Page 144)**

Upon the closing of the transaction:

the Board of Directors of New Media General will be comprised of 11 members, seven of whom will be designated by Media General and four of whom will be designated by LIN;

the non-executive Chairman of the Board of Directors of New Media General will be one of the Media General designees selected by the current Board of Directors of Media General, who is expected to be J. Stewart Bryan III, Media General's current non-executive Chairman; and

Vincent L. Sadusky, the current President and Chief Executive Officer of LIN, will be the President and Chief Executive Officer of New Media General, and cannot be terminated as President and Chief Executive Officer for a period of three years from the closing, other than for cause, without the approval of a majority of the Board of Directors of New Media General, including the affirmative vote of at least one LIN designee. Mr. Sadusky will be a member of the Board of Directors of New Media General, and will be considered a LIN designee.

For a further description of the governance of New Media General following the closing of the transaction, see "Description of New Media General Capital Stock" beginning on page 145, "Comparison of Shareholders Rights" beginning on page 150 and "The Agreements – Description of the Merger Agreement – Directors and Officers of New Media General" beginning on page 111.

## **Interests of Media General's Directors and Officers in the Transaction (Page 99)**

In considering the recommendation of the Media General Board of Directors, Media General shareholders should be aware that some of the Directors and executive officers of Media General may have interests in the transaction that are different from, or are in addition to, the interests of Media General's shareholders generally. These interests include their designation as Directors or executive officers of New Media General following the completion of the transactions. For a description of the treatment of equity awards held by Directors and executive officers of Media General in the transaction, see "The Agreements – Description of the Merger Agreement – Treatment of Stock Options and Other Stock-Based Awards" beginning on page 113. For additional information on the interests of Media General's Directors and officers in the transaction, see "Interests of Media General's Directors and Officers in the Transaction."

## **Interests of LIN's Directors and Officers in the Transaction (Page 100)**

In considering the recommendation of the LIN Board of Directors, LIN shareholders should be aware that certain of LIN's executive officers and Directors may have interests in the transaction that are different from, or in addition to, those of LIN's shareholders generally. These interests may present such executive officers and Directors with actual or potential conflicts of interest. The LIN Board of Directors was aware of these interests during its deliberations on the merits of the transaction and in deciding to recommend that LIN shareholders vote for the LIN merger proposal and LIN compensation proposal. For additional information on the interests of LIN's Directors and officers in the transaction, see "The Transaction – Interests of LIN's Directors and Officers in the Transaction" beginning on page 100.

#### **Voting by Media General's Directors and Executive Officers (Page 46)**

As of February 28, 2014, the Directors and executive officers of Media General beneficially owned, in the aggregate, 29,217,747 shares (or approximately 33.3%) of the Media General voting common stock. For additional information regarding the votes required to approve the proposals to be voted on at the Media General special meeting, see "The Media General Special Meeting – Vote Required" beginning on page 45. The Directors and executive officers of Media General have informed Media General that they currently intend to vote all of their shares of Media General voting common stock for the MG share issuance proposal and the MG amendment proposal. In addition, pursuant to the SG voting agreement, the SG shareholders, who collectively hold approximately 30% of the outstanding shares of voting common stock of Media General, agreed to vote their shares in favor of the MG share issuance proposal and the MG amendment proposal. For additional information regarding the SG voting agreement, see "The Agreements – Description of the Standard General Voting Agreement" beginning on page 130.

## **Voting by LIN's Directors and Executive Officers (Page 52)**

As of February 27, 2014, the Directors and executive officers of LIN beneficially owned, in the aggregate, 4,537,423 shares (or approximately 13%) of the LIN Class A common shares, 20,876,325 shares (or approximately 99.9%) of the LIN Class B common shares and 2 shares (or 100%) of the LIN Class C common shares, representing approximately 70% of the voting power on all matters submitted to a vote of the holders of LIN's Class A and Class C common shares. For additional information regarding the voting required to approve the proposals to be voted on at the LIN special meeting, see "The LIN Special Meeting" beginning on page 51. The Directors and executive officers of LIN have informed LIN that they currently intend to vote all of their LIN Class A common shares, LIN Class B common shares and LIN Class C common shares for the proposals to be voted on at the LIN special meeting. In addition, pursuant to the HMC and Carson voting agreements, the LIN supporting shareholders, who collectively hold approximately 99.9% of the issued and outstanding LIN Class B common shares and all of the issued and outstanding LIN Class C common shares, agreed to vote their LIN common shares in favor of the LIN merger proposal being presented at the LIN special meeting. For additional information regarding the voting agreements, see "The Agreements – Description of the LIN Shareholders' Voting Agreement" beginning on page 131.

## **Appraisal Rights (Page 164)**

### ***Media General***

Media General shareholders will not have appraisal rights under the VSCA with respect to the Media General Merger.

### ***LIN***

Pursuant to the LIN LLC Agreement, the holders of each LIN common share are entitled to rights of appraisal in the event of a merger of LIN that would give rise to appraisal rights under Delaware law if LIN were a Delaware corporation and the holders of LIN common shares were stockholders of such corporation. Accordingly, as described below, under certain circumstances, the LIN shareholders may have the right to seek appraisal in connection with the LIN Merger under Delaware law with respect to their LIN common shares.

Under Delaware law, LIN shareholders who do not vote in favor of the LIN merger proposal and who comply with the applicable requirements of Section 262 of the General Corporation Law of the State of Delaware may have the right, under certain circumstances, to seek appraisal of the fair value of their LIN common shares as determined by the Delaware Court of Chancery if the LIN Merger is completed. It is possible that the fair value as determined by the

Delaware Court of Chancery may be more or less than, or the same as, the consideration to be received by the LIN shareholders under the merger agreement.

Under Section 262, appraisal rights are available to stockholders of a publicly-traded Delaware corporation in connection with a merger only if, among other things, the stockholders of such corporation are required by the terms of a merger to accept as consideration for their shares anything other than stock of the surviving entity, publicly traded stock of any other corporation, cash in lieu of fractional shares, or a combination of the foregoing. Accordingly, pursuant to the LIN LLC Agreement (which incorporates Section 262), appraisal rights will be available to holders of LIN common shares in connection with the LIN Merger, subject to their compliance with the requirements of Section 262, only if the New Media General share consideration is oversubscribed. The New Media General share consideration will be considered “oversubscribed” in the event that the cash consideration is undersubscribed and the number of no election shares is less than the difference between the Cash Election Cap and the number of cash electing shares. See “The Transaction – Proration and Allocation Procedures for the LIN Merger Consideration” beginning on page 60. If the New Media General share consideration is oversubscribed, then, by reason of the proration and allocation procedures in the merger agreement, LIN shareholders that elected to receive the New Media General share consideration in exchange for their LIN common shares will be required to accept both cash and stock for their shares, and appraisal rights will be available. In such event, LIN shareholders may have the right to obtain payment in cash for the fair value of their LIN common shares as determined by the Delaware Court of Chancery, provided that such LIN shareholders comply in all respects with the requirements of Section 262 for making and perfecting a demand for appraisal.

If the New Media General share consideration is not oversubscribed, then appraisal rights will not be available in connection with the LIN Merger.



**Because the final allocation of the cash and stock consideration to be received by the LIN shareholders in the LIN Merger will not be determined until the effective time of the LIN Merger, whether or not the New Media General share consideration is oversubscribed will not be known until the effective time of the LIN Merger, which will be after the LIN shareholder vote is taken on the LIN merger proposal at the LIN special meeting. However, any LIN shareholder wishing to preserve its rights to appraisal must make a demand for appraisal prior to such vote. In addition to submitting a demand for appraisal, in order to preserve any appraisal rights that a LIN shareholder may have, such LIN shareholder must not vote in favor of the LIN merger proposal, must not submit an election form (or, if submitted, must properly revoke any such election form before the election deadline), must not surrender LIN common shares for payment in the LIN Merger, and must otherwise follow the procedures prescribed by Section 262. In view of the complexity of Section 262, LIN shareholders who may wish to dissent from the LIN Merger and pursue appraisal rights should consult their legal advisors. For a summary of the material provisions of Section 262 required to be followed by LIN shareholders wishing to demand and perfect appraisal rights, please read the section titled “Appraisal Rights” beginning on page 164.**

**MEDIA GENERAL SELECTED HISTORICAL FINANCIAL DATA**

On November 12, 2013, Media General and Young were combined in an all-stock, tax-free merger. Although Media General was the legal acquirer of Young in the transaction, the transaction was accounted for as a reverse merger whereby Young acquired Legacy Media General for accounting purposes only. Consequently, the consolidated financial statements of Media General, which we refer to for this purpose as “Legacy Media General,” the legal acquirer and a continuing public corporation in the transaction, have been prepared with Young as the surviving entity but named Media General, Inc. Accordingly, prior period financial information presented for Media General in the consolidated financial statements reflects the historical activity of Young for all periods through the date of the consummation of the transaction with Young. The financial statement data as of and for the year ended December 31, 2013, are derived from Media General’s audited financial statements that are incorporated by reference into this joint proxy statement/prospectus from Media General’s Annual Report on Form 10-K for the year ended December 31, 2013 and reflect the results of Young from January 1, 2013 to November 11, 2013, and the results of the combined Media General and Young for November 12, 2013, through December 31, 2013. The financial statement data as of December 31, 2012, and for the two years ended therein are derived from the audited financial statements of Media General incorporated by reference into this joint proxy statement/prospectus from Media General’s Annual Report on Form 10-K for the year ended December 31, 2013 and reflect the historical results of Young for those periods. The financial statement data as of December 31, 2011, as of and for the six months ended December 31, 2010, as of and for the six months ended June 30, 2010, and as of and for the year ended December 31, 2009, are derived from the audited financial statements of Media General not incorporated by reference into this joint proxy statement/prospectus and reflect the historical results of Young for those periods. Earnings per share was not previously presented in the audited financial statements of Young but is included for the successor periods below for comparison purposes.

The financial statement data as of and for the three months ended March 31, 2014 are derived from Media General’s unaudited interim condensed combined financial statements contained in Media General’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, which is incorporated by reference into this joint proxy statement/prospectus, and the financial statement data as of and for the three months ended March 31, 2013 are derived from the unaudited financial statements of Media General not incorporated into this joint proxy statement/prospectus and reflect the historical results of Young for those periods.

The financial data provided below is only a summary, and you should read it in conjunction with the historical consolidated financial statements of Media General and the related notes contains in the annual reports and the other information that Media General has previously filed with the SEC and which is incorporated into this joint proxy statement/ prospectus by reference. See “Where You Can Find More Information” beginning on page 171.

**Three Months Ended  
March 31,**  
**2014            2013<sup>(1)</sup>**  
*(In thousands, except  
per share amounts)*

**Statement of Operations Data:**

Net operating revenue	\$ 143,918	\$ 50,045
Operating income	19,254	7,062
Net income (loss) attributable to Media General	5,385	3,114
Net earnings per common share (basic)	0.06	0.07
Net earnings per common share (assuming dilution)	0.06	0.05
<b>Other Financial Data:</b>		
Total current assets	145,873	64,147
Total assets <sup>(2)</sup>	1,845,693	487,930
Total current liabilities, excluding current portion of long-term debt and capital lease obligations	77,613	30,326
Long-term debt, including current portion and capital lease obligations	882,664	160,081
Cash dividends per share	--	--

On November 12, 2013, Media General and Young were combined in an all-stock merger transaction. The Young Merger was accounted for as a reverse acquisition. For financial reporting purposes only, Young is the acquirer and (1) the continuing reporting entity, but has been renamed Media General, Inc. Consequently, the consolidated financial statements of Media General, the legal acquirer and the continuing public corporation in the transaction, include the operating results for only Young for the three months ended March 31, 2013.

Consolidated assets as of March 31, 2014 and March 31, 2013 include total assets of variable interest entities (2) (VIEs) of \$38.9 million and \$38.3 million, respectively, which can only be used to settle the obligations of the VIEs.

	<b>Successor</b>				<b>Predecessor</b>	
	<b>For the Year</b>	<b>For the Year</b>	<b>For the Year</b>	<b>For the Six</b>	<b>For the Six</b>	<b>For the Year</b>
	<b>Ending</b>	<b>Ending</b>	<b>Ending</b>	<b>Months</b>	<b>Months</b>	<b>Ending</b>
	<b>December</b>	<b>December</b>	<b>December</b>	<b>December</b>	<b>June 30,</b>	<b>December</b>
	<b>31,</b>	<b>31,</b>	<b>31,</b>	<b>31,</b>	<b>2010</b>	<b>31,</b>
	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>		<b>2009</b>

*(In thousands, except per share amounts)*

**Statement of Operations Data:**

Net operating revenue	\$ 269,912	\$ 228,183	\$ 174,520	\$ 103,187	\$ 84,307	\$ 159,311
Operating income	33,827	55,493	21,304	25,108	13,497	18,839
Net income (loss) attributable to Media General <sup>(1)</sup>	6,140	35,921	103,924	15,091	609,627	(22,537 )
Net earnings per common share (basic) <sup>(2)</sup>	0.11	0.82	1.91	0.28	-	-

Net earnings per common share (assuming dilution) <sup>(2)</sup>	0.10	0.53	1.14	0.17	-	-
<b>Other Financial Data:</b>						
Total current assets	203,296	72,587	95,901	84,441	-	58,483
Total assets <sup>(3)</sup>	1,921,368	483,197	510,601	464,232	-	326,737
Total current liabilities, excluding current portion of long-term debt and capital lease obligations <sup>(4)</sup>	68,622	34,169	24,633	28,702	-	14,898
Long-term debt, including current portion and capital lease obligations	918,309	154,462	82,587	75,758	-	-
Liabilities subject to compromise <sup>(5)</sup>	-	-	-	-	-	875,920
Cash dividends per share	-	-	-	-	-	-

NOTE: The predecessor periods represent the financial information of Young Broadcasting Inc. prior to July 1, 2010. The successor periods represent the financial information of Young on or after July 1, 2010 (after the application of fresh-start reporting) until the completion of the transaction between Media General and Young on November 12, 2013.

In 2009, Young Broadcasting Inc. filed for Chapter 11 bankruptcy protection as a result of the continuing deterioration of the economic conditions. During the six months ended June 30, 2010, Young Broadcasting Inc. (1) recorded \$609 million in gains as a result of reorganization items and fresh start accounting adjustments related to the bankruptcy. In 2011, Young Broadcasting Inc. released the valuation allowance on its deferred tax assets in the amount of \$96.8 million.

Earnings per share has been adjusted to reflect Young shares multiplied by the exchange ratio of 730.6171 shares (2) of Media General for each share and share equivalent of Young. Periods before bankruptcy for the predecessor are not meaningful.

Total assets increased by \$137 million from 2009 to 2010 due to the step up to fair value of Young's assets and (3) liabilities as a result of the application of fresh start accounting as of June 30, 2010, upon Young's emergence from bankruptcy. Total assets as of December 31, 2013 include the impact of the Young merger.

In 2010, Young Broadcasting Inc. extinguished \$822 million of long-term debt as a result of the Chapter 11 bankruptcy proceedings. Post-bankruptcy, Young entered into a new term loan for \$75 million which is included in long-term debt as of December 31, 2010. The increase in long-term debt during 2012 is primarily the result of draw (4) downs from a new \$175 million senior credit facility, which was put in place in December 2011. Long-term debt as of December 31, 2013 reflects the impact of the merger transaction and the refinancing of Media General's long-term debt which includes an \$885 million term loan under the Media General credit agreement and \$32 million of term loans under the Shield Media credit agreement.

Liabilities subject to compromise as of December 31, 2009, consisted of Young Broadcasting Inc.'s pre-petition (5) obligations, including all of its then outstanding debt, that were subject to compromise related to the Chapter 11 bankruptcy filing. These obligations were discharged upon emergence from bankruptcy during 2010 in accordance with the court-approved plan of reorganization upon emergence from bankruptcy during 2010.

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**LIN SELECTED HISTORICAL FINANCIAL DATA**

Set forth below is selected consolidated financial data for LIN for each of the five years in the period ended December 31, 2013. The selected financial data as of December 31, 2013 and 2012 and for the years ended December 31, 2013 and 2012 is derived from audited consolidated financial statements of LIN included in LIN's Annual Report on Form 10-K for the year ended December 31, 2013 attached as Annex G to this joint proxy statement/prospectus. LIN's Current Report on Form 8-K filed with the SEC on June 13, 2014 attached as Annex K to this joint proxy statement/prospectus recast certain segment information for all periods presented in LIN's Annual Report on Form 10-K for the year ended December 31, 2013. The selected financial data as of and for the three months ended March 31, 2014 are derived from unaudited interim consolidated financial statements of LIN included in LIN's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, which is attached as Annex J to this joint proxy statement/prospectus. The financial statement data as of and for the years ended December 31, 2011, 2010 and 2009 are derived from the audited financial statements of LIN previously filed by LIN with the SEC, and the financial statement data as of and for the three months ended March 31, 2013 are derived from unaudited interim consolidated financial statements of LIN previously filed by LIN with the SEC. All financial information shown reflect the operations of WWHO-TV in Columbus, OH and WUPW-TV in Toledo, OH as discontinued for all periods presented. The sale of WWHO-TV was completed on February 16, 2012 and the sale of WUPW-TV was completed on April 21, 2012.

The financial data provided below is only a summary, and you should read it in conjunction with the historical consolidated financial statements of LIN and the related notes contained in LIN's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, which is attached as Annex J to this joint proxy statement/prospectus, LIN's Annual Report on Form 10-K for the year ended December 31, 2013 attached as Annex G to this joint proxy statement/prospectus and LIN's Current Report on Form 8-K filed with the SEC on June 13, 2014 attached as Annex K to this joint proxy statement/prospectus, and within the annual reports and the other information that LIN has previously filed with the SEC. See "Where You Can Find More Information" beginning on page 171.

	<b>Three months ended March 31, 2014          2013<sup>(1)</sup></b>	
	<i>(In thousands, except per share data)</i>	
<b>Consolidated Statement of Operations Data:</b>		
Net revenues	\$166,241	\$140,992
Operating income	16,382	11,776
Net income (loss)	1,059	(1,020 )
Net income (loss) attributable to LIN	1,657	(856 )
<b>Basic income (loss) per common share attributable to LIN:</b>		
Net income (loss) attributable to LIN	\$0.03	\$(0.02 )
<b>Diluted income (loss) per common share attributable to LIN:</b>		
Net income (loss) attributable to LIN	\$0.03	\$(0.02 )
<b>Consolidated Balance Sheet Data (at period end):</b>		

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Cash and cash equivalents	\$20,887	\$23,500
Total assets <sup>(2)</sup>	1,237,235	1,201,379
Total debt	950,456	952,493
Total LIN shareholders' equity (deficit)	102,221	(89,740 )

(1) On July 30, 2013, LIN completed its merger with LIN TV Corp. Accordingly, the financial information for the three month period ended March 31, 2013 set forth above is the financial information of LIN TV Corp.

LIN's consolidated assets as of March 31, 2014 and March 31, 2013 include total assets of \$55.0 million and \$61.1 million, 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 \$44.1 million and \$46.1 million and program (2)rights of \$2.3 million and \$3.4 million as of March 31, 2014 and March 31, 2013, respectively. LIN's consolidated liabilities as of March 31, 2014 and March 31, 2013 include \$4.0 million and \$5.6 million, respectively, of total liabilities of the VIEs for which the VIEs' creditors have no recourse to the Company, including \$2.7 million and \$4.0 million, respectively, of program obligations.

	<b>Year Ended December 31,</b>				
	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
	<i>(In thousands, except per share data)</i>				
<b>Consolidated Statement of Operations Data:</b>					
Net revenues	\$652,363	\$553,462	\$400,003	\$408,190	\$327,842
Operating income	89,944	171,061	89,104	111,839	22,294
Income (loss) from continuing operations <sup>(1)</sup>	156,601	(17,972 )	49,701	36,181	9,704
Net income (loss)	156,601	(7,601 )	48,781	36,498	9,113
Net income (loss) attributable to LIN	158,113	(7,045 )	48,577	36,498	9,113
<b>Basic income (loss) per common share attributable to LIN:</b>					
Income (loss) from continuing operations attributable to LIN	\$3.02	\$(0.32 )	\$0.89	\$0.67	\$0.19
Net income (loss) attributable to LIN	3.02	(0.13 )	0.87	0.68	0.18
<b>Diluted income (loss) per common share attributable to LIN:</b>					
Income (loss) from continuing operations attributable to LIN	\$2.84	\$(0.32 )	\$0.87	\$0.65	\$0.19
Net income (loss) attributable to LIN	2.84	(0.13 )	0.85	0.66	0.18
<b>Consolidated Balance Sheet Data (at period end):</b>					
Cash and cash equivalents	\$12,525	\$46,307	\$18,057	\$11,648	\$11,105
Restricted cash	-	-	255,159	-	2,000
Total assets	1,216,850	1,241,414	1,081,944	790,469	790,503
Total debt	944,692	890,227	868,717	623,260	682,954
Total LIN shareholders' equity (deficit)	89,127	(91,564 )	(84,632 )	(131,432)	(173,561)

(1) Income from continuing operations during the year ended December 31, 2013 includes a \$124.3 million tax benefit recognized as a result of the merger of LIN TV Corp. with and into LIN as well

as an \$18.2 million tax benefit recognized as a result of the reversal of LIN's valuation allowance on deferred tax assets. For additional information, refer to Note 14 – "Income Taxes" to LIN's consolidated financial statements included in LIN's Annual Report on Form 10-K for the year ended December 31, 2013 attached as Annex G to this joint proxy statement/prospectus.

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## **SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**

On November 12, 2013, Media General and Young were combined in an all-stock, tax-free merger. Although Media General was the legal acquirer in the Young Merger, the Young Merger was accounted for as a reverse merger whereby Young was deemed to have acquired Legacy Media General for accounting purposes. Consequently, the consolidated financial statements of Legacy Media General, the legal acquirer and a continuing public corporation in the Young Merger, have been prepared with Young as the surviving entity but named Media General, Inc. Accordingly, the statement of operations for the year ended December 31, 2013 reflects the results of Young from January 1, 2013 to November 11, 2013, and the results of the combined company from November 12, 2013 through December 31, 2013.

On February 3, 2014, LIN Digital Media LLC, a wholly owned subsidiary of LIN, acquired 100% of the capital stock of Federated Media Publishing, Inc., which we refer to as "Federated Media." The purchase price of this acquisition totaled \$22.3 million plus an adjustment for working capital delivered at closing, and was funded from cash on hand and amounts drawn on LIN's revolving credit facility. We refer to this acquisition as the "Federated Media Acquisition." LIN's statement of operations for the three months ended March 31, 2014 includes the results of Federated Media for the period from February 3, 2014 through March 31, 2014. On March 21, 2014, Media General, certain of Media General's subsidiaries, and LIN entered into the merger agreement.

The unaudited pro forma condensed combined statement of operations that follows for the year ended December 31, 2013 has been derived from the historical consolidated financial statements of Media General for the year ended December 31, 2013, the historical consolidated financial statements of Legacy Media General for the period January 1, 2013 to November 11, 2013, which were previously filed by Media General with the SEC, and the historical consolidated financial statements of LIN, included in LIN's Annual Report on Form 10-K for the year ended December 31, 2013 attached as Annex G hereto, of which certain segment information was recast for all periods presented in LIN's Annual Report on Form 10-K for the year ended December 31, 2013 in LIN's Current Report on Form 8-K filed with the SEC on June 13, 2014 attached as Annex K to this joint proxy statement/prospectus, and the historical financial statements of Federated Media, included in LIN's Current Report on Form 8-K/A filed with the SEC on April 21, 2014 attached as Annex I hereto, for the year ended December 31, 2013, along with certain adjustments. The unaudited pro forma condensed combined financial information that follows for the three months ended and as of March 31, 2014 has been derived from Media General's unaudited interim condensed combined financial statements contained in Media General's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, which is incorporated by reference into this joint proxy statement/prospectus, and the unaudited interim consolidated financial statements of LIN included in LIN's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, which is attached as Annex J to this joint proxy statement/prospectus.

The unaudited pro forma condensed combined statement of operations for the year ended December 31, 2013 has been prepared as though the Young Merger and the LIN Merger occurred as of January 1, 2013. The unaudited pro forma condensed combined statement of operations for the three months ended March 31, 2014 has been prepared as though the LIN Merger occurred as of January 1, 2013, and the unaudited pro forma condensed combined balance sheet

information at March 31, 2014 has been prepared as if the LIN Merger occurred as of March 31, 2014. The pro forma adjustments are based on available information and assumptions that the management of Media General and LIN believe are reasonable. Such adjustments are estimates and are subject to change.

The unaudited pro forma condensed combined financial statements are provided for informational purposes only and do not purport to represent what the actual results of operations or the financial position of the combined company would be had the transaction occurred on the dates assumed, nor are they necessarily indicative of future combined results of operations or combined financial position. The unaudited pro forma condensed combined financial statements do not reflect any cost savings or other synergies that the management of Media General and LIN believe could have been achieved had the LIN Merger been completed on the dates indicated.

The LIN Merger will be accounted for using the acquisition method of accounting in accordance with ASC 805. Media General's management has evaluated the guidance contained in ASC 805 with respect to the identification of the acquirer in this business combination and concluded, based on a consideration of the pertinent facts and circumstances, that Media General will acquire LIN for financial accounting purposes. Accordingly, Media General's cost to acquire LIN has been allocated to the acquired assets, liabilities and commitments based upon their estimated fair values. The allocation of the purchase price is preliminary and is dependent upon certain valuations that have not progressed to a stage where there is sufficient information to make a final allocation. In addition, the final purchase price of Media General's acquisition of LIN will not be known until the date of closing of the transaction and could vary materially from the preliminary purchase price. Accordingly, the final acquisition accounting adjustments may be materially different from the preliminary unaudited pro forma adjustments presented. The actual amounts recorded as of the completion of the transaction may differ materially from the information presented in the unaudited pro forma condensed combined financial statements as a result of several factors, including the following:

changes in LIN's net assets between the pro forma balance sheet date of March 31, 2014 and the closing of the transaction, which could impact the preliminary estimated purchase price or the preliminary estimated fair value as of the effective date of the transaction;

changes in the price of Media General's common stock;

the value of the combined company at the effective date of the transaction; and

other changes in net assets that may have occurred prior to the completion of the transaction, which could cause material differences in the information presented.

The unaudited pro forma condensed combined financial statements constitute forward-looking information and are subject to certain risks and uncertainties that could cause actual results to differ materially from those anticipated. See “Risk Factors” beginning on page 23 and “Cautionary Note Regarding Forward Looking Statements” beginning on page 43. See also “Unaudited Pro Forma Condensed Combined Financial Information” beginning on page 133.

**New Media General**

**Pro Forma Condensed Combined Balance Sheet**

*(Unaudited, in thousands)*

	<b>As of March 31, 2014</b>			
	<b>Media General Historical</b>	<b>LIN Media Historical</b>	<b>Pro Forma Adjustments</b>	<b>Pro Forma Combined Company</b>
Total current assets	\$ 145,873	\$ 181,414	\$ (6,751	) \$ 320,536
Total assets	1,845,693	1,237,235	1,821,394	4,904,322
Total current liabilities	80,160	99,016	15,087	194,263
Total liabilities	1,104,058	1,122,759	1,151,880	3,378,697
Total stockholders' equity attributable to Company	743,325	102,221	669,514	1,515,060

**New Media General**

**Pro Forma Condensed Combined Statements of Operations**

*(Unaudited, in thousands except per share amounts)*

**For the Year Ended December 31, 2013**

**Media General - Young Merger**

**LIN - Federated Media Transaction**

**Media General - LIN  
Merger**

<b>Media General Historical</b>	<b>Legacy Media General Historical</b>	<b>Media General Pro Forma Adjustments</b>	<b>Pro Forma Media General</b>	<b>LIN Media Historical</b>	<b>Federated Media Historical</b>	<b>Federated Media Pro Forma Adjustments</b>	<b>Pro Forma LIN Media</b>	<b>Combined Company Pro Forma Adjustments</b>	<b>Pro Forma Combined Company</b>
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Net operating revenue	\$269,912	\$273,566	\$-	\$543,478	\$652,363	\$37,169	\$-	\$689,532	\$-	\$1,233,0
Total operating costs	236,085	255,391	(7,802 )	483,674	562,419	43,472	(2,103)	603,788	64,388	1,151,8
Operating income	33,827	18,175	7,802	59,804	89,944	(6,303 )	2,103	85,744	(64,388)	81,160
Income (loss) from continuing operations	4,354	(62,127 )	34,500	(23,273 )	156,601	(10,714)	3,478	149,365	(46,192)	79,900
Income (loss) from continuing operations attributable to Company	\$6,140	\$(62,127 )	\$32,859	\$(23,128 )	\$158,113	\$(10,714)	\$3,478	\$150,877	\$(48,248)	\$79,501
Income (loss) from continuing operations per common share (basic)	\$0.11	\$(2.25 )		\$(0.26 )	\$3.02			\$2.88		\$0.61
Weighted average common shares (basic)	53,337	27,575	(1)	88,524	52,439			52,439	(2)	129,98
Income (loss) from continuing operations per common share (assuming dilution)	\$0.10	\$(2.25 )		\$(0.26 )	\$2.84			\$2.71		\$0.59
Weighted average common shares (assuming dilution)	64,101	27,575	(1)	88,524	55,639			55,639	(2)	134,55

(1) Assumes that 87.7 million shares of New Media General voting common stock and 0.8 million shares of New Media General non-voting common stock as of December 31, 2013 were outstanding for the entire period.

Assumes that 129 million shares of New Media General voting common stock and 0.8 million shares of New Media General non-voting common stock were outstanding for the entire period. The shares of voting common (2) stock include 41.4 million shares of unrestricted voting common stock expected to be issued by New Media General in the LIN Merger. Diluted common shares include an estimate of dilutive stock options of New Media General for the year ended December 31, 2013.

**New Media General****Pro Forma Condensed Combined Statements of Operations***(Unaudited, in thousands except per share amounts)*

	<b>For the Three Months ended March 31, 2014</b>					<b>Media General - LIN Merger</b>	
	<b>LIN - Federated Media Transaction</b>					<b>Combined Pro Forma Adjustments</b>	<b>Pro Forma Combined Company</b>
	<b>Media General Historical</b>	<b>LIN Media Historical</b>	<b>Federated Media Historical (a)</b>	<b>Federated Media Pro Forma Adjustments</b>	<b>Pro Forma LIN Media</b>	<b>Pro Forma Adjustments</b>	<b>Pro Forma Combined Company</b>
Net operating revenue	\$ 143,918	\$ 166,241	\$ 1,367	\$ -	\$ 167,608	\$-	\$ 311,526
Total operating costs	124,664	149,859	2,745	(767 )	151,837	9,759	286,260
Operating income (loss)	19,254	16,382	(1,378 )	767	15,771	(9,759)	25,266
Net income (loss)	5,439	1,059	(1,788 )	664	(65 )	(7,656)	(2,282 )
Net income (loss) attributable to Media General	\$ 5,385	\$ 1,657	\$ (1,788 )	\$ 664	\$ 533	\$ (8,140)	\$ (2,222 )
Income (loss) per common share (basic)	\$ 0.06	\$ 0.03			\$ 0.01		\$ (0.02 )
Weighted average common shares (basic)	88,324	53,669			53,669	(1)	129,983
Income (loss) per common share (assuming dilution)	\$ 0.06	\$ 0.03			\$ 0.01		\$ (0.02 )
Weighted average common shares (assuming dilution)	88,731	56,593			56,593	(1)	129,983

(a) Figures provided under "Federated Media Historical" are for the period from January 1, 2014 to February 3, 2014.

(1) Assumes that 129 million shares of New Media General voting common stock and 0.8 million shares of New Media General non-voting common stock were outstanding for the entire period. The shares of voting common stock include 41.4 million shares of unrestricted voting common stock expected to be issued by New Media General in the LIN Merger.

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The unaudited pro forma condensed combined financial information does not reflect certain events that have occurred or may occur after the LIN Merger. As such, the combined company's financial statements may be materially different than the unaudited pro forma condensed combined financial information presented. The following material items are not reflected in the unaudited pro forma condensed combined financial information:

Media General and LIN will be required to swap or otherwise divest certain television stations in certain markets as part of the process of obtaining regulatory approvals for the transaction. Such markets include the Birmingham, AL; Green Bay, WI; Mobile, AL; Providence, RI; and Savannah, GA markets, in which Media General and LIN  
1. both own television stations, and may include the Albuquerque, NM market, in which LIN owns two television stations that are "top-four" stations in this market based on ratings. As it has not yet been determined whether television stations will be swapped or sold, the pro forma financial statements do not reflect any adjustments to pro forma revenue and expenses associated therewith.

Total LIN Merger costs are estimated to be \$67.5 million, which are excluded from the statements of operations  
2. and reflected on the balance sheet as an adjustment to retained earnings as required by the pro forma rules. U.S. GAAP requires these costs to be recorded as period expenses.

The pro forma condensed combined statements of operations reflect historical income tax expense of the respective companies and the tax effect of pro forma adjustments at the statutory rate. Legacy Media General's historical tax expense for the year ended December 31, 2013, of \$8.5 million was primarily related to the need for additional valuation allowance in connection with the tax amortization of indefinite-lived intangible assets that was not  
3. available to offset existing deferred tax assets (termed a "naked credit"); this adjustment is no longer required following the Young Merger. During the year ended December 31, 2013, LIN recognized a \$124.3 million tax benefit as a result of the merger of LIN Television with and into LIN and also recognized an \$18.2 million tax benefit as a result of the reversal of state valuation allowances. These tax benefits will not recur in future periods. Consequently, the effective tax rate of New Media General is expected to differ materially from the amount presented above for the year ended December 31, 2013.

Following the LIN Merger, annualized operating synergies of approximately \$70 million within three years are  
4. expected to be achieved. These operating synergies are not reflected in the pro forma condensed combined statement of operations.

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**COMPARATIVE PER SHARE DATA**

The following table presents, for the year ended December 31, 2013 and for the three months ended March 31, 2014, selected historical per share information of Media General and LIN, as well as similar information for the combined company on an unaudited pro forma basis as if the transaction had been effective for the period presented, which we refer to as “pro forma combined” information. The LIN equivalent (cash and stock) per share information presented below is calculated by multiplying the pro forma combined amounts for the combined company by 0.7897, which represents the approximate number of shares of voting common stock of New Media General to be received on average for each LIN common share. In addition, the approximate amount of cash received per LIN common share would be \$13.88. The LIN equivalent (stock only) per share information presented below is calculated by multiplying the pro forma combined amounts for the combined company by 1.5762, which represents the number of shares of voting common stock of New Media General that would be received for each LIN common share for which a stock election is made, assuming that no proration is applicable. See “The Transaction – Proration and Allocation Procedures for the LIN Merger Consideration” beginning on page 60.

	<b>For the Year Ended December 31, 2013</b>	<b>For the Three Months Ended March 31, 2014</b>
<b>Basic Earnings Per Share</b>		
Media General historical	\$ 0.11	\$ 0.06
LIN historical	3.02	0.03
Pro forma combined	0.61	(0.02 )
LIN equivalent (cash and stock)	0.48	(0.01 )
LIN equivalent (stock only)	0.96	(0.03 )
<b>Diluted Earnings Per Share</b>		
Media General historical	\$ 0.10	\$ 0.06
LIN historical	2.84	0.03
Pro forma combined	0.59	(0.02 )
LIN equivalent (cash and stock)	0.47	(0.01 )
LIN equivalent (stock only)	0.93	(0.03 )
<b>Dividends Per Share</b>		
Media General historical	\$ -	\$ -
LIN historical	-	-
Pro forma combined	-	-
LIN equivalent (cash and stock)	-	-
LIN equivalent (stock only)	-	-
<b>Book Value Per Share at Period End</b>		
Media General historical	\$ 8.33	\$ 8.39
LIN historical	1.62	1.85
Pro forma combined	10.99	11.66



LIN equivalent (cash and stock)	8.68	9.20
LIN equivalent (stock only)	17.32	18.38

This information is only a summary and it is not necessarily an indication of the results that would have been achieved had the transaction been completed as of the dates indicated or that may be achieved in the future. The December 31, 2013 selected comparative per share information of Media General and LIN presented above was derived from audited financial statements. The March 31, 2014 selected comparative per share information of Media General and LIN presented above was derived from unaudited financial statements. You should read the information in this section in conjunction with Media General's historical consolidated financial statements and related notes that Media General has previously filed with the SEC and which are incorporated in this joint proxy statement/prospectus by reference, and in conjunction with LIN's historical consolidated financial statements and related notes included in LIN's Annual Report on Form 10-K for the year ended December 31, 2013 attached hereto as Annex G and LIN's Current Report on Form 8-K filed with the SEC on June 13, 2014 attached as Annex K to this joint proxy statement/prospectus, and included in LIN's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 attached hereto as Annex J. See "Where You Can Find More Information" beginning on page 171.

**COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION**

The table below sets forth, for the calendar quarters indicated, the high and low sale prices per share, as well as the dividend paid per share, of Media General voting common stock, which trades on the NYSE under the symbol “MEG,” and LIN Class A common shares, which trade on the NYSE under the symbol “LIN.” There is no established trading market for the non-voting common stock of Media General or for the LIN Class B or Class C common shares. After completion of the transaction, New Media General’s voting common stock is expected to trade on the NYSE under the symbol “MEG.”

The following table sets forth the closing sales prices per share of Media General’s voting common stock and LIN’s Class A common shares as reported on the NYSE on the following dates:

March 20, 2014, the last full trading day before the announcement of the execution of the merger agreement; and July 21, 2014, the last full trading day for which this information could be calculated before the date of this joint proxy statement/prospectus.

	<b>Media General</b>		<b>LIN</b>		<b>LIN equivalent (1)</b>	
	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
March 20, 2014	\$17.38	\$16.90	\$21.72	\$20.99	\$27.39	\$26.64
July 21, 2014	22.41	21.91	27.85	27.46	35.32	34.53

The equivalent implied per share data for LIN Class A common shares has been determined by multiplying the high or low market price, as applicable, of a share of Media General’s voting common stock on each of the dates by the exchange ratio of 1.5762 shares of voting common stock of New Media General for each LIN common share in the LIN Merger. The LIN shareholders will not receive any consideration for their LIN common shares until the LIN Merger is completed, which may be a substantial time period after the special meetings. In addition, the New Media General share consideration will not be adjusted for changes in the market price of either the Media General common stock or the LIN common shares. Therefore, the market value of the New Media General common stock that the LIN shareholders will have the right to receive on the closing date of the transaction may vary significantly from the market value of the New Media General common stock that the LIN shareholders would receive if the transaction was completed on the date of this joint proxy statement/prospectus. In addition, because the consideration to be received by each LIN shareholder is subject to the allocation and proration procedures in the merger agreement, LIN shareholders that validly elect to receive the New Media General share consideration for all of their LIN common shares may be required to receive cash instead of New Media General shares for a portion of their shares.

The following table sets forth, for the periods indicated, the high and low sales prices per share of Media General’s voting common stock (or, for periods preceding November 12, 2013, Media General’s Class A common stock) and

LIN's Class A common shares as reported on the NYSE.

	<b>Media General</b>		<b>LIN</b>	
	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
<b>2014 Fiscal Year</b>				
Third Quarter (through July 21, 2014)	\$23.75	\$20.57	\$28.58	\$26.96
Second Quarter	21.13	14.60	28.13	23.18
First Quarter	23.97	15.39	28.88	19.44
<b>2013 Fiscal Year</b>				
Fourth Quarter	23.55	12.61	29.24	20.24
Third Quarter	14.50	9.68	20.55	14.25
Second Quarter	11.45	5.78	16.64	10.01
First Quarter	5.97	3.97	13.40	7.69
<b>2012 Fiscal Year</b>				
Fourth Quarter	5.44	3.80	7.80	4.35
Third Quarter	5.50	3.70	4.54	2.94
Second Quarter	5.58	3.02	4.15	2.64
First Quarter	6.84	3.48	5.00	3.88

As of July 18, 2014, the last date prior to printing this joint proxy statement/prospectus for which it was practicable to obtain this information, there were approximately 1,140 registered holders of Media General voting common stock and 2 registered holders of Media General non-voting common stock, and there were approximately 27 registered holders of LIN Class A common shares, approximately 13 registered holders of Class B common shares and 2 registered holders of Class C common shares.

Past price performance is not necessarily indicative of likely future performance. Shareholders of Media General and LIN are advised to obtain current market quotations for all common shares currently listed on the NYSE. The market price of Media General's voting common stock and LIN's Class A common shares will fluctuate between the date of this joint proxy statement/prospectus and the completion of the transaction. No assurance can be given concerning the market price of either Media General's voting common stock or LIN's Class A common shares before the completion of the transaction, or the market prices of New Media General's voting common stock after the completion of the transaction. See "Risk Factors – Risks Related to the Ownership of the Combined Company Capital Stock" beginning on page 39.

The voting common stock and the non-voting common stock of Media General participate equally in dividends to the extent that they are paid, and, following the completion of the transaction, both the voting common stock and the non-voting common stock of New Media General will participate equally in dividends to the extent that they are paid. Due to economic uncertainty, the Board of Directors of Media General suspended the payment of dividends indefinitely in January 2009. Further, Media General's existing credit agreement prohibits the payment of dividends and the credit agreements for the combined company may also contain restrictions on the payment of cash dividends. Consequently, Media General and LIN do not expect the combined company to pay cash dividends for at least so long as it is prohibited from doing so under its credit agreements.

The LIN common shares participate equally in distributions to the extent that they are paid. LIN Television's existing credit agreement contains restrictions on the amount of cash distributions that can be paid by LIN.

Any future determination to pay cash dividends will be at the discretion of the combined company's Board of Directors and will be dependent upon then-existing conditions, including the financial condition and results of operations, contractual restrictions, business prospects of the combined company and other factors that the combined company's Board of Directors determines to consider.

## **RISK FACTORS**

*In addition to the other information included in, incorporated by reference in, or found in the Annexes attached to, this joint proxy statement/prospectus, including the matters addressed in “Cautionary Statement Regarding Forward-Looking Statements” beginning on page 43, you should carefully consider the following risk factors in deciding whether to vote for the proposals to be considered at your company’s special meeting in connection with the transaction. You should also read and consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference in this joint proxy statement/prospectus. Please see “Where You Can Find More Information” beginning on page 171. Additional risks and uncertainties not presently known to Media General or LIN or that are not currently believed to be important also may adversely affect the transaction and New Media General following the transaction.*

### **Risks Related to the Transaction**

*LIN shareholders cannot be certain of the form of merger consideration they will receive.*

Under the terms of the merger agreement, in certain circumstances, a LIN shareholder may receive a combination of cash and shares of common stock of New Media General in exchange for such shareholder’s LIN common shares even if such shareholder made a valid election to receive either the cash consideration or the New Media General share consideration with respect to such shareholder’s LIN common shares. The merger agreement provides that the total number of LIN common shares that will be converted into the right to receive cash consideration is equal to the Cash Election Cap. If LIN shareholders elect to receive the cash consideration for a number of LIN common shares in excess of the Cash Election Cap, then the shares for which an election was made to receive the cash consideration will be converted into a right to receive a combination of cash and shares of common stock of New Media General on a prorated basis instead of solely the cash consideration.

Similarly, if LIN shareholders elect to receive the cash consideration for a number of LIN common shares less than the Cash Election Cap, then the shares for which an election was made to receive the New Media General share consideration will be converted into a right to receive a combination of cash and shares of common stock of New Media General on a prorated basis instead of solely the New Media General share consideration. However, if the number of LIN common shares for which no election is made is greater than the difference between the Cash Election Cap and the number of LIN common shares for which an election is made to receive the cash consideration, then shares for which no election is made will be converted into a right to receive a combination of cash and shares of common stock of New Media General on a prorated basis, and shares for which an election is made will receive the form of consideration elected. See “The Transaction – Proration and the Allocation Procedures for the LIN Merger Consideration” beginning on page 60.

***The number of shares of New Media General common stock that LIN shareholders will receive in the LIN Merger is based on a fixed exchange ratio. Because the market price of Media General's voting common stock will fluctuate, Media General and LIN shareholders cannot be certain of the value of the merger consideration that the LIN shareholders will receive in the LIN Merger.***

Upon completion of the LIN Merger, each outstanding LIN common share (other than certain excluded shares and shares with respect to which the holders thereof have properly demanded appraisal and have not withdrawn such demand or waived their rights to appraisal) will be converted into the right to receive either the cash consideration or the New Media General share consideration subject to the proration and allocation procedures set forth in the merger agreement. The exchange ratio for determining the number of shares of New Media General common stock that LIN shareholders will receive in the LIN Merger is fixed and the New Media General share consideration will not be adjusted for changes in the market price of Media General's voting common stock or LIN's Class A common shares. The market value of the New Media General voting common stock that the LIN shareholders will be entitled to receive in the LIN Merger will in part depend on the market value of Media General's voting common stock immediately before that merger is completed and could vary significantly from the market value on the date of the announcement of the merger agreement, the date that this joint proxy statement/prospectus was mailed to shareholders of LIN or Media General or the date of the LIN or Media General special meetings. The merger agreement does not provide for any adjustment to the New Media General share consideration based on fluctuations of the per share price of Media General's voting common stock or LIN's Class A common shares. In addition, the market value of the New Media General voting common stock will likely fluctuate after the completion of the merger.

Fluctuations in the share price of Media General, or New Media General following the closing of the transaction, could result from changes in the business, operations or prospects of Media General or LIN prior to the closing of the transaction or New Media General following the closing of the transaction, regulatory considerations, general market and economic conditions and other factors both within and beyond the control of Media General or LIN. The transaction may be completed a considerable amount of time after the date of the Media General or LIN special meetings. As such, at the time of the special meetings, Media General or LIN shareholders will not know the value of the New Media General share consideration that the LIN shareholders will receive in the LIN Merger for each LIN common share.

***After making an election with respect to their shares, LIN shareholders will not be able to sell the LIN common shares covered by such election, unless they revoke such election at or prior to the election deadline or unless the merger agreement is terminated.***

The deadline for making cash elections and stock elections is 5:00 p.m., New York time, on the fifth business day prior to the closing date for the transaction (or such other date as Media General and LIN mutually agree). Media General will seek to publicly announce the election deadline at least five business days prior to this election deadline. After LIN shareholders make an election with respect to their LIN common shares and prior to completion of the LIN Merger, the trading price of LIN Class A common shares or Media General's voting common stock may decrease, and LIN shareholders may otherwise want to sell their LIN common shares to gain access to cash, make other investments, or eliminate the potential for a decrease in the value of the investment. However, once LIN shareholders make an election with respect to their LIN common shares, which includes delivering all proper transmittal documentation related to such shares, the LIN shareholders will not be able to sell those shares, unless they properly revoke their election at or prior to the election deadline or the merger agreement is terminated.

***The transaction is subject to conditions, including certain conditions that may not be satisfied or completed on a timely basis, if at all.***

Consummation of the transaction is subject to certain closing conditions which make the completion and timing of the transaction uncertain. The conditions include, among others, the obtaining of the requisite approvals by the shareholders of Media General and LIN for the consummation of the transaction, as described in this joint proxy statement/prospectus, the expiration of the waiting period under the HSR Act, as amended, the grant by the FCC of consent to the transfer of control of the broadcast licensee subsidiaries of Media General and LIN as a result of the transaction, the absence of any governmental order preventing the consummation of the transaction, the effectiveness of the registration statement of which this joint proxy statement/prospectus is a part, registering the shares of New Media General common stock to be issued in connection with the transaction, the listing of such shares on the NYSE and the receipt of third party consents under certain of Media General's and LIN's material contracts. See "The Agreements – Description of the Merger Agreement – Conditions to the Transaction" beginning on page 126.

Although Media General and LIN have agreed in the merger agreement to use their commercially reasonable best efforts to obtain the requisite approvals and consents, there can be no assurance that these approvals and consents will be obtained, and these approvals and consents may be obtained later than anticipated. In addition, Media General's and LIN's obligations to obtain the requisite consents and approvals from regulatory authorities are subject to certain limitations, including that Media General is not required to agree to take actions or to make divestitures that may be required by the regulatory authorities (both those expected to be divested and those expected not to be) if taking such actions or making such divestitures (whether or not in connection with the transaction) would reasonably be expected to result in the LIN television stations (both those expected to be divested and those expected not to be) losing annual broadcast cash flow exceeding \$5 million. In addition, if permitted under applicable law, either of Media General or LIN may waive a condition for its own respective benefit and consummate the transaction even though one or more of these conditions has not been satisfied. Any determination whether to waive any condition will be made by Media

General or LIN at the time of such waiver based on the facts and circumstances as they exist at that time. In the event that a condition to the merger agreement is waived, Media General and LIN, as applicable, currently intend to evaluate the materiality of any such waiver and its effect on Media General's shareholders or LIN's shareholders, as applicable, in light of the facts and circumstances at the time to determine whether any re-solicitation of proxies is required in light of such waiver.

***The merger agreement contains provisions that restrict LIN's ability to pursue alternatives to the transaction and, in specified circumstances, could require LIN to pay to Media General a termination fee.***

Under the merger agreement, LIN is restricted, subject to certain exceptions, from soliciting, initiating, knowingly facilitating or negotiating, or furnishing non-public information with regard to, any inquiry, proposal or offer for an alternative business combination transaction from any person. LIN may terminate the merger agreement and enter into an agreement with respect to a superior proposal only if specified conditions have been satisfied, including a determination by the LIN Board of Directors (after consultation with a nationally recognized third party financial advisors and outside legal counsel) that such proposal is more favorable to the LIN shareholders than the transaction from a financial point of view. A termination in this instance would result in LIN being required to pay Media General a termination fee of \$57.3 million in the aggregate. In addition, if the merger agreement is terminated in certain circumstances, LIN will be required to pay to Media General a termination fee of \$57.3 million in the aggregate. These provisions could discourage a third party that may have an interest in acquiring all or a significant part of LIN from considering or proposing an alternative business combination transaction with LIN, even if such third party were prepared to pay consideration with a higher value than the value of the transaction.



***The merger agreement contains provisions that restrict Media General's ability to pursue alternatives to the transaction and, in specified circumstances, could require Media General to pay to the holders of LIN common shares a termination fee.***

Under the merger agreement, Media General is restricted, subject to certain exceptions, from soliciting, initiating, knowingly facilitating or negotiating, or furnishing non-public information with regard to, any inquiry, proposal or offer for an alternative business combination transaction from any person. Media General may not terminate the merger agreement in order to enter into an agreement with respect to a superior proposal. If the merger agreement is terminated in certain circumstances, Media General will be required to pay the holders of LIN common shares a termination fee of \$55.1 million in the aggregate. These provisions could discourage a third party that may have an interest in entering into an alternative business combination transaction with Media General from pursuing such transaction.

***Failure to complete the transaction may negatively impact the share price and the future business and financial results of each of Media General and LIN.***

The merger agreement provides that either Media General or LIN may terminate the merger agreement if the transaction is not consummated on or before March 21, 2015 (which may be automatically extended to June 21, 2015, in the event all closing conditions have been satisfied or waived or are then capable of being satisfied other than those closing conditions related to regulatory approvals). In addition, the merger agreement contains certain termination rights for both LIN and Media General including, among others, (i) by LIN, in the event the LIN Board of Directors determines to enter into a definitive agreement with respect to a LIN Superior Offer (as defined in the merger agreement) and (ii) by Media General, if, as a result of regulatory actions or divestitures required by the regulatory authorities (whether such regulatory actions or divestitures are in connection with the transaction or are due to rule changes adopted by the FCC following March 21, 2014 that have an adverse impact on the LIN stations), the LIN television stations (both those expected to be divested and those expected not to be) would reasonably be expected to lose annual broadcast cash flow exceeding \$5 million. Upon termination of the merger agreement under specific circumstances, LIN will be required to pay Media General a termination fee of \$57.3 million. The merger agreement also provides that Media General will be required to pay a termination fee to the holders of LIN common shares of \$55.1 million in the aggregate if the merger agreement is terminated under certain circumstances.

If the transaction is not completed on a timely basis, Media General's and LIN's ongoing businesses may be adversely affected. If the transaction is not completed at all, Media General and LIN will be subject to a number of risks, including the following:

being required to pay costs and expenses relating to the transaction, such as legal, accounting, financial advisory and printing fees, whether or not the transaction is completed; and

time and resources committed by each company's management to matters relating to the transaction could otherwise have been devoted to pursuing other beneficial opportunities.

If the transaction is not completed, the price of Media General's voting common stock and the price of the LIN Class A common shares may decline to the extent that the current market price reflects a market assumption that the transaction will be completed and that the related benefits will be realized, or a market perception that the transaction was not consummated due to an adverse change in the business of Media General or LIN.

***Uncertainties associated with the transaction may cause employees to leave Media General, LIN or New Media General and may otherwise affect the future business and operations of New Media General.***

New Media General's success after the transaction will depend in part upon its ability to retain key employees of Media General and LIN. Prior to and following the transaction, current and prospective employees of Media General and LIN may experience uncertainty about their future roles with Media General and LIN and choose to pursue other opportunities, which could have an adverse effect on Media General or LIN. If key employees depart, the integration of the two companies may be more difficult and New Media General's business following the transaction could be adversely affected.

***Media General expects that it will incur additional indebtedness to finance the transaction and the agreements and instruments governing such debt may contain restrictions and limitations that could significantly impact the operation of New Media General and adversely affect the holders of New Media General's common stock.***

If the transaction is consummated, Media General expects to incur substantial additional indebtedness to, among other things, fund the cash consideration to be paid to the LIN shareholders in the LIN Merger and to refinance existing indebtedness. This new indebtedness is expected to include a \$90 million incremental revolving credit facility, a \$910 million Term Loan B facility and a \$600 million Term Loan A facility. New Media General may also incur additional indebtedness in the future.

The terms of the new indebtedness will subject New Media General to a number of financial and operational covenants and will require compliance with certain financial ratios. For example, the covenants under the new indebtedness will impose restrictions on New Media General, including the restrictions on its ability to incur additional indebtedness and liens, make loans and investments, make capital expenditures, sell assets, engage in mergers, acquisitions and consolidations, enter into transactions with affiliates, purchase or redeem stock, enter into sale and leaseback transactions and pay dividends. A breach of any of the covenants imposed on New Media General by the terms of the new indebtedness, including any financial or operational covenants, and certain change of control events, may result in a default or event of default under the terms of the new indebtedness. Following an event of default, the lenders would have the right to terminate their commitments to extend credit in the future to New Media General and would be able to accelerate the repayment of all of New Media General's indebtedness under the new indebtedness. In such case, New Media General may not have sufficient funds to pay the total amount of accelerated obligations, and the lenders could proceed against the collateral securing the new indebtedness, which will consist of substantially all of the assets of New Media General. Any acceleration in the repayment of indebtedness or related foreclosure could have an adverse effect on New Media General.

Further, New Media General is expected to have a significant degree of leverage after the transaction that could have important consequences, including:

making it more difficult for New Media General to satisfy its obligations, which could in turn result in an event of default;

impairing New Media General's ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, general corporate purposes or other purposes;

diminishing New Media General's ability to withstand a downturn in its business, the industry in which it operates, or the economy generally;

limiting the flexibility in planning for, or reacting to, changes in New Media General's business and the industry in which it operates; and

placing New Media General at a competitive disadvantage compared to certain competitors that may have proportionately less debt.

Despite the current debt levels, and the debt levels anticipated following the transaction, New Media General may be able to incur significantly more debt in the future, which could increase the foregoing risks related to New Media General's indebtedness.

***Media General and LIN may not be able to obtain the required approval from the FCC.***

Media General's and LIN's obligation to consummate the transaction is subject to obtaining receipt from the FCC of consent to the transfer of control of broadcast licensee subsidiaries of Media General and LIN in connection with the transaction. Under the merger agreement, Media General and LIN are each obligated to use commercially reasonable best efforts to obtain as promptly as practicable the necessary consents from the FCC to the transaction subject to certain limitations. Although Media General and LIN believe that they will be able to obtain the required approval from the FCC, they cannot be sure they will do so. Failure to obtain FCC clearance would prevent Media General and LIN from consummating the transaction.

***Media General has the right to terminate the merger agreement if changes to FCC regulations or transaction-related regulatory requirements would reasonably be expected to result in the LIN television stations losing annual broadcast cash flow exceeding \$5 million.***

The FCC may change or propose to change, its rules or the interpretation of its rules prior to the closing of the transaction in a manner that would be adverse to the manner in which LIN operates its television stations or provides certain services to television stations licensed to third parties. In addition, the FCC and other regulatory authorities may require that Media General and LIN agree to take certain actions, such as divesting assets or otherwise limiting the rights of LIN to provide certain services to television stations licensed to third parties, in order to obtain the approval or consent of such regulatory authorities to the transaction. Under the merger agreement, Media General is not required to agree to take actions to obtain the approval or consent of the regulatory authorities if such actions, together with any such changes to the FCC's rules (whether or not in connection with the transaction), would result in the LIN television stations (both those expected to be divested and those expected not to be) losing annual broadcast cash flow in excess of \$5 million. If it is determined that such actions, together with any such changes to the FCC's rules (whether or not in connection with the transaction), would reasonably be expected to result in the LIN television stations losing annual broadcast cash flow in excess of \$5 million, Media General has the right to terminate the merger agreement.



***Media General and LIN will be required to divest assets in certain markets in order to obtain approval from regulatory authorities and may not be able to realize the full benefit of the sold assets.***

Media General and LIN both own television stations in the Birmingham, AL; Green Bay, WI; Mobile, AL; Providence, RI; and Savannah, GA markets. Regulatory authorities will require Media General and LIN to divest stations in these markets. LIN also owns two television stations in the Albuquerque, NM market that are currently “top-four” stations in this market based on ratings. Regulatory authorities may require LIN to divest stations in this market and may further require Media General and LIN to divest assets in other markets, or to accept other restrictions or conditions with respect to the operation of television stations in such markets, in order to obtain the approval or consent of such regulatory authorities for the transaction. Any such divestitures or other restrictions could diminish the anticipated benefits of the transaction to New Media General and its shareholders by adversely affecting the operations of New Media General after the completion of the transaction, and may result in additional transaction costs.

Furthermore, in certain of its television markets, LIN owns more than one full-power television broadcast station based on waivers that the FCC re-evaluates in connection with review of an application for consent to a “substantial” transfer of control, such as the change of control that the LIN stations would undergo upon the consummation of the LIN Merger. Pursuant to “satellite,” “failing station,” and similar waivers, LIN is permitted to own additional stations in the Austin, TX, Green Bay, WI, Hartford-New Haven, CT, Honolulu, HI, and Wichita-Hutchinson, KS markets. In assessing whether to consent to a “substantial” transfer of control of such a combination, the FCC will seek to determine whether the circumstances warrant continuation of these waivers.

***New Media General’s results of operations and financial condition following the transaction may materially differ from the pro forma information presented in this joint proxy statement/prospectus.***

The pro forma financial information included in this joint proxy statement/prospectus is derived from the historical audited and unaudited consolidated financial statements of Media General, Legacy Media General, Young and LIN, as well as from certain internal, unaudited financial statements. The preparation of this pro forma information is based upon available information and certain assumptions and estimates that Media General and LIN believe are reasonable. However, this pro forma information may be materially different from what New Media General’s actual results of operations and financial condition would have been had the transaction occurred during the periods presented or what New Media General’s results of operations and financial position will be after the consummation of the proposed transaction. In particular, the assumptions used in preparing the pro forma financial information may not be realized, and other factors may affect New Media General’s financial condition and results of operations following the transaction.

***The integration of Media General and LIN following the transaction will present significant challenges that may reduce the anticipated potential benefits of the transaction.***

Media General and LIN will face significant challenges in consolidating functions and integrating the two companies' organizations, procedures and operations in a timely and efficient manner, as well as retaining key personnel. The integration of Media General and LIN will be complex and time-consuming due to the locations of their corporate headquarters and the size and complexity of each organization. The principal challenges will include the following:

integrating information systems and internal controls over accounting and financial reporting;

integrating Media General's and LIN's existing businesses;

preserving significant business relationships;

consolidating corporate and administrative functions;

conforming standards, controls, procedures and policies, business cultures and compensation structures between Media General and LIN; and

retaining key employees.

The management of New Media General will have to dedicate substantial effort to integrating the businesses of Media General and LIN during the integration process. These efforts could divert management's focus and resources from New Media General's business, corporate initiatives or strategic opportunities. If New Media General is unable to integrate Media General's and LIN's organizations, procedures and operations in a timely and efficient manner, or at all, the anticipated benefits and cost savings of the transaction may not be realized fully, or at all, or may take longer to realize than expected, and the value of New Media General's common stock may be affected adversely. An inability to realize the full extent of the anticipated benefits of the transaction, as well as any delays encountered in the integration process, could also have an adverse effect upon the revenues, level of expenses and operating results of New Media General.

***Media General and LIN will incur significant transaction and merger-related integration costs in connection with the transaction.***

Media General and LIN expect to pay significant transaction costs in connection with the transaction. These transaction costs include investment banking, legal and accounting fees and expenses, expenses associated with the new indebtedness that will be incurred in connection with the transaction, SEC filing fees, printing expenses, mailing expenses and other related charges. A portion of the transaction costs will be incurred regardless of whether the transaction is consummated. Media General and LIN will each generally pay their own costs and expenses in connection with the transaction, except that each is obligated to pay 50% of the FCC and antitrust filing fees relating to the transaction irrespective of whether the transaction is consummated. Media General will also reimburse LIN's costs for assistance in connection with the financing Media General obtains in connection with the transaction. New Media General may also incur costs associated with integrating the operations of the two companies, and these costs could be significant and could have an adverse effect on New Media General's future operating results if the anticipated cost savings from the transaction are not achieved. Although Media General and LIN expect that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the two businesses, should allow New Media General to offset incremental expenses over time, the net benefit may not be achieved in the near term, or at all.

***While the transaction is pending, Media General and LIN will be subject to business uncertainties, as well as contractual restrictions under the merger agreement that could have an adverse effect on the businesses of Media General and LIN.***



Uncertainty about the effect of the transaction on Media General's and LIN's employees and business relationships may have an adverse effect on Media General and LIN and, consequently, on New Media General following the consummation of the transaction. These uncertainties could impair each of Media General's and LIN's ability to retain and motivate key personnel until and after the consummation of the transaction and could cause third parties who deal with Media General and LIN to seek to change existing business relationships with Media General and LIN. If key employees depart or if third parties seek to change business relationships with Media General and LIN, New Media General's business following the consummation of the transaction could be adversely affected. In addition, the merger agreement restricts Media General and LIN, without the other party's consent and subject to certain exceptions, from making certain acquisitions and taking other specified actions until the transaction closes or the merger agreement terminates. These restrictions may prevent Media General and LIN from pursuing otherwise attractive business opportunities that may arise prior to completion of the transaction or termination of the merger agreement, and from making other changes to the businesses of Media General and LIN.

***Some of Media General's and LIN's Directors and executive officers may have interests in the transaction that are different from the interests of the shareholders of each company generally.***

Some of Media General's and LIN's Directors and executive officers may have interests in the transaction that are different from, or are in addition to, the interests of the shareholders of each company generally. These interests include their designation as Directors or executive officers of New Media General following the completion of the transaction. See "The Transaction – Interests of Media General Directors and Officers in the Transaction" beginning on page 99, and "The Transaction – Interests of LIN Directors and Officers in the Transaction" beginning on page 100.

***Media General shareholders will have a reduced ownership and voting interest after the transaction and will exercise less influence over management.***

Media General shareholders currently have the right to vote in the election of the Board of Directors of Media General and on other matters affecting Media General. Upon the completion of the transaction, each Media General shareholder will become a shareholder of New Media General with a percentage ownership of New Media General that is smaller than the shareholder's percentage ownership of Media General immediately prior to the transaction. It is currently expected that, upon completion of the transaction Media General's former shareholders will hold approximately 64%, and LIN's former shareholders will hold approximately 36%, of the outstanding shares of New Media General common stock, calculated on a fully-diluted basis. Because of this, Media General's shareholders will have less influence on the management and policies of New Media General than they now have on the management and policies of Media General.

## Risks Related to New Media General's Business

*New Media General's advertising revenue may vary substantially from period to period based on many factors beyond its control. This volatility may have an adverse impact on New Media General's business, financial condition or results of operations.*

New Media General will rely on sales of advertising time for most of its revenues and, as a result, its operating results will depend on the amount of advertising revenue that it generates. In 2013, 77% of Media General's gross operating revenues were derived from spot advertising. If New Media General generates less advertising revenue, it may be more difficult for New Media General to repay its indebtedness and meet its working capital requirements, and the value of its business may decline. New Media General's ability to sell advertising will depend on:

the levels of automobile advertising, which historically have represented approximately 20% of Media General's gross advertising revenue;

the health of the economy in the areas where New Media General's television stations are located and in the nation as a whole;

the popularity of New Media General's programming and that of its competition;

the activities of New Media General's competitors, including competitors that offer other forms of advertising-based media, such as other broadcast television stations, radio stations, Internet and broadband content providers, transit advertising, direct mail, local cable systems and other print and media outlets serving in the same markets;

the levels of political advertising, which are affected by campaign finance laws, and the ability of political candidates and political action committees to raise and spend funds, and are subject to seasonal fluctuations;

changes in the makeup of the population in the areas where New Media General's stations are located; and

other factors that may be beyond New Media General's control.

In addition, a high percentage of New Media General's operating expenses will be fixed, and a small decrease in advertising revenue could significantly impact New Media General's financial results. There can be no assurance that New Media General's advertising revenue will not be volatile in the future, and such volatility may have an adverse impact on New Media General's business, financial condition or results of operations.

***Financial and economic conditions may have an adverse impact on New Media General's industry, business, financial condition and/or results of operations.***

Adverse financial and economic conditions could have an adverse effect on the fundamentals of New Media General's business, financial condition and/or results of operations. Poor economic and industry conditions could have a negative impact on New Media General's industry or the industry of those customers who advertise on New Media General's stations, including, among others, the automotive industry and service businesses, each of which is a significant source of New Media General's advertising revenue. Additionally, financial institutions, capital providers or other consumers may be adversely affected. Potential consequences of any financial and economic decline include:

the financial condition of those companies that advertise on New Media General's stations may be adversely affected, causing them to spend less on advertising, which could result in a significant decline in New Media General's advertising revenue;

New Media General's ability to pursue acquisitions or divestitures of certain television and non-television assets at attractive values may be limited;

the possibility that New Media General's business partners could be negatively impacted and its ability to maintain these business relationships could also be impaired; and

New Media General's ability to make certain capital expenditures may be significantly impaired.

***If New Media General is unable to secure or maintain carriage of its television stations' signals over cable, telecommunication video and/or direct broadcast satellite systems, New Media General's television stations may not be able to compete effectively.***

Pursuant to rules adopted by the FCC, local television stations may elect every three years to either (1) require cable and/or direct broadcast satellite operators to carry the stations' signals or (2) enter into retransmission consent agreements for carriage. If a station elects the latter, carriage is not guaranteed. Failure to reach timely retransmission consent agreements with the relevant operators may harm New Media General's business. There is no assurance that New Media General will be able to agree on acceptable terms, which could lead to a reduction in its revenue from cable and satellite retransmission consent agreements and advertising revenues. If New Media General is unable to reach retransmission consent agreements with cable companies, satellite providers and telecommunication providers for the carriage of its stations' signals, it could lose revenues and audience share. Media General and LIN now renegotiate retransmission agreements with cable and satellite providers as current contracts expire, and New Media General may not be able to negotiate future agreements on terms comparable to or more favorable than Media General and LIN's current agreements. This may cause revenues and revenue growth from New Media General's retransmission consent agreements to decrease under the renegotiated terms.

In an order released on March 31, 2014, the FCC amended its rules governing "good faith" retransmission consent negotiations to provide that it is a violation of the statutory duty to negotiate in good faith for a television broadcast station that is ranked among the top-four stations (as measured by audience share) in a DMA to negotiate retransmission consent jointly with another top-four station in the same DMA if the stations are not commonly owned. Under the new rules, top-four stations may not (1) delegate authority to negotiate or approve a retransmission consent agreement either (a) to another non-commonly owned top-four station located in the same DMA or (b) to a third party that negotiates on behalf of another top-four television station in the same DMA or (2) facilitate or agree to facilitate coordinated negotiation of retransmission consent terms between or among multiple top-four stations in the same DMA, including through the sharing of information. Retransmission consent agreements jointly negotiated prior to the effective date of the new rules will remain enforceable until the end of their terms, but contractual provisions for separately owned top-four stations to consult or jointly negotiate retransmission agreements are no longer

enforceable. The new rules went into effect on June 18, 2014. The new rules may affect Media General's arrangements with third-party licensees in the Lansing, MI; Albany-Schenectady-Troy, NY; and Augusta, GA television markets in which Media General has joint sales and shared services arrangements with third-party licensees and LIN's arrangements with third party licensees in Albuquerque-Santa Fe, NM; Dayton, OH; Savannah, GA; Youngstown, OH; and Topeka, KS in which LIN has joint sales and/or shared services arrangements with third-party licensees. We cannot predict what effect, if any, the new rules may have on future negotiations for retransmission consent agreements.

In addition, on April 22, 2014, the U.S. Supreme Court heard a case captioned *American Broadcasting Companies, Inc., et al. v. Aereo, Inc.*, which involves a challenge from several broadcasters of the Aereo service, which provides access for its subscribers to broadcast television programs over the Internet for a monthly subscription fee. At issue is whether Aereo's service violates copyright law and whether Aereo must obtain permission to retransmit broadcasters' programming. If Aereo should prevail in the pending litigation, it could have a negative impact on New Media General's retransmission consent negotiations with multi-channel video programming distributors, or "MVPDs," and its business and results of operations could be materially and adversely affected. We cannot predict the ultimate outcome of this proceeding.

*As a television broadcaster, New Media General will be highly regulated, and continuation of its operations requires that it retain or renew a variety of government approvals and comply with changing federal regulations.*

The FCC extensively regulates the ownership, operation and sale of broadcast television stations, including those licensed to Media General and LIN. The Communications Act of 1934, as amended, which we refer to as the “Communications Act,” requires broadcasters to serve the public interest. Among other things, the FCC assigns frequency bands; determines stations’ locations and operating parameters; issues, renews, revokes and modifies station licenses; regulates and limits changes in ownership or control of station licenses; regulates equipment used by stations; regulates station employment practices; regulates certain program content and commercial matters in children’s programming; has the authority to impose penalties for violations of its rules or the Communications Act; and imposes annual fees on stations. Reference should be made to the Communications Act, as well as to the FCC’s rules, public notices and rulings, for further information concerning the nature and extent of federal regulation of broadcast television station.

Congress and the FCC have under consideration, and in the future may adopt, new laws, regulations and policies regarding a wide variety of matters that could affect, directly or indirectly, the operation, ownership transferability and profitability of New Media General’s television stations and affect the ability of New Media General to acquire additional stations. In addition to the matters noted above, these may include, for example, spectrum use fees; reallocation of portions of the television broadcast spectrum to other uses or reductions in the amount of spectrum allotted to television stations; restrictions on the ability of same-market television stations to engage in shared services or other cooperative arrangements to reduce operating costs; changes in political advertising rates; potential restrictions on the advertising of certain products (such as alcoholic beverages); additional restrictions on program content; increased fines for rule violations; closed captioning requirements; and ownership rule changes.

Under an order that the FCC adopted on March 31, 2014, a television licensee that agrees to sell more than 15 percent of the weekly advertising inventory of another television station in the same market (DMA) will be deemed to have an attributable ownership interest in that station. The change will effectively ban joint services agreements, or “JSAs,” involving ad sales in excess of 15 percent between two stations in the same market unless the station selling the advertising time could own the other station under the FCC’s duopoly limitations or obtains a waiver of the rule. Stations with JSAs that would put them in violation of the new rules will have two years from the date on which the rules become effective to amend or terminate those arrangements or to obtain waivers. Although the FCC will consider waivers of the new JSA attribution rule, the FCC thus far has provided little guidance on what factors must be present for a waiver to be granted. These proposed changes will affect Media General’s present agreements to sell advertising inventory for independently owned stations in Augusta, GA, Albany, NY, and Lansing, MI, as well as similar agreements between LIN and third-party licensees for independently owned stations in Dayton, OH, Savannah, GA, Youngstown, OH, and Topeka, KS. We cannot now predict what actions the FCC may require regarding these agreements in connection with the processing of applications for FCC consent to the proposed merger of Media General and LIN.

In addition, uncertainty about media ownership regulations and adverse economic conditions has dampened the acquisition market from time to time, and changes in the regulatory approval process may make it materially more expensive, or may materially delay, New Media General's ability to consummate further acquisitions or divestitures.

Media General and LIN require licenses from the FCC for their operations, and a rejection or reconsideration of license renewals by the FCC could have a material adverse effect on their businesses. Typically, the FCC begins processing renewal applications over the last month of the renewal term. However, for broadcasters to obtain license renewals (a necessary prerequisite to FCC consent for certain transactions), the FCC has required licensees to enter into tolling agreements extending the time that the FCC may prosecute indecency and other alleged violations beyond the date of the license renewals. Media General has entered into tolling agreements with the FCC, including tolling agreements in connection with the Media General's obtaining FCC consent for the Young Merger, consummated in 2013. Further tolling agreements may be necessary in connection with the proposed merger of Media General and LIN. Pending Media General and LIN renewal applications, for example, disclose various instances of non-compliance with FCC rules during the license term, such as errors in the scheduling of pre-filing announcements, delays in completing particular required reports and making them available in the station's public inspection file, failure to provide adequate captioning for the hearing impaired, or failures to abide by publicity requirements and commercial limitations under the FCC's rules governing television programming for children. In addition, like most network-affiliated television stations, Media General and LIN's television stations are subject to one or more pending program indecency complaints submitted by listeners and awaiting review by the FCC's staff, as well as proceedings relating to allegedly indecent programming material provided in network programming. Media General and LIN filed all of their respective pending applications for renewal in a timely manner prior to the applicable expiration dates and expect applications that remain pending to be approved as the FCC works through its backlog. In these circumstances, the Communications Act provides that Media General and LIN may continue to operate under their broadcast licenses pending final action on any pending renewal applications. Historically, the FCC renews the vast majority of broadcast licenses, but there can be no assurance that Media General and LIN's licenses will be renewed at their expiration dates or, if renewed, that the renewal terms will be for the maximum permitted period. The non-renewal or revocation of one or more of Media General and LIN's primary licenses could have an adverse effect on their operations.

***The FCC is considering possible mechanisms for spectrum reallocation that could affect the spectrum for New Media General's stations and adversely impact its ability to compete.***

The FCC is authorized to conduct a "reverse auction" at which television broadcast licensees could submit bids to receive compensation for relinquishing all or a portion of their rights in the television spectrum of their full-service and Class A stations. A licensee could bid to relinquish its channel entirely, relocate to a different channel band (UHF to VHF) or relinquish its channel and share a different channel with another broadcaster. Broadcasters choosing to share a channel would retain must-carry rights on cable systems. Under the law, the FCC may hold only one reverse auction. Concurrently with the reverse auction or after its completion, the FCC would conduct a forward auction of the newly freed spectrum. The FCC must complete both auctions by 2022.

Even if a television licensee does not participate in the reverse auction, the FCC nevertheless may require that it relocate its station to another channel or make technical changes to facilitate repacking the band. The FCC will have a \$1.75 billion fund to compensate broadcasters and cable systems for the reasonable costs of repacking. The legislation limits the ability of broadcasters to challenge FCC repacking decisions by denying a licensee the right to a hearing before the FCC modifies its license, a right that the Communications Act otherwise would provide. The FCC issued a new rulemaking proposal on October 2, 2012, to develop rules to govern incentive auctions for television broadcast spectrum, re-auction of any reclaimed spectrum to wireless broadband providers and the repacking of broadcasters on the channels remaining dedicated to television broadcasting after the auction. The FCC's Chairman has told Congress that the FCC hopes to complete this rulemaking in the spring of 2014 so that the auctions can take place in mid-2015. There is no assurance, however, that the FCC will meet this schedule. Changes in FCC and Administration policies and changes in the Congress could affect this schedule and the ultimate shape of the auctions in ways that cannot now be predicted.

We further cannot predict the form of any final rules that the FCC may adopt for television spectrum reallocation or whether the rules ultimately adopted would have any adverse effect upon Media General and LIN's ability to compete. Additionally, we cannot predict whether the FCC or the Congress might adopt even more stringent requirements or incentives to abandon current spectrum if the initiatives now being reviewed are adopted and implemented but do not have the desired result of freeing what the agency deems to be sufficient spectrum for wireless broadband use.

***Changes in FCC ownership rules through FCC action, judicial review or federal legislation may limit New Media General's ability to continue providing services to stations under sharing arrangements (such as local marketing agreements, joint sale agreements, shared services agreements and other similar agreements), may require Media General and LIN to amend or terminate certain agreements and/or may preclude New Media General from obtaining the full economic value of one or more of Media General and LIN's duopoly, or two-station, operations upon a sale, merger or other similar transaction transferring ownership of such station or stations.***



FCC ownership rules currently impose significant limitations on the ability of broadcast licensees to have attributable interests in multiple media properties. Federal law prohibits one company from owning broadcast television stations that collectively have service areas encompassing more than an aggregate 39% share of national television households. Ownership restrictions under FCC rules also include a variety of local limits on media ownership. The restrictions include an ownership limit of one television station in most medium and smaller television markets and two stations in most larger markets, known as the television duopoly rule. The regulations also include limits on the common ownership of a newspaper and television station in the same market (newspaper-television cross-ownership), limits on common ownership of radio and television stations in the same market (radio-television station ownership) and limits on radio ownership of five to eight radio stations in a local market.

If the FCC should loosen its media ownership rules, attractive opportunities may arise for additional television station and other media acquisitions, but these changes also would create additional competition for us from other entities, such as national broadcast networks, large station groups, newspaper chains and cable operators, which may be better positioned to take advantage of such changes and benefit from the resulting operating synergies both nationally and in specific markets.

On March 12, 2014, the FCC issued a public notice with respect to the processing of broadcast television applications proposing sharing arrangements and contingent interests. The public notice indicated that the FCC will closely scrutinize any application that proposes that two or more stations in the same market will enter into an agreement to share facilities, employees and/or services or to jointly acquire programming or sell advertising including through a JSA, LMA or similar agreement and enter into an option, right of first refusal, put/call arrangement or other similar contingent interest, or a loan guarantee. We cannot now predict what actions the FCC may require in connection with the processing of applications for FCC consent to the transaction. However, among other things, this may limit New Media General's ability to create duopolies or other two-station operations.

In an order adopted in March 2014, the FCC concluded that JSAs should be “attributable” for purposes of the media ownership rules if they permit a television licensee to sell more than 15% of the commercial inventory of a television station owned by a third party in the same market. Stations with JSAs that would put them in violation of the new rules will have two years from the date on which the rules become effective to amend or terminate those arrangements, unless they are able to obtain a waiver of such rules. Accordingly, absent further developments, or the grant of waivers, Media General and LIN will be required to modify or terminate their existing JSAs within such two year period.

Concurrent with such March 2014 order, the FCC issued a notice of proposed rulemaking in which it initiated its Quadrennial Review of its ownership rules. The rulemaking proposes, among other things, (i) eliminating the newspaper/radio cross ownership rule and the radio/television cross ownership rule, (ii) retaining the newspaper/television cross ownership rule but allowing for waivers on a case by case basis, (iii) retaining the local television rules, and (iv) prohibiting two television stations in the same market from swapping network affiliations if it would result in a single owner having two top 4 network affiliations in a market where it could not otherwise own both stations. The proposed rulemaking also seeks comment on how to define a television shared services agreement and whether television stations should be required to disclose shared services agreements and how best to achieve disclosure.

***New Media General’s operating results will be dependent in part on the success of programming aired by its television stations, which depends in part upon factors beyond its control.***

New Media General’s advertising revenues depend in part on the success of its local, network and syndicated programming. Media General and LIN make significant commitments to acquire rights to television programs under multi-year agreements. Whether these programs succeed depends upon unpredictable factors such as audience preferences, competing programming and the availability of other entertainment activities. If a particular program is not popular, it may not be possible to sell enough advertising to cover the program’s cost. In some instances, New Media General may have to replace or cancel programs before fully amortizing their costs and, as a result, may have impairments that increase operating costs.

In addition, FCC rules affect the network-affiliate relationship. Among other things, these rules require network affiliation agreements to: (i) prohibit networks from requiring affiliates to clear time previously scheduled for other use, (ii) permit an affiliate to preempt network programs it believes are unsuitable for its audience and (iii) permit affiliates to substitute programs believed to be of greater local or national importance than network programming. In 2008, the FCC resolved a petition to review certain of these rules by clarifying its limitations on the extent to which the networks can exert control over the operations of their affiliates. In March 2014, the FCC adopted a Further Notice of Proposed Rulemaking seeking comment on whether the FCC should eliminate its rules protecting stations’ network non-duplication (or “Non-Dup”) and syndicated programming exclusivity (or “Syndex”) rules. These rules establish a regulatory process by which local stations may seek to enforce their contractual exclusivity rights to network and

syndicated programming within their markets. This rulemaking is still pending and we cannot predict its outcome.

In recent years, the national broadcast networks have streamed certain network programming on the Internet and other distribution platforms in close proximity in time to the broadcast of such programming on local television stations, including those that we own. These and other practices by the networks dilute the exclusivity and value of network programming originally broadcast by the local stations and could adversely affect the business, financial conditions and results of operations of New Media General's stations.

The non-renewal or termination of a network affiliation agreement or a change in network affiliations could have a material adverse effect on New Media General. Media General and LIN periodically renegotiate their major network affiliation agreements. For example, Media General has a network affiliation agreement with ABC that expires in June of 2014, a network affiliation agreement with MyNetwork TV that expires in September of 2014 and network affiliation agreements with CBS that begin to expire in December of 2014. Media General anticipates that, going forward, it will be required to pay commercially reasonable fees to these networks for the right to carry their programming as a condition of renewal of their respective affiliation agreements. There can be no assurance, however, as to whether Media General's and LIN's affiliation agreements will be renewed or as to what effect, if any, these renewals may have on New Media General's financial condition and results of operations.

If any of New Media General's stations cease to maintain affiliation agreements with networks for any reason, New Media General would need to find alternative sources of programming, which may be less attractive and more expensive. A change in network affiliation in a given television market may have many short- and long-term consequences, depending upon the circumstances surrounding the change. Potential short-term consequences include: (a) increased marketing costs and increased internal operating costs, which can vary widely depending on the amount of marketing required to educate the audience regarding the change and to maintain the station's viewing audience; (b) short-term loss of market share or slower market growth due to advertiser uncertainty about the switch; (c) costs of building a new or larger news operation; (d) other increases in station programming costs, if necessary; and (e) the cost of equipment needed to conform the station's programming, equipment and logos to the new network affiliation. Long-term consequences are more difficult to assess, due to the cyclical nature of each of the major networks' share of the audiences that changes from year-to-year with programs coming to the end of their production cycle, audience acceptance of new programs in the future and the fact that national network audience ratings do not necessarily indicate how a network's programming may fare in a particular market. The circumstances that may surround a network affiliation switch cause uncertainty as to the actual costs that New Media General will incur, and if these costs are significant, the switch could have a material, adverse impact on the income New Media General will derive from the affected station.

In addition, syndication agreements are licenses to broadcast programs that are produced by production companies. Such programming can form a significant component of a station's programming schedule. Syndication agreements are subject to cancellation, which may affect a station's programming schedule, and we cannot be certain that New Media General will continue to be able to acquire rights to syndicated programs once Media General and LIN's current contracts for these programs end.

***The integration of Media General and Young (and, following the consummation of the transaction, of Media General and LIN) will present significant challenges that may reduce the anticipated potential benefits of the transactions.***

The integration of Media General and Young is (and, following the consummation of the transaction, the integration of Media General and LIN will be) complex and time-consuming due to the size and complexity of each organization. New Media General will face significant challenges in consolidating functions and integrating organizations, procedures and operations in a timely and efficient manner, as well as retaining key personnel. The principal challenges include the following

integrating information systems and internal controls over accounting and financial reporting;

integrating Media General, Young and LIN's existing businesses;

preserving significant business relationships;

consolidating corporate and administrative functions;

conforming standards, controls, procedures and policies, business cultures and compensation structures between Media General, Young and LIN; and

retaining key employees.

The management of Media General will have to dedicate substantial effort to integrating the businesses of Media General, Young and LIN. These efforts could divert management's focus and resources from our business, corporate initiatives or strategic opportunities. If Media General and New Media General are unable to integrate Media General's, Young's and LIN's organizations, procedures and operations in a timely and efficient manner, the anticipated benefits and cost savings of the transactions may not be realized fully, or may take longer to realize than expected, and the value of New Media General's common stock may be affected adversely. An inability to realize the full extent of

the anticipated benefits of the transaction, as well as any delays encountered in the integration process, could also have an adverse effect upon New Media General's revenues, expenses and operating results.

New Media General's future success depends, in part, upon its ability to manage this expanded business, which will pose substantial challenges for management, including challenges related to the management and monitoring of new operations and associated increased costs and complexity. There can be no assurances that New Media General will be successful or that New Media General will realize the expected operating efficiencies, cost savings and other benefits currently anticipated.

*The consummation and integration of acquisitions pose various risks and uncertainties.*

New Media General intends to selectively continue to pursue strategic acquisitions, subject to market conditions, its liquidity, and the availability of attractive acquisition candidates. New Media General may not be successful in identifying attractive acquisition targets nor have the financial capacity to complete future acquisitions. Acquisitions involve inherent risks, such as increasing leverage, debt service requirements, future performance-based purchase obligations and combining company cultures and facilities, and we may not be able to successfully integrate acquired entities, which could have a material adverse effect on its operating results, particularly during the period immediately following any acquisition. New Media General may not be able to generate cost savings or increase revenues as a result of any acquisition. In addition, future acquisitions may result in New Media General's assumption of unexpected liabilities and may result in the diversion of management's attention from the operation of its core business.

Certain acquisitions, such as acquisitions of television stations, are subject to the approval of the FCC and, potentially, other regulatory authorities. The need for FCC and other regulatory approvals could restrict New Media General's ability to consummate future transactions and potentially require New Media General to divest some television stations.

***New Media General may not achieve all of the synergies and cost savings that are expected to be obtained from its acquisitions.***

In connection with the Young Merger, LIN Merger and other acquisitions, Media General has disclosed, and New Media General may from time to time disclose or announce, potential synergies and cost savings that may be obtained in the future as a result of the acquisitions, including measures of revenue and profitability that give effect to potential synergies. Media General's and New Media General's determinations of potential synergies and cost savings (and such measures of revenue and profitability) are and will be based upon various assumptions and estimates that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond their control, and are based upon specific assumptions with respect to future business decisions, some of which will change. We cannot guarantee that Media General and New Media General will necessarily generate all of the anticipated synergies from acquisitions, and the actual amount of synergies and cost savings Media General and New Media General successfully obtain could be significantly lower than the amounts expected. In addition, Media General and New Media General's ability to generate synergies will be subject to governmental actions and policies which are outside of their control. All disclosures regarding anticipated synergies and cost savings (and any related measures of revenue and profitability) are forward-looking statements which should be reviewed together with the "Risk Factors" included in this joint proxy statement/prospectus.

***New Media General's substantial indebtedness could impair its financial condition and its ability to fulfill its debt obligations.***

On a pro forma basis assuming consummation of the transaction, as of March 31, 2014, New Media General would have had total indebtedness of approximately \$2.7 billion. This indebtedness can have significant consequences for New Media General's creditors and investors. For example this indebtedness could:

make it more difficult for New Media General to satisfy its obligations, which could in turn result in an event of default on its indebtedness;

impair New Media General's ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, general corporate purposes or other purposes;

diminish New Media General's ability to withstand a downturn in its business, the industry in which it operates or the economy generally;

limit flexibility in planning for, or reacting to, changes in its business and the industry in which it operates; and

place New Media General at a competitive disadvantage compared to certain competitors that may have proportionately less debt.

If New Media General is unable to meet its debt service obligations or if it otherwise breaches a covenant, it could be forced to restructure or refinance its indebtedness, seek additional equity capital or sell assets. New Media General may be unable to obtain financing or sell assets on satisfactory terms, or at all.

In addition, New Media General debt agreements will subject it to a number of financial and operational covenants and require compliance with certain financial ratios. For example, covenants under its credit agreement will impose restrictions on its ability to incur additional indebtedness and liens, make loans and investments, make capital expenditures, sell assets, engage in mergers, acquisitions and consolidations, enter into transactions with affiliates, purchase or redeem stock, enter into sale and leaseback transactions and pay dividends. A breach of any of the covenants imposed on New Media General by the terms of its credit agreement, including any financial or operational covenants, and certain change of control events, may result in a default or event of default under the credit agreement. Following an event of default, the lenders would have the right to terminate their commitments to extend credit in the future to New Media General under the agreement's revolving credit facility and could accelerate the repayment of all of New Media General's indebtedness under its credit agreement. In such case, New Media General may not have sufficient funds to pay the total amount of accelerated obligations, and the lenders could proceed against the collateral securing the credit agreement, which will consist of substantially all of New Media General's assets. Any acceleration in the repayment of indebtedness or related foreclosure could have an adverse effect on us.

Despite its debt levels, New Media General may be able to incur significantly more debt in the future, which could increase the foregoing risks.

***New Media General will require a significant amount of cash to service its indebtedness. This cash may not be readily available to New Media General.***

New Media General's ability to make payments on, or repay or refinance, its indebtedness and fund planned capital expenditures will depend largely upon our future operating performance. New Media General's future performance, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond its control. We cannot be certain New Media General will generate sufficient cash flow from operations or that future borrowings will be available in amounts sufficient to enable New Media General to pay its indebtedness or to fund its other liquidity needs.

***Media General's pension and postretirement benefit plans are currently underfunded. A declining stock market and lower interest rates could affect the value of Media General's retirement plan assets and increase New Media General's postretirement obligations.***

Media General has qualified defined benefit retirement plans covering substantially all Legacy Media General employees hired before January 1, 2007 and the IBEW Local 45 employees of KRON-TV. As of December 31, 2013, these qualified retirement plans were underfunded by approximately \$88 million. Media General made contributions of \$5 million and \$45 million to a Media General plan in December of 2013 and January of 2014, respectively, to reduce the funding gap. Media General also has non-contributory unfunded supplemental executive retirement and ERISA excess plans which supplement the coverage available to certain Legacy Media General executives. There is also an unfunded plan that provides certain health and life insurance benefits to retired Legacy Media General employees who were hired prior to 1992 and a retirement medical savings account established as of January 1, 2007. Although Media General has frozen participation and benefits under these plans, two significant elements in determining its pension expense are the expected return on plan assets and the discount rate used in projecting obligations. Large declines in the stock market (such as those seen in 2008) and lower discount rates (such as those seen in 2012) increase this expense and may necessitate higher cash contributions to the qualified retirement plans.

***New Media General's ability to use the NOL carryforwards of Legacy Media General and Young to offset future taxable income currently is subject to limitation under Section 382 of the Code. The mergers will result in an ownership change of LIN Television, and may result in an ownership change of Media General, in each case, under Section 382 of the Code, and may limit or further limit the ability of New Media General to use LIN Television, Media General, Legacy Media General and/or Young NOL carryforwards to offset its future taxable income for U.S. federal income tax purposes.***



In general, under Section 382 of the Code, a corporation that undergoes an ownership change is subject to limitation on its ability to utilize its pre-change net operating loss carryforwards, which we refer to as “NOL carryforwards,” to offset future taxable income for U.S. federal income tax purposes. In general, an ownership change occurs if the aggregate stock ownership of certain shareholders increases by more than 50 percentage points over such shareholders’ lowest percentage ownership during the testing period (generally three years). An ownership change can result from, among other things, an offering of stock, the purchase or sale of stock by certain shareholders, or the issuance or exercise of rights to acquire stock.

For U.S. federal income tax purposes, as of December 31, 2013, the Media General consolidated group had approximately \$362 million of NOL carryforwards attributable to Legacy Media General, approximately \$226 million of NOL carryforwards attributable to Young and approximately \$93 million of combined NOL carryforwards, for a total of \$681 million. The estimated present value of these NOL carryforwards is approximately \$160 million. Pursuant to Section 382 of the Code, the use of the Legacy Media General and Young NOL carryforwards currently is subject to annual use limitations.

The mergers will result in an ownership change of LIN Television pursuant to Section 382 of the Code, limiting the ability of New Media General to use LIN Television NOL carryforwards, if any, to offset future taxable income of New Media General for U.S. federal income tax purposes.

While the mergers, if viewed in isolation, would not result in an ownership change of Media General under Section 382 of the Code, an ownership change of Media General may result when the mergers are aggregated with other transactions involving Media General and its shareholders occurring during the applicable three-year period, potentially limiting or further limiting the ability of New Media General to use Media General, Legacy Media General and Young NOL carryforwards to offset future taxable income of New Media General for U.S. federal income tax purposes.

These Section 382 limitations may impact the timing of when cash is used to pay the taxes of New Media General and could cause some portion of its NOL carryforwards to expire unused, in each case, reducing or eliminating the benefit of such NOL carryforwards. Similar rules and limitations may apply for state income tax purposes.

***As previously disclosed by LIN, the July 2013 restructuring of LIN TV Corp. into a limited liability company enabled LIN TV Corp. to significantly reduce its 2013 tax liability. No assurance can be given that the IRS will not challenge the U.S. federal income tax treatment of the restructuring.***

In July 2013, LIN TV Corp. restructured by converting its form of organization from a corporation into a limited liability company, enabling it to significantly reduce its 2013 tax liability by allowing it to offset a tax loss recognized as a result of the restructuring against tax gains recognized in 2013, including the tax gain recognized upon completion of the transactions related to the sale of LIN TV Corp.'s indirect interest in the Station Venture Holdings, LLC joint venture. The July 2013 restructuring was effected by a merger of LIN TV Corp. with and into LIN.

For U.S. federal income tax purposes, LIN TV Corp. treated its merger with and into LIN as (1) a complete liquidation of LIN TV Corp., whereby each holder of LIN TV Corp. stock received its pro rata share of LIN TV Corp.'s sole asset, its 100% equity interest in LIN Television, followed by (2) a contribution by such holders of such equity interest in LIN Television to LIN in exchange for LIN common shares. Generally, U.S. federal income tax law requires a liquidating corporation to recognize gain or loss on the distribution of property in a complete liquidation as if the property were sold to the recipient at its fair market value. Thus, LIN TV Corp. recognized gain or loss equal to the difference between the fair market value of its assets (less any related liabilities) and the tax basis of those assets. Because LIN TV Corp.'s sole asset at the time of its merger with and into LIN was its 100% equity interest in LIN Television, LIN TV Corp. computed its gain or loss based on the trading price of the LIN TV Corp. class A common stock on the date of the merger. LIN TV Corp.'s tax basis in its shares of LIN Television exceeded the fair market value of such shares at the time of the merger.

The U.S. federal income tax treatment of the merger of LIN TV Corp. with and into LIN depended, in part, on LIN being treated as a partnership, and not as a corporation, for U.S. federal income tax purposes. An entity that would otherwise be classified as a partnership for U.S. federal income tax purposes may nonetheless be taxable as a corporation if it is a “publicly traded partnership,” unless an exception applies. An entity that would otherwise be classified as a partnership is a publicly traded partnership if (1) interests in the partnership are traded on an established securities market or (2) interests in the partnership are readily tradable on a secondary market or the substantial equivalent thereof. However, an exception to taxation as a corporation, referred to as the “qualifying income exception,” exists if at least 90% of the partnership's gross income for every taxable year consists of “qualifying income” and the partnership is not required to register under the Investment Company Act of 1940. Qualifying income includes certain interest income, dividends, real property rents, gains from the sale or other disposition of real property, and any gain from the sale or disposition of a capital asset or other property held for the production of income that otherwise constitutes qualifying income. At the time of the merger of LIN TV Corp. with and into LIN, LIN indicated that it expected that all of its income would constitute qualifying income.

No rulings were requested from the IRS with respect to the tax consequences of the merger of LIN TV Corp. with and into LIN. Accordingly, no assurance can be given that the IRS will not assert, or that a court will not sustain, a position contrary to any of the intended tax consequences of such merger. Nor is the IRS bound by LIN TV Corp.'s valuation of the fair market value of the shares of LIN Television. As a result, the amount of any actual tax loss could vary, perhaps significantly, from the expected amount.

***Impairment of the value of New Media General's goodwill and other intangible assets is possible, depending on future operating results and the value of its stock.***

We periodically evaluate our goodwill and other intangible assets (primarily broadcast licenses, network affiliations and advertiser relationships) to determine if their carrying values are recoverable. Factors which influence the evaluation include expected future operating results (including assumptions around revenue growth, compensation levels, capital expenditures and discount rates), our stock price and the market for buying/selling media assets. If the carrying value is no longer deemed to be recoverable, a charge to earnings may be necessary. Although those charges are non-cash in nature and do not affect our operations, they could affect future reported results of operations and reduce our shareholders' equity.

***Cybersecurity risks could affect New Media General's operating effectiveness.***

Media General and LIN use computers in substantially all aspects of their business operations. Media General and LIN revenues are increasingly dependent on digital products. Such use exposes us to potential cyber incidents resulting from deliberate attacks or unintentional events. These incidents can include, but are not limited to, gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data or causing operational disruption. The results of these incidents could include, but are not limited to, business interruption, disclosure of nonpublic information, decreased advertising revenues, misstated financial data, liability for stolen assets or information, increased cybersecurity protection costs, litigation and reputational damage adversely affecting customer or investor confidence. Media General and LIN have systems and processes in place to protect against risks associated with cyber incidents, and they maintain, and New Media General will maintain, insurance coverage to mitigate cyber-related risks; however, depending on the nature of an incident, these protections may not be fully sufficient.

***Media General may be unable to sufficiently reduce operating costs to offset potential revenue declines.***

Media General previously has taken measures to manage its operating costs by reducing headcount, freezing or limiting certain employee benefits and implementing other cost-control measures across the Company. In addition, during and following the disposition of its newspapers in 2012, Media General took aggressive actions to reduce its corporate overhead costs. While these expense reductions have not significantly impacted Media General's ability to deliver news to its local markets or serve its advertisers, future expense reductions may diminish the quality of its products and limit its ability to generate revenue. If further reductions in employee compensation and benefits are necessary, Media General may not be able to attract and retain key employees. Furthermore, significant portions of Media General's expenses are fixed in nature and may not be reduced easily if revenue declines occur, which could adversely affect our operating results.

***New Media General will operate in a very competitive business environment.***

The television industry is highly competitive, and this competition can draw viewers and advertisers from our stations. Cable providers, direct broadcast satellite companies and telecommunication companies are developing new technologies that allow them to transmit more channels on their existing equipment to highly targeted audiences, reducing the cost of creating channels and potentially leading to the division of the television industry into ever more specialized niche markets. Competitors who target programming to such sharply defined markets may gain an advantage in garnering television advertising revenues. In addition, technological advancements and the resulting increase in programming alternatives, such as pay-per-view, home video and entertainment systems, video-on-demand, mobile video and the Internet, have created new types of competition to television broadcast stations and will increase competition for household audiences and advertisers. Technologies that allow viewers to digitally record, store and play back television programming may decrease viewership of commercials as recorded by media measurement services and, as a result, may lower our advertising revenues. In addition, since digital television technology allows broadcasting of multiple channels within the additional allocated spectrum, this technology could expose us to additional competition from programming alternatives. We cannot provide any assurances that New Media General will remain competitive in light of these developing technologies.

New Media General will face competition from:

other local free over-the-air broadcast television and radio stations;

telecommunication companies;

cable and satellite system operators;

Internet search engines, Internet service providers and websites, and new technologies including mobile television;  
and

other sources of news, information and entertainment such as newspapers, movie theaters, live sporting events and home video products, including digital video disc players.

Furthermore, Internet programming services such as Aereo and FilmOnX have begun offering Internet-based program services in an attempt to retransmit existing broadcast stations without negotiating for carriage with the broadcaster or payment of any copyright or carriage fee. Aereo houses thousands of tiny antennas in its data center, and each customer is assigned a specific antenna to receive broadcast programming and a remote DVR to make a “copy” of the programming. Broadcasters have sued Aereo in multiple jurisdictions around the country seeking to shut down its service. The case is currently before the U.S. Supreme Court, and a decision is expected in 2014. The outcome of such litigation is not certain at the present time. A victory at the U.S. Supreme Court by Aereo could have an adverse effect on New Media General’s results of operations. New Media General’s ability to adapt to changes in technology in a timely manner may affect our business prospects and results of operations.

Media General and LIN’s television stations are located in highly competitive markets. Accordingly, the results of New Media General’s operations will be dependent upon the ability of each station to compete successfully in its market, and there can be no assurance that any of our stations will be able to maintain or increase its current audience share or revenue share. To the extent that certain of New Media General’s competitors have or may, in the future, obtain greater resources, New Media General’s ability to compete successfully in its broadcasting markets may be impeded.

***New Media General may experience disruptions in its business due to natural disasters, terrorism or similar events.***

Because New Media General will have a high concentration of television stations in the southeastern United States, its operations will be particularly susceptible to tropical storms, tornadoes and hurricanes. If natural disasters, acts of terrorism, political turmoil, or hostilities occur, one or more of our broadcast stations could experience a loss of technical facilities for an unknown period of time and would, in addition, lose advertising revenues during such time period. In addition, if natural disasters, acts of terrorism, political turmoil or hostilities occur, even if we do not experience a loss of technical facilities, our broadcast operations may switch to continual news coverage, which would cause the loss of advertising revenues due to the suspension of advertiser-supported commercial programming.

***New Media General could be adversely affected by labor disputes and legislation and other union activity.***

The cost of producing and distributing entertainment programming has increased substantially in recent years due to, among other things, the increasing demands of creative talent and industry-wide collective bargaining agreements. Media General and LIN’s program suppliers engage the services of writers, directors, actors and on-air and other talent, trade employees and others, some of whom are subject to these collective bargaining agreements. Also, as of December 31, 2013, approximately 200 of Media General’s employees are represented by labor unions under collective localized bargaining agreements with two different unions: the International Brotherhood of Electrical Workers and the American Federation of Television and Radio Artists. As of December 31, 2013, 331 of LIN’s employees are represented by labor unions. Failure to renew these agreements, higher costs in connection with these agreements or a significant labor dispute, including strikes or work stoppages, could adversely affect our business by

causing, among other things, delays in production that lead to declining viewership, a significant disruption of operations and reductions in the profit margins of our programming and the amounts we can charge advertisers for time. Our stations also broadcast certain professional sporting events, including NBA basketball games, MLB baseball games, NFL football games and other sporting events, and our viewership may be adversely affected by player strikes or lockouts, which could adversely affect our advertising revenues and results of operations. Any changes in the existing labor laws may increase these risks.

### **Risks Related to the Ownership of New Media General Common Stock**

*Standard General will own approximately 20% of the voting power of New Media General's outstanding common stock. This may allow Standard General to exercise influence over New Media General.*

The SG shareholders currently control approximately 30% of the voting power of all of Media General's outstanding common stock and will control approximately 20% of New Media General's outstanding common stock following the consummation of the transaction. These percentages may be increased to the extent any shareholder of New Media General converts its voting common stock to non-voting common stock in accordance with the terms of New Media General's Articles of Incorporation following the transaction. In addition, a representative of Standard General is a member of Media General's Board of Directors and is expected to be a member of New Media General's Board of Directors. As a result, the SG shareholders may have influence over New Media General's management. In addition, the SG shareholders' substantial share ownership may delay or prevent a change in control of New Media General. The SG shareholders' interest may not be consistent with the interests of our other shareholders.

***Provisions of New Media General's Articles of Incorporation and Bylaws and the VSCA could make a merger, tender offer or proxy contest difficult and could deprive shareholders of the opportunity to obtain a takeover premium for shares of the New Media General voting common stock owned by them.***

Upon the closing of the transaction New Media General's Articles of Incorporation and Bylaws will contain provisions that could have the effect of delaying or preventing changes in control or changes in New Media General's management without the consent of its Board of Directors, which could make a merger, tender offer or proxy contest difficult. These provisions include: (i) the ability of the Board of Directors of New Media General to determine whether to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without shareholder approval, which could be used, to the extent consistent with its legal duties, to issue a series of stock to persons friendly to management in order to attempt to block an acquisition action by a hostile acquirer or to significantly dilute the ownership of a hostile acquirer, (ii) the requirement that a special meeting of shareholders may be called only by the Board of Directors of New Media General, the chairman of the Board of Directors of New Media General or the president of New Media General, which may delay the ability of New Media General's shareholders to force consideration of a proposal or to take action and (iii) advance notice procedures with which shareholders must comply in order to nominate candidates to the Board of Directors of New Media General or to propose matters to be acted upon at a shareholders' meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect such acquirer's own slate of Directors or otherwise attempting to obtain control of us. In addition, under the VSCA, shareholders of New Media General will be prohibited from taking action by written consent unless the consent is unanimous, which makes action by written consent difficult to obtain and forces shareholder action to be taken at an annual or special meeting. These provisions, alone or together, could delay hostile takeovers and changes in control of New Media General or changes in management of New Media General.

Further, the "affiliated transaction" provisions of Virginia law prohibit, subject to certain exceptions, any person who becomes the beneficial owner of more than 10% of any class of a corporation's voting securities, without the prior consent of that corporation's board of directors, from engaging in specified transactions with such corporation for a period of three years following the date upon which the shareholder acquires the requisite number of securities. The types of transactions covered by the law include certain mergers, share exchanges, material dispositions of corporate assets not in the ordinary course of business, dissolutions, reclassifications and recapitalizations. New Media General will not opt out of this law in its Articles of Incorporation.

***New Media General's Articles of Incorporation will contain provisions allowing it to restrict the ownership, conversion and proposed ownership of common stock for reasons related to compliance with the FCC's rules and regulations.***

Under New Media General's Articles of Incorporation, New Media General may restrict the ownership, conversion or proposed ownership of shares of common stock by any person if such ownership, conversion or proposed ownership, either alone or in combination with other actual or proposed ownership of shares of capital stock of any other person, would cause New Media General or its subsidiaries to be subject to restrictions under, or cause a violation of, the



laws, rules and regulations administered or enforced by the FCC, including the Communications Act, which are referred to as “federal communications laws.” New Media General may enforce such restrictions if it believes the ownership, conversion or proposed ownership by a holder of common stock:

would be in violation of any federal communications laws;

would (or could reasonably be expected to) materially limit or impair any existing or proposed business activity of us or our subsidiaries under the federal communications laws;

would materially limit or impair under the federal communications laws the acquisition of an attributable interest in a full-power television station by New Media General or any of its subsidiaries for which we have entered into a definitive agreement with a third party;

would (or could reasonably be expected to) cause New Media General or any of its subsidiaries to be subject to any rule, regulation, order or policy under the federal communications laws having or which reasonably could be expected to have a material effect on New Media General or any of its subsidiaries to which New Media General or any of its subsidiaries would not be subject but for such ownership, conversion or proposed ownership; or

would require prior approval from the FCC and such approval has not been obtained.

The restrictions that New Media General may enact include refusing to permit the transfer of shares, suspending rights of share ownership, requiring the conversion of voting common stock to non-voting common stock, and other remedies. These provisions may restrict the ability of shareholders to acquire, own and/or vote shares of New Media General's voting common stock.

***Sales of New Media General's voting common stock by the former equityholders of Young may have an adverse effect on the price of New Media General's voting common stock.***

As part of the Young Merger, equityholders of Young received approximately 60.2 million shares of Media General's voting common stock, which will become shares of New Media General's voting common stock upon completion of the transaction. In accordance with the terms of a registration rights agreement entered into at the time of the Young Merger, Media General has filed a registration statement on Form S-3 which registered for resale approximately 58.5 million shares of its voting common stock for the benefit of certain of the former Young equityholders. The former Young equityholders who are party to the registration rights agreement have the right to demand registration of their shares for sale in underwritten offerings, subject to certain limitations, and the right to participate in registered underwritten offerings conducted by Media General and, following closing, New Media General. Of the 58.5 million shares which are registered on the Form S-3, former Young equityholders offered 4,213,433 shares of the Media General voting common stock they hold for sale in its offering conducted on or about May 7, 2014. Sales by the former Young equityholders of their shares of voting common stock, or the possibility of such sales, pursuant to an underwritten offering or otherwise, following the closing of the transaction may have an adverse effect on the per share price of New Media General's voting common stock.

***New Media General does not intend to pay cash dividends on its voting common stock for at least so long as it is prohibited from doing so under its credit agreement.***

New Media General's credit agreement at closing will contain restrictions on the payment of dividends, and any credit agreements it enters into in the future may contain similar limitations or restrictions. In addition, applicable state law may impose requirements that may impede New Media General's ability to pay dividends on its voting common stock. Therefore, it is likely that any return on investment for New Media General's shareholders, at least in the near term, will occur only if the market price of its voting common stock appreciates.

***Former holders of LIN common shares may be deemed to hold "attributable interests" in New Media General.***

The laws, rules and regulations administered by the FCC impose restrictions on the common ownership and control of radio and television broadcast licenses and daily newspapers. The FCC generally applies its ownership limits to persons who hold an "attributable interest" in a broadcast license or daily newspaper, which generally is deemed to be

any direct or indirect holding of five percent or more of the voting stock of a corporation such as New Media General. Following the LIN Merger, the broadcast or newspaper interests of holders of five percent or more of the voting common stock of New Media General may limit its ability to acquire or own broadcast stations in particular markets. While New Media General's Articles of Incorporation will have provisions that it may use to prevent such an effect by limiting the holding of attributable interests in New Media General to those shareholders lacking conflicting media interests, there can be no assurance that these provisions as applied will be completely effective.

***New Media General will have the ability to issue preferred stock which could affect the rights of holders of its voting common stock.***

New Media General's Articles of Incorporation will allow the Board of Directors of New Media General to issue up to 50 million shares of preferred stock and set the terms of such preferred stock. The terms of any such preferred stock, if issued, may adversely affect the dividend, liquidation and other rights of holders of New Media General's common stock.

***The public price and trading volume of New Media General's voting common stock may be volatile.***

The price and trading volume of New Media General's voting common stock may be volatile and subject to fluctuations. Some of the factors that could cause fluctuation in the stock price or trading volume of New Media General's voting common stock include:

general market and economic conditions and market trends, including in the television broadcast industry and the financial markets generally;

the political, economic and social situation in the United States;

actual or expected variations in operating results;

variation in quarterly operating results;

inability to meet projections in revenue;

announcements by us or our competitors of significant acquisitions, strategic partnership, joint ventures, capital commitments or other business developments;

adoption of new accounting standards affecting the industry in which New Media General operates;

operations of competitors and the performance of competitors' common stock;

litigation or governmental action involving or affecting New Media General or its subsidiaries;

changes in financial estimates and recommendations by securities analysts;

recruitment or departure of key personnel;

purchases or sales of blocks of New Media General's voting common stock; and

operating and stock performance of the companies that investors may consider to be comparable.

There can be no assurance that the price of New Media General's voting common stock will not fluctuate or decline significantly. The stock market in recent years has experienced considerable price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of individual companies and that could adversely affect the price of New Media General's voting common stock, regardless of its operating performance. Stock price volatility might be worse if the trading volume of shares of New Media General's voting common stock is low. Furthermore, shareholders may initiate securities class action lawsuits if the market price of New Media General's voting common stock declines significantly, which may cause New Media General to incur substantial costs and could divert the time and attention of New Media General's management.

**Risks Related to Media General and LIN and New Media General after the Transaction.**

Media General and LIN are subject to the risks described in (i) Item 1A – Risk Factors, in Media General’s Annual Report on Form 10-K for the year ended December 31, 2013 as filed with the SEC and is incorporated by reference in this joint proxy statement/prospectus, and (ii) Item 1A – Risk Factors, in LIN’s Annual Report on Form 10-K for the year ended December 31, 2013 attached hereto as Annex G. See “Where You Can Find More Information” beginning on page 171 for the location of information incorporated by reference into this joint proxy statement/prospectus.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus and the documents that are incorporated into this joint proxy statement/prospectus by reference may contain or incorporate by reference statements that do not directly or exclusively relate to historical facts. We consider such statements to be “forward-looking statements.” You can typically identify forward-looking statements by the use of forward-looking words, such as “may,” “will,” “could,” “project,” “believe,” “anticipate,” “expect,” “estimate,” “continue,” “potential,” “plan,” “aim,” “seek,” “forecast” and other similar words. These include, but are not limited to, statements relating to the strategy of the combined company, the synergies and the benefits that we expect to achieve in the transaction discussed herein, including future financial and operating results New Media General’s plans, objectives, expectations and intentions, Media General’s and LIN’s projections and financial information of Media General and LIN, including other statements that are not historical facts. Those statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside the control of New Media General, Media General and LIN, and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In addition to the risk factors described under “Risk Factors” beginning on page 23, those factors include:

those identified and disclosed in public filings with the SEC made by Media General and LIN;

the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, including a termination under circumstances that could require Media General or LIN to pay a termination fee to the other party;

the inability to complete the transaction due to the failure to obtain the requisite shareholder approval or the failure to satisfy (or to have waived) other conditions to completion of the transaction, including receipt of required regulatory approvals;

the failure of the transaction to close for any other reason;

risks that the transaction disrupts current plans and operations of Media General and LIN, and the potential difficulties in employee retention, as a result of the transaction;

the outcome of any legal proceedings that may be instituted against Media General, LIN and/or others relating to the merger agreement;

diversion of each of Media General and LIN's management's attention from ongoing business concerns;

the effect of the announcement of the transaction on each of Media General's and LIN's business relationships, operating results and business generally;

the amount of the costs, fees, expenses and charges related to the transaction;

uncertainties as to the timing of the closing of the transaction;

risks that the respective businesses of Media General and LIN will have been adversely impacted during the pendency of the transaction;

the effects of disruption from the transaction making it more difficult to maintain business relationships;

risks that any shareholder litigation in connection with the transaction may result in significant costs of defense, indemnification and liability;

the risk that competing offers may be made;

the ability to integrate the Media General and LIN businesses successfully and to avoid problems which may result in the combined company not operating as effectively and efficiently as expected;

risks that expected synergies, operational efficiencies and cost savings from the transaction and from the planned refinancing may not be fully realized or realized within the expected time frame;

significant changes in the business environment in which Media General and LIN operate, including as a result of consolidation in the television broadcast industry;

the effects of future regulatory or legislative actions on Media General, LIN and the combined company;

the impact of the issuance of common stock of the combined company as consideration in connection with the transaction on the current holders of Media General's common stock, including dilution of their ownership and voting interests;

the actual resulting credit ratings of the companies or their respective subsidiaries;

conduct and changing circumstances related to third-party relationships on which Media General and LIN rely for their respective businesses;

market risks from fluctuations in currency exchange rates and interest rates;

events that are outside of our control, such as political unrest in international markets, terrorist attacks, malicious human attacks, natural disasters, pandemics and other similar events; and

other economic, business, regulatory and/or competitive factors affecting Media General's, LIN's and New Media General's businesses generally.

The areas of risk and uncertainty described above should be considered in connection with any written or oral forward-looking statements that may be made after the date of this joint proxy statement/prospectus by Media General or LIN or anyone acting for any or all of them. Except for their ongoing obligations to disclose material information under the U.S. federal securities laws, neither Media General nor LIN undertakes any obligation to release publicly any revisions to any forward-looking statements, to report events or circumstances after the date of this joint proxy statement/prospectus or to report the occurrence of unanticipated events.

For additional information about factors that could cause actual results to differ materially from those described in the forward-looking statements, see the note regarding forward-looking statements in Item 7 of Media General's Annual Report on Form 10-K for the year ended December 31, 2013 as filed with the SEC and incorporated by reference in this joint proxy statement/prospectus and the special note regarding forward-looking statement on page 4 of LIN's Annual Report on Form 10-K for the year ended December 31, 2013 attached hereto as Annex G. See "Where You Can



Find More Information” on page 171.

Media General, LIN and New Media General also caution the reader that undue reliance should not be placed on any forward-looking statements, which speak only as of the date of this joint proxy statement/prospectus. None of Media General, LIN or New Media General undertakes any duty or responsibility to update any of these forward-looking statements to reflect events or circumstances after the date of this joint proxy statement/prospectus or to reflect actual outcomes.

## **THE MEDIA GENERAL SPECIAL MEETING**

### **Date, Time and Place of the Special Meeting**

The special meeting is scheduled to be held at 111 North 4th Street, Richmond, Virginia, on August 20, 2014, at 11:00 a.m., local time.

### **Purpose of the Special Meeting**

At the special meeting, holders of Media General's voting common stock will be asked to:

consider and vote on a proposal to approve the issuance of shares of common stock of New Media General pursuant to the transaction, which we refer to as the "MG share issuance proposal;" and

consider and vote on a proposal to amend and restate the Articles of Incorporation of Media General to provide for certain governance arrangements of Media General (and, as a result, New Media General), which we refer to as the "MG amendment proposal." The proposed amendments to Media General's Articles of Incorporation are shown in Annex C attached hereto. The form of amended and restated Articles of Incorporation of Media General is attached as an exhibit to the registration statement to which this joint proxy statement/prospectus relates.

Pursuant to a voting agreement, dated as of March 21, 2014, by and among LIN, Media General and the SG shareholders, (Standard General Fund, L.P. and Standard General Communications, LLC), the SG shareholders, who collectively hold approximately 30% of the outstanding shares of Media General's voting common stock, have agreed to vote those shares in favor of the proposals being presented at the special meeting.

### **Record Date; Outstanding Shares Entitled to Vote**

Media General's Board of Directors has fixed July 18, 2014, as the record date for the special meeting. If you were a holder of shares of Media General's voting common stock at the close of business on the record date, you are entitled to vote your shares at the special meeting. The holders of non-voting common stock of Media General are not entitled to vote on any proposal submitted to the shareholders of Media General for approval at the special meeting.

As of the record date, there were 88,063,271 shares of Media General's voting common stock outstanding and entitled to vote at the special meeting.

### **Quorum**

Holders of a majority of the outstanding shares of Media General's voting common stock, represented in person or by proxy, will constitute a quorum for the special meeting. If a quorum is not present, the special meeting may be adjourned, without notice other than by announcement at the special meeting, until a quorum shall attend.

Holders of shares of Media General's voting common stock present in person at the special meeting, but not voting, and shares of Media General's voting common stock for which Media General has received proxies indicating that their holders have abstained, will be counted as present at the special meeting for purposes of determining whether a quorum is established.

### **Vote Required**

The MG share issuance proposal requires for its approval the affirmative vote of the holders of a majority of all votes cast by the holders of shares of Media General's voting common stock.

The MG amendment proposal requires for its approval the affirmative vote of the holders of a majority of all votes cast by the holders of shares of Media General's voting common stock.

If you mark "abstain" or attend the special meeting and fail to vote with respect to either the MG share issuance proposal or the MG amendment proposal, or if you fail to return a proxy card, it will not have the effect of a vote "**FOR**" or "**AGAINST**" either proposal.

If the MG share issuance proposal or the MG amendment proposal is not approved by holders of the requisite number of shares of Media General's voting common stock, then the transaction will not occur.

### **Recommendation of Media General's Board of Directors**

Media General's Board of Directors unanimously recommends that:

the holders of Media General's voting common stock vote **"FOR"** the approval of the MG share issuance proposal, and

the holders of Media General's voting common stock vote **"FOR"** the approval of the MG amendment proposal.

Additional information on the recommendation of Media General's Board of Directors is set forth in "The Transaction – Media General's Reasons for the Transaction and Recommendation of Media General's Board of Directors" beginning on page 72.

Media General's shareholders should carefully read this joint proxy statement/prospectus in its entirety for additional information concerning the merger agreement and the transaction. In addition, Media General's shareholders are directed to the merger agreement and plan of merger, which are attached as Annexes A and B, respectively, to this joint proxy statement/prospectus and are incorporated by reference as exhibits to the registration statement of which this joint proxy statement/prospectus is a part.

### **Voting by Media General's Directors and Executive Officers**

As of February 28, 2014, the Directors and executive officers of Media General beneficially owned, in the aggregate, 29,217,747 shares (or approximately 33.3%) of the Media General voting common stock. The Directors and executive officers of Media General have informed Media General that they currently intend to vote all of their shares of Media General voting common stock in favor of the MG share issuance proposal and in favor of the MG amendment proposal. In addition, pursuant to the SG voting agreement, the SG shareholders, who collectively hold approximately 30% of the outstanding shares of voting common stock of Media General, agreed to vote their shares in favor of the MG share issuance proposal and the MG amendment proposal. For additional information regarding the SG voting agreement, see "The Agreements – Description of the Standard General Voting Agreement" beginning on page 130.

## How to Vote

After reading and carefully considering the information contained in this joint proxy statement/prospectus, please submit your proxy or voting instructions promptly. In order to ensure your vote is recorded, please submit your proxy or voting instructions as set forth below as soon as possible even if you plan to attend the Media General special meeting.

**By Internet.** Use the Internet at [www.proxyvote.com](http://www.proxyvote.com) to transmit your voting instructions and for the electronic delivery of information up until 11:59 P.M. Eastern Time on August 19, 2014. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form. The availability of Internet voting instruction for beneficial owners holding shares of voting common stock in street name will depend on the voting process of your broker, bank or other nominee. Please follow the voting instructions in the materials you receive from your broker, bank or other nominee.

**By Phone.** Use any touch-tone telephone to dial 1-800-690-6903 to transmit your voting instructions up until 11:59 P.M. Eastern Time on August 19, 2014. Have your proxy card in hand when you call and then follow instructions. If you submit a proxy by telephone, do not return your proxy card. The availability of telephone voting instruction for beneficial owners holding shares of voting common stock in street name will depend on the voting process of your broker, bank or other nominee. Please follow the voting instructions in the materials you receive from your broker, bank or other nominee.

**By Mail.** Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

If you are a participant in the Employees' MG Advantage 401(k) Plan and/or the Media General, Inc. Supplemental 401(k) Plan, you have the right to direct Fidelity Management Trust Company, as trustee of the applicable plan(s), regarding how to vote the shares of voting common stock credited to your account under such plan(s).

### **Attending the Special Meeting**

All Media General shareholders as of the record date may attend the special meeting. If you are a beneficial owner of shares of Media General's common stock held in street name, you must provide evidence of your ownership of such shares, which you can obtain from your broker, banker or nominee in order to attend the special meeting.

### **Voting of Proxies**

If you submit a proxy or voting instructions by Internet, by telephone or by completing, signing, dating and mailing your proxy card or voting instruction card, your shares will be voted in accordance with your instructions. If you are a shareholder of record and you sign, date, and return your proxy card but do not indicate how you want to vote with respect to a proposal and do not indicate that you wish to abstain with respect to that proposal, your shares will be voted in favor of that proposal.

### **Voting of Media General Shares Held in Street Name**

If a bank, broker or other nominee holds your shares of Media General's voting common stock for your benefit but not in your own name, such shares are in "street name." In that case, your bank, broker or other nominee will send you a voting instruction form to use for your shares. The availability of telephone and Internet voting instruction depends on the voting procedures of your bank, broker or other nominee. Please follow the instructions on the voting instruction form they send you. If your shares are held in the name of your bank, broker or other nominee and you wish to vote in person at the special meeting, you must contact your bank, broker or other nominee and request a document called a "legal proxy." You must bring this legal proxy to the special meeting in order to vote in person.

### **Revoking Your Proxy**

If you are a shareholder of record, you can revoke your proxy at any time before your proxy is voted at the special meeting. You can do this in one of three ways:

you can send a signed notice of revocation to the Secretary of Media General;

you can submit a revised proxy bearing a later date by Internet, telephone or mail as described above; or

you can attend the special meeting and vote in person, which will automatically cancel any proxy previously given, though your attendance alone will not revoke any proxy that you have previously given.

If you choose either of the first two methods, you must submit your notice of revocation or your new proxy no later than the beginning of the special meeting.

If you are a beneficial owner of shares of Media General's voting common stock held in street name, you may submit new voting instructions by contacting your broker, bank or other nominee. You may also vote in person at the special meeting if you obtain a legal proxy from your broker, bank or other nominee and present it to the inspectors of election with your ballot when you vote at the special meeting.

### **Proxy Solicitations**

Media General is soliciting proxies for the special meeting from Media General shareholders. Media General will bear the cost of soliciting proxies from Media General shareholders, including the expenses incurred in connection with the printing and mailing of this joint proxy statement/prospectus. In addition to this mailing, Media General's Directors, officers and employees (who will not receive any additional compensation for such services) may solicit proxies by telephone or in-person meeting.

Media General has also engaged the services of D.F. King & Co., Inc. to assist in the distribution of the proxies. Media General estimates that it will pay D.F. King & Co., Inc. a fee of approximately \$10,000 plus reasonable out-of-pocket expenses.

Media General will reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to the beneficial owners of Media General's voting common stock.

### **Other Business**

Media General's Board of Directors is not aware of any other business to be acted upon at the special meeting.

### **Adjournments**

Any adjournment of the special meeting may be made from time to time by less than a quorum until a quorum shall attend the special meeting. Media General is not required to notify shareholders of any adjournment if the new date, time and place is announced at the special meeting before adjournment.



## **MEDIA GENERAL PROPOSALS**

### **MG Share Issuance Proposal**

Pursuant to the rules of the NYSE, Media General is requesting that holders of the outstanding shares of Media General's voting common stock consider and vote on a proposal to approve the issuance of shares of common stock of New Media General pursuant to the transaction as described in the merger agreement.

Approval of the MG share issuance proposal is a condition to the completion of the transaction. If the MG share issuance proposal is not approved, the transaction will not occur.

### ***Vote Required for Approval***

Approval of the MG share issuance proposal requires the affirmative vote of the holders of a majority of all votes cast by the holders of shares of Media General's voting common stock.

### ***Recommendation of the Media General Board of Directors***

**THE MEDIA GENERAL BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE MG SHARE ISSUANCE PROPOSAL.**

### **MG Amendment Proposal**

Media General is requesting that holders of the outstanding shares of Media General's voting common stock consider and vote on a proposal to approve an amendment to and restatement of its Articles of Incorporation, which we refer to as the "MG amendment." The proposed amendments to Media General's Articles of Incorporation are shown in Annex C attached hereto. You are urged to read carefully this amendment to Media General's Articles of Incorporation before voting on this proposal.

The MG amendment proposal is intended to provide for certain governance arrangements of Media General, which will become the governance arrangements of New Media General following completion of the transaction, as described below. Media General is amending and restating its Articles of Incorporation immediately prior to the effective time of the Media General Merger because the Media General Merger is a holding company merger not requiring a vote of the shareholders of Media General under Section 13.1-719.1 of the VSCA. In order to meet the requirements for a holding company merger under the VSCA, the Articles of Incorporation of New Media General will be substantially similar to the Articles of Incorporation of Media General immediately prior to the effective time of the Media General Merger.

In connection with the Young Merger in November of 2013, Media General amended its Articles of Incorporation to, among other things, provide for certain governance arrangements negotiated between Media General and Young including:

that the size of the Board of Directors of Media General would be fixed in the Articles of Incorporation;

that the Directors designated by Young would have approval rights with respect to certain matters prior to Media General's 2014 annual meeting of shareholders; and

provisions regarding the composition of the Nominating and Governance Committee of the Board of Directors and the process for nominating Directors.

If the MG amendment proposal is approved, the provisions described above will be removed from Media General's Articles of Incorporation.

In addition, the MG amendment proposal provides that, pursuant to the terms of the merger agreement, Vincent L. Sadusky, the President and Chief Executive Officer of LIN, will become the President and Chief Executive Officer of New Media General upon the closing of the transaction. The MG amendment proposal provides that, following the closing, Mr. Sadusky cannot be removed from office without cause (as determined under Mr. Sadusky's employment agreement with New Media General, which is filed as an exhibit to the registration statement to which this joint proxy statement/prospectus relates) for three years following the closing, except with the approval of a majority of the Board of Directors of New Media General, including the affirmative vote of at least one Director who was designated by LIN (or if there is no such Director, with the approval of at least two-thirds of the Board of Directors).

Approval of the MG amendment proposal is a condition to the completion of the transaction. If the MG amendment proposal is not approved, the transaction will not occur.

*Vote Required for Approval*

Approval of the MG amendment proposal requires the affirmative vote of the holders of a majority of all votes cast by the holders of shares of Media General's voting common stock.

*Recommendation of the Media General Board of Directors*

**THE MEDIA GENERAL BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE MG AMENDMENT PROPOSAL.**

## **THE LIN SPECIAL MEETING**

### **Date, Time and Place of the Special Meeting**

The special meeting is scheduled to be held at Weil, Gotshal & Manges LLP's office, 767 Fifth Avenue, New York, NY, 10153, on August 20, 2014, at 9:00 a.m., local time.

### **Purpose of the Special Meeting**

At the special meeting, holders of LIN common shares will be asked to:

consider and vote on a proposal to adopt the merger agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus, and approve the LIN Merger, which we refer to as the "LIN merger proposal;" and

consider and vote on a proposal to approve, on a non-binding and advisory basis, certain executive compensation matters, which we refer to as the "LIN compensation proposal."

Pursuant to voting agreements, dated as of March 21, 2014, by and among LIN, Media General, and LIN supporting shareholders (including Carson LIN SBS L.P. and affiliates of Hicks Muse & Co. Partners, L.P.), the LIN supporting shareholders, who collectively hold approximately 99.9% of the outstanding LIN Class B common shares and all of the outstanding LIN Class C common shares, have agreed to vote those shares in favor of the proposals being presented at the special meeting.

### **Record Date; Outstanding Shares Entitled to Vote**

LIN's Board of Directors has fixed July 18, 2014, as the record date for the special meeting. If you were a holder of LIN common shares at the close of business on the record date, you are entitled to vote your shares at the special meeting.

As of the record date, there were 55,594,128 LIN common shares outstanding and entitled to vote at the special meeting.

## **Quorum**

Holders of a majority of the voting power of the outstanding LIN Class A and Class C common shares, taken together, and holders of a majority of the outstanding LIN Class B common shares, represented in person or by proxy, will constitute a quorum for the LIN special meeting. If a quorum is not present, the special meeting may be adjourned, without notice other than by announcement at the special meeting, until a quorum shall attend.

Holders of LIN common shares present in person at the special meeting, but not voting, and LIN common shares for which LIN has received proxies indicating that their holders have abstained, will be counted as present at the special meeting for purposes of determining whether a quorum is established.

## **Vote Required**

The LIN merger proposal requires for its approval the affirmative vote of (i) the holders of a majority of all votes entitled to be cast by holders of the outstanding LIN Class A common shares and the LIN Class C common shares, voting together as a single class, and (ii) the affirmative vote of the holders of a majority of the outstanding LIN Class B common shares, voting as a single class.

The LIN compensation proposal requires for its approval the affirmative vote of the holders of a majority of all votes entitled to be cast by holders of the outstanding LIN Class A common shares and the LIN Class C common shares present in person or by proxy, at the LIN special meeting, voting together as a single class.

If you mark “abstain” or attend the special meeting and fail to vote with respect to either the LIN merger proposal or the LIN compensation proposal, it will have the same effect as a vote “**AGAINST**” either proposal. A failure to return a proxy card will have the same effect as a vote “**AGAINST**” the LIN merger proposal, but, assuming a quorum is present at the meeting, it will have no effect on the LIN compensation proposal.

If the LIN merger proposal is not approved by holders of the requisite number of LIN common shares, then the transaction will not occur.

### **Recommendation of LIN's Board of Directors**

LIN's Board of Directors unanimously recommends that:

the holders of LIN common shares vote “**FOR**” the approval of the LIN merger proposal, and

the holders of LIN common shares vote “**FOR**” the approval of the LIN compensation proposal.

Additional information on the recommendation of LIN's Board of Directors is set forth in “The Transaction – LIN's Reasons for the Transaction and Recommendation of LIN's Board of Directors” beginning on page 82.

LIN's shareholders should carefully read this joint proxy statement/prospectus in its entirety for additional information concerning the merger agreement and the transaction. In addition, LIN's shareholders are directed to the merger agreement and plan of merger, which are attached as Annexes A and B, respectively, to this joint proxy statement/prospectus and are incorporated by reference as exhibits to the registration statement of which this joint proxy statement/prospectus is a part.

### **Voting by LIN's Directors and Executive Officers**

As of the record date, LIN Directors and executive officers and their affiliates, as a group, owned and were entitled to vote (i) 2,206,266 shares of LIN Class A common shares, (ii) 17,876,325 shares of LIN Class B common shares and (iii) two shares of LIN Class C common shares or approximately 5.9% of the outstanding LIN Class A common shares, 99.9% of LIN Class B common shares and 100% of LIN Class C common shares. The LIN Directors and executive officers have informed LIN that they currently intend to vote all of their shares of Class A common shares, Class B common shares and Class C common shares for the proposals to be voted on at the LIN special meeting. In addition, pursuant to the HMC and Carson voting agreements, the LIN supporting shareholders, who collectively hold approximately 99.9% of the issued and outstanding Class B common shares of LIN and all of the issued and outstanding Class C common shares of LIN have agreed to vote their LIN common shares in favor of the proposals being presented at the LIN special meeting. For additional information regarding the voting agreements, see “The Agreements – Description of the LIN Shareholders' Voting Agreements” beginning on page 131.

## **How to Vote**

After reading and carefully considering the information contained in this joint proxy statement/prospectus, please submit a proxy or voting instructions for your shares as promptly as possible so that your shares will be represented at the LIN special meeting. If you are a shareholder of record of LIN as of the close of business on the record date, you may submit your proxy before the LIN special meeting by marking, signing and dating your proxy card and returning it in the postage-paid envelope we have provided.

## **Attending the Special Meeting**

All LIN shareholders as of the record date may attend the special meeting. If you are a beneficial owner of LIN common shares held in street name, you must provide evidence of your ownership of such shares, which you can obtain from your broker, banker or nominee in order to attend the special meeting.

## **Voting of Proxies**

If you submit a proxy or voting instructions by completing, signing, dating and mailing your proxy card or voting instruction card, your shares will be voted in accordance with your instructions. If you are a shareholder of record and you sign, date, and return your proxy card but do not indicate how you want to vote with respect to a proposal and do not indicate that you wish to abstain with respect to that proposal, your shares will be voted in favor of that proposal.

## **Voting of LIN Shares Held in Street Name**

If a bank, broker or other nominee holds your LIN common shares for your benefit but not in your own name, such shares are in "street name." In that case, your bank, broker or other nominee will send you a voting instruction form to use for your shares. The availability of telephone and Internet voting instruction depends on the voting procedures of your bank, broker or other nominee. Please follow the instructions on the voting instruction form they send you. If your shares are held in the name of your bank, broker or other nominee and you wish to vote in person at the special meeting, you must contact your bank, broker or other nominee and request a document called a "legal proxy." You must bring this legal proxy to the special meeting in order to vote in person.





## **Revoking Your Proxy**

If you are a shareholder of record you can revoke your vote at any time before your proxy is voted at the special meeting. You can do this in one of three ways:

you can send a signed notice of revocation to the Secretary of LIN;

you can submit a revised proxy bearing a later date by mail as described above; or

you can attend the special meeting and vote in person, which will automatically cancel any proxy previously given, though your attendance alone will not revoke any proxy that you have previously given.

If you choose either of the first two methods, you must submit your notice of revocation or your new proxy no later than the beginning of the special meeting.

If you are a beneficial owner of LIN common shares held in street name, you may submit new voting instructions by contacting your broker, bank or other nominee. You may also vote in person at the special meeting if you obtain a legal proxy from your broker, bank or other nominee and present it to the inspectors of election with your ballot when you vote at the special meeting.

## **Proxy Solicitations**

LIN is soliciting proxies for the special meeting from LIN shareholders. LIN will bear the cost of soliciting proxies from LIN shareholders, including the expenses incurred in connection with the printing and mailing of this joint proxy statement/prospectus. In addition to this mailing, LIN's Directors, officers and employees (who will not receive any additional compensation for such service) may solicit proxies by telephone or in person meeting.

LIN will reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out of pocket expenses for forwarding proxy and solicitation materials to the beneficial owners of LIN common shares.

## **Other Business**

LIN's Board of Directors is not aware of any other business to be acted upon at the special meeting.

### **Adjournments**

Any adjournment may be made from time to time by less than a quorum until a quorum shall attend the special meeting. LIN is not required to notify shareholders of any adjournment if the new date, time and place are announced at the special meeting before adjournment.

## **LIN PROPOSALS**

### **LIN Merger Proposal**

LIN is requesting that holders of the outstanding LIN common shares consider and vote on a proposal to adopt the merger agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus, and approve the LIN Merger.

Approval of the LIN merger proposal is a condition to the completion of the transaction. If the LIN merger proposal is not approved, the transaction will not occur.

#### *Vote Required for Approval*

Approval of the LIN merger proposal requires the affirmative vote of (i) the holders of a majority of all votes entitled to be cast by holders of the outstanding LIN Class A common shares and the LIN Class C common shares, voting together as a single class, and (ii) the affirmative vote of the holders of a majority of the outstanding LIN Class B common shares, voting as a single class.

#### *Recommendation of the LIN Board of Directors*

**THE LIN BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE APPROVAL OF THE LIN MERGER PROPOSAL.**

### **LIN Compensation Proposal**

LIN is requesting that holders of the outstanding LIN common shares consider and vote on a proposal to approve, on a non-binding and advisory basis, certain executive compensation matters.

The information set forth in the table below is intended to comply with Item 402(t) of Regulation S-K under the Exchange Act, which requires disclosure of information about compensation for each “named executive officer” of LIN that is based on or otherwise relates to the LIN Merger. The compensation described below is referred to as “golden parachute compensation.” Further details regarding the following forms of golden parachute compensation payable in connection with the LIN Merger can be found at “The Transaction – Interests of LIN’s Directors and Officers in the Transaction,” beginning on page 100, and the table below.

Section 951 of the Dodd-Frank Act and Rule 14a-21(c) under the Exchange Act require that LIN seek a non-binding advisory vote from its shareholders to approve the golden parachute compensation payable to its named executive officers in connection with the LIN Merger. LIN is asking its shareholders to approve, on a non-binding advisory basis, the golden parachute compensation payable to its named executive officers in connection with the LIN Merger.

### **Equity Awards**

Immediately prior to the consummation of the LIN Merger, certain outstanding equity-based awards held by employees and Directors of LIN will become equity-based awards of New Media General, on the same terms and conditions and will be exercisable for, convertible into or may be settled for New Media General voting common stock, provided that the number of New Media General voting common stock subject to such equity-based awards and the per share exercise price thereof will be adjusted as follows: (i) the number of shares of New Media General voting common stock subject to conversion from options to purchase LIN common shares will equal the product of the number of LIN common shares that were subject to such options immediately prior to the effective time of the LIN Merger multiplied by 1.5762, with the result rounded down to the nearest whole number, (ii) the per share exercise price of each option to purchase LIN common shares will be equal to the quotient determined by dividing the exercise price per share at which such option was exercisable immediately prior to effective time of the LIN Merger by 1.5762, with the result rounded up to the nearest whole cent and (iii) each restricted share of LIN and other awards or benefits measured by the value of a number of LIN common shares will be multiplied by 1.5762 to determine the number of shares of New Media General to be subject to such awards.

In addition, an employee holding certain unvested equity-based awards of LIN is involuntarily terminated by New Media General within twelve (12) months after the effective time of the LIN Merger (other than for cause), all of the then-unvested equity-based awards held by such holder shall become fully vested upon such termination.

## Severance Payments and Benefits

LIN and Messrs. Sadusky, Schmaeling, Richter, Howell and Ms. Parent are parties to employment agreements, which provide for certain severance payments and benefits in connection with a qualifying termination following the proposed transaction. As a condition of an executive's receipt of the severance payments and benefits, the executive is required to execute, and not revoke, a release of claims. In addition, the employment agreements provide that the executives will be subject to certain non-competition and non-solicitation restrictions for one (1) year following termination.

## Estimated Payments and Benefits

The table below sets forth an estimate of the approximate values of golden parachute compensation that may become payable to LIN's named executive officers in connection with the transaction. In accordance with SEC rules, the table assumes the closing of the transaction occurs on December 31, 2014, and the employment of LIN's named executive officers is terminated without cause immediately following the closing on December 31, 2014. If the transaction was to close, and the associated terminations of employment were to occur, on a date other than December 31, 2014, certain amounts paid to the named executive officers may be higher or lower than the amounts shown in the table. The information below is based on the merger consideration of \$27.82 per share.

Named Executive Officer	Cash (1) (\$)	Equity (2) (\$)	Pension/ Non-Qualified Deferred Compensation (3) (\$)	Perquisites/ Benefits (4) (\$)	Total (5) (\$)
Vincent L. Sadusky	\$2,696,100	\$7,506,928	\$	– \$ 11,406	\$10,214,434
Richard J. Schmaeling	1,680,000	1,754,317	–	22,812	3,457,129
Denise M. Parent	1,543,104	1,553,908	–	35,319	3,132,331
Robert S. Richter	1,489,800	1,783,427	–	22,812	3,296,039
John A. Howell IV	958,600	851,158	–	22,812	1,832,570

(1) *Cash*. The value of the cash payment for Mr. Sadusky includes one (1) times the sum of Mr. Sadusky's annual base salary and annual performance bonus for the year prior to the year of termination. Mr. Sadusky agreed, under his amended and restated employment agreement, that the proposed transaction would not constitute a Change in Control (as defined in Mr. Sadusky's employment agreement) and therefore he is not entitled to enhanced severance payments in connection with the proposed transaction. Mr. Sadusky cannot be terminated for a period of three years from the closing of the transaction, other than for cause, without the approval of a majority of the Board of Directors of New Media General, including the affirmative vote of at least one LIN designee. The value of cash for Mr. Schmaeling, Ms. Parent, Mr. Richter and Mr. Howell represents the aggregate amount of double-trigger cash

severance payments to be paid by LIN (including by LIN as the surviving company in the LIN Merger) following a qualifying termination of employment within 24 months following the date the Change in Control (as defined in the respective employment agreements) is consummated in an amount equal to two (2) times the sum of the executive's annual base salary and annual performance bonus for the year prior to the year of termination, payable in a lump sum following termination. Ms. Parent is also entitled to additional retirement benefits that would have accrued to Ms. Parent in the 24 months following termination in accordance with her employment agreement.

*Equity.* Upon a qualifying termination, in the twelve months following the effective time of the LIN Merger, all option awards vest and become exercisable and all restrictions on restricted stock awards lapse. The value (2) represents the aggregate amount of the merger consideration per share minus the exercise price per share with respect to options and the merger consideration per share with respect to restricted stock. All payments are double-trigger.

The amount for each named executive officer represents the following amounts: Mr. Sadusky: \$1,604,915 for unvested options and \$5,902,013 for restricted stock awards, Mr. Schmaeling: \$374,445 for unvested options and \$1,379,872 for restricted stock awards, Ms. Parent: \$368,080 for unvested options and \$1,185,828 for restricted stock awards, Mr. Richter: \$410,510 for unvested options and \$1,372,917 for restricted stock awards and Mr. Howell: \$371,263 for unvested options and \$479,895 for restricted stock awards.

The payment is determined on a pre-tax basis based on the number of shares underlying awards held as of December 31, 2014 multiplied by \$27.82 minus the exercise price of the award with respect to options and \$27.82 per share with respect to restricted stock awards.

- (3) *Pension/Non-Qualified Deferred Compensation.* None of the named executive officers will receive any increased pension or non-qualified deferred compensation benefits in connection with the transaction.

- Perquisites/Benefits.* The value for Mr. Sadusky represents the value of payment or reimbursement of premiums for medical and dental coverage under COBRA or a similar health insurance continuation program at the employer's normal portion of the costs of executive's medical and dental insurance premiums for a twelve (12) month period. As agreed upon in his amended and restated employment agreement the proposed transaction will not be considered a Change in Control (as defined in Mr. Sadusky's employment Agreement) and therefore Mr. (4) Sadusky will not be entitled to enhanced benefits. The values for Mr. Schmaeling, Ms. Parent, Mr. Richter and Mr. Howell represent the value of payment or reimbursement of the premiums described above for the twenty-four (24) month period following termination of employment pursuant to their employment agreements and such benefits are double-trigger. Additionally, for Ms. Parent, in accordance with her employment agreement, in addition to medical and dental costs, other executive benefits including company automobile, vision, life and pension benefits will be provided for the twenty-four (24) month period following termination.

- Total.* The table shows, for each named executive officer, the amounts of golden parachute compensation that are double-trigger in nature. As previously stated, the proposed transaction will not be considered a Change in Control (5) with respect to Mr. Sadusky. The total amounts do not reflect any reductions which may be made to payments which constitute "parachute payments" under the Code.

Section 951 of the Dodd-Frank Act and Rule 14a-21(c) under the Exchange Act require that LIN seek a non-binding advisory vote from its shareholders to approve the golden parachute compensation payable to its named executive officers in connection with the merger. Accordingly, LIN is asking shareholders to approve the following resolution:

"RESOLVED, that the shareholders approve, on an advisory (non-binding) basis, the agreements or understandings with and items of compensation payable to the named executive officers of LIN that are based on or otherwise relate to the LIN Merger, as disclosed in the section of the joint proxy statement/prospectus entitled "LIN's Proposals – LIN Compensation Proposal."

***Vote Required for Approval***

Approval of the LIN compensation proposal requires the affirmative vote of the holders of a majority of all votes entitled to be cast by holders of the outstanding LIN Class A common shares and the LIN Class C common shares present in person or by proxy, at the LIN special meeting, voting together as a single class.

*Recommendation of the LIN Board of Directors*

**THE LIN BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE APPROVAL OF THE LIN COMPENSATION PROPOSAL.**

Approval of the “golden parachute compensation” proposal is not a condition to the completion of the LIN Merger. The vote with respect to the “golden parachute compensation” proposal is an advisory vote and will not be binding on LIN, Media General or New Media General. Further, the underlying plans and arrangements are contractual in nature and are not, by their terms, subject to LIN shareholder approval. Accordingly, regardless of the outcome of the non-binding advisory vote, if the merger agreement is adopted by the LIN shareholders and the LIN Merger is completed, LIN’s named executive officers will receive the “golden parachute compensation” to which they may be entitled.



## **PARTIES TO THE TRANSACTION**

### ***Media General, Inc.***

Media General, Inc., a Virginia corporation founded in 1850 as a newspaper company in Richmond, Virginia, is now a leading local television broadcasting and digital media company, providing top-rated news, information and entertainment in high quality broadcast markets across the U.S. Media General owns and operates or provides services to 31 network-affiliated broadcast television stations, and their associated digital media and mobile platforms, in 28 markets. These stations reach approximately 16.5 million or approximately 14% of U.S. TV households. Media General's network affiliations include CBS (12), NBC (9), ABC (7), Fox (1), MyNetwork TV (1) and CW Television (1). Twenty-two of the 31 stations are located in the top 100 designated market areas as grouped by Nielsen ("DMAs"), while eight of the 31 stations are located in the top 50 markets. Media General first entered the local television business in 1955 when Media General launched WFLA in Tampa, Florida as an NBC affiliate. Subsequently, Media General expanded its station portfolio through several acquisitions, first by purchasing high-quality, privately owned stations in the Southeast and later by purchasing four NBC-owned affiliates in 2006.

Media General entered the year 2013 as a newly minted pure-play broadcaster, following a rapid and complete transformation of the company, which included the sale of its newspapers and the sale or exit of certain advertising services businesses and a broadcast equipment company. On November 12, 2013, Media General and New Young Broadcasting Holding Co., Inc. were combined in an all-stock, tax-free merger transaction uniting Media General's 18 stations and Young's 13 stations into the 31-member group that exists today. Media General's television stations rank #1 or #2 in audience size in 20 out of 28 markets and #1 or #2 in revenue share in 22 out of 28 markets. In three of its markets, Media General owns or services more than one station (duopoly markets), allowing it to reach larger audiences and achieve operating efficiencies.

Media General's voting common stock is traded on the NYSE under the trading symbol "MEG." Media General's principal executive office is located at 333 E. Franklin Street, Richmond, Virginia 23219 (telephone number: (804) 887-5000).

Additional information about Media General and its subsidiaries is included in the documents incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information" beginning on page 171.

### ***LIN Media LLC***

LIN, a Delaware limited liability company, is a leading local media company that, through its subsidiaries, currently owns and operates or provides services to 43 television stations and seven digital channels that are either owned, operated or serviced by LIN in 23 U.S. markets, along with a diverse portfolio of websites, apps and mobile products that make it more convenient to access LIN's unique and relevant content on multiple screens. LIN's highly-rated television stations deliver superior local news, community service, and popular sports and entertainment programming to viewers, reaching 12.2 million or 10.5% of U.S. television homes. All of LIN's television stations are affiliated with a national broadcast network and are primarily located in the top 75 DMA's as measured by Nielsen. LIN's digital media division operates from 31 markets across the country, including New York City, Los Angeles, San Francisco, Chicago, Atlanta, Dallas, Detroit and Washington D.C., and delivers measurable results to some of the nation's most respected agencies and companies.

LIN's Class A common shares are traded on the NYSE under the symbol "LIN." LIN's headquarters are located at 701 Brazos Street, Suite 800, Austin, Texas 78701 (telephone number: (512) 774-6110).

Additional information about LIN and its subsidiaries, including but not limited to information regarding its business, properties, legal proceedings, financial statements, financial condition and results of operations, changes in and disagreements with accountants on accounting and financial disclosure, market risk, share ownership of beneficial owners and management, Directors and executive officers, executive compensation and related party transactions is set forth in LIN's Annual Report on Form 10-K for the year ended December 31, 2013, which is attached hereto as Annex G, and LIN's Proxy Statement for its Annual Meeting of Shareholders Held May 6, 2014, which is as Annex H. See "Where You Can Find More Information" beginning on page 171.

#### ***Mercury New Holdco, Inc.***

Mercury New Holdco, Inc., which we sometimes refer to as "New Holdco," is a Virginia corporation and a direct, wholly owned subsidiary of Media General. New Holdco was formed solely to effect the combination of Media General and LIN by merging Merger Sub 1, its direct, wholly owned subsidiary, with and into Media General, and merging Merger Sub 2, its direct, wholly owned subsidiary, with and into LIN, in each case, as provided for in the merger agreement. New Holdco has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the merger agreement.

Following the completion of the transaction, New Holdco, or “New Media General,” as it is also referred to herein, will be the parent company of Media General and LIN and will be named “Media General, Inc.” The voting common stock of New Media General is expected to be listed for trading on the NYSE under the symbol “MEG.”

New Holdco’s office is located at 333 E. Franklin Street, Richmond, Virginia 23219 (telephone number: (804) 887-5000).

***Mercury Merger Sub 1, Inc.***

Mercury Merger Sub 1, Inc., which we refer to as “Merger Sub 1,” is a Virginia corporation and a direct, wholly owned subsidiary of New Holdco. Merger Sub 1 was formed solely for the purpose of consummating the merger of Merger Sub 1 with and into Media General, as provided for in the merger agreement. Merger Sub 1 has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the merger agreement.

Merger Sub 1’s office is located at 333 E. Franklin Street, Richmond, Virginia 23219 (telephone number: (804) 887-5000).

***Mercury Merger Sub 2, LLC***

Mercury Merger Sub 2, LLC, which we refer to as “Merger Sub 2,” is a Delaware limited liability company and a direct, wholly owned subsidiary of New Holdco. Merger Sub 2 was formed solely for the purpose of consummating the merger of Merger Sub 2 with and into LIN, as provided for in the merger agreement. Merger Sub 2 has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the merger agreement.

Merger Sub 2’s office is located at 333 E. Franklin Street, Richmond, Virginia 23219 (telephone number: (804) 887-5000).

## THE TRANSACTION

*The following is a description of certain material aspects of the transaction. This description may not contain all of the information that may be important to you. The discussion of the transaction in this joint proxy statement/prospectus is qualified in its entirety by reference to the merger agreement, which is attached to this proxy statement/prospectus as Annex A, the plan of merger, which is attached to this joint proxy statement/prospectus as Annex B, the proposed amendment to the Articles of Incorporation of Media General, Inc., which is attached to this joint proxy statement/prospectus as Annex C, the form of New Media General's Articles of Incorporation and Bylaws that will be in effect as of the closing of the transaction, each of which is filed as an exhibit to the registration statement to which this joint proxy statement/prospectus relates, and the voting agreements, each of which is filed as an exhibit to the registration statement to which this joint proxy statement/prospectus relates. We encourage you to read carefully this entire proxy statement/prospectus, including the Annexes, and the exhibits to the registration statement to which this joint proxy statement/prospectus relates, for a more complete understanding of the transaction. This section is not intended to provide you with any factual information about Media General or LIN. Such information can be found elsewhere in this joint proxy statement/prospectus and in the public filings Media General and LIN make with the SEC, as described in "Where You Can Find More Information" beginning on page 171, and in LIN's Annual Report on Form 10-K for the year ended December 31, 2013, attached hereto as Annex G, LIN's Proxy Statement for its Annual Meeting of Shareholders Held May 6, 2014, attached hereto as Annex H, and LIN's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, attached hereto as Annex J.*

### General Description of the Transaction

On March 21, 2014, Media General entered into the merger agreement with LIN, Merger Sub 1, Merger Sub 2 and New Holdco. The merger agreement provides for a business combination of Media General and LIN by means of a two-step merger process.

In the Media General Merger, Media General will merge with Merger Sub 1. The LIN Merger will occur immediately following the Media General Merger. In the LIN Merger, LIN will merge with Merger Sub 2. LIN will continue as the surviving company in this merger and as a wholly owned subsidiary of New Media General. Media General and LIN chose not to structure the transaction as a merger of LIN directly into Media General to facilitate the parties' business objectives, including in order to comply with the respective covenants of each of Media General's and LIN Television's credit facilities and indentures.

The Media General Merger is a holding company merger not requiring a vote of the shareholders of Media General under Section 13.1-719.1 of the VSCA. In order to meet the requirements for a holding company merger under the VSCA, the Articles of Incorporation of New Media General will be substantially similar to the Articles of Incorporation of Media General immediately prior to the effective time of the Media General Merger. However, shortly prior to the Media General Merger, Media General will, if the MG amendment proposal is approved, adopt the

amendments to its Articles of Incorporation shown in Annex C attached hereto by amending and restating its Articles of Incorporation to include such amendments. These proposed amendments to Media General's Articles of Incorporation, which will be reflected in the Articles of Incorporation of New Media General, are intended to implement the corporate governance arrangements of the combined company. For a further description, see "Media General Proposals – MG Amendment Proposal" beginning on page 49. Each New Media General share to be issued in connection with the Media General Merger and the LIN Merger will be issued in accordance with, and subject to the terms of, the Articles of Incorporation of New Media General, the form of which is filed as an exhibit to the registration statement to which this joint proxy statement/prospectus relates.

On April 15, 2014, in connection with these transactions, Media General entered into an amendment to its existing credit agreement dated July 31, 2013, with Royal Bank of Canada as the administrative agent and the other agents and lenders party thereto. The amendment allows Media General to obtain additional financing consistent with a debt commitment letter from Royal Bank of Canada, as lead arranger, originally signed on March 21, 2014, and amended in April of 2014 to add other co-lead arrangers for such financing. The amendment provides for (i) new incremental term A loans which are expected to be in an aggregate principal amount of \$600,000,000, with a 5-year maturity (amortizing at annual rates of 5%, 10%, 10%, 15% and 15%, with balance due at maturity), and to bear interest at LIBOR plus a margin of 2.50%, (ii) new incremental term B-2 loans which are expected to be in an aggregate principal amount of \$910,000,000, with a maturity equivalent to the existing term B loans under the credit agreement (amortizing at a rate of 1% per annum), and to bear interest at LIBOR (with a LIBOR floor of 0.75%) plus a margin of 2.75% and (iii) new incremental revolving credit commitments which are expected to be in an aggregate principal amount of \$90,000,000, with a maturity and pricing equivalent to the existing revolving credit loans under the credit agreement. The amendment also increases various covenant 'baskets' to reflect the larger pro-forma size of New Media General, and modifies the leverage ratio covenant requirements as well as various other existing covenant and general operating restrictions. The terms of the amendment will become effective upon successful completion of the transaction and other customary closing conditions. Media General paid a \$1.3 million nonrefundable amendment fee to the participating lenders in April of 2014. See "The Transaction – Financing of the Transaction" beginning on page 103, and "The Transaction – Description of Certain Indebtedness of Media General and LIN" beginning on page 105.

Upon completion of the transaction, New Media General will be named "Media General, Inc." and its voting common stock is expected to be listed for trading on the NYSE under Media General's current ticker symbol, "MEG." We expect that the former Media General shareholders will hold approximately 64%, and the former LIN shareholders will hold approximately 36%, of the outstanding shares of common stock of New Media General, calculated on a fully-diluted basis, immediately following the closing of the transaction.

In connection with the closing of the transaction, New Media General will take the following steps to restructure its holding of its subsidiaries: (i) LIN Television will become a direct, wholly owned subsidiary of New Media General, and (ii) Media General will become a direct, wholly owned subsidiary of LIN Television.

## **Media General Merger Consideration**

Upon completion of the Media General Merger, each share of Media General's voting common stock will automatically be converted into one share of voting common stock of New Media General, and each share of Media General's non-voting common stock will automatically be converted into one share of non-voting common stock of New Media General.

Media General shareholders will not be required to exchange their certificates or "book-entry" securities representing shares of Media General's common stock in order to receive shares of New Media General. Upon completion of the Media General Merger, certificates and "book-entry" securities representing shares of Media General's common stock prior to the Media General Merger will represent an equal number of shares of New Media General's common stock following the Media General Merger.

## **LIN Merger Consideration**

Upon completion of the LIN Merger, each LIN common share (other than shares held by Media General, LIN or any of their respective subsidiaries, and shares, if any, with respect to which the holders thereof are entitled to demand and have properly demanded appraisal and have not withdrawn such demand or waived their rights to appraisal) will be converted into the right to receive in exchange for each LIN common share, in each case subject to the proration and allocation procedures set forth in the merger agreement and described below, either:

\$27.82 in cash without interest; or

1.5762 shares of voting common stock of New Media General.

Each LIN shareholder, including Hicks Muse & Co. Partners, L.P. will have the right to elect to receive either the cash consideration or the New Media General share consideration for each LIN common share held by such shareholder. However, the merger agreement provides that the total number of LIN common shares that will be converted into the right to receive the cash consideration is 27,426,312, less the total number of LIN common shares, if any, with respect to which the holders thereof have properly demanded appraisal and have not withdrawn such demand or waived their rights to appraisal as of immediately prior to the LIN Merger. Pursuant to the proration and allocation procedures in the merger agreement, which are described below, each LIN shareholder, including Hicks Muse & Co. Partners, L.P. may not receive the form of consideration that such shareholder elected to receive. Shares for which the holder thereof has elected to receive the cash consideration are referred to herein as “cash electing shares,” and shares for which the holder thereof has elected to receive the New Media General share consideration are referred to herein as “stock electing shares.”

Shares for which no election is made (including shares for which an election is not properly made) will be converted into the right to receive either the cash consideration, the New Media General share consideration or some mix of cash and shares of New Media General according to the proration and allocation procedures set forth in the merger agreement, described below. We refer to these shares as “no election shares.”

## **Proration and Allocation Procedures for the LIN Merger Consideration**

The form of consideration each LIN shareholder will receive for his or her shares generally depends on the number of LIN shareholders electing to receive each form of consideration. If too many LIN shareholders elect to receive a form of consideration, such form of consideration will be considered to be “oversubscribed,” and if too few LIN shareholders elect to receive a form of consideration, such form of consideration will be considered to be “undersubscribed.” The total number of shares and the total amount of cash to be received by the LIN shareholders will be allocated as

described below. The table that follows summarizes the outcomes when the cash consideration is oversubscribed or undersubscribed:

Election Outcomes	Consideration to be received by Election Type		
	Cash Electing Shares	Stock Electing Shares	No Election Shares
Cash Electing Shares are			
Oversubscribed:			
Cash Electing Shares are	Mix of cash and shares	All shares	All shares
Undersubscribed:			
Scenario 1	Amount undersubscribed is less than no election shares	All cash	Mix of cash and shares
Scenario 2	Amount undersubscribed is greater than no election shares	All cash	Mix of cash and shares

***Proration Adjustment if the Cash Consideration is Oversubscribed***

If the number of cash electing shares exceeds the Cash Election Cap, then the LIN shareholders holding such cash electing shares will receive a mix of cash and shares of New Media General's voting common stock. If the cash consideration is oversubscribed, then:

each stock electing share, and each no election share, will be converted into the right to receive the New Media General share consideration; and

each cash electing share will be converted into the right to receive an amount of cash (less than the cash consideration) and shares of New Media General (less than the New Media General share consideration), such that the aggregate amount of the cash consideration is allocated proportionately to each cash electing share.

For example, if (i) there are 59,474,592 LIN common shares outstanding (representing the maximum aggregate number of Class A, Class B and Class C LIN common shares that would be outstanding if all outstanding share options and restricted share awards were vested and exercised or settled, as applicable) immediately prior to the LIN Merger (and assuming no LIN shareholder had demanded appraisal rights), (ii) the number of cash electing shares equals 28,426,312 (which means that the cash consideration is oversubscribed by 1,000,000 shares), and (iii) the number of stock electing shares equals 29,048,280 (which means that the number of no election shares is 2,000,000) each cash electing share would be converted into the right to receive the following consideration:

\$26.84 in cash, which is an amount equal to \$27.82 (the cash consideration), multiplied by 27,426,312 (the Cash Election Cap), divided by 28,426,312 (the total number of cash electing shares); and



.05545 shares of New Media General voting common stock, which is the number of shares equal to 1.5762 (the New Media General share consideration), multiplied by 1 – (27,426,312 (the Cash Election Cap), divided by 28,426,312 (the total number of cash electing shares)).

	<b>LIN Common Shares</b>	<b>Share Exchange Ratio</b>	<b>MG Share Consideration</b>	<b>Cash Consideration Per Share</b>	<b>Cash Consideration</b>
# of Shares (Fully Diluted)	59,474,592				
# of Cash Electing Shares	(28,426,312)	0.05545	1,576,200	\$ 26.84	\$ 763,000,000
	31,048,280				
# of Stock Electing Shares	(29,048,280)	1.5762	45,785,899		
# of No Election Shares	2,000,000	1.5762	3,152,400		
			50,514,499		\$ 763,000,000

***Proration Adjustment if the Cash Consideration is Undersubscribed***

If the number of cash electing shares is less than the Cash Election Cap, then either the stock electing shares or the no election shares will be converted into the right to receive a mix of cash and shares of New Media General’s voting common stock. As described below, the form of consideration into which the stock electing shares or the no election shares will be converted depends on the difference between the Cash Election Cap and the total number of cash electing shares. We refer to the difference between the Cash Election Cap and the total number of cash electing shares as the “cash shortfall.” In addition, if the cash consideration is undersubscribed, then all cash electing shares will receive the cash consideration.

*Scenario 1: Cash Shortfall Is Less Than or Equal to the Number of No Election Shares*

If the cash shortfall is less than or equal to the total number of no election shares, then:

each cash electing share will be converted into the right to receive the cash consideration, and each stock electing share will be converted into the right to receive the New Media General share consideration; and

each no election share will be converted into the right to receive an amount of cash (less than the cash consideration) and shares of New Media General (less than the New Media General share consideration), such that the aggregate amount of the cash consideration and the aggregate New Media General share consideration (in each case, to the extent not allocated to the cash electing shares and stock electing shares) is allocated proportionately to each no election share.

For example, if (i) there are 59,474,592 LIN common shares outstanding (representing the maximum aggregate number of Class A, Class B and Class C LIN common shares that would be outstanding if all outstanding share options and restricted share awards were vested and exercised or settled, as applicable) immediately prior to the LIN Merger (and assuming no LIN shareholder had demanded appraisal rights), (ii) the number of cash electing shares equals 26,426,312 (which means that the cash shortfall is 1,000,000 shares), and (iii) the number of stock electing shares equals 31,048,280 (which means that the number of no election shares is 2,000,000), each no election share would be converted into the right to receive the following consideration:

\$13.91 in cash, which is an amount equal to \$27.82 (the cash consideration), multiplied by 1,000,000 (the cash shortfall), divided by 2,000,000 (the total number of no election shares); and

0.7881 shares of New Media General voting common stock, which is the number of shares equal to 1.5762 (the New Media General share consideration), multiplied by 1 – (1,000,000 (the cash shortfall), divided by 2,000,000 (the total number of no election shares)).

	LIN Shares	Share Exchange Ratio	MG Share Consideration	Cash Consideration Per Share	Cash Consideration
# of Shares (Fully Diluted)	59,474,592				
# of Cash Electing Shares	(26,426,312 )			\$ 27.82	\$ 735,180,000
	33,048,280				
# of Stock Electing Shares	(31,048,280 )	1.5762	48,938,299		
# of No Election Shares	2,000,000	0.7881	1,576,200	\$ 13.91	\$ 27,820,000
			50,514,499		\$ 763,000,000

*Scenario 2: Cash Shortfall Is Greater Than the Number of No Election Shares*

If the cash shortfall is greater than the total number of no election shares (which means that the number of stock electing shares is greater than (i) the total number of LIN common shares outstanding as of closing, minus (ii) the Cash Election Cap), then:

each cash electing share and each no election share will be converted into the right to receive the cash consideration, and

each stock electing share will be converted into the right to receive an amount of cash (less than the cash consideration) and shares of New Media General (less than the New Media General share consideration), such that the aggregate amount of the cash consideration (to the extent not allocated to the cash electing shares and no election shares) and the aggregate New Media General share consideration is allocated proportionately to each stock electing share.

For example, if (i) there are 59,474,592 LIN common shares outstanding (representing the maximum aggregate number of Class A, Class B and Class C LIN common shares that would be outstanding if all outstanding share options and restricted share awards were vested and exercised or settled, as applicable) immediately prior to the LIN Merger (and assuming no LIN shareholder had demanded appraisal rights), (ii) the number of cash electing shares equals 26,426,312 (which means that the cash shortfall is 1,000,000 shares), and (iii) the number of stock electing shares equals 32,548,280 (which means that the number of no election shares is 500,000), each stock electing share would be converted into the right to receive the following consideration:

\$0.43 in cash, which is an amount equal to \$27.82 (the cash consideration), multiplied by 500,000 (the difference between the cash shortfall and the number of no election shares), divided by 32,548,280 (the total number of stock electing shares); and

1.5520 shares of New Media General voting common stock, which is the number of shares equal to 1.5762 (the New Media General share consideration), multiplied by 1 – (500,000 (the difference between the cash shortfall and the number of no election shares), divided by 32,548,280 (the total number of stock electing shares)).

	LIN Shares	Share Exchange Ratio	MG Share Consideration	Cash Consideration Per Share	Cash Consideration
# of Shares (Fully Diluted)	59,474,592				
# of Cash Electing Shares	(26,426,312)			\$ 27.82	\$ 735,180,000
	33,048,280				
# of Stock Electing Shares	(32,548,280)	1.5520	50,514,499	\$ 0.43	13,910,000
# of No Electing Shares	500,000			\$ 27.82	13,910,000
			50,514,499		\$ 763,000,000



The following example shows the effect on “Scenario 2” described above if LIN shareholders properly demand appraisal rights and do not withdraw or waive such appraisal rights prior to the LIN Merger with respect to 1,000,000 LIN common shares (which would result in the Cash Election Cap being equal to 26,426,312): if (i) there are 59,474,592 LIN common shares outstanding (representing the maximum aggregate number of Class A, Class B and Class C LIN common shares that would be outstanding if all outstanding share options and restricted share awards were vested and exercised or settled, as applicable) immediately prior to the LIN Merger (and assuming that LIN shareholders properly demand appraisal rights and do not withdraw or waive such appraisal rights prior to the LIN Merger with respect to 1,000,000 LIN common shares), (ii) the number of cash electing shares equals 25,426,312 (which means that the cash shortfall is 1,000,000 shares), and (iii) the number of stock electing shares equals 32,548,280 (which means that the number of no election shares is 500,000), each stock electing share would be converted into the right to receive the following consideration:

\$0.43 in cash, which is an amount equal to \$27.82 (the cash consideration), multiplied by 500,000 (the difference between the cash shortfall and the number of no election shares), divided by 32,548,280 (the total number of stock electing shares); and

1.5520 shares of New Media General voting common stock, which is the number of shares equal to 1.5762 (the New Media General share consideration), multiplied by 1 – (500,000 (the difference between the cash shortfall and the number of no election shares), divided by 32,548,280 (the total number of stock electing shares)).

	<b>LIN Shares</b>	<b>Share Exchange Ratio</b>	<b>MG Share Consideration</b>	<b>Cash Consideration Per Share</b>	<b>Cash Consideration</b>
# of Shares (Fully Diluted)	59,474,592				
# of Cash Electing Shares	(25,426,312)			\$ 27.82	\$ 707,360,000
# of Dissenting Shares	(1,000,000 )				
	33,048,280				
# of Stock Electing Shares	(32,548,280)	1.5520	50,514,499	\$ 0.43	13,910,000
# of No Electing Shares	500,000			\$ 27.82	13,910,000
			50,514,499		\$ 735,180,000

If any LIN shareholders withdraws its demand for appraisal or otherwise loses its right to appraisal under the DGCL for such shareholder’s LIN common shares after the LIN Merger, then such shares shall be treated as no election shares and, under “Scenario 2” described above, would be converted into the right to receive the cash consideration. For further information, see “Appraisal Rights” beginning on page 164.

### **Making an Election**

LIN shareholders may elect to receive either the cash consideration or the New Media General share consideration for each LIN common share by returning a properly completed election form (which Media General and LIN will mutually agree upon), together with the proper share transfer documentation to the exchange agent prior to the election deadline. The merger agreement provides that an election form and transmittal materials will be mailed between 30-45 days prior to the anticipated closing date of the transaction to each holder of record of LIN common shares as of the close of business on a date prior to the date of mailing. Media General will also make an election form available, if reasonably requested, to each person that subsequently becomes a holder of LIN common shares prior to the close of business on the business day prior to the election deadline. The election deadline will be 5:00 p.m. New York time on the fifth business day prior to the closing date of the transaction (or on such later date as agreed to by Media General and LIN). Media General will seek to publicly announce the election deadline at least five business days prior to such date. Each LIN shareholder should complete and return the election form, along with properly completed share transfer documentation, according to the instructions included with the election form.

If you own LIN common shares in “street name” through a bank, broker or other nominee and you wish to make an election, you should seek instructions from the bank, broker or other nominee holding your shares concerning how to make an election.

If you do not send in the properly completed election form together with the proper share transfer documentation prior to the election deadline, you will be treated as though you did not make an election, and your LIN common shares will be considered to be no election shares.

### **Background of the Transaction**

The LIN Board of Directors and LIN’s senior management in the ordinary course periodically review and assess strategic alternatives available to LIN to enhance shareholder value, and LIN, from time to time, has implemented strategic changes and initiatives in connection with such reviews. In or around the second quarter of 2013, LIN began an informal process to generally evaluate strategic alternatives available to it in light of the changing competitive landscape and ongoing consolidation in the broadcast industry. As part of this informal process, J.P. Morgan (which, from time to time, has acted as a financial advisor to LIN) regularly made presentations (the most recent of which were in May and September 2013) to the LIN Board of Directors with respect to various potential strategic alternatives (including initiating a dividend, executing a share repurchase, pursuing additional acquisitions or soliciting bidders in a sale transaction).

Thereafter, LIN's senior management, in consultation with J.P. Morgan, contacted select companies that it believed might be interested in exploring a strategic transaction. As a result of their efforts, on August 22, 2013, LIN entered into a confidentiality agreement with Party A, one of the Potential Transaction Partners (defined below).

On August 22, 2013, Vincent L. Sadusky, LIN's President and Chief Executive Officer, held a meeting with a senior executive of Party A to discuss a potential combination of LIN and Party A. Additionally, representatives of LIN and Party A held a series of phone discussions during August and early September of 2013.

On September 10, 2013, the LIN Board of Directors held a regularly scheduled meeting. Several members of LIN's senior management and representatives of J.P. Morgan and another financial advisor, which, from time to time, has served as a financial advisor to LIN, participated in the meeting. J.P. Morgan and the other financial advisor provided the LIN Board of Directors with an overview of potential strategic alternatives. In addition to the continued exploration of various other strategic alternatives to maximize shareholder value, the LIN Board of Directors discussed initiating a strategic alternatives review process proposed by J.P. Morgan at the request of the LIN Board during which J.P. Morgan and LIN's senior management would engage Party A, another company referred to as Party B, and Media General, three potential transaction partners that the LIN Board of Directors considered most likely to consummate a strategic combination, which we refer to as the "Potential Transaction Partners." The Potential Transaction Partners were selected based on a perceived high level of potential synergies, low level of regulatory risk and high level of interest in a potential transaction. The LIN Board of Directors, after consultation with its financial advisors, decided not to contact financial sponsors as potential transaction partners because financial sponsors had not participated in any of the large recent broadcast industry transactions and, after considering the advice of LIN's financial advisors, concluded that synergies would be a key driver of value in a strategic combination and financial sponsors would not be able to realize meaningful synergies in a transaction with LIN. The LIN Board of Directors approved the strategic alternatives review process proposed by J.P. Morgan at the request of the LIN Board of Directors, and instructed J.P. Morgan to gauge the interest of the Potential Transaction Partners in pursuing a potential strategic combination with LIN.

With advice from J.P. Morgan, after the September 10, 2013 LIN Board of Directors' meeting, LIN continued to hold phone discussions with Party A through October of 2013, at which time Party A discontinued further discussions with LIN after conducting preliminary due diligence.

On September 17, 2013, LIN entered into a confidentiality agreement with Party B.

During the third quarter of 2013, LIN engaged in extensive mutual due diligence with Party B, including multiple conference calls regarding potential synergies and a half-day, in-person meeting on October 2, 2013, at LIN's corporate headquarters in Austin, Texas, with certain representatives of Party B.

On November 12, 2013, Media General completed its previously announced merger with Young. As a result of this combination, Media General had an enhanced ability to capture the operating synergies of a larger company, continue to participate in industry-wide retransmission revenue growth, provide opportunities for broadcast and digital market share growth and obtain favorable syndicated programming arrangements. In addition, in connection with the Young Merger, Media General secured long-term financing, which significantly reduced its interest expense. As a result of the foregoing, Media General had an enhanced financial ability to pursue additional strategic acquisitions, and had a greater ability to participate in ongoing industry consolidation.

On November 14, 2013, J.P. Morgan contacted RBC Capital Markets, which had served as financial advisor to Media General in connection with the Young Merger, to indicate LIN's interest in pursuing a potential strategic combination with Media General, and to request that the parties enter into a confidentiality agreement. On December 4, 2013, LIN provided to Media General a confidentiality agreement executed by LIN.



On December 5, 2013, the LIN Board of Directors held its next regularly scheduled meeting. Representatives of LIN's management, J.P. Morgan and Weil, Gotshal & Manges LLP, counsel to LIN, participated in the meeting. A representative of LIN's management updated the LIN Board of Directors on the strategic alternatives review process. A representative of J.P. Morgan then updated the LIN Board of Directors on J.P. Morgan's discussions with the Potential Transaction Partners since the September 10 Board meeting. J.P. Morgan presented to the LIN Board of Directors, among other things, (i) a market overview, (ii) J.P. Morgan's analysis of a potential combination of LIN with Media General and Party B and (iii) information regarding the financial wherewithal of a number of other potential strategic partners. The LIN Board of Directors authorized LIN's management and advisors to continue exploring various strategic alternatives, including continued engagement with Party B and Media General, the two Potential Transaction Partners that had continued to express interest in a transaction with LIN. To facilitate this process, the LIN Board of Directors appointed Royal W. Carson, III, Douglas McCormick (Chairman) and John R. Muse to the Investment Advisory Committee, which we refer to as the "LIN IAC," and delegated to the LIN IAC the full power, authority and discretion of the LIN Board of Directors, to the extent permissible, to (i) work with the various advisors and constituencies of LIN in connection with a possible sale process involving LIN, (ii) identify potential transactions with respect to a sale of LIN, (iii) review, evaluate and negotiate all identified or proposed transactions with respect to a sale of LIN and (iv) make recommendations to the LIN Board of Directors with respect to specific transactions identified or proposed in connection with LIN's ongoing strategic alternatives review. A representative of LIN's senior management then discussed with the LIN Board of Directors the terms of a proposed engagement letter negotiated with J.P. Morgan, including the provisions relating to J.P. Morgan's compensation, at which time the LIN Board of Directors approved the engagement letter. The LIN Board of Directors determined it appropriate to engage J.P. Morgan, due in particular to J.P. Morgan's knowledge of LIN and its reputation and overall experience.

Thereafter, pursuant to the engagement letter dated December 5, 2013 and effective as of September 1, 2013, LIN formally retained J.P. Morgan as its financial advisor in connection with the strategic alternatives review process then underway.

On December 16, 2013, the Media General Board of Directors held a special meeting. At the meeting, George L. Mahoney, the President and Chief Executive Officer of Media General, informed the Media General Board of Directors that LIN had expressed interest in a potential transaction with Media General and had proposed that the parties enter into a confidentiality agreement to facilitate the exploration by Media General of a potential transaction with LIN. The Media General Board of Directors also discussed the potential engagement by Media General of RBC Capital Markets to serve as Media General's financial advisor in connection with a potential transaction with LIN given, among other things, RBC Capital Markets' familiarity with Media General as Media General's financial advisor in connection with the Young merger and as a lender to Media General. The Media General Board of Directors authorized management to enter into a confidentiality agreement with LIN and to commence discussions with LIN regarding a potential transaction. The Media General Board of Directors also supported the engagement of RBC Capital Markets to serve as Media General's financial advisor in connection with a potential transaction with LIN, subject to agreement on the terms of the engagement.

Following the meeting of the Media General Board of Directors, Media General countersigned the confidentiality agreement provided by LIN on December 4, 2013.

Throughout December 2013 and January 2014, LIN, Media General and their respective advisors engaged in a series of discussions regarding a potential transaction.

On December 17, 2013, Party B informed J.P. Morgan that Party B would not submit a bid to acquire or merge with LIN and was withdrawing from further formal discussions with LIN.

On January 30, 2014, the Media General Board of Directors held a regular meeting. Representatives of Media General's management and representatives of Fried, Frank, Harris, Shriver & Jacobson LLP, counsel to Media General, and RBC Capital Markets participated in the meeting. At the meeting, a representative of Fried Frank advised the Media General Board of Directors regarding its fiduciary duties and obligations in the context of a potential transaction with LIN. RBC Capital Markets discussed with the Board (i) a general public market overview of TV broadcasters, (ii) an overview of certain public financial information regarding LIN, (iii) a preliminary financial overview of a combination of Media General and LIN, and (iv) potential proposal terms for a strategic combination between LIN and Media General. The Media General Board also discussed with representatives of RBC Capital Markets and Fried Frank the risks and benefits to proposing and signing a mutual exclusivity agreement with LIN. Following further discussion, the Media General Board of Directors authorized Media General's management to (i) make a non-binding proposal to LIN of 0.862 shares of Media General common stock and \$11.43 in cash per LIN common share, and (ii) propose to LIN and, if accepted by LIN, enter into a mutual exclusivity agreement with LIN. Media General's Board of Directors determined that a part cash and part stock proposal would, in its view, allow New Media General to maintain an appropriate level of indebtedness while minimizing the dilutive effect of the transaction on Media General's current shareholders. At the meeting, the Media General Board of Directors also formed an ad-hoc committee consisting of Messrs. H.C. Charles Diao, Soohyung Kim and Thomas S. Sullivan, which we refer to as the "MG transaction committee," to oversee the negotiation of, and advise the Board on, aspects of the potential transaction with LIN.

On February 1, 2014, Mr. Mahoney delivered to Mr. Sadusky a non-binding written preliminary indication of interest proposing a merger transaction in which all LIN shareholders would receive on average 0.862 of a share of Media General common stock and \$11.43 in cash per LIN common share, and offered the possibility of including a cash/share election feature (which was included to allow LIN's shareholders to elect to receive the consideration for their LIN common shares on a tax-free basis by electing to receive only share consideration, subject to proration). Based on the closing price of Media General's voting common stock on January 28, 2014, the proposed per share price had a value of \$26.78. Media General's preliminary indication of interest also proposed that the board of directors of the combined company would consist of four LIN designees and seven Media General designees. The preliminary indication of interest was conditioned on the completion of due diligence, the negotiation of a definitive acquisition agreement and the approval of the Media General Board of Directors.

On February 5, 2014, the LIN IAC met telephonically to discuss the preliminary indication of interest from Media General. Several members of LIN's senior management and representatives of Weil Gotshal and J.P. Morgan participated in the meeting. Mr. Sadusky reviewed the February 1 indication of interest with the LIN IAC and updated the LIN IAC on the previous discussions with Media General. Representatives from J.P. Morgan then provided to the LIN IAC their preliminary financial analysis of Media General's proposal, and discussed with the LIN IAC the value creation opportunity for LIN shareholders in a combination with Media General based on Media General's February 1 proposal as compared to LIN's stand-alone prospects. J.P. Morgan also discussed with the LIN IAC other avenues to gauge further interest in a transaction with other parties. Following discussion, the LIN IAC instructed J.P. Morgan to advise Media General of the LIN IAC's view that Media General's initial proposal needed to be improved, particularly with respect to the cash component, and further instructed J.P. Morgan to propose an increase in the average cash consideration from \$11.43 per share to \$14.50 per common share. The LIN IAC also instructed J.P. Morgan to continue to consider the viability of other potential strategic partners.

Later on February 5, 2014, following the LIN IAC meeting, representatives from J.P. Morgan met telephonically with representatives from RBC Capital Markets and conveyed the LIN IAC's feedback on Media General's indication of interest. In this meeting, representatives from J.P. Morgan delivered the LIN IAC's counter proposal requesting an increase in the average cash consideration from \$11.43 to \$14.50 per share, with no change to the stock consideration of 0.862 shares of Media General common stock per LIN common share.

On February 8, 2014, the MG transaction committee held a telephonic meeting with representatives of Media General's management and representatives of Fried Frank and RBC Capital Markets to consider LIN's counter proposal. RBC Capital Markets discussed financial aspects of LIN's counter proposal. After discussion, the MG transaction committee authorized Media General's management to submit a revised preliminary indication of interest to LIN reflecting an increase in the cash consideration to \$12.97 per LIN common share.

Later on February 8, 2014, Mr. Mahoney delivered to Mr. Sadusky a revised non-binding written preliminary indication of interest proposing a merger transaction in which all LIN shareholders would receive, on average, 0.862 of a share of Media General common stock and \$12.97 in cash per LIN common share. The revised preliminary indication of interest was conditioned on the completion of due diligence, the negotiation of a definitive acquisition agreement and the approval of the Media General Board of Directors. Based on the closing price of Media General's voting common stock on January 28, 2014, the value of the proposed per share price was \$28.32.

On February 10, 2014, the LIN IAC held a telephonic meeting. Several members of LIN's senior management and representatives of Weil Gotshal and J.P. Morgan participated in the meeting. Representatives from J.P. Morgan updated the LIN IAC regarding J.P. Morgan's discussions with RBC Capital Markets and Media General, including Media General's revised proposal of February 8. The LIN IAC and its legal and financial advisors discussed the advantages and risks of further soliciting interest in a potential transaction from third parties prior to signing a definitive agreement, including the potential risk such solicitations might pose to a potential transaction with Media General. Weil Gotshal also reviewed with the LIN IAC their fiduciary duties under applicable law in considering Media General's revised proposal. Following discussion, the LIN IAC sought a shift in the consideration mix of Media

General's revised proposal and instructed J.P. Morgan to propose an increase to the average cash consideration per share from \$12.97 to \$14.00 with the remainder of the consideration in stock to reach an aggregate per share consideration value of \$28.32 (the aggregate consideration referenced in Media General's revised proposal of February 8) with a floating exchange ratio through signing.

Later on February 10, 2014, following that LIN IAC meeting, representatives from J.P. Morgan met telephonically with representatives from RBC Capital Markets to deliver the LIN IAC's counter proposal as requested by the LIN IAC.

On February 11, 2014, the MG transaction committee held a telephonic meeting with representatives of Media General's management and representatives of Fried Frank and RBC Capital Markets to consider LIN's counter proposal. RBC Capital Markets discussed the potential impact of a floating exchange ratio and other financial aspects of LIN's proposal. Following discussion with representatives from Fried Frank and RBC Capital Markets, the MG transaction committee instructed RBC Capital Markets to inform J.P. Morgan that Media General would not increase the proposed consideration or consider a floating exchange ratio and to reiterate Media General's February 8 indication of interest.

Later on February 11, 2014, in accordance with the directives of the MG transaction committee, RBC Capital Markets communicated to J.P. Morgan that Media General would not increase the proposed consideration or consider a floating exchange ratio and reiterated Media General's February 8 indication of interest.

On February 12, 2014, the LIN IAC held a telephonic meeting to receive an update on the status of the discussion with Media General. Several members of LIN's senior management and representatives of Weil Gotshal and J.P. Morgan participated in the meeting. Representatives from J.P. Morgan updated the LIN IAC regarding J.P. Morgan's discussions with RBC Capital Markets and Media General, including Media General's unwillingness to improve its February 8 proposal. J.P. Morgan then provided to the LIN IAC their updated preliminary financial analysis of Media General's revised proposal of February 8. Representatives from Weil Gotshal again reviewed with the members of the LIN IAC their fiduciary duties under applicable law in considering Media General's revised proposal. The LIN IAC discussed the risk and uncertainty posed by recent regulatory trends that had the potential to reduce synergies of any potential transaction and to decrease the value realizable by LIN's shareholders whether in the context of the February 8 revised proposal from Media General, other potential offers by other parties, or from the continued stand-alone operations of LIN. The LIN IAC further discussed the benefits and risks of contacting additional potential transaction partners in light of the Media General proposal. The LIN IAC discussed the possible benefits of contacting additional parties against the likelihood that Media General would discover that calls to other potential transaction partners were being made and the negative reaction that Media General would likely have if LIN conducted a market check. The LIN IAC concluded that J.P. Morgan should inform RBC Capital Markets and Media General of the LIN IAC's consideration of a targeted pre-signing market check prior to performing any such market check to minimize the risk that Media General would walk away from its current proposal. The LIN IAC further directed J.P. Morgan to report to RBC Capital Markets and Media General that based on the foregoing, the LIN IAC was willing to continue discussions on the basis of Media General's revised proposal of February 8, subject to future review of the financial terms of Media General's proposal before signing.

Later on February 12, 2014, following that LIN IAC meeting, representatives from J.P. Morgan met telephonically with representatives from RBC Capital Markets and conveyed the LIN IAC's position that the LIN IAC was willing to continue discussions on the basis of Media General's revised proposal of February 8, subject to future review of the financial terms of Media General's proposal. As directed by the LIN IAC, J.P. Morgan also informed RBC Capital Markets that the LIN IAC was considering performing a targeted market check concurrently with LIN's continuing discussions with Media General. RBC Capital Markets informed J.P. Morgan that Media General had indicated that it would be unwilling to proceed without the parties agreeing to a period of mutual exclusivity.

On February 13, 2014, the LIN IAC held a telephonic meeting to receive an update on the status of the discussion with Media General. Several members of LIN's senior management and representatives of Weil Gotshal and J.P. Morgan participated in the meeting. Representatives from J.P. Morgan informed the LIN IAC that Media General had requested that LIN agree to mutual exclusivity with Media General for a period of 40 days. J.P. Morgan reported to the LIN IAC that RBC Capital Markets had indicated that Media General stated it would be unwilling to move forward with LIN on a non-exclusive basis, that Media General was in discussions with another potential transaction partner, and a transaction with that other potential partner would preclude a transaction with LIN. J.P. Morgan further reported to the LIN IAC that the J.P. Morgan representatives had been informed by RBC Capital Markets that Media General indicated that while it preferred a transaction with LIN, Media General would not risk harming a potential

transaction with the other transaction partner, the possibility of which would be increased if LIN performed a targeted market check. The LIN IAC weighed the risks of agreeing to exclusivity against the risks and consequences of taking a negotiating position that would potentially result in the loss of a transaction that the LIN IAC believed would provide significant value to LIN's shareholders, especially when no other comparable transaction appeared likely and the risk of delay could result in less value for LIN shareholders being realized in any potential future deal. The LIN IAC also discussed with its advisors the various methods available to ensure that there was an opportunity for competing bidders to provide a superior proposal should LIN enter into a definitive agreement with Media General.

On February 14, 2014, the MG transaction committee held a telephonic meeting with representatives of Media General's management and representatives of Fried Frank and RBC Capital Markets to receive an update regarding the transaction, including LIN's consideration of conducting a market check, and various alternatives that could be provided for in the merger agreement. The MG transaction committee instructed Media General's management and advisors that negotiations with LIN should focus on including a limited window-shop period for LIN in the merger agreement as an alternative to a pre-signing market check.

Over the next several days, J.P. Morgan and RBC Capital Markets discussed certain terms that LIN would require in any definitive agreement if LIN were to enter into an exclusivity agreement with Media General. These discussions focused on (i) whether the definitive agreement would include a go-shop or a window-shop period for LIN to consider alternative transaction proposals, (ii) the size of the break-up fee during and after the shopping period and (iii) the duration of the shopping period. During the course of these discussions, the LIN IAC held telephonic meetings on February 17, 2014 and February 18, 2014 to receive updates and provide direction to J.P. Morgan.

At the February 17 LIN IAC meeting, in which several members of LIN's senior management and representatives of Weil Gotshal and J.P. Morgan participated, representatives from J.P. Morgan reported that Media General was willing to include a window-shop provision, with a reduced break-up fee and longer time period, but not a go-shop provision. The J.P. Morgan representatives and the LIN IAC discussed the recent consolidation in the industry and the likelihood that the other market players were actively tracking any market activity. To this point, J.P. Morgan stated its view, based on the information available at the time, that a window-shop provision with a lower fee and longer time period was more favorable to LIN than a go-shop provision with a higher fee and shorter time period. Following discussion, the LIN IAC concluded that a window-shop provision was likely to provide for an effective post-signing market check.

Between the meetings on February 17, 2014 and February 18, 2014, at the LIN IAC's direction, J.P. Morgan continued to negotiate the terms that LIN would require in any definitive agreement if LIN were to enter into an exclusivity agreement with Media General.

At the February 18 LIN IAC meeting, J.P. Morgan reported on its continued discussions with RBC Capital Markets and Media General. The LIN IAC discussed the terms of the Media General proposal, including the request for exclusivity, a window-shop provision and potential break-up fees.

On February 19, 2014, the LIN Board of Directors held its regularly scheduled meeting. Several members of LIN's senior management and representatives of Weil Gotshal, Covington & Burling LLP, LIN's regulatory counsel, which we refer to as "Covington," and J.P. Morgan participated in the meeting. Representatives from J.P. Morgan updated the LIN Board of Directors on the status of the strategic alternatives review process. In this update, J.P. Morgan reported that beginning in January, J.P. Morgan had attempted to reengage Party B, but that Party B had failed to reengage. J.P. Morgan then reported Media General's request for exclusivity and indication that it was engaged in discussions with another potential partner with respect to a separate transaction, and that a refusal to enter into an exclusivity agreement could cause the withdrawal of Media General's proposal. J.P. Morgan then presented to the LIN Board of Directors their preliminary financial analysis of Media General's February 8 proposal.

Weil Gotshal then presented the details of the exclusivity agreement with Media General and discussed with the LIN Board of Directors their fiduciary duties under Delaware law in authorizing LIN to enter into an exclusivity agreement. The LIN Board of Directors reviewed the terms of the proposed exclusivity agreement, and the other proposed terms of the transaction discussed with Media General and its advisors then to date, including a 55-day window-shop period with a 1.625% break-up fee for qualified offers that appeared during the initial 35 days of such period. The LIN Board of Directors further discussed the process of a post-signing window-shop under the proposed terms and the preliminary financial analysis of the current Media General proposal of February 8. The LIN Board of Directors weighed the likelihood of getting an alternative superior proposal prior to finalizing a deal with Media General against the risk of losing the Media General proposal, taking into account both the February 8 proposal and the advice the LIN Board of Directors had received about the efficacy of the window-shop provision and the size of the break-up fee during the window shop period. After these discussions, the LIN Board of Directors unanimously approved and authorized LIN to enter into the exclusivity agreement with Media General.

Later that day, LIN and Media General entered into an exclusivity agreement that granted reciprocal exclusivity through March 31, 2014.

Beginning February 21, 2014, LIN and Media General granted each other and certain of their representatives access to separate electronic data rooms that included material business, financial, regulatory, legal and other information.

On February 22, 2014, the MG transaction committee held a telephonic meeting with representatives of Media General's management and representatives of Fried Frank and RBC Capital Markets to receive an update regarding the negotiation of the terms of the transaction with LIN.

On February 22, 2014, the LIN IAC held a telephonic meeting to receive an update on the status of the discussions with Media General and to discuss various issues, in which Mr. Sadusky, representatives of Weil Gotshal and J.P. Morgan participated. The meeting generally focused on management issues surrounding a potential transaction, including which party's management team would manage the combined company after the transaction. The LIN IAC discussed the importance of Mr. Sadusky leading the combined company following the closing of the transaction, given that a significant portion of the merger consideration to be received by LIN's shareholders would consist of stock of the combined company and the LIN IAC's view that Mr. Sadusky's leadership would best position the surviving entity to perform well in the future. The LIN IAC came to a consensus that Mr. Sadusky serving as the Chief Executive Officer of New Holdco was in the best interests of LIN and its shareholders.



On February 26, 2014, the MG transaction committee held a telephonic meeting with representatives of Media General's management and representatives of Fried Frank and RBC Capital Markets to discuss the potential structure of the transaction and the terms of the merger agreement and the related voting and support agreements to be entered into by the LIN supporting shareholders. The meeting participants also discussed impending regulatory changes that could adversely impact the combined company.

On February 27, 2014, J.P. Morgan and RBC Capital Markets held a telephonic meeting in which, at the MG transaction committee's direction, RBC Capital Markets relayed a concern from Media General with respect to impending regulatory changes and their potential effect on the terms of the transaction. Thereafter, LIN, Media General and their respective advisors continued to discuss these regulatory concerns and their potential effect on the terms of the transaction throughout the negotiation process.

Later that day, Fried Frank delivered a draft merger agreement to Weil Gotshal.

On March 2, 2014, the LIN IAC held a telephonic meeting, in which several members of LIN's senior management and representatives of Weil Gotshal and J.P. Morgan participated, to discuss the draft merger agreement received on February 27. The LIN IAC discussed certain preliminary issues and business decisions identified in the initial draft of the merger agreement that would need to be negotiated prior to executing the definitive agreement and provided feedback to its legal and financial advisors as to how to proceed with negotiations of the merger agreement.

On March 3, 2014, Vinson & Elkins LLP, which we refer to as "Vinson & Elkins," counsel to Hicks Muse & Co. Partners, L.P. and certain of its affiliates, which we collectively refer to, for the purposes of this section, as "Hicks Muse," received from Fried Frank the proposed HMC voting agreement to be entered into in connection with the execution of the merger agreement.

On March 4, 2014, Weil Gotshal sent a revised draft of the merger agreement to Fried Frank.

From March 4 to March 21, Weil Gotshal and Fried Frank exchanged various drafts of, and continued to negotiate the terms of, the merger agreement. During that period, J.P. Morgan (often in conjunction with Weil Gotshal) continued its discussions with RBC Capital Markets (often in conjunction with Fried Frank) regarding various terms and conditions of the merger agreement and related transactions.

On March 4, 2014, the MG transaction committee held a telephonic meeting with representatives of Media General's management and representatives of Fried Frank and RBC Capital Markets to receive an update regarding the

negotiation of the transaction. Representatives of Fried Frank discussed the terms of the merger agreement and the HMC voting agreement.

Also on March 4, 2014, Miller, Egan, Molter & Nelson LLP, which we refer to as “Miller Egan,” counsel to Carson LIN SBS L.P., received from Fried Frank the proposed Carson voting agreement to be entered into in connection with the execution of the merger agreement. Thereafter, Miller Egan and Fried Frank began negotiating the Carson voting agreement.

On March 5, 2014, Vinson & Elkins held a telephonic meeting with Fried Frank, in which Weil Gotshal participated, to discuss the terms of the proposed HMC voting agreement. The principal focus of these discussions pertained to Media General’s request (i) that, at signing, Hicks Muse commit to elect all cash for its LIN common shares, which election would still be subject to the proration and allocation procedures in the merger agreement in the same manner as all other LIN shareholders, and (ii) for a lock-up and restrictions on the ability of Hicks Muse to transfer shares of New Media General after closing other than pursuant to certain exceptions. In these discussions, Vinson & Elkins conveyed Hicks Muse’s request that it be treated no different than any other LIN shareholder.

On March 6, 2014, the Media General Board of Directors held a regular meeting. Representatives of Media General’s management and representatives of Fried Frank, Cooley, LLP, which we refer to as “Cooley,” Media General’s regulatory counsel, and RBC Capital Markets participated in the meeting. At the meeting, James F. Woodward, Senior Vice President and Chief Financial Officer of Media General, provided an update regarding Media General’s due diligence investigation of LIN. In addition, a representative of Fried Frank presented to the Media General Board of Directors regarding the proposed terms of the transaction with LIN, and a representative of Cooley presented to the Media General Board of Directors regarding the regulatory approval process. Representatives of RBC Capital Markets also discussed with the Media General Board of Directors (i) a market overview, and (ii) a preliminary pro forma financial overview of the combined company, and Royal Bank of Canada’s willingness to provide a commitment to Media General for the debt financing related to the transaction.

On March 7, 2014, Vinson & Elkins provided Fried Frank with a revised draft of the HMC voting agreement, limiting the required cash election to a certain percentage of the shares of Hicks Muse and removing any post-closing transfer restrictions. Later, on March 7, 2014, Fried Frank discussed with Vinson & Elkins the terms of the draft of the HMC voting agreement, including the request that Hicks Muse agree at signing to elect all cash for all of its shares.

On March 8 and March 11, 2014, the MG transaction committee held telephonic meetings with representatives of Media General's management and representatives of Fried Frank, Cooley and RBC Capital Markets. The meeting participants discussed open issues in the merger agreement and impending regulatory developments, including the potential impact of such developments on the combined company.

On March 11, 2014, Weil Gotshal and J.P. Morgan, on one hand, and Fried Frank and RBC Capital Markets, on the other hand, held a telephonic meeting to discuss and negotiate certain of the open issues in the merger agreement.

Also on March 11, 2014, the LIN IAC held a telephonic meeting, in which several members of LIN's senior management and representatives of Weil Gotshal, Covington and J.P. Morgan participated, to discuss Fried Frank's latest draft of the merger agreement and the open issues in the draft provided. The LIN IAC then instructed its advisors regarding their continued negotiation of the merger agreement.

On March 12, 2014, a representative of Hicks Muse and a representative of Media General discussed the open issues with respect to the HMC voting agreement, including Media General's request that Hicks Muse elect all cash for its LIN common shares at signing and agree to transfer restrictions with respect to shares of New Media General received upon the consummation of the transaction.

On March 13, 2014, the Media General Board of Directors held a special meeting. Representatives of Media General's management and representatives of Fried Frank, Cooley and RBC Capital Markets participated in the meeting. At the meeting, a representative of Fried Frank provided to the Media General Board of Directors an update regarding the terms of the transaction and the negotiation of the merger agreement, including (i) the negotiation of the HMC voting agreement and (ii) the terms of certain provisions of the merger agreement, such as the window-shop and termination fee provisions and the provisions related to obtaining regulatory approvals for the transaction. In addition, a representative of Cooley provided an update regarding regulatory developments at the FCC, including the FCC's public notice issued on March 12, 2014 regarding sharing arrangements and related anticipated changes to the FCC's rules regarding sharing arrangements to be voted on at the FCC's March 31, 2014 meeting. RBC Capital Markets also discussed with the Media General Board of Directors (i) potential terms of the debt financing for the transaction with LIN, and (ii) the potential financial impact of regulatory divestitures anticipated by Media General to be required to gain regulatory approval of the transaction. Mr. Woodward also updated the Media General Board of Directors regarding Media General's due diligence investigation of LIN and discussed potential synergies that could be realized as a result of the transaction.

On March 14, 2014, Fried Frank distributed to Vinson & Elkins and Weil Gotshal a revised draft of the HMC voting agreement.

Later, on March 14, 2014, the LIN IAC held a telephonic meeting, in which several members of LIN's senior management and representatives of Weil Gotshal and J.P. Morgan participated, to review the continued discussions between Media General's and LIN's advisors. The LIN IAC also discussed the status of the negotiations between Hicks Muse and Media General with respect to the HMC voting agreement and Hicks Muse's continued request to be treated no different than any other LIN shareholder.

Later that day LIN's and Media General's respective legal and financial advisors held a teleconference to discuss the draft merger agreement. After this teleconference, Fried Frank sent to Weil Gotshal a draft proposal of Media General's response to the matters discussed in such teleconference.

Between March 16, 2014, and March 18, 2014, Vinson & Elkins and Fried Frank continued to negotiate the HMC voting agreement. During these negotiations, Media General and Hicks Muse agreed on the transfer restrictions that would be applicable to Hicks Muse's shares of New Media General common stock after the closing of the transaction. It was further agreed that Hicks Muse would be permitted to make elections at the same time and in the same manner as all other LIN shareholders, and that Hicks Muse would not be committed to make a particular election with respect to its LIN common shares at the time it entered into the HMC voting agreement.

On March 18, 2014, the Media General Board of Directors held a special meeting. Representatives of Media General's management and representatives of Fried Frank, Cooley, Media General's regulatory counsel, and RBC Capital Markets attended the meeting. At the meeting, a representative of Fried Frank provided to the Media General Board of Directors an update regarding the terms of the transaction and the negotiation of the merger agreement, including (i) an update regarding the provisions of the merger agreement related to regulatory approvals and Media General's termination right based on the effect of regulatory actions or divestitures required by the regulatory authorities on the LIN stations, (ii) the terms of the HMC voting agreement and the transfer restrictions applicable to the HMC shareholders included therein, and (iii) changes to the relative stock prices of LIN and Media General since February 8 and regulatory and due diligence concerns. In addition, a representative of Cooley provided an update regarding impending regulatory changes, including anticipated changes to the FCC's rules regarding sharing arrangements to be voted on at the FCC's March 31, 2014 meeting. Next Mr. Woodward and Deborah McDermott, Senior Vice President of Broadcast Markets, and other representatives of Media General's management provided a report to the Media General Board of Directors regarding the results of Media General's due diligence investigation of LIN. Representatives of Fried Frank and Cooley also provided a report regarding the legal due diligence investigation of LIN.

On March 18, 2014, the LIN IAC held a telephonic meeting, in which several members of LIN's senior management and representatives of Weil Gotshal, Covington and J.P. Morgan participated, to review the continued discussions with Media General and its legal and financial advisors. The LIN IAC discussed the status of discussions and the open issues with respect to the proposed transaction. Further, the LIN IAC discussed the status of negotiations with respect to the HMC voting agreement.

Also on March 18, 2014, following that LIN IAC meeting, representatives from J.P. Morgan and Weil Gotshal met telephonically with representatives from Media General, RBC Capital Markets and Fried Frank. In this meeting, the parties continued to negotiate the merger agreement. At the conclusion of the meeting, a representative of Media General indicated an unwillingness on the part of Media General to proceed at the price proposed by Media General on February 8 as a result of changes to the relative stock prices of LIN and Media General since February 8 and regulatory and due diligence concerns.

Additionally, on March 18, 2014 Miller Egan and Fried Frank agreed to the final terms of the Carson voting agreement.

On March 19, 2014, Vinson & Elkins and Fried Frank finalized the final terms of the HMC voting agreement.

On the evening of March 19, 2014, the LIN IAC held a telephonic meeting, in which several members of LIN's senior management and representatives of Weil Gotshal, Covington and J.P. Morgan participated, to review the continued discussions with Media General and its legal and financial advisors. In this meeting, the LIN IAC discussed the concerns raised by Media General on March 18. In this discussion, J.P. Morgan reported that due to a divergence in

the movements of the stock prices of LIN and Media General since the parties entered into exclusivity that had led to an increase in the implied premium of Media General's February 8 proposal, and the other concerns raised by Media General, a request for a purchase price adjustment was not unexpected. Following discussion, the LIN IAC was prepared to recommend to the LIN Board of Directors that the LIN Board of Directors agree to a \$0.36 per share purchase price reduction, given Media General's position and recognizing that the premium to be received by the LIN shareholders had increased from approximately 24% at the time the parties entered into exclusivity to approximately 34% based on the closing prices of the parties' stock on March 18, 2014.

Following the LIN IAC meeting on March 19, 2014, the LIN Board of Directors held a telephonic meeting. Several members of LIN's senior management and representatives of Weil Gotshal, Covington and J.P. Morgan participated in this meeting. The LIN Board of Directors discussed with its legal and financial advisors the history of the strategic alternatives review process and the continued negotiations with Media General and progress of LIN's advisors, under the LIN IAC's guidance, in reaching an agreement concerning the transactions. J.P. Morgan then provided its preliminary financial analysis with respect to Media General's February 8 proposal price, which included the observation that due to a divergence in the share prices of LIN and Media General, the premium to be received by the LIN shareholders had increased from approximately 24% at the time the parties entered into exclusivity to approximately 34% based on the closing price of the parties' stock on March 18, 2014. The LIN Board of Directors discussed the draft merger agreement provided to the LIN Board of Directors prior to the meeting and the concerns raised by Media General. The LIN Board of Directors then discussed a potential reduction in the proposed price and considered that the lowered price provided a compelling value to LIN's shareholders and the premium to be received by the LIN shareholders remained in excess of that which was originally agreed upon at the time the parties entered into exclusive negotiations, due to a divergence in the movements of each party's share price. Following such discussion, the LIN Board of Directors was prepared to propose a \$0.36 per share purchase price adjustment, and directed J.P. Morgan to negotiate for a reduction in the stock consideration, rather than the cash consideration, to be received by the LIN shareholders to account for any such purchase price adjustment.

Later that day, J.P. Morgan and RBC Capital Markets, based on direction provided to J.P. Morgan by the LIN IAC and after discussion between RBC Capital Markets and members of the MG transaction committee, reached an understanding that the average per share stock consideration would be reduced from 0.862 to 0.8415 of a share of New Media General common stock per LIN common share. Based on these discussions, the parties determined that the average per share stock consideration of 0.8415 a share of New Media General common stock and the average per share cash consideration of \$12.97 would be reflected in the election provisions of the merger agreement such that cash consideration of \$27.82 would be paid with respect to 27,426,312 LIN common shares and 1.5762 shares of New Media General stock would be issued for each remaining outstanding LIN common share, subject to proration in the event that cash or share elections were made for a greater amount of LIN common shares.

Also on March 19, 2014, Mr. Sadusky and Media General began negotiating the terms of Mr. Sadusky's employment as President and Chief Executive Officer of New Media General, to become effective if and when the transaction was consummated.

On March 20, 2014, the Media General Board of Directors held a special meeting. Representatives of Media General's management and representatives of Fried Frank, Cooley and RBC Capital Markets participating in the meeting, At the meeting, representatives of Fried Frank provided to the Media General Board of Directors an update regarding the terms of the transaction, including the terms of the debt commitment letter to be provided by Royal Bank of Canada in connection with the transaction and the negotiation of the merger agreement, and a representative of Cooley provided an update regarding regulatory developments. A representative of Fried Frank discussed with the Media General Board of Directors the terms of the proposed employment agreement with Mr. Sadusky to become effective in connection with the closing of the transaction. Also at the meeting, RBC Capital Markets reviewed with Media General's Board of Directors its financial analysis of the Media General exchange ratio provided for in the Media General Merger and delivered to Media General's Board of Directors an oral opinion, confirmed by delivery of a written opinion dated March 20, 2014, to the effect that, as of that date and based on and subject to the matters described in the opinion, the Media General exchange ratio was fair, from a financial point of view, to holders of Media General common stock, collectively as a group. The Media General Board of Directors then determined that (i) the merger agreement, the MG charter amendment, the plan of merger with respect to the Media General Merger and the transactions contemplated thereby, including the mergers and the issuance of shares of New Media General common stock to LIN shareholders in the LIN Merger and to Media General shareholders in the Media General Merger, were advisable, fair to and in the best interests of Media General and its shareholders, (ii) approved and adopted the merger agreement, the MG charter amendment, the plan of merger with respect to the Media General Merger and the transactions contemplated thereby, including the mergers and the MG share issuance, and the employment agreement with Mr. Sadusky and (iii) recommended that holders of Media General's voting common stock vote to approve the proposals described in this joint proxy statement/prospectus. In addition, the Media General Board of Directors also (i) determined that the Royal Bank of Canada commitment letter and the financing transaction contemplated thereby are advisable, fair to, and in the best interests of Media General and its shareholders, and (ii) approved the Royal Bank of Canada commitment letter and the financing transaction contemplated thereby.

On the evening of March 20, 2014, the LIN Board of Directors held a telephonic meeting, in which several members of LIN's senior management and representatives of Weil Gotshal, Covington and J.P. Morgan participated, to review the continued discussions with Media General and its legal and financial advisors during the past 24 hours. The LIN Board of Directors discussed that the parties had agreed to reduce the proposed purchase price by reducing the average per share stock consideration from 0.862 to 0.8415 of a share of New Media General per LIN common share. Together with the average cash consideration of \$12.97 per LIN common share, the revised purchase price reflected total consideration of \$27.82 per LIN common share based on Media General's 20-day volume-weighted average price as of March 19, 2014. J.P. Morgan presented their updated financial analysis incorporating the reduced purchase price.

J.P. Morgan then delivered to the LIN Board of Directors its oral opinion, which was confirmed by delivery of a written opinion dated March 20, 2014, to the effect that as of the date of the opinion and based upon and subject to the factors, assumptions, limitations and qualifications set forth in its opinion, the aggregate cash election consideration, together with the aggregate New Media General share consideration and the aggregate consideration for fractional share interests, to be paid to the holders of LIN's common shares in the transaction was fair, from a financial point of view, to such holders. J.P. Morgan's opinion is more fully described below under the caption "The Transaction – Opinion of LIN's Financial Advisor" beginning on page 86 of this joint proxy statement/prospectus and the full text of the written opinion of J.P. Morgan, which set forth the factors, assumptions, limitations and qualifications in such opinion, is attached as Annex E hereto.

The LIN Board of Directors then reviewed with Weil Gotshal the merger agreement, including the ancillary documents, and discussed the changes that had been made since the previous meeting. Following discussion, the LIN Board of Directors unanimously (i) determined that the merger agreement and the transactions contemplated thereby are consistent with, and will further the business strategies and goals of LIN and are advisable, fair to, and in the best interests of, LIN and its shareholders, approved the merger agreement and the transaction, including the LIN merger and resolved to recommend that LIN's shareholders vote in favor of the adoption of the merger agreement and the transaction, including the LIN Merger, (ii) approved and declared the advisability of the merger agreement and the transactions contemplated thereby and (iii) subject to the terms and conditions of the merger agreement, recommended that the LIN shareholders vote to adopt the merger agreement and the transaction, including the LIN Merger.

That night, Fried Frank and Weil Gotshal finalized the merger agreement and the ancillary documents.

The LIN Board of Directors reconvened its meeting early in the morning on March 21, 2014. Weil Gotshal updated the LIN Board of Directors on the negotiations that took place overnight and reviewed the final terms of the merger agreement, including Media General's demand that LIN agree not to pay any discretionary fee to J.P. Morgan without Media General's consent. Following discussion, the LIN Board of Directors formed a consensus that J.P. Morgan and LIN's interests were aligned regardless of whether LIN had the ability to pay a discretionary fee to J.P. Morgan. The LIN Board of Directors then unanimously readopted the resolutions reviewed and adopted the night before.



On the morning of March 21, 2014, the parties entered into the merger agreement. In connection with the execution of the merger agreement, LIN, Media General and certain shareholders of LIN and Media General entered into voting and support agreements, LIN amended its limited liability company agreement, and Mr. Sadusky entered into an employment agreement with New Media General regarding his employment upon the consummation of the transaction.

After the execution of the merger agreement, prior to the opening of the NYSE, LIN and Media General issued a joint press release announcing the transaction and hosted a joint conference call and webcast to discuss the announcement.

Following the announcement of the merger agreement, during the window-shop period, which ended on April 25, 2014, no third party submitted a bona fide written acquisition inquiry, and LIN did not receive any communications regarding any potential alternative transaction from any third party that the LIN Board of Directors determined constituted a superior proposal under the merger agreement.

### **Media General's Reasons for the Transaction and Recommendation of Media General's Board of Directors**

At its meeting on March 20, 2014, following presentations by Media General's management, its legal counsel and financial advisor, the members of the Board of Directors of Media General unanimously (i) determined that the merger agreement, the MG charter amendment, the plan of merger with respect to the Media General Merger and the transactions contemplated thereby, including the mergers and the issuance of shares of New Media General common stock to LIN shareholders in the LIN Merger and to Media General shareholders in the Media General Merger, were advisable, fair to and in the best interests of Media General and its shareholders, (ii) approved and adopted the merger agreement, the MG charter amendment, the plan of merger with respect to the Media General merger and the transactions contemplated thereby, including the mergers and the MG share issuance, and (iii) recommended that holders of Media General's voting common stock vote "**FOR**" the MG share issuance proposal and vote "**FOR**" the MG amendment proposal.

In its evaluation of the merger agreement and the transaction, Media General's Board of Directors consulted with Media General's management, as well as legal and financial advisors to Media General, and considered a number of factors, which are discussed below. The following discussion of the information and factors considered by Media General's Board of Directors is not intended to be exhaustive. In view of the wide variety of factors considered in connection with the transactions contemplated by the merger agreement, Media General's Board of Directors did not consider it practicable to, nor did it attempt to, quantify or otherwise assign relative weights to the specific material factors it considered in reaching its decision. In addition, individual members of Media General's Board of Directors may have given different weight to different factors. Media General's Board of Directors considered this information and these factors as a whole and overall considered the relevant information and factors to be favorable to, and in support of, its determinations and recommendations.

*Broader Scale.* The combined company will be one of the largest pure-play broadcast television groups in the U.S., as Media General and LIN currently own and operate or service 74 stations across 46 markets, reaching approximately 26.5 million households, or 23% of U.S. TV households (certain of these stations are expected to be swapped or otherwise divested in order to address regulatory considerations). The combined company's increased size is expected to enhance its ability to capture the general operating synergies of a larger company, increase its share of national and digital advertising and obtain favorable syndicated programming arrangements.

*Diversification.* As of the filing date, LIN and Media General have 33 Big Four network-affiliated TV stations located in the top 75 DMAs and 39 markets in which the combined company has stations which are ranked #1 or #2 based on revenue share. As a result, the combined company will be more geographically diverse, and will have a presence in more markets that generate strong political revenues than Media General on a stand-alone basis. The combined company will also have a broader advertiser base and revenue stream, all of which is expected to reduce dependence on any single region.

*Digital Business.* The combined company is expected to have approximately \$159 million of pro forma revenues from its digital media business, which will be the largest and most diversified in the TV broadcasting sector.

*Expected Synergies.* Media General's management expects that the combined company will be able to realize approximately \$70 million of annual run-rate synergies within three years after the closing of the transaction.

*Enhanced Credit Profile and Free Cash Flow.* The combined company will have a stronger balance sheet than Media General on a stand-alone basis and Media General's management expects that the transaction will generate significant free cash flow and will be immediately accretive on a pro forma free cash flow per share basis.

*Greater Ability to Pursue Strategic Acquisitions.* The combined company will have an enhanced financial ability to pursue and finance additional strategic acquisitions, and thereby have a greater ability to participate in ongoing industry consolidation, than Media General would have had on a stand-alone basis.

*Shared Values.* Media General and LIN share common values for providing excellent local television content, news and information, operating top-ranked community oriented TV stations, and are both committed to expanding digital and mobile content delivery.

Media General's Board of Directors considered the following additional factors as generally supporting its determination and recommendation:

its belief that the transaction is more favorable to Media General's shareholders than the potential value that might result from Media General continuing as a stand-alone publicly held company or from other potential alternative transactions;

the expected percentage ownership interests and voting power of the Media General shareholders following completion of the transaction, and the fact that the New Media General share consideration is a fixed ratio and will not be affected by changes in the market price of Media General's or LIN's publicly traded shares;

the expectation that the Media General shareholders will not recognize gain or loss for U.S. federal income tax purposes upon the exchange of their Media General common stock for New Media General common stock in the Media General Merger;

the scope and results of Media General's due diligence investigation of LIN, which included review of historical financial results and projections, existing agreements and legal and other matters;

the strong support of the transaction by the SG shareholders, who have entered into the SG voting agreement pursuant to which, among other things, the SG shareholders have agreed to vote their shares of Media General's voting common stock in favor of the MG share issuance proposal and the MG amendment proposal at the Media General special meeting;

information and discussions with Media General's management, in consultation with RBC Capital Markets, regarding LIN's business, results of operations, financial and market position, and the anticipated benefits of size and scale of the combined company, and the recommendation of the transaction by the management of Media General;

the fact that, upon closing of the transaction, the Board of Directors of New Media General will include seven Directors designated by Media General and that the chairman of the Board of Directors of New Media General will be J. Stewart Bryan III, the current chairman of Media General, thereby allowing the combined company to benefit from the experience of many of Media General's current Directors;

the opinion, dated March 20, 2014, of RBC Capital Markets to Media General's Board of Directors as to the fairness, from a financial point of view and as of such date, of the Media General exchange ratio provided for in the Media General Merger to holders of Media General common stock, collectively as a group, which opinion was based on and subject to the procedures followed, assumptions made, factors considered and limitations and qualifications on the review undertaken as more fully described in the section entitled "The Transaction – Opinion of Media General's Financial Advisor" beginning on page 75.

the fact that Media General received a debt commitment from Royal Bank of Canada in the amount of \$1.6 billion to provide debt financing for the transaction, and the likelihood in light of such debt commitment that Media General will be able to obtain the necessary financing for the transaction;

the Media General Board of Directors' view as to the likelihood that the transaction will be consummated, based on, among other things, the conditions to closing contained in the merger agreement, the commitment by Media General and LIN to use commercially reasonable efforts to obtain regulatory clearances subject to certain limitations, the SG voting agreement and the voting agreements with LIN supporting shareholders holding approximately 99% of the outstanding LIN Class B common shares and approximately 70% of the voting power of the LIN Class A common shares and LIN Class C common shares, voting as a single class; and

the financial and other terms of the merger agreements, including:

the right of Media General to terminate the merger agreement, without payment of a termination fee, if changes to the regulatory environment or if other transaction-related regulatory restrictions would reasonably be expected to result in the LIN stations losing broadcast cash flow in excess of \$5 million;

the right of Media General to negotiate with a third party who submits an unsolicited alternative acquisition proposal that Media General's Board of Directors determines would reasonably be expected to lead to a superior offer for Media General;

the ability of Media General's Board of Directors, under certain circumstances, to change its recommendation in favor of the transaction; and

the termination fee of \$57.3 million payable by LIN to Media General if LIN terminates the merger agreement for an alternative transaction representing a superior offer.

Media General's Board of Directors weighed the foregoing advantages and benefits against a variety of potentially negative factors, including:

the challenges inherent in the combination of two businesses, including the risk that integration of the two companies may take more time and be more costly than anticipated, and the risk that the cost savings, synergies and other benefits expected to be obtained as a result of the transaction might not be fully or timely realized;

the potential for diversion of management focus for an extended period and employee attrition and the possible effects of the announcement and pendency of the transaction on customers and business relationships;

the fact that substantial costs will be incurred by both Media General and LIN in connection with the transaction;

the risk that Media General and LIN might not meet their respective financial projections;

the fact that Media General and LIN own television stations in five of the same markets and LIN owns duopolies in two markets and that regulatory authorities will require Media General and LIN to make divestitures in these markets and possibly other markets;

the risk that the combined company may be unable to obtain the financing on the terms set forth in the debt commitment from the debt commitment parties;

the amount of time it could take to complete the transaction, including the fact that completion of the transaction depends on factors outside of Media General's control, and the risk that the conditions to closing will not be satisfied, including as a result of (i) Media General's shareholders failing to grant the requisite approvals to consummate the transactions or (ii) the required regulatory approvals for the transaction failing to be obtained;

certain terms of the transaction agreements, including:

the restriction on Media General's ability to solicit alternative transaction proposals, including the fact that Media General does not have the right to terminate the merger agreement to enter into an alternative transaction representing a superior offer;

the right of LIN to pay a lower termination fee to Media General of \$26.6 million in the event LIN terminates the merger agreement prior to May 15, 2014 to enter into an alternative transaction with a person from whom the LIN Board of Directors received an acquisition proposal after the date of the merger agreement and that the LIN Board of Directors determined prior to April 25, 2014, constituted or would reasonably be expected to lead to a superior proposal;

the requirement that Media General hold a shareholder vote on the transaction, even though the Board of Directors may have withdrawn its recommendation;

the termination fee of \$55.1 million that Media General would be required to pay, in the aggregate, to the holders of LIN common shares if the merger agreement is terminated under certain circumstances; and

the restrictions on the conduct of Media General's business until the consummation of the transaction (or the termination of the merger agreement), which may delay or prevent Media General from undertaking business opportunities that may arise or negatively affect Media General's ability to attract and retain key personnel;

the possibility of non-consummation of the transaction and the potential consequences of non-consummation, including the potential negative impact on Media General, its business and the trading price of its shares of voting common stock;

the fact that the New Media General share consideration is a fixed exchange ratio and thus the exchange ratio will not change based on changes to LIN's share price if the value of LIN's business declines relative to the value of Media General's business prior to completion of the transaction (although the Media General Board of Directors determined that the New Media General share consideration was appropriate and the risks acceptable in view of the relative intrinsic values and financial performance of Media General and LIN);

the potential downward pressure on the share price of the combined company that may result if the LIN shareholders seek to sell their shares of New Media General after the closing; and

the risks of the type and nature described under "Risk Factors" beginning on page 23.

Media General's Board of Directors believed that, overall, the potential benefits of the transaction to Media General and its shareholders outweighed the risks, many of which are mentioned above. Media General's Board of Directors realized, however, that there can be no assurance about future results, including results considered or expected as described in the factors listed above. This explanation of the reasoning of Media General's Board of Directors and all other information in this section are forward-looking in nature and, therefore, should be read in light of the factors discussed under "Cautionary Statement Regarding Forward-Looking Statements" beginning on page 43.

### **Opinion of Media General's Financial Advisor**

Media General has retained RBC Capital Markets to act as Media General's financial advisor in connection with the transaction. As part of this engagement, Media General's Board of Directors requested that RBC Capital Markets

evaluate the fairness, from a financial point of view, of the Media General exchange ratio provided for in the Media General Merger to holders of Media General common stock, collectively as a group. At a March 20, 2014 meeting of Media General's Board of Directors held to evaluate the transaction, RBC Capital Markets rendered to Media General's Board of Directors an oral opinion, confirmed by delivery of a written opinion dated March 20, 2014, to the effect that, as of that date and based on and subject to the matters described in the opinion, the Media General exchange ratio was fair, from a financial point of view, to holders of Media General common stock, collectively as a group. The full text of RBC Capital Markets' written opinion, dated March 20, 2014, is attached as Annex D to this joint proxy statement/prospectus and is incorporated in this document by reference. The written opinion sets forth, among other things, the procedures followed, assumptions made, factors considered and qualifications and limitations on the review undertaken by RBC Capital Markets in connection with its opinion. The following summary of RBC Capital Markets opinion is qualified in its entirety by reference to the full text of the opinion. **RBC Capital Markets delivered its opinion to Media General's Board of Directors for the benefit, information and assistance of Media General's Board of Directors (in its capacity as such) in connection with its evaluation of the transaction. RBC Capital Markets' opinion addressed only the Media General exchange ratio from a financial point of view and did not address any other aspect of the transaction or any related transactions. RBC Capital Markets' opinion did not address the underlying business decision of Media General to engage in the transaction or related transactions or the relative merits of the transaction or related transactions compared to any alternative business strategy or transaction that might be available to Media General or in which Media General might engage. Under the terms of its engagement, RBC Capital Markets has acted as an independent contractor, not as an agent or fiduciary. RBC Capital Markets does not express any opinion and does not make any recommendation to any holder of Media General common stock as to how such shareholder should vote or act with respect to any proposal to be voted upon in connection with the transaction or any related transactions.**



In connection with its opinion, RBC Capital Markets, among other things:

reviewed the financial terms of an execution version, dated March 20, 2014, of the merger agreement;

reviewed certain publicly available financial and other information, and certain historical operating data, with respect to Media General made available to RBC Capital Markets from published sources and internal records of Media General;

reviewed certain publicly available financial and other information, and certain historical operating data, with respect to LIN made available to RBC Capital Markets from published sources and internal records of LIN;

reviewed financial projections and other estimates and data relating to Media General and LIN prepared by the managements of Media General and LIN (as adjusted, in the case of financial projections and estimates relating to LIN, by the management of Media General), including estimates regarding certain tax benefits resulting from prior acquisitions and potential tax savings expected to result from the utilization of net operating loss carryforwards of Media General and LIN, which we collectively refer to as “tax attributes;”

conducted discussions with members of the senior managements of Media General and LIN with respect to the respective business prospects and financial outlook of Media General and LIN as well as the strategic rationale and potential cost savings and other benefits expected by the managements of Media General and LIN to be realized in the transaction, which we collectively refer to as “synergies;”

reviewed the reported prices and trading activity for Media General common stock and LIN common shares;

compared certain financial metrics of Media General and LIN with those of selected publicly traded companies;

compared certain financial terms of the transaction with those of selected precedent transactions;

reviewed the potential pro forma financial impact of the transaction on the future financial performance of the combined company relative to Media General on a standalone basis after taking into account potential tax attributes and synergies; and

considered other information and performed other studies and analyses as RBC Capital Markets deemed appropriate.

In arriving at its opinion, RBC Capital Markets employed several analytical methodologies and no one method of analysis should be regarded as critical to the overall conclusion reached by RBC Capital Markets. Each analytical

technique has inherent strengths and weaknesses, and the nature of the available information may further affect the value of particular techniques. The overall conclusion reached by RBC Capital Markets was based on all analyses and factors presented, taken as a whole, and also on application of RBC Capital Markets' experience and judgment. Such conclusion may have involved significant elements of subjective judgment and qualitative analysis. RBC Capital Markets therefore gave no opinion as to the value or merit standing alone of any one or more portions of such analyses or factors.

In rendering its opinion, RBC Capital Markets assumed and relied upon the accuracy and completeness of all information that was reviewed by RBC Capital Markets, including all of the financial, legal, tax, accounting, operating and other information provided to or discussed with RBC Capital Markets by or on behalf of Media General or LIN (including, without limitation, financial statements and related notes), and upon the assurances of the managements of Media General and LIN that they were not aware of any relevant information that was omitted or that remained undisclosed to RBC Capital Markets. RBC Capital Markets did not assume responsibility for independently verifying, and it did not independently verify, such information. RBC Capital Markets assumed that the financial projections and other estimates and data relating to Media General and LIN (as adjusted, in the case of LIN, by the management of Media General), including as to potential tax attributes and synergies, provided to RBC Capital Markets by Media General and LIN were reasonably prepared on bases reflecting the best currently available estimates and good faith judgments as to the future financial performance of Media General and LIN and the other matters covered thereby and that the financial results reflected therein would be realized in the amounts and at the times projected. RBC Capital Markets expressed no opinion as to such financial projections and other estimates and data, including as to potential tax attributes and synergies, or the assumptions upon which they were based. RBC Capital Markets relied upon the assessments of the managements of Media General and LIN as to (i) the potential impact on Media General and LIN of market trends and prospects, including regulatory matters, relating to the telecommunications and broadcasting industry, (ii) existing and future relationships, agreements and arrangements with, and ability to retain, key customers and employees of Media General and LIN, and (iii) the ability to integrate the businesses of Media General and LIN. RBC Capital Markets assumed, with the consent of Media General, that there would be no developments with respect to any of the foregoing that would be meaningful in any respect to its analyses or opinion.

In rendering its opinion, RBC Capital Markets did not assume any responsibility to perform, and did not perform, an independent evaluation or appraisal of any of the assets or liabilities (contingent or otherwise) of Media General, LIN or any other entity (including New Media General), and RBC Capital Markets was not furnished with any such valuations or appraisals. RBC Capital Markets did not assume any obligation to conduct, and did not conduct, any physical inspection of the property or facilities of Media General, LIN or any other entity. RBC Capital Markets assumed that the transaction and related transactions would be consummated in accordance with the terms of the merger agreement and all applicable laws and other relevant documents or requirements, without waiver, modification or amendment of any material term, condition or agreement and that, in the course of obtaining the necessary regulatory or third party approvals, consents and releases for the transaction and related transactions, no delay, limitation, restriction or condition would be imposed, including any divestiture or other requirements, that would have an adverse effect on Media General, LIN, New Media General, the transaction or related transactions (including the contemplated benefits thereof). RBC Capital Markets further assumed that the Media General Merger and the LIN Merger, taken together, will qualify for U.S. federal income tax purposes as a transaction described in Section 351 of the Code. In addition, RBC Capital Markets assumed that the final executed merger agreement would not differ, in any respect meaningful to its analyses or opinion, from the execution version of the merger agreement reviewed by RBC Capital Markets.

RBC Capital Markets' opinion spoke only as of the date of its opinion, was based on conditions as they existed and information which RBC Capital Markets was supplied as of the date of its opinion, and was without regard to any market, economic, financial, legal or other circumstances or events of any kind or nature which may exist or occur after such date. RBC Capital Markets did not undertake to reaffirm or revise its opinion or otherwise comment upon events occurring after the date of its opinion and did not have an obligation to update, revise or reaffirm its opinion. RBC Capital Markets' opinion relates to the relative values of Media General and LIN. RBC Capital Markets did not express any opinion as to what the value of New Media General common stock actually would be when issued in connection with the transaction or the prices or range of prices at which New Media General common stock, Media General common stock or LIN common shares may trade or otherwise be transferable at any time, whether prior to or following the transaction and related transactions.

RBC Capital Markets' opinion addressed only the fairness, from a financial point of view and as of the date of its opinion, of the Media General exchange ratio (to the extent expressly specified herein) to holders of Media General common stock collectively as a group as if Media General voting common stock and Media General non-voting common stock were a single class, without regard to individual circumstances of specific holders with respect to control, voting, liquidity or other rights or aspects which may distinguish such holders or the securities of Media General held by such holders and RBC Capital Markets' analyses and opinion did not address, take into consideration or give effect to, any rights, preferences, restrictions or limitations that may be attributable to such securities nor did RBC Capital Markets' opinion in any way address proportionate allocation or relative fairness. RBC Capital Markets' opinion did not in any way address any other terms, conditions, implications or other aspects of the transaction or any related transactions or the merger agreement or any related documents or the financial or other terms of any voting, registration rights or other agreement, arrangement or understanding to be entered into in connection with or contemplated by the transaction, any related transactions or otherwise. RBC Capital Markets did not evaluate the solvency or fair value of Media General, LIN or any other entity (including New Media General) under any state, federal or other laws relating to bankruptcy, insolvency or similar matters. RBC Capital Markets did not express any opinion as to any legal, regulatory, tax or accounting matters, as to which RBC Capital Markets understood that Media General obtained such advice as it deemed necessary from qualified professionals. Further, in rendering its opinion,

RBC Capital Markets did not express any view on, and its opinion did not address, the fairness of the amount or nature of the compensation (if any) to any officers, directors or employees of any party, or class of such persons, relative to the Media General exchange ratio or otherwise.

The issuance of RBC Capital Markets' opinion was approved by RBC Capital Markets' fairness opinion committee. Except as described in this summary, Media General imposed no other instructions or limitations on the investigations made or procedures followed by RBC Capital Markets in rendering its opinion.

In preparing its opinion to Media General's Board of Directors, RBC Capital Markets performed various financial and comparative analyses, including those described below. The summary below of RBC Capital Markets' material financial analyses provided to Media General's Board of Directors in connection with RBC Capital Markets' opinion is not a comprehensive description of all analyses undertaken or factors considered by RBC Capital Markets in connection with its opinion. The preparation of a financial opinion is a complex analytical process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, a financial opinion is not readily susceptible to partial analysis or summary description.

In performing its analyses, RBC Capital Markets considered industry performance, general business and economic conditions and other matters, many of which are beyond the control of Media General and LIN. The estimates of the future performance of Media General and LIN in or underlying RBC Capital Markets' analyses are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than those estimates or those suggested by RBC Capital Markets' analyses. The analyses do not purport to be appraisals or to reflect the prices at which a company might actually be sold or acquired or the prices at which any securities have traded or may trade at any time in the future. Accordingly, the estimates used in, and the ranges of valuations resulting from, any particular analysis described below are inherently subject to substantial uncertainty and should not be taken as RBC Capital Markets' view of the actual value of Media General or LIN.

The Media General exchange ratio provided for in the Media General Merger was determined through negotiations between Media General and LIN and was approved by Media General's Board of Directors. The decision to enter into the merger agreement was solely that of Media General's Board of Directors. RBC Capital Markets' opinion and analyses were only one of many factors considered by Media General's Board of Directors in its evaluation of the transaction and should not be viewed as determinative of the views of Media General's Board of Directors, management or any other party with respect to the transaction or related transactions or the consideration payable in the transaction or related transactions.

The following is a brief summary of the material financial analyses provided by RBC Capital Markets to Media General's Board of Directors in connection with RBC Capital Markets' opinion, dated March 20, 2014. **The financial analyses summarized below include information presented in tabular format. In order to fully understand the financial analyses performed by RBC Capital Markets, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Selecting portions of RBC Capital Markets' financial analyses or factors considered or focusing on the data set forth in the tables below without considering all analyses or factors or the full narrative description of such analyses or factors, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of RBC Capital Markets' financial analyses.**

*Introduction.* In its analysis of the Media General exchange ratio from a financial point of view, RBC Capital Markets performed various financial analyses, as more fully described below, from which RBC Capital Markets calculated implied exchange ratio reference ranges. Implied exchange ratio reference ranges were calculated by dividing the total

number of diluted shares of New Media General on a pro forma basis as of March 19, 2014 by the total number of diluted shares of Media General as of March 19, 2014 and multiplying by the implied pro forma equity ownership percentage ranges derived from the implied per share equity value reference ranges resulting from such analyses. Implied pro forma equity ownership percentage ranges were calculated by (i) in the case of the low-end of such implied exchange ratio reference ranges, dividing the aggregate equity values derived from the low-end of the implied per share equity value reference ranges for Media General by the sum of the low-end of the implied per share equity value reference ranges for Media General and the high-end of the implied per share equity value reference ranges for LIN adjusted for the cash portion of the merger consideration of \$12.97 per share and (ii) in the case of the high-end of such implied exchange ratio references ranges, dividing the aggregate equity values derived from the high-end of the implied per share equity value reference ranges for Media General by the sum of the high-end of the implied per share equity value reference ranges for Media General and the low-end of the implied per share equity value reference ranges for LIN adjusted for the cash portion of the merger consideration of \$12.97 per share. RBC Capital Markets then compared the resulting implied exchange ratio reference ranges with the Media General exchange ratio provided for in the Media General Merger.

*Media General Selected Public Companies Analysis Relative to LIN Selected Public Companies Analysis.* RBC Capital Markets performed selected public companies analyses of Media General and LIN in which RBC Capital Markets reviewed certain financial information of LIN and financial and stock market information of Media General and the following three selected publicly traded pure-play television broadcast companies, which we refer to as the “selected companies”:

Sinclair Broadcast Group, Inc.

Nexstar Broadcasting Group, Inc.  
 Gray Television, Inc.

Financial data for the selected companies were based on publicly available research analysts' estimates, public filings and other publicly available information. Financial data for Media General was based on public filings, internal financial forecasts and other estimates of the management of Media General as adjusted for non-recurring items and pro forma for recent acquisitions, and financial data for LIN was based on public filings, internal financial forecasts and other estimates of the management of LIN as adjusted for non-recurring items and pro forma for recent acquisitions and as further adjusted by the management of Media General.

RBC Capital Markets reviewed, among other things, enterprise values of the selected companies, calculated as equity values based on closing stock prices on March 19, 2014 plus debt, less cash and cash equivalents, as a multiple of the (i) average of calendar year 2013 actual and calendar year 2014 estimated earnings before interest, taxes, depreciation and amortization, which we refer to as "EBITDA," and (ii) average of calendar year 2014 and calendar year 2015 estimated EBITDA. The overall observed low to high average calendar year 2013 actual and calendar year 2014 estimated EBITDA and average calendar year 2014 and calendar year 2015 estimated EBITDA multiples for the selected companies were 8.5x to 9.3x and 8.4x to 9.0x, respectively. In deriving implied per share equity value reference ranges for Media General and LIN, RBC Capital Markets then applied selected ranges of average calendar year 2013 actual and calendar year 2014 estimated EBITDA and average calendar year 2014 and calendar year 2015 estimated EBITDA multiples derived from the selected companies of 8.5x to 9.3x and 8.4x to 9.0x, respectively, to corresponding data of Media General and LIN.

This analysis indicated approximate implied equity value reference ranges based on average calendar year 2013 actual and calendar year 2014 estimated EBITDA and average calendar year 2014 and calendar year 2015 estimated EBITDA multiples for Media General of \$12.72 to \$14.82 per share and \$14.38 to \$16.10 per share, respectively, and for LIN of \$16.04 to \$19.06 per share and \$18.89 to \$21.39 per share, respectively.

Utilizing the approximate implied per share equity value reference ranges derived for Media General and LIN described above, RBC Capital Markets calculated implied pro forma equity ownership percentage ranges for Media General shareholders in New Media General of approximately 76.2% to 88.3% (based on an average of calendar year 2013 actual and calendar year 2014 estimated EBITDA) and 72.3% to 80.7% (based on an average of calendar year 2014 and calendar year 2015 estimated EBITDA), respectively, from which the following implied exchange ratio reference ranges were then calculated, as compared to the Media General exchange ratio provided for in the Media General Merger:

Implied Exchange Ratio	Media General
Reference Ranges Based On:	<u>Exchange Ratio</u>
<u>2013A/2014E EBITDA</u> <u>2014E/2015E EBITDA</u>	1.00x

1.18x – 1.37x

1.12x – 1.25x

No company used in these analyses is identical to Media General or LIN. Accordingly, an evaluation of the results of these analyses is not entirely mathematical. Rather, these analyses involve complex considerations and judgments concerning differences in financial and operating characteristics and other factors that could affect the public trading or other values of the companies to which Media General and LIN were compared.

*Media General Selected Public Companies Analysis Relative to LIN Selected Precedent Transactions Analysis.* RBC Capital Markets performed a selected precedent transactions analysis of LIN in which RBC Capital Markets reviewed, to the extent publicly available, certain financial information relating to the following 20 selected transactions announced from September 8, 2011 through March 12, 2014 involving companies in the television broadcast industry, which we refer to as the “selected transactions”:



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Announcement Date	Acquiror	Target
March 12, 2014	Berkshire Hathaway Inc.	Graham Holdings Co./WPLG (sale of certain assets)
February 11, 2014	Quincy Newspapers, Inc.	Granite Broadcasting Corporation/Malara Broadcasting (sale of certain assets)
February 10, 2014	The Scripps Company	Granite Broadcasting Corporation (sale of certain assets)
December 23, 2013	Meredith Corporation	Belo Corp. (sale of certain assets)
November 20, 2013	Gray Television, Inc.	Hoak Media, LLC
July 29, 2013	Sinclair Broadcast Group, Inc.	Allbritton Communications Co. (sale of certain assets)
July 1, 2013	Tribune Company	Local TV Holdings LLC
June 13, 2013	Gannett Co., Inc.	Belo Corp.
June 6, 2013	Media General, Inc.	New Young Broadcasting Holding Co., Inc.
April 24, 2013	Nexstar Broadcasting Group, Inc.	Communications Corporation of America
April 11, 2013	Sinclair Broadcast Group Inc.	Fisher Communications, Inc.
February 28, 2013	Sinclair Broadcast Group Inc.	Barrington Broadcasting Group, LLC
February 25, 2013	Sinclair Broadcast Group Inc.	Cox Media Group, Inc. (sale of certain assets)
September 4, 2012	Journal Communications, Inc.	Landmark Media Enterprises, LLC (sale of certain assets)
July 19, 2012	Sinclair Broadcast Group Inc.	Newport Television, LLC (sale of certain assets)
July 19, 2012	Nexstar Broadcasting Group, Inc.	Newport Television, LLC (sale of certain assets)
May 4, 2012	LIN TV Corp.	New Vision Television, LLC
November 1, 2011	Sinclair Broadcast Group Inc.	Freedom Communications, Inc. (sale of certain assets)
October 3, 2011	The E.W. Scripps Company	McGraw-Hill Broadcasting Company, Inc.
September 8, 2011	Sinclair Broadcast Group Inc.	Four Points Media Group LLC

Financial data for the selected transactions were based on publicly available research analysts' estimates, public filings and other publicly available information. Financial data for LIN was based on public filings and internal financial forecasts and other estimates of the management of LIN as adjusted for non-recurring items and pro forma for recent acquisitions and as further adjusted by the management of Media General.

RBC Capital Markets reviewed transaction values, based on reported purchase prices or calculated as equity values of the target companies based on the purchase prices paid in the selected transactions plus debt, less cash and cash equivalents, as a multiple, as of announcement of such transaction and to the extent publicly available, of the average of such target companies' prior two calendar years EBITDA or the average of such target companies' current and most recent prior calendar years, or one-year and two-year forward calendar years, EBITDA. The overall low to high EBITDA multiples observed for the selected transactions were 7.6x to 12.4x, excluding the Media General/New Young Broadcasting Holding Co., Inc. transaction which was considered not meaningful given the reverse merger structure of the transaction. RBC Capital Markets noted that the average of the prior two calendar years EBITDA multiples observed for selected transactions with transaction values in excess of \$750 million was 9.4x to 10.7x. RBC Capital Markets then applied a selected range of EBITDA multiples derived from the selected transactions of 9.4x to 10.7x to the average of LIN's calendar year 2012 and calendar year 2013 actual EBITDA. This analysis indicated an approximate implied equity value reference range for LIN of \$20.41 to \$25.45 per share.

Utilizing the approximate implied per share equity value reference range derived for LIN described above and the approximate implied per share equity value reference range derived for Media General based on its average calendar year 2013 actual and calendar year 2014 estimated EBITDA as described above under “Media General Selected Public Companies Analysis Relative to LIN Selected Public Companies Analysis,” RBC Capital Markets calculated an implied pro forma equity ownership percentage range for Media General shareholders in New Media General of approximately 60.7% to 75.3% from which the following implied exchange ratio reference range was then calculated, as compared to the Media General exchange ratio provided for in the Media General Merger:

<u>Implied Exchange Ratio Media General</u>	
<u>Reference Range</u>	<u>Exchange Ratio</u>
0.94x – 1.17x	1.00x

No company or transaction used in these analyses is identical to Media General, LIN or the transaction. Accordingly, an evaluation of the results of these analyses is not entirely mathematical. Rather, these analyses involve complex considerations and judgments concerning differences in financial and operating characteristics and other factors that could affect the public trading or other values of the companies or transactions to which Media General, LIN and the transaction were compared.

*Media General Discounted Cash Flow Analysis Relative to LIN Discounted Cash Flow Analysis.* RBC Capital Markets performed separate discounted cash flow analyses of Media General and LIN by calculating the estimated present value of the standalone unlevered, after-tax free cash flows that Media General and LIN each was forecasted to generate during the calendar years ending December 31, 2014 through December 31, 2018 based on internal financial forecasts and other estimates of the managements of Media General and LIN (as adjusted, in the case of internal financial forecasts and other estimates of LIN, by the management of Media General). RBC Capital Markets calculated terminal values for Media General and LIN by applying to Media General's and LIN's respective terminal year estimated unlevered, after-tax free cash flows (based on the respective average estimated unlevered, after-tax free cash flows of Media General and LIN for calendar years 2017 and 2018) a range of perpetuity growth rates of 1.5% to 2.5%. The unlevered, after-tax free cash flows and terminal values were then discounted to present value (as of December 31, 2013) using discount rates ranging from 8.5% to 9.5%. For purposes of such analysis, the estimated present value of certain tax attributes, including net operating losses that Media General's and LIN's managements anticipated could be utilized to reduce future federal income taxes payable by Media General and LIN, were taken into account. This analysis indicated approximate implied equity value reference ranges for Media General and LIN of \$17.66 to \$24.64 per share and \$26.72 to \$39.04, respectively.

Utilizing the approximate implied per share equity value reference ranges derived for Media General and LIN described above, RBC Capital Markets calculated an implied pro forma equity ownership percentage range for Media General shareholders in New Media General of approximately 50.6% to 73.2% from which the following implied exchange ratio reference range was then calculated, as compared to the Media General exchange ratio provided for in the Media General Merger:

Implied Exchange Ratio Media General	
<u>Reference Range</u>	<u>Exchange Ratio</u>
0.79x – 1.14x	1.00x

*Other Factors.* RBC Capital Markets observed certain additional factors that were not considered part of RBC Capital Markets' financial analyses with respect to its opinion but were referenced for informational purposes, including, among other things, the following:

historical trading performance of Media General common stock during the 52-week period ended March 19, 2014, which reflected low to high closing prices for Media General common stock during such period of approximately \$5.46 to \$23.65 per share;

historical trading performance of LIN common shares during the 52-week period ended March 19, 2014, which reflected low to high closing prices for LIN common shares during such period of approximately \$10.25 to \$28.71 per share; and

potential pro forma financial effects of the transaction, after giving effect to potential run-rate synergies and the proposed financing for the transaction, on, among other things, the combined company's calendar years 2014, 2015 and 2016 estimated free cash flow per share relative to Media General's standalone estimated free cash flow per share based on internal financial forecasts and other estimates of the management of Media General and internal financial forecasts and other estimates of the management of LIN, in each case as adjusted for non-recurring items and pro forma for recent acquisitions and, in the case of LIN, as further adjusted by Media General management, which indicated that the transaction could be accretive relative to Media General's standalone average calendar years 2014 and 2015 estimated free cash flow per share, and average calendar years 2015 and 2016 estimated free cash flow per share, by approximately 22.6% and 18.3%, respectively. The actual results achieved by the combined company may vary from forecasted results and the variations may be material.

### *Miscellaneous*

In connection with RBC Capital Markets' services as Media General's financial advisor, Media General has agreed to pay RBC Capital Markets an aggregate fee of \$21 million, a portion of which was payable upon delivery of RBC Capital Markets' opinion and \$20 million of which is contingent upon consummation of the transaction. Media General also has agreed to reimburse RBC Capital Markets for expenses reasonably incurred in connection with RBC Capital Markets' services and to indemnify RBC Capital Markets and related persons against certain liabilities, including liabilities under the federal securities laws, arising out of RBC Capital Markets' engagement.

RBC Capital Markets and certain of its affiliates in the past have provided, currently are providing, and in the future may provide, investment banking and financial advisory services to Media General and LIN, for which RBC Capital Markets and such affiliates have received and may receive customary compensation including, during the two-year period prior to the date of RBC Capital Markets' opinion, having acted or acting (i) as financial advisor to Media General in connection with its acquisition of New Young Broadcasting Holding Co., Inc. in 2013 and as joint lead arranger for the related financing of such acquisition and (ii) as a lender under certain credit facilities of Media General and LIN. During such two-year period, RBC Capital Markets and certain of its affiliates received aggregate fees for such investment banking and financial advisory services unrelated to the transaction of approximately \$17 million from Media General and less than \$100,000 from LIN. RBC Capital Markets and certain of its affiliates also expect to act as joint book-running manager and joint lead arranger for the financing contemplated to be undertaken in connection with the transaction, for which services RBC Capital Markets and such affiliates will receive customary compensation. The aggregate fees payable to RBC Capital Markets and certain of its affiliates in connection with the financing of the transaction pursuant to the debt commitment are currently estimated to be approximately \$10 million.

RBC Capital Markets, as part of its investment banking services, is regularly engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, corporate restructurings, underwritings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes. In the ordinary course of business, RBC Capital Markets or one or more of its affiliates may act as a market maker and broker in the publicly traded securities of Media General, LIN and/or any other company that may be involved in the transaction and related transactions and receive customary compensation in connection therewith, and may also actively trade securities of Media General, LIN and any other company that may be involved in the transaction and related transactions or their respective affiliates for RBC Capital Markets' or its affiliates' account and the accounts of RBC Capital Markets or its affiliates' customers and, accordingly, RBC Capital Markets and its affiliates may hold a long or short position in such securities.

RBC Capital Markets is an internationally recognized investment banking firm which is regularly engaged in providing financial advisory services in connection with mergers and acquisitions. Media General selected RBC Capital Markets to act as its financial advisor in connection with the transaction on the basis of RBC Capital Markets' experience in similar transactions and its reputation in the investment community.

## **LIN's Reasons for the Transaction and Recommendation of LIN's Board of Directors**

### ***The Investment Committee***

The LIN IAC, with the assistance of LIN's management and legal and financial advisors, reviewed LIN's prospects and the near-term and long-term business trends that could affect LIN's ability to achieve its projected results, and evaluated the proposed mergers, including the terms of the merger agreement.

In the course of its deliberations, the LIN IAC considered the following substantive factors as being generally positive or favorable, each of which the LIN IAC believed supported a decision to proceed with the merger agreement:

The LIN IAC's understanding of the business, operations, financial condition, earnings and prospects of LIN, including LIN's prospects as an independent company;

The current and historical market prices of the LIN common shares, as well as the fact that the consideration to be received for each LIN common share represented a premium of approximately 28% (assuming a prorated mix of cash and stock consideration) over the 20-day volume weighted average price on March 19, 2014;

The fact that the LIN shareholders have the opportunity to elect the form of consideration they would like to receive in the form of cash or shares of New Media General voting common stock (subject to the proration and allocation procedures in the merger agreement, described in "The Transaction – Proration and Allocation Procedures for the LIN Merger Consideration" beginning on page 60) which would allow the LIN shareholders to choose to receive either a certain cash value for their shares and monetize their investment in LIN, participate in the potential future increase in the value of an investment in New Media General or dispose of their shares of New Media General voting common stock in the public market;

The LIN IAC's belief that the LIN Merger presented a more favorable opportunity for the LIN shareholders than the potential value that might result from other strategic alternatives available to LIN, including remaining an independent company or pursuing other strategic alternatives given the potential rewards, risks and uncertainties associated with pursuing those other potential alternatives;

The fact that the consideration to be received for each LIN common share and other terms of the merger agreement resulted from negotiations between the LIN IAC and its legal and financial advisors with Media General and its legal and financial advisors, and the LIN IAC's belief that the consideration to be received for each LIN common share represented the highest per share consideration that could be negotiated;

The other terms of the merger agreement, described under "The Agreements – Description of the Merger Agreement" beginning on page 110, which the LIN IAC, after consulting with LIN's legal and financial advisors, considered to be reasonable and consistent with relevant precedents;

The financial analyses and opinion of J.P. Morgan delivered orally on March 20, 2014 at LIN's board meeting, which was confirmed by delivery of a written opinion dated March 20, 2014, to the effect that as of the date of the opinion and based upon and subject to the factors, assumptions, limitations and qualifications set forth in such opinion, the aggregate cash consideration together with the aggregate New Media General share consideration and the aggregate consideration for fractional share interests to be paid to the holders of LIN's common shares in the transaction was fair, from a financial point of view, to such holders as more fully described in "The Transaction – Opinion of LIN's Financial Advisor" beginning on page 86 and the full text of which is attached hereto as Annex E;

The fact that Media General and New Holdco had obtained committed debt financing for the transaction, the limited number and nature of the conditions to the debt financing, and the obligation of Media General to use commercially reasonable best efforts to obtain the debt financing;

The fact that, if Media General and New Media General fail to complete the transaction, under certain circumstances they will be required to pay the holders of LIN common shares a termination fee of \$55.1 million in the aggregate;

The financial condition and resources of Media General and the lack of any financing condition in the merger agreement;

The inclusion in the merger agreement of a provision that, subject to compliance with the terms and conditions of the merger agreement, LIN is permitted to furnish information to and conduct discussions and negotiations with any third party that makes a bona fide, written, unsolicited acquisition inquiry or proposal;

That, subject to compliance with the terms and conditions of the merger agreement, LIN is permitted to terminate the merger agreement under certain circumstances in order to enter into an agreement with respect to a superior offer upon payment of a \$26.6 million termination fee, in the case of a successful competing bidder who makes a qualifying superior acquisition offer prior to April 25, 2014, or a \$57.3 million termination fee, in the case of a competing bidder who did not make a qualifying superior acquisition offer prior to April 25, 2014;

That the outside date of March 21, 2015, under the merger agreement allows for sufficient time to complete the transaction;

The likelihood that the transaction would be completed, and completed in a reasonably prompt time frame;

The fact that completion of the transaction requires the approval of the LIN shareholders;

The expectation that the Media General Merger and the LIN Merger, taken together, will qualify as a transaction described in Section 351 of the Code;

The current uncertainty regarding the regulatory environment, both in the near-term and long-term, within LIN's industry.

The LIN IAC was aware of and also considered the following risks and other factors concerning the merger agreement and the transaction as generally negative or unfavorable.



The possibility that Media General will be unable to obtain all or a portion of the debt financing proceeds contemplated by the debt commitment;

That the announcement and pendency of the transaction could result in the disruption of LIN's business, including the possible diversion of management and employee attention, potential employee attrition and potential adverse effects on LIN's business relationships;

That if the transaction is not completed, LIN may be adversely affected due to potential disruptions in its operations;

The requirement that LIN pay a termination fee if it enters into an agreement related to a superior proposal or the merger agreement is terminated under other circumstances;

That LIN is subject to restrictions on the conduct of its business prior to the consummation of the transaction, requiring LIN to conduct its business in the ordinary course consistent with past practice, subject to specified limitations, which may delay or prevent LIN from undertaking business opportunities that may arise during the pendency of the transaction, whether or not the transaction is completed;

The risk that, while the transaction is expected to be completed, there can be no assurance that all conditions to the parties' obligations to complete the transaction will be satisfied, and as a result, it is possible that the transaction may not be completed even if approved by the LIN shareholders;

The risk that regulatory agencies may not approve the transaction or may impose terms and conditions on their approvals that would either materially delay the closing of the transaction or would materially impair the business operations of LIN to the extent the parties would not be required to close the transaction under the terms of the merger agreement;

The fact that the merger agreement provides for a fixed cash amount that will be paid by Media General as consideration for the LIN common shares and that, therefore, if the LIN shareholders elect to receive, in the aggregate, a greater amount of cash consideration than the fixed cash amount, the amount of cash consideration received by the cash-electing LIN shareholders will be reduced on a pro rata basis such that they will receive a portion of their merger consideration in the form of New Media General voting common stock;

The fact that, if the transaction is completed, (a) the LIN shareholders who elect to receive New Media General voting common stock will participate in the future earnings growth of a company that includes the combined businesses of both LIN and Media General which may have a different growth rate and risk profile than LIN's business on a standalone basis and (b) the LIN shareholders who do not elect to receive New Media General voting common stock will not participate in any potential future earnings or growth of LIN's business and will not benefit from any potential appreciation that may be reflected in the value of New Media General voting common stock; and

The precise value of the consideration to be received for each LIN common share that would be delivered at closing to the LIN shareholders who elect to receive the New Media General share consideration or who elect to receive the cash consideration, but who may receive some share consideration on a pro rata basis, cannot be determined until five business days prior to the closing of the transaction, which means that the LIN shareholders will vote to approve the LIN merger proposal, and may make their election with respect to the form of consideration they would like to receive, prior to knowing the precise value of such consideration.

In addition, the LIN IAC was aware of and considered the interests that certain of LIN's Board of Directors and executive officers may have with respect to the mergers that differ from, or are in addition to, their interests as LIN shareholders, as described in "The Transaction – Interests of LIN's Directors and Officers in the Transaction" beginning on page 100.

The foregoing discussion of the factors considered by the LIN IAC is not intended to be exhaustive, but includes the material factors considered by the LIN IAC. In view of the large number of factors that were considered by the LIN IAC in connection with the evaluation of the merger agreement and the mergers and the complexity of these matters, the LIN IAC did not consider it practicable to, nor did it attempt to, quantify, rank or otherwise assign relative weights to the specific factors considered in reaching a decision, nor did the LIN IAC evaluate whether these factors were of equal importance. In addition, each member of the LIN IAC may have given different weight to the various factors. The LIN IAC's determinations and recommendations were based upon the totality of the information considered. The LIN IAC discussed, among other things, the factors described above and asked questions of LIN's management and its financial and legal advisors, and unanimously approved the merger agreement and recommended that the LIN Board of Directors direct LIN to enter into and deliver the merger agreement and recommend that the LIN shareholders adopt the merger agreement and approve the LIN Merger.

*The LIN Board of Directors*

The LIN Board of Directors established the LIN IAC and empowered it to (a) work with LIN's financial and legal advisors in connection with a potential sale of LIN, (b) identify potential transactions with respect to a potential sale of LIN, (c) review, evaluate and negotiate all identified or proposed transactions with respect to a sale of LIN and (d) if appropriate, make recommendations to the LIN Board of Directors with respect to specific transactions identified or proposed in connection with LIN's ongoing strategic alternatives review. The LIN Board of Directors, acting upon the unanimous recommendation of the LIN IAC, at a meeting on March 20, 2014, unanimously (i) determined that the LIN Merger and the other transactions contemplated by the merger agreement are consistent with, and will further the business strategies and goals of LIN and are advisable, fair to, and in the best interests of, LIN and its shareholders; (ii) authorized and approved the execution, delivery and performance of the merger agreement by LIN and the other transactions contemplated by the merger agreement; and (iii) recommended that the LIN shareholders vote to adopt the merger agreement and approve the transactions contemplated thereby, including the LIN Merger.

In connection with its determinations, the LIN Board of Directors considered:

The unanimous determinations and recommendations of the LIN IAC;

The fact that the consideration to be received for each LIN common share and the other terms of the merger agreement resulted from the negotiations between the LIN IAC and LIN's legal and financial advisors with Media General and its legal and financial advisors, and the LIN Board of Directors' belief that such consideration for each LIN common share represented the highest per share consideration that could be negotiated;

The financial analyses and opinion of J.P. Morgan addressed to the LIN Board of Directors that, as of March 20, 2014 and based upon and subject to the qualifications, limitations and assumptions stated in its opinion, the aggregate cash consideration together with the aggregate New Media General share consideration and the aggregate consideration for fractional share interests to be paid to the holders of LIN's common shares in the transaction was fair, from a financial point of view, to such holders as more fully described in "The Transaction – Opinion of LIN's Financial Advisor" below and in Annex E; and

The LIN Board of Directors' belief that the LIN Merger was more favorable to the LIN shareholders than the potential value that might result from other alternatives potentially available to LIN.

The foregoing discussion of the factors considered by the LIN Board of Directors is not intended to be exhaustive, but includes the material factors considered by the LIN Board of Directors. In view of the large number of factors that were considered by the LIN Board of Directors in connection with the evaluation of the merger agreement and the transaction and the complexity of these matters, the LIN Board of Directors did not consider it practicable to, nor did it attempt to, quantify, rank or otherwise assign relative weights to the specific factors considered in reaching a

decision, nor did the LIN Board of Directors evaluate whether these factors were of equal importance. In addition, each director may have given different weight to the various factors. The LIN Board of Directors' determinations and recommendations were based upon the totality of the information considered. The LIN Board of Directors discussed, among other things, the factors described above and asked questions of LIN's management and its financial and legal advisors, and unanimously (i) determined that the LIN Merger and the other transactions contemplated by the merger agreement are consistent with and will further the business strategies and goals of LIN and are advisable, fair to and in the best interests of LIN and its shareholders; (ii) authorized and approved the execution, delivery and performance of the merger agreement by LIN and the other transactions contemplated by the merger agreement; and (iii) recommended that the LIN shareholders vote to adopt the merger agreement and approve the transactions contemplated thereby, including the LIN Merger.

**The LIN Board of Directors unanimously recommends that you vote "FOR" the LIN merger proposal.**

## Opinion of LIN's Financial Advisor

Pursuant to an engagement letter dated December 5, 2013, LIN retained J.P. Morgan as its financial advisor in connection with the proposed transaction.

At the meeting of LIN's Board of Directors on March 20, 2014, J.P. Morgan rendered its oral opinion to the LIN Board of Directors that, as of such date and based upon and subject to the factors, assumptions, limitations and qualifications set forth in its opinion, the Total Consideration (defined as the aggregate cash consideration, the aggregate New Media General share consideration and the aggregate consideration for fractional interests in New Media General shares) to be paid to the holders of LIN's common shares in the transaction was fair, from a financial point of view, to such holders. J.P. Morgan confirmed its March 20, 2014 oral opinion by delivering its written opinion to the LIN Board of Directors, dated March 20, 2014, that, as of such date, the Total Consideration to be paid to the holders of LIN's common shares in the transaction was fair, from a financial point of view, to such holders. No limitations were imposed by LIN's Board of Directors upon J.P. Morgan with respect to the investigations made or procedures followed by it in rendering its opinion.

The full text of the written opinion of J.P. Morgan dated March 20, 2014, which sets forth the assumptions made, matters considered and limits on the review undertaken, is attached as Annex E to this joint proxy statement/prospectus and is incorporated herein by reference. LIN's shareholders are urged to read the opinion in its entirety. J.P. Morgan's written opinion is addressed to the LIN Board of Directors, is directed only to the Total Consideration to be paid in the transaction and does not constitute a recommendation to any shareholder of LIN as to how such shareholder should vote or act with respect to the transaction or any other matter, including whether any shareholder should elect to receive the cash consideration or the New Media General share consideration or make no election in the transaction. The summary of the opinion of J.P. Morgan set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of such opinion.

In arriving at its opinion, J.P. Morgan, among other things:

reviewed a draft dated March 20, 2014 of the merger agreement;

reviewed certain publicly available business and financial information concerning LIN and Media General and the industries in which they operate;

compared the proposed financial terms of the transaction with the publicly available financial terms of certain transactions involving companies J.P. Morgan deemed relevant and the consideration paid for such companies;

compared the financial and operating performance of LIN and Media General with publicly available information concerning certain other companies J.P. Morgan deemed relevant and reviewed the current and historical market prices of the publicly traded LIN common shares and Media General common stock and certain publicly traded securities of such other companies;

reviewed certain internal financial analyses and forecasts prepared by the managements of LIN and Media General relating to their respective businesses, as well as the estimated amount and timing of cost savings and related expenses and synergies expected to result from the transaction provided to J.P. Morgan by the managements of LIN and Media General (the “Synergies”); and

performed such other financial studies and analyses and considered such other information as J.P. Morgan deemed appropriate for the purposes of its opinion.

J.P. Morgan also held discussions with certain members of the management of LIN and Media General with respect to certain aspects of the transaction, and the past and current business operations of LIN and Media General, the financial condition and future prospects and operations of LIN and Media General, the effects of the transaction on the financial condition and future prospects of LIN and Media General, and certain other matters J.P. Morgan believed necessary or appropriate to its inquiry.

J.P. Morgan relied upon and assumed, without assuming responsibility or liability for independent verification, the accuracy and completeness of all information that was publicly available or was furnished to or discussed with J.P. Morgan by LIN and Media General or otherwise reviewed by or for J.P. Morgan. J.P. Morgan did not conduct and was not provided with any valuation or appraisal of any assets or liabilities, nor did J.P. Morgan evaluate the solvency of LIN or Media General under any state or federal laws relating to bankruptcy, insolvency or similar matters. In relying on financial analyses and forecasts provided to it, including the Synergies, J.P. Morgan assumed that they were reasonably prepared based on assumptions reflecting the best currently available estimates and judgments by management as to the expected future results of operations and financial condition of LIN and Media General to which such analyses or forecasts relate. J.P. Morgan expressed no view as to such analyses or forecasts (including the Synergies) or the assumptions on which they were based. J.P. Morgan also assumed that the transaction and other transactions contemplated by the merger agreement will have the tax consequences described in discussions with, and materials furnished to J.P. Morgan by, representatives of LIN, and will be consummated as described in the merger agreement and that the definitive merger agreement will not differ in any material respects from the draft furnished to J.P. Morgan. At LIN's direction, J.P. Morgan's analysis did not include any valuation or other effects of any sale, redistribution or commercial monetization of spectrum assets. J.P. Morgan also assumed that the representations and warranties made by LIN and Media General in the merger agreement and the related agreements were and will be true and correct in all respects material to J.P. Morgan's analysis. J.P. Morgan relied as to all legal matters relevant to the rendering of its opinion upon the advice of counsel. J.P. Morgan further assumed that all material governmental, regulatory or other consents and approvals necessary for the consummation of the transaction will be obtained without any adverse effect on LIN or Media General or on the contemplated benefits of the transaction.

The projections LIN furnished to J.P. Morgan for LIN for the calendar years 2014 through 2016 were prepared by management of LIN (see "LIN Management's Unaudited Prospective Financial Information" beginning on page 95 of this joint proxy statement/prospectus for more information) (referred to as the "LIN Projections for LIN"). The projections LIN furnished to J.P. Morgan for Media General for the calendar years 2014 through 2016 were based upon projections prepared by management of Media General (see "Media General Management's Unaudited Prospective Financial Information" beginning on page 92 of this joint proxy statement/prospectus for more information) (referred to as the "Media General Projections for Media General") and, based on due diligence conducted by LIN's management, were revised by LIN's management to reflect LIN's management's view of Media General's revenue growth and cost structure, as well as the estimated impact of potential regulatory actions (as revised by LIN's management, referred to as the "LIN Adjusted Projections for Media General"). Neither LIN nor Media General publicly discloses internal management projections of the type provided to J.P. Morgan in connection with J.P. Morgan's analysis of the transaction, and such projections were not prepared with a view toward public disclosure. These projections were based on numerous variables and assumptions that are inherently uncertain and may be beyond the control of management, including, without limitation, factors related to general economic and competitive conditions and prevailing interest rates. Accordingly, actual results could vary significantly from those set forth in such projections. For more information regarding the use of projections, please refer to the sections entitled "Media General Management's Unaudited Prospective Financial Information" and "LIN Management's Unaudited Prospective Financial Information" beginning on pages 92 and 95, respectively, in this joint proxy statement/prospectus.

J.P. Morgan's opinion is based on economic, market and other conditions as in effect on, and the information made available to J.P. Morgan as of, the date of such opinion. Subsequent developments may affect J.P. Morgan's opinion, and J.P. Morgan does not have any obligation to update, revise, or reaffirm such opinion. J.P. Morgan's opinion is limited to the fairness, from a financial point of view, of the Total Consideration to be paid to the holders of LIN's

common shares in the transaction, and J.P. Morgan has expressed no opinion as to the fairness of any consideration paid in connection with the transaction to the holders of any other class of securities, creditors or other constituencies of LIN or the underlying decision by LIN to engage in the transaction. J.P. Morgan expressed no opinion as to the price at which LIN's common shares, Media General's common stock, New Media General's voting common stock or New Media General's non-voting common stock will trade at any future time, whether before or after the closing of the transaction.

In accordance with customary investment banking practice, J.P. Morgan employed generally accepted valuation methods in reaching its opinion. The following is a summary of the material financial analyses utilized by J.P. Morgan in connection with providing its opinion. Certain of the financial analyses summarized below include information presented in tabular format. In order to fully understand J.P. Morgan's financial analyses, the table must be read together with the text of the related summary. The table alone does not constitute a complete description of the financial analyses. Considering the data described below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of J.P. Morgan's financial analyses. Mathematical analysis, such as determining the arithmetic median, or the high or low, is not in itself a meaningful method of using selected company data.

#### ***Public Trading Multiples Analysis***

Using publicly available information, J.P. Morgan compared selected financial data of LIN and Media General with similar data for publicly traded companies engaged in businesses which J.P. Morgan judged to be sufficiently analogous to LIN's and Media General's businesses or aspects thereof.



For LIN, the companies selected by J.P. Morgan were as follows:

Gray Television, Inc.  
Media General  
Nexstar Broadcasting Group, Inc.  
Sinclair Broadcast Group, Inc.

For Media General, the companies selected by J.P. Morgan were as follows:

LIN  
Gray Television, Inc.  
Nexstar Broadcasting Group, Inc.  
Sinclair Broadcast Group, Inc.

These companies were selected for each of LIN and Media General, among other reasons, because they are publicly traded companies with operations and businesses that, for purposes of J.P. Morgan's analysis, may be considered similar to those of LIN and Media General based on sector participation, financial metrics and form of operations. However, certain of these companies may have characteristics that are materially different from those of LIN and Media General. The analyses necessarily involve complex considerations and judgments concerning differences in financial and operational characteristics of the companies involved and other factors that could affect the companies differently than would affect LIN or Media General.

For each company listed above, J.P. Morgan calculated and compared various financial multiples and ratios based on publicly available information as of March 19, 2014. For Media General, J.P. Morgan also calculated and compared various financial multiples and ratios based on the Media General Projections for Media General. Among other calculations, the information J.P. Morgan calculated for each of the selected companies included:

Multiple of firm value (calculated as equity value plus total debt and other adjustments, including non-controlling interest, net of cash and cash equivalents) to average broadcasting cash flow (referred to as "BCF," calculated as EBITDA plus corporate expenses) for 2013 and 2014;

Multiple of firm value to average EBITDA (calculated as earnings before interest, taxes, depreciation and amortization and which, for the purposes of its analysis and as appropriate, J.P. Morgan adjusted to include stock-based compensation expense) for 2013 and 2014; and

Multiple of equity value to average levered free cash flow (referred to as “FCF,” calculated as EBITDA, excluding stock based compensation expense, less cash interest expense, less cash taxes, less capital expenditures, less increase in working capital, less other cash items) for 2013 and 2014.

Results of the analysis were presented for the selected companies, as indicated in the following table:

### Trading Multiples

	Firm value to BCF Average 2013/2014	Firm value to EBITDA Average 2013/2014	Equity value to levered FCF Average 2013/2014
High	10.4x	13.2x	10.1x
Low	7.8x	8.4x	5.7x

Based on the results of this analysis, J.P. Morgan selected a multiple reference range of 7.5x – 9.5x for firm value to average 2013 and 2014 BCF, a range of 8.5x – 11.0x for firm value to average 2013 and 2014 EBITDA and a range of 6.0x – 10.0x for equity value to average 2013 and 2014 FCF.

### LIN

After applying such ranges to the appropriate metrics for LIN based on the LIN Projections for LIN, the analysis indicated the following implied equity value per share ranges for LIN’s common shares:

### LIN Implied Equity Value Per Share Range

	Firm value to average 2013/2014 BCF	Firm value to average 2013/2014 EBITDA	Equity value to average 2013/2014 FCF
High	\$ 23.63	\$ 24.32	\$ 23.12
Low	\$ 15.17	\$ 15.03	\$ 13.97

The range of implied equity values per share for LIN was compared to the implied per share value of the Total Consideration of \$27.82 based on the 20-day volume weighted average price of Media General's common stock of \$17.65 on March 19, 2014.

*Media General*

After applying the above multiple reference ranges to the appropriate metrics for Media General based on the LIN Adjusted Projections for Media General, the analysis indicated the following implied equity value per share ranges for Media General's common stock:

**Media General Implied Equity Value Per Share Range**

	Firm value to average 2013/2014 BCF	Firm value to average 2013/2014 EBITDA	Equity value to average 2013/2014 FCF
High	\$ 15.36	\$ 15.18	\$ 14.80
Low	\$ 9.88	\$ 9.30	\$ 8.88

The ranges of implied equity values per share for Media General were compared to the closing price of Media General's common stock of \$17.00 on March 19, 2014.

***Selected Transaction Multiples Analysis***

Using publicly available information, J.P. Morgan examined selected transactions involving businesses which J.P. Morgan judged to be sufficiently analogous to LIN's business or aspects thereof. These transactions were deemed to be most relevant in evaluating the proposed transaction.

<b>Date</b>	<b>Acquiror</b>	<b>Target</b>
<b>Announced</b>		
December 2013	Meredith Corporation	

		Gannett Co., Inc. (Select stations only)
July 2013	Sinclair Broadcast Group, Inc.	Allbritton Communications Company
July 2013	Tribune Company	Local TV LLC
June 2013	Gannett Co., Inc.	Belo Corp.
June 2013	Media General, Inc.	New Young Broadcasting Holding Co., Inc.
April 2013	Sinclair Broadcast Group, Inc.	Fisher Communications
February 2013	Sinclair Broadcast Group, Inc.	Barrington Broadcasting Group LLC

Using publicly available information, J.P. Morgan calculated, for each selected transaction, the ratio of the target company's firm value to the target company's EBITDA for the twelve-month period prior to announcement of the applicable transaction (referred to as "LTM EBITDA").

The following table represents the results of this analysis:

**Firm Value /**

**LTM EBITDA**

High 12.4x  
 Median 8.8x  
 Mean 9.3x  
 Low 7.8x

Based on this analysis and other factors that J.P. Morgan considered appropriate, J.P. Morgan derived a range of implied equity values per share for LIN's common shares between \$14.17 and \$31.36 per share, which was compared to the implied per share value of the Total Consideration of \$27.82 based on the 20-day volume weighted average price of Media General's common stock of \$17.65 on March 19, 2014.

***Discounted Cash Flow Analysis***

J.P. Morgan conducted a discounted cash flow analysis for the purpose of determining the fully diluted equity value per share for both LIN and Media General. A discounted cash flow analysis is a method of evaluating an asset using estimates of the future unlevered free cash flows generated by the asset, and taking into consideration the time value of money with respect to those cash flows by calculating their "present value." The "unlevered free cash flows" refers to a calculation of the future cash flows generated by an asset without including in such calculation any debt servicing costs. Specifically, unlevered free cash flow represents unlevered net operating profit after tax, adjusted for depreciation, capital expenditures, changes in net working capital, and certain other one-time cash expenses as applicable. "Present value" refers to the current value of the cash flows generated by the asset, and is obtained by discounting those cash flows back to the present using a discount rate that takes into account macro-economic assumptions and estimates of risk, the opportunity cost of capital and other appropriate factors. "Terminal value" refers to the present value of all future cash flows generated by the asset for periods beyond the projections period.

J.P. Morgan calculated the present value of unlevered free cash flows that LIN is expected to generate (1) during calendar years 2014 through 2016 based upon the LIN Management Projections and (2) during the calendar years 2017 through 2023 based upon extrapolations from the LIN Projections for LIN that were reviewed and approved by LIN's management for J.P. Morgan's use in connection with its financial analyses and rendering its fairness opinion. J.P. Morgan calculated a range of terminal values for LIN during the final year of the ten-year period ending 2023 by applying a perpetual growth rate ranging from 2.25% to 2.75% to LIN's 2023 unlevered free cash flow. The unlevered free cash flows and the range of terminal values for LIN were discounted to present values using a range of discount rates from 9.5% to 10.5%, which were chosen by J.P. Morgan based upon an analysis of the weighted average cost of capital of LIN. The present value of the unlevered free cash flows and the range of terminal values was then adjusted for LIN's net present value of tax attributes and LIN's 2013 calendar year-end net debt and other adjustments

(calculated as the sum of total debt, net present value of estimated earn-outs for recent digital acquisitions, non-controlling interest and amounts due relating to LIN's acquisition of Federated Media Publishing, LLC, net of cash and cash equivalents) to indicate a range of implied equity values of between \$1,470 million and \$1,918 million for LIN.

J.P. Morgan calculated the present value of unlevered free cash flows that Media General is expected to generate (1) during calendar years 2014 through 2016 based upon the LIN Adjusted Projections for Media General and (2) during calendar years 2017 through 2023 based upon extrapolations from the LIN Adjusted Projections for Media General that were reviewed and approved by LIN's management for J.P. Morgan's use in connection with its financial analyses and rendering its fairness opinion. J.P. Morgan also calculated a range of terminal values for Media General during the final year of the ten-year period ending 2023 by applying a perpetual growth rate ranging from 2.25% to 2.75% to Media General's 2023 unlevered free cash flow. The unlevered free cash flows and the range of terminal values for Media General were discounted to present values using a range of discount rates from 9.5% to 10.5%, which were chosen by J.P. Morgan based upon an analysis of the weighted average cost of capital of Media General. The present value of the unlevered free cash flows and the range of terminal values were then adjusted for the net present value of Media General's tax attributes, Media General's underfunded pension and other post-employment benefits obligation amount (post-tax) and Media General's 2013 calendar year-end net debt (calculated as total debt, net of cash and cash equivalents) to indicate a range of implied equity values of between \$1,330 million and \$1,716 million for Media General.

The implied equity values for each company were divided by the number of fully diluted shares outstanding at each company to arrive at a range of implied equity values per share as follows:

<b>Implied Equity Value Per Share</b>	
	Media General
High	\$32.55 \$ 19.24
Low	\$25.00 \$ 14.92

The range of implied equity values per share for LIN was compared to the implied per share value of the Total Consideration of \$27.82 based on the 20-day volume weighted average price of Media General's common stock of \$17.65 on March 19, 2014. The range of implied equity values for Media General was compared to the closing price of Media General's common stock of \$17.00 on March 19, 2014.

### ***Relative Implied Exchange Ratio Analysis***

Based upon the implied equity values per share for LIN and Media General calculated in its Public Trading Multiples Analysis and Discounted Cash Flow Analysis described above, J.P. Morgan calculated an implied exchange ratio of LIN's per share value (after adjustment for average cash consideration of \$12.97 per share for the LIN common shares) to Media General's per share value, as shown in the table below. For each comparison, J.P. Morgan compared the highest equity value per share for LIN to the lowest equity value per share for Media General to derive the highest exchange ratio implied by each set of reference ranges. J.P. Morgan also compared the lowest equity value per share for LIN to the highest equity value per share for Media General to derive the lowest exchange ratio implied by each set of reference ranges. The implied exchange ratios resulting from this analysis were:

	<b>Implied Exchange Ratios</b>	
	Low	High
<b>Public Trading Multiples Analysis</b>		
Firm value to average 2013/2014 BCF	0.143x	1.079x
Firm value to average 2013/2014 EBITDA	0.136x	1.220x
Equity value to average 2013/2014 FCF	0.068x	1.143x
<b>Discounted Cash Flow Analysis</b>	0.626x	1.312x

The implied exchange ratios for LIN and Media General were compared to the proposed average share consideration exchange ratio per LIN common share in the transaction of 0.8415x, after adjustment for the average cash consideration of \$12.97 per LIN common share.

### ***Value Creation Analysis***

J.P. Morgan conducted a value creation analysis that compared the implied equity value per share of LIN's common shares derived from a discounted cash flow valuation on a standalone basis to the sum of (x) the implied equity value per share of LIN's shareholders' ownership in the pro forma combined company and (y) the cash consideration per share to be received by LIN's shareholders in the transaction. J.P. Morgan determined the pro forma combined company implied equity value by calculating: (1) the sum of (a) the implied equity value of LIN using the midpoint

value determined in J.P. Morgan's discounted cash flow analysis described above in "—Discounted Cash Flow Analysis," (b) the implied equity value of Media General using the midpoint value determined in J.P. Morgan's discounted cash flow analysis described above in "—Discounted Cash Flow Analysis", (c) 100% of the estimated present value of the Synergies, net of implementation costs, taxes and implementation capital expenditures, discounted to present value using a discount rate of 10.0% and perpetuity growth rate of 2.50% and (d) increases in the value of tax attributes for the pro forma combined company relative to the value of the tax attributes of each company on a standalone basis, less (2) the sum of (a) the cash consideration to be paid to the holders of LIN's common shares in the transaction and the estimated transaction fees and expenses relating to the transaction and (b) the estimated impact of potential regulatory actions resulting from the transaction provided to J.P. Morgan by the management of LIN. The analysis indicated that the transaction created hypothetical incremental implied value for the holders of LIN's common shares. There can be no assurance, however, that the synergies, transaction-related expenses and other impacts will not be substantially greater or less than those estimated by LIN's management and described above.

### *Miscellaneous*

The foregoing summary of certain material financial analyses does not purport to be a complete description of the analyses or data presented by J.P. Morgan. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. J.P. Morgan believes that the foregoing summary and its analyses must be considered as a whole and that selecting portions of the foregoing summary and these analyses, without considering all of its analyses as a whole, could create an incomplete view of the processes underlying the analyses and its opinion. In arriving at its opinion, J.P. Morgan did not attribute any particular weight to any analyses or factors considered by it and did not form an opinion as to whether any individual analysis or factor (positive or negative), considered in isolation, supported or failed to support its opinion. Rather, J.P. Morgan considered the totality of the factors and analyses performed in determining its opinion. Analyses based upon forecasts of future results are inherently uncertain, as they are subject to numerous factors or events beyond the control of the parties and their advisors. Accordingly, forecasts and analyses used or made by J.P. Morgan are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by those analyses. Moreover, J.P. Morgan's analyses are not and do not purport to be appraisals or otherwise reflective of the prices at which businesses actually could be bought or sold. None of the selected companies reviewed as described in the above summary is identical to LIN, and none of the selected transactions reviewed was identical to the transaction. However, the companies selected were chosen because they are publicly traded companies with operations and businesses that, for purposes of J.P. Morgan's analysis, may be considered similar to those of LIN. The transactions selected were similarly chosen because their participants, size and other factors, for purposes of J.P. Morgan's analysis, may be considered similar to the transaction. The analyses necessarily involve complex considerations and judgments concerning differences in financial and operational characteristics of the companies involved and other factors that could affect the companies differently than would affect LIN and the transactions compared to the transaction.



As a part of its investment banking business, J.P. Morgan and its affiliates are continually engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, investments for passive and control purposes, negotiated underwritings, secondary distributions of listed and unlisted securities, private placements, and valuations for estate, corporate and other purposes. J.P. Morgan was selected to advise LIN with respect to the transaction on the basis of such experience and its familiarity with LIN.

For services rendered in connection with the transaction, LIN agreed to pay J.P. Morgan a fee of approximately \$22 million, \$1.5 million of which was payable upon delivery by J.P. Morgan of its opinion and the remainder of which is contingent upon the consummation of the transaction. In addition, LIN has agreed to reimburse J.P. Morgan for its reasonable expenses incurred in connection with its services, including reasonable fees and disbursements of counsel, and will indemnify J.P. Morgan against certain liabilities, including liabilities arising under the Federal securities laws.

During the two years preceding delivery of the opinion, J.P. Morgan and its affiliates have had commercial or investment banking relationships with LIN and Media General, for which J.P. Morgan and such affiliates have received customary compensation. Such services during such period have included acting as arranger for a term loan facility for KASY TV Licensee LLC in December 2012, acting as arranger of LIN's term loan facility in December 2012, acting as arranger for a term loan facility for Vaughan Acquisition LLC in October 2012, acting as a bookrunner on the notes offering of LIN's subsidiary, LIN Television in October 2012, acting as arranger for a term loan facility for Media General's subsidiary, WXXA – TV in August 2013 and acting as an arranger of Media General's revolving credit facility in July 2013. In addition, J.P. Morgan's commercial banking affiliate is an agent bank and a lender under outstanding credit facilities of LIN, for which it receives customary compensation or other financial benefits. During the two years preceding delivery of the opinion, J.P. Morgan and its affiliates have not had material financial advisory or material commercial or investment banking relationships with LIN's significant shareholder, Hicks, Muse & Co. Partners, L.P., but in the ordinary course of J.P. Morgan's business J.P. Morgan and its affiliates have provided investment and commercial banking services to certain portfolio companies of Hicks, Muse & Co. Partners, L.P. for which J.P. Morgan and such affiliates have received customary compensation. J.P. Morgan and its affiliates have received approximately \$6.2 million of fees from LIN and approximately \$11.8 million of fees from Media General during the two years preceding the date of this joint proxy statement/prospectus in connection with commercial or investment banking relationships with LIN (other than services rendered in connection with the transaction) and Media General, respectively. LIN is the only portfolio company of Hicks, Muse & Co. Partners, L.P. from which J.P. Morgan and its affiliates have received fees during the two years preceding the date of this joint proxy statement/prospectus. In the ordinary course of their businesses, J.P. Morgan and its affiliates may actively trade the debt and equity securities of LIN or Media General for their own accounts or for the accounts of customers and, accordingly, J.P. Morgan and its affiliates may at any time hold long or short positions in such securities.

### **Media General Management's Unaudited Prospective Financial Information**

Media General does not, as a matter of course, publicly release long-term projections regarding their expectations of future financial performance due to, among other things, the uncertainty of the underlying assumptions and estimates.

However, for internal purposes and in connection with the process leading up to entering into the merger agreement, the management of Media General prepared certain financial projections for Media General on a stand-alone, pre-transaction basis (referred to as the "Media General Prepared Media General Projections").

In addition, LIN's management provided to Media General certain financial projections for LIN on a stand-alone, pre-transaction basis (which are summarized under "The Transaction – LIN Management's Unaudited Prospective Financial Information" beginning on page 95 of this document and referred to in this document as the "LIN Projections for LIN"). As part of its evaluation of the transaction and based on the due diligence it conducted, Media General's management adjusted the LIN Prepared LIN Projections downward based on expectations of Media General's management regarding LIN's revenue growth and expenses (which projections, as so adjusted, are referred to in this document as the "Media General Adjusted LIN Projections"). The Media General Adjusted LIN Projections included certain adjustments to the Media General Prepared Media General Projections which were made to account for Media General management's views on LIN's revenue growth and cost structure.

Neither the Media General Prepared Media General Projections nor the Media General Adjusted LIN Projections were prepared with a view toward public disclosure or with a view toward complying with the published guidelines of the SEC, the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information or U.S. GAAP. However, in the view of Media General's management, such projections were prepared on a reasonable basis, reflects the best then-available estimates and judgments, and presents, to the best of management's knowledge and belief, the expected course of action and the expected future financial performance of Media General and LIN, as applicable, on a stand-alone basis. Moreover, these projections are not fact and should not be relied upon as being necessarily indicative of future results, and readers of this joint proxy statement/prospectus are cautioned not to place undue reliance on the prospective financial information.

None of Deloitte & Touche LLP, PricewaterhouseCoopers LLP nor any other independent accountant has examined, compiled or performed any procedures with respect to the Media General Prepared Media General Projections or the Media General Adjusted LIN Projections and, accordingly, none of Deloitte & Touche LLP, PricewaterhouseCoopers LLP nor any other independent accountant expresses an opinion or any other form of assurance with respect to such projections or their achievability, does not assume any responsibility for such projections and disclaims any association with such projections. The Deloitte & Touche LLP and the PricewaterhouseCoopers LLP reports regarding the historical financial statements of Media General included in Media General's Annual Report on Form 10-K incorporated by reference into this joint proxy statement/prospectus relate to Media General and Young's historical financial information, and does not extend to any prospective financial information and should not be read to do so.

Media General's management provided the Media General Prepared Media General Projections and the Media General Adjusted LIN Projections to Media General's Board of Directors in the context of its evaluation of the potential transaction, and to RBC Capital Markets in connection with the preparation of its opinion. Media General's management also provided the Media General Prepared Media General Projections to LIN in connection with its due diligence of Media General in connection with LIN's evaluation of the transaction. A summary of the Media General Prepared Media General Projections and the Media General Adjusted LIN Projections is included below in order to give shareholders access to certain non-public unaudited projections that were utilized by Media General's management and Board of Directors, and, in the case of the Media General Prepared Media General Projections, provided to LIN, in connection with the process leading up to entering into the merger agreement. Media General cautions that these projections are subjective in many respects and that uncertainties are inherent in prospective financial information of any kind. While the financial projections have been prepared in good faith, no assurance can be given regarding future events. Neither Media General nor any of its respective affiliates, officers, directors, advisors or other representatives has made or makes any representation or can give any assurance to any shareholder or any other person regarding the ultimate performance of Media General, LIN or the combined company in relation to the information set forth below. In addition, Media General does not intend to update or otherwise revise the prospective financial information to reflect circumstances existing or arising since its preparation or to reflect the occurrence of unanticipated events, even in the event that any or all of the underlying assumptions are shown to be in error. Furthermore, Media General does not intend to update or revise the prospective financial information to reflect changes in general economic or industry conditions.

The internal financial forecasts of Media General, which were used as a basis for preparing the projections, are inherently uncertain and, although considered reasonable by the management of Media General as of the date of its preparation, are subject to a wide variety of significant business, economic, and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the projections. Although the projections were prepared with numeric specificity, such projections reflect numerous and varying assumptions made by the management of Media General, including various estimates and assumptions that may not be realized, and are subject to significant variables, uncertainties and contingencies, all of which are difficult or impossible to predict and many of which are beyond the control of Media General, LIN and the combined company. The risk that these uncertainties and contingencies could cause the assumptions to fail to be reflective of actual results is further increased due to the length of time in the future over which these assumptions apply. The assumptions in early periods have a compounding effect on the projections shown for the later periods. Thus, any failure of an assumption to be reflective of actual results in an early period would have a greater effect on the projected results failing to be reflective of actual events in later periods. Important factors that may affect or cause the information below to materially vary from actual results include, but are not limited to, industry performance, general business, economic, political, market and financial conditions, and other matters such as those referenced in the “Cautionary Statement Regarding Forward-Looking Statements” of this joint proxy statement/prospectus beginning on page 43 and the “Risk Factors” in this proxy statement/prospectus beginning on page 23. These projections are forward-looking statements, and in light of the uncertainties inherent in forward-looking information of any kind, Media General cautions you against relying on this information. Accordingly, there can be no assurance that the assumptions made in preparing the internal financial forecasts upon which the projected financial information set forth below was based will be realized or that the prospective results are necessarily indicative of the actual future performance of Media General, LIN or the combined company or that actual results will not differ materially from those presented in the prospective financial information. Inclusion of the projections in this joint proxy statement/prospectus should not be regarded as a representation by any person that the results contained in the projections will be achieved.

The summary projections set forth below summarize the projections prepared by Media General's management prior to the execution of the merger agreement. The Board of Directors of Media General did not prepare these projections, and does not give any assurance that these projections will be realized. The inclusion of the following summary of projected financial information in this joint proxy statement/prospectus should not be regarded as an indication that Media General or its representatives considered or consider the projections to be necessarily predictive of actual future performance or events, and the summary projected financial information set forth below should not be relied upon as such, nor regarded as a representation that such performance will be achieved.

In preparing the Media General Prepared Projections for Media General, Media General's management made numerous assumptions about Media General's industry, markets and products and its ability to execute on its business plan. In particular, Media General's management made assumptions that included, but were not limited to, the following items:

The total local, national and political advertising revenue in each of Media General's markets;

The share of local, national and political market revenue for each Media General station;

The amount of retransmission consent fee revenue for each Media General station based on the number of subscribers by MVPD expected each year and the retransmission rates per subscriber;

The amount of reverse retransmission fee expense for each Media General station based on the number of subscribers per affiliate and Media General's expected retransmission consent fee revenue;

The amount of operating expenses for each Media General station, including, but not limited to, programming and production costs, selling and promotion expense, general and administrative expenses, news production expenses and technical expenses;

The estimated financial impact of potential regulatory changes; and

The amount of corporate expenses and capital expenditures.

The Media General Prepared Media General Projections referred to above are summarized in the following table:

**Summary of Media General Prepared Projections for Media General**

	<b>2014E</b>	<b>2015E</b>	<b>2016E</b>
<b>Net Revenue</b>	\$685.3	\$661.1	\$795.2
<b>Broadcast Cash Flow</b> <sup>(1)</sup>	295.9	245.2	352.6

<b>Adjusted EBITDA</b> <sup>(2)</sup>	260.5	213.8	323.3
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<b>Unlevered Free Cash Flow</b> <sup>(3)</sup>	183.3	159.8	210.1
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(1) “Broadcast Cash Flow” is defined as earnings before interest, taxes, depreciation, and amortization, plus corporate overhead.

(2) “Adjusted EBITDA” is defined as Broadcast Cash Flow less corporate overhead.

(3) “Unlevered Free Cash Flow” is defined as Adjusted EBITDA minus cash taxes and capital expenditures, plus or minus changes in net working capital, minus cash taxes, and minus pension contributions. Estimated unlevered free cash flow for 2017 and 2018 and terminal year unlevered free cash flow are \$162.9 million, \$233.8 million and \$180.4 million.

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The Media General Adjusted LIN Projections referred to above are summarized in the following table:

#### Summary of Media General Adjusted LIN Projections

	<b>2014E</b>	<b>2015E</b>	<b>2016E</b>
<b>Net Revenue</b>	\$801.0	\$842.6	\$1,019.9
<b>Broadcast Cash Flow</b> <sup>(1)</sup>	280.9	260.3	375.3
<b>Adjusted EBITDA</b> <sup>(2)</sup>	257.7	236.4	352.3
<b>Unlevered Free Cash Flow</b> <sup>(3)</sup>	152.7	110.4	189.0

(1) “Broadcast Cash Flow” is defined as earnings before interest, taxes, depreciation, and amortization, plus corporate overhead.

(2) “Adjusted EBITDA” is defined as Broadcast Cash Flow less corporate overhead.

(3) “Unlevered Free Cash Flow” is defined as Adjusted EBITDA minus cash taxes and capital expenditures, plus or minus changes in net working capital, minus cash taxes, and minus pension contributions. Estimated unlevered free cash flow for 2017 and 2018 and estimated terminal year unlevered free cash flow are \$187.2 million, \$286.0 million and \$208.9 million.

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**MEDIA GENERAL HAS NOT UPDATED OR REVISED, NOR DOES IT INTEND TO UPDATE OR REVISE, THE FINANCIAL PROJECTIONS TO REFLECT CIRCUMSTANCES EXISTING SINCE THEIR PREPARATION OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS EVEN IN THE EVENT THAT ANY OR ALL OF THE UNDERLYING ASSUMPTIONS ARE SHOWN TO BE IN ERROR, EXCEPT TO THE EXTENT REQUIRED BY LAW.**

### **LIN Management’s Unaudited Prospective Financial Information**

#### *Nature of the Financial Projections*

LIN does not, as a matter of course, publicly release long-term projections regarding its expectations of future financial performance due to, among other things, the uncertainty of the underlying assumptions and estimates. The accompanying prospective financial information was not prepared with a view toward public disclosure or with a view toward complying with the published guidelines of the SEC, the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information or U.S. GAAP. However, in the view of LIN’s management, the prospective financial information was prepared on a reasonable basis, reflects the best then-available estimates and judgments, and presents, to the best of management’s knowledge and belief, the expected course of action and the expected future financial performance of LIN. Moreover, this information is not fact and should not be relied upon as being necessarily indicative of future results, and readers of this joint proxy statement/prospectus are cautioned not to place undue reliance on the prospective financial information.

Neither PricewaterhouseCoopers LLP nor any other independent accountant has examined, compiled or performed any procedures with respect to the accompanying prospective financial information and, accordingly, PricewaterhouseCoopers LLP does not express an opinion or any other form of assurance with respect to such information or its achievability, does not assume any responsibility for the prospective financial information and disclaims any association with the prospective financial information. The PricewaterhouseCoopers LLP report regarding the historical financial statements of LIN included in LIN’s Annual Report on Form 10-K for the year ended

December 31, 2013 attached as Annex G hereto, relates to LIN's historical financial information, and does not extend to the prospective financial information and should not be read to do so.

LIN's management provided these non-public projections relating to LIN to its Board of Directors in the context of its evaluation of the potential transaction, and to J.P. Morgan in connection with the preparation of its opinion. A summary of these projections is included below in order to give shareholders access to certain non-public unaudited projections that were utilized in connection with the process leading up to entering into the merger agreement. LIN cautions that these projections are subjective in many respects and that uncertainties are inherent in prospective financial information of any kind. While the financial projections have been prepared in good faith, no assurance can be given regarding future events. Neither LIN nor any of its respective affiliates, officers, directors, advisors or other representatives has made or makes any representation or can give any assurance to any shareholder or any other person regarding the ultimate performance of LIN, Media General or the combined company in relation to the information set forth below. In addition, LIN does not intend to update or otherwise revise the prospective financial information to reflect circumstances existing or arising since its preparation or to reflect the occurrence of unanticipated events, even in the event that any or all of the underlying assumptions are shown to be in error. Furthermore, LIN does not intend to update or revise the prospective financial information to reflect changes in general economic or industry conditions.



The internal financial forecasts of LIN, which were used as a basis for preparing the projections, are inherently uncertain and, although considered reasonable by the management of LIN as of the date of its preparation, are subject to a wide variety of significant business, economic, and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information. Although the projections were prepared with numeric specificity, such projections reflect numerous and varying assumptions made by the management of LIN, including various estimates and assumptions that may not be realized, and are subject to significant variables, uncertainties and contingencies, all of which are difficult or impossible to predict and many of which are beyond the control of LIN. The risk that these uncertainties and contingencies could cause the assumptions to fail to be reflective of actual results is further increased due to the length of time in the future over which these assumptions apply. The assumptions in early periods have a compounding effect on the projections shown for the later periods. Thus, any failure of an assumption to be reflective of actual results in an early period would have a greater effect on the projected results failing to be reflective of actual events in later periods. Important factors that may affect or cause the information below to materially vary from actual results include, but are not limited to, industry performance, general business, economic, political, market, regulatory and financial conditions, and other matters such as those referenced in the “Cautionary Statement Regarding Forward-Looking Statements” of this joint proxy statement/prospectus beginning on page 43 and the “Risk Factors” in this proxy statement/prospectus beginning on page 23. These financial projections are forward-looking statements, and in light of the uncertainties inherent in forward-looking information of any kind, LIN cautions you against relying on this information. Accordingly, there can be no assurance that the assumptions made in preparing the internal financial forecasts upon which the projected financial information set forth below was based will be realized or that the prospective results are necessarily indicative of the actual future performance of LIN or that actual results will not differ materially from those presented in the prospective financial information. Inclusion of the prospective financial information in this joint proxy statement/prospectus should not be regarded as a representation by any person that the results contained in the prospective financial information will be achieved.

The summary projections set forth below summarize the projections prepared by LIN’s management prior to the execution of the merger agreement. The Board of Directors of LIN did not prepare these projections, and does not give any assurance that these projections will be realized. The inclusion of the following summary of projected financial information in this joint proxy statement/prospectus should not be regarded as an indication that LIN or its representatives considered or consider the projections to be necessarily predictive of actual future performance or events, and the summary projected financial information set forth below should not be relied upon as such, nor regarded as a representation that such performance will be achieved.

**LIN HAS NOT UPDATED OR REVISED, NOR DOES IT INTEND TO UPDATE OR REVISE, THE FINANCIAL PROJECTIONS TO REFLECT CIRCUMSTANCES EXISTING OR ARISING SINCE THEIR PREPARATION OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS EVEN IN THE EVENT THAT ANY OR ALL OF THE UNDERLYING ASSUMPTIONS ARE SHOWN TO BE IN ERROR, EXCEPT TO THE EXTENT REQUIRED BY LAW.**

*Summary of Certain Financial Projections Reviewed by the LIN Board and LIN’s Financial Advisor*

As part of its evaluation of the transaction, LIN's management prepared certain financial projections regarding LIN's future operations for its fiscal years ended 2014 through 2016 (and which are referred to as "LIN Projections for LIN") that were provided to the LIN Board of Directors in connection with its review of the transaction and to J.P. Morgan in connection with the preparation of its opinion. These projections are referred to as LIN Projections for LIN under "The Transaction – Opinion of LIN's Financial Advisor" beginning on page 86 and are summarized in the following table:

**LIN Projections for LIN (in \$mm)**

	<b>2014E</b>	<b>2015E</b>	<b>2016E</b>
<b>Net Revenue</b>	\$ 824	\$ 883	\$1,069
<b>Pro Forma BCF</b> <sup>(1)</sup>	291	277	394
<b>Pro Forma Adjusted EBITDA</b> <sup>(2)</sup>	270	255	373
<b>Pro Forma Adjusted EBITDA less stock based compensation expense</b>	261	246	364

(1) "Pro Forma BCF" is defined as earnings before interest, taxes, depreciation, amortization and corporate expenses and is pro forma for certain acquisitions and related synergies taking into account LIN's acquisition of Federated Media.

(2) "Pro Forma Adjusted EBITDA" is defined as earnings before interest, taxes, depreciation, amortization and stock-based compensation and is pro forma for certain acquisitions and related synergies taking into account LIN's acquisition of Federated Media.

In preparing or approving the LIN Projections for LIN, LIN's management made numerous assumptions about LIN's industry, markets and products and its ability to execute on its business plan. In particular, LIN's management made assumptions that included, but were not limited to, the following items:

The total local, national and political advertising revenue in each of LIN's markets;

The share of local, national and political market revenue for each LIN station;

The amount of retransmission consent fee revenue for each LIN station based on the number of subscribers by MVPD expected each year and the retransmission rates per subscriber;

The amount of reverse retransmission fee expense for each LIN station based on the number of subscribers per affiliate and LIN's expected retransmission consent fee revenue;

The amount of operating expenses for each LIN station, including, but not limited to, programming and production costs, selling and promotion expense, general and administrative expenses, news production expenses and technical expenses;

The estimated financial impact of potential regulatory changes; and

The amount of corporate expenses and capital expenditures.

*Certain Financial Projections Provided to Media General*

In connection with the negotiation of the transaction, LIN's management provided Media General with certain financial projections regarding LIN's anticipated future operations on a standalone basis for its fiscal years ended 2014 through 2016 (and which are referred to as the "LIN Projections for LIN Provided to Media General"). The LIN Projections for LIN Provided to Media General were adjusted from the LIN Projections for LIN to conform certain operating expense assumptions to be consistent with Media General management's assumptions and exclude certain adjustments related to the estimated impact of potential regulatory changes which were included in the LIN Projections for LIN based on LIN management's ongoing analysis. Such financial projections are summarized below:

**LIN Projections for LIN Provided to Media General (in \$mm)**

	<b>2014E</b>	<b>2015E</b>	<b>2016E</b>
<b>Net Revenue</b>	\$ 824	\$ 883	\$ 1,069
<b>Pro Forma BCF <sup>(1)</sup></b>	294	282	401

**Pro Forma Adjusted EBITDA<sup>(2)</sup>**    271    258    378

(1) "Pro Forma BCF" is defined as earnings before interest, taxes, depreciation, amortization, station stock-based compensation and corporate expenses and is pro forma for certain acquisitions and related synergies taking into account LIN's acquisition of Federated Media.

(2) "Pro Forma Adjusted EBITDA" is defined as earnings before interest, taxes, depreciation, amortization and stock-based compensation and is pro forma for certain acquisitions and related synergies taking into account LIN's acquisition of Federated Media.

*Summary of Additional Financial Projections Reviewed by the LIN Board and LIN's Financial Advisor*

In addition, Media General's management provided certain unaudited financial projections to LIN's management (which are summarized under "The Transaction – Media General Management's Unaudited Prospective Financial Information" beginning on page 92 and referred to as the "Media General Prepared Projections for Media General"). As part of its evaluation of the transaction and based on the due diligence it conducted, LIN's management prepared its own financial projections, based on the Media General Prepared Projections for Media General, regarding Media General's future operations for the fiscal years ended 2014 through 2016 (which projections are referred to in this document as the "LIN Adjusted Projections for Media General"). The LIN Adjusted Projections for Media General included certain adjustments to the Media General Prepared Projections for Media General which were made to account for LIN management's views on Media General's revenue growth and cost structure, as well as the estimated impact of potential regulatory actions. The LIN Adjusted Projections for Media General were provided to the LIN Board of Directors for use in its evaluation of the transaction and, in connection therewith, also provided to J.P. Morgan in connection with the preparation of its opinion. The following table represents a summary of the LIN Adjusted Projections for Media General:

**LIN Adjusted Projections for Media General (in \$mm)**

	<b>2014E</b>	<b>2015E</b>	<b>2016E</b>
<b>Net Revenue</b>	\$ 670	\$ 664	\$ 787
<b>Pro Forma BCF <sup>(1)</sup></b>	290	241	334
<b>Pro Forma Adjusted EBITDA <sup>(2)</sup></b>	267	218	310
<b>Pro Forma Adjusted EBITDA less stock based compensation expense</b>	256	206	302

(1) "Pro Forma BCF" is defined as earnings before interest, taxes, depreciation, amortization and corporate expenses and is pro forma for certain acquisitions and related synergies.

(2) "Pro Forma Adjusted EBITDA" is defined as earnings before interest, taxes, depreciation, amortization and stock-based compensation and is pro forma for certain acquisitions and related synergies.

LIN's management also prepared projections of unlevered free cash flow for each of LIN and Media General and provided these projections to the LIN Board of Directors in connection with its review of the transaction and to J.P. Morgan for use in its financial analyses. These projections are referred to as the "Free Cash Flow Projections." The following table represents a summary of the Free Cash Flow Projections:

**Unlevered Free Cash Flow (in \$mm)<sup>(1)</sup>**

	<b>2014E</b>	<b>2015E</b>	<b>2016E</b>	<b>2017E</b>	<b>2018E</b>	<b>2019E</b>	<b>2020E</b>	<b>2021E</b>	<b>2022E</b>	<b>2023E</b>
<b>LIN</b>	\$ 132	\$ 106	\$ 182	\$ 179	\$ 223	\$ 204	\$ 249	\$ 212	\$ 248	\$ 229
<b>Media General</b>	119	119	186	136	206	153	225	166	239	175

(1) Unlevered Free Cash Flow is defined as EBITDA minus cash taxes, minus capital expenditures, plus or minus changes in working capital and minus certain other one-time cash expenses, as applicable.

LIN's management also prepared estimates of operating synergies that New Media General would realize following consummation of the transaction. LIN's management estimated that total operating synergies would be approximately \$70 million annually by the end of 2017, and provided this estimate to the LIN Board of Directors in connection with its review of the transaction and to J.P. Morgan for use in its financial analyses. These synergies are referred as "Synergies" under "The Transaction – Opinion of LIN's Financial Advisor" beginning on page 86."

See "Risk Factors – *New Media General may not achieve all of the synergies and cost savings that are expected to be obtained from its acquisitions.*" beginning on page 35 for further information regarding the uncertainties associated with realizing synergies in connection with the transaction.

## **Interests of Media General's Directors and Officers in the Transaction**

Some of the Directors and executive officers of Media General may have interests in the transaction that are different from, or are in addition to, the interests of Media General's shareholders generally. These interests include their designation as directors or executive officers of New Media General following the completion of the transaction. For a description of the treatment of equity compensation held by Directors and executive officers of Media General in the transaction, see "The Agreements – Description of the Merger Agreement – Treatment of Stock Options and Other Stock-Based Awards" beginning on page 113.

## ***Potential Payments in Connection with Certain Terminations of Employment***

During 2013, Media General entered into employment agreements with its named executive officers which became effective on November 12, 2013. In the event the named executive officer is terminated during the employment term by Media General other than for cause or disability, or by the officer for good reason (each referred to as a "qualifying termination") the officer will be entitled to severance consisting of (i) 1.5 times (2 times for Mr. Mahoney) the sum of his or her base salary at the rate in effect immediately prior to termination plus the target annual incentive opportunity for the year of such termination; (ii) continuation of medical, dental, disability, and life insurance benefits for 12 months following the termination date; and (iii) accelerated vesting of any equity or equity-based compensation (other than the deferred stock units) held by the officer as of the termination date. The agreements also provide that following the termination of the officer's employment for any reason during the employment term, he or she will be bound by non-compete and nonsolicitation covenants for a period of 12 months following such termination. As part of a reduction-in-force to be implemented by Media General over the remainder of the year ending December 31, 2014, John R. Cottingham and James R. Conschafter, both Vice Presidents of Broadcast Markets, will cease employment effective November 30, 2014, and December 31, 2014, respectively. Following the completion of the LIN Merger, Mr. Mahoney will terminate his employment with Media General.

The agreements provide for increased severance payments in the event that a qualifying termination occurs in connection with a "change in control" (as such term is defined in the agreements) of Media General. The transaction contemplated by the merger agreement will not constitute a change in control under the agreements.

The table below sets forth an estimate of the total payments and benefits the named executive officers of Media General would be entitled to receive pursuant to their employment agreements in the event that their qualifying termination occurred on the closing date of the transaction, which solely for this purpose was assumed to be December 31, 2014. All of the payments set forth below are subject to the named executive officer's termination of employment and would not be made solely due to the occurrence of the transaction.

Name	Cash (1)	Equity (2)	Benefits (3)	Total (4)
	(\$)	(\$)	(\$)	(5)
George L. Mahoney	\$2,187,500	\$1,800,211	\$12,000	\$3,999,711
James F. Woodward	1,087,500	711,101	12,000	1,810,601
Deborah A. McDermott	1,250,625	—	12,000	1,262,625
James R. Conschafter	918,000	495,108	12,000	1,425,108
John R. Cottingham	877,200	373,214	12,000	1,262,414

(1) This cash amount represents the estimated severance payment the executive would be entitled to receive upon a qualifying termination. Mr. Mahoney would be entitled to 2 times his base salary (which is estimated to equal \$1,250,000) and 2 times his target annual incentive opportunity (which is estimated to equal \$937,500); Mr. Woodward would be entitled to 1.5 times his base salary (which is estimated to equal \$750,000) and 1.5 times his target annual incentive opportunity (which is estimated to equal \$337,500); Mrs. McDermott would be entitled to 1.5 times her base salary (which is estimated to equal \$862,500) and 1.5 times her target annual incentive award (which is estimated to equal \$388,125); Mr. Conschafter would be entitled to 1.5 times his base salary (which is estimated to equal \$675,000) and 1.5 times his target annual incentive opportunity (which is estimated to equal \$243,000); and Mr. Cottingham would be entitled to 1.5 times his base salary (which is estimated to equal \$645,000) and 1.5 times his target annual incentive opportunity (which is estimated to equal \$232,200).

(2) Upon a qualifying termination, the executives would vest in their unvested performance accelerated restricted stock (PARS) and stock options. To the extent applicable, the value above represents the sum of (i) the number of PARS that would vest upon a qualifying termination multiplied by \$17.87, the average closing market price of Voting Common Stock on the NYSE over the first five business days following the first public announcement of the transaction on March 21, 2014 and (ii) the difference between \$17.87 and the exercise price of the options that would become vested upon a qualifying termination. The estimated amounts attributable to each component are as follows: Mr. Mahoney (\$1,268,770 attributable to PARS and \$531,441 attributable to options); Mr. Woodward (\$518,230 attributable to PARS and \$192,871 attributable to options); Mr. Conschafter (\$364,548 attributable to PARS and \$130,560 attributable to options); Mr. Cottingham (\$250,216 attributable to PARS and \$122,998 attributable to options).



- (3) The benefits represent the estimated value of the continuation on the same terms of the medical, dental, disability, and life insurance benefits for the named executive officers for a period of 12 months following employment.

- (4) The Media General annual incentive program provides that an executive that has retired during the year is typically eligible to receive a prorated incentive award for that year. The target bonus amounts for the executives for 2014 are as follows: Mr. Mahoney (\$468,750); Mr. Woodward (\$225,000); Ms. McDermott (\$258,750); Mr. Conschafter (\$162,000); Mr. Cottingham (\$154,800). These amounts have not been included in the above table.

- (5) As described in the Form 8-K filed by Media General on April 28, 2014, Mr. Cottingham's employment will cease on November 30, 2014. The estimated amount of severance benefits that Mr. Cottingham would receive upon a termination occurring on such date would not materially differ from the amount that he would receive assuming a termination on December 31, 2014, as shown in the table above.

### **Interests of LIN's Directors and Officers in the Transaction**

When considering the recommendation of the LIN Board of Directors with respect to the merger agreement and transactions contemplated thereby, you should be aware that certain of LIN's executive officers and Directors may have interests in the mergers that are different from, or in addition to, those of LIN's shareholders more generally. These interests may present such executive officers and Directors with actual or potential conflicts of interest. The LIN Board of Directors was aware of these interests during its deliberations on the merits of the mergers and in deciding to recommend that the LIN shareholders vote for the adoption of the merger agreement and approval of the LIN Merger at LIN's special meeting. Specifically, the LIN shareholders should be aware of the interests of LIN's executive officers and Directors described below.

#### ***Incentive Plans***

New Media General will assume all obligations under each of the LIN Incentive Plans (other than as described in this section). Such LIN Incentive Plans include the following: (i) the Amended and Restated 2002 Stock Plan, (ii) the Amended and Restated 2002 Non-Employee Director Stock Plan and (iii) the 1998 Stock Option Plan. See "The Agreements – Description of the Merger Agreement – Treatment of Stock Options and Other Stock-Based Awards" beginning on page 113. Each option to purchase LIN common shares will become an option to purchase shares of New Media General, on the same terms and conditions as such option immediately prior to the effective time of the LIN Merger, except that (i) the number of shares of New Media General voting common stock subject to conversion from such options will equal the product of the number of LIN common shares that were subject to such options immediately prior to such time multiplied by 1.5762, with the result rounded down to the nearest whole number and (ii) the per share exercise price of each such option will be equal to the quotient determined by dividing the exercise price per share at which such option was exercisable immediately prior to such time by 1.5762, with the result rounded up to the nearest whole cent. Each restricted share of LIN and other awards or benefits measured by the value of a number of LIN common shares will become an award on the same terms and conditions applicable to such

restricted share or other award immediately prior to the effective time of the LIN Merger with respect to the number of shares of New Media General voting common stock that is equal to the product of the number of LIN common shares subject to such award multiplied by 1.5762.

In connection with the transaction, on May 6, 2014, the Compensation Committee of the LIN Board of Directors adopted resolutions such that the vesting of options to purchase LIN common shares and LIN restricted shares held by non-employee Directors of the LIN Board of Directors whose service will be terminated in connection with the closing of the transaction and who will not be appointed as Directors of the combined company following the closing shall be accelerated immediately prior to the effective time of the LIN Merger.

*Ownership of LIN Common Shares by Certain Directors and Officers*

As of July 18, 2014, the record date for the special meeting of LIN's shareholders, LIN's Directors and executive officers beneficially owned LIN Class A and Class C common shares entitled to, in the aggregate, approximately 90,155,199 votes, or approximately 71.7% of the total combined voting power of the LIN Class A and Class C common shares outstanding on that date, and LIN Class B common shares entitled to approximately 17,876,325 votes, or approximately 99.9% of the total voting power of the LIN Class B common shares outstanding on that date.

The LIN common shares owned by LIN's Directors and executive officers will be converted, at the election of the holder thereof, into the right to receive either the cash consideration or the New Media General share consideration (or a mixture of cash and shares of New Media General common stock under the proration and allocation procedures in the merger agreement) for their outstanding LIN common shares in the same manner as all other LIN shareholders. For further information with respect to the ownership of LIN common shares of LIN's Directors and executive officers, see LIN's Proxy Statement for its Annual Meeting of Shareholders Held May 6, 2014, attached hereto as Annex H.

### *Indemnification of Executive Officers and Directors of LIN*

The merger agreement provides for indemnification and advancement of expenses in favor of the current and former directors and officers of LIN and its subsidiaries with respect to matters existing or occurring at or prior to the completion of the LIN Merger.

### *Employment Agreement of Vincent L. Sadusky*

In connection with the transaction, on March 21, 2014, New Media General entered into an amended and restated employment agreement with Vincent L. Sadusky, which we refer to as the "Sadusky Employment Agreement." A copy of the Sadusky Employment Agreement is filed as an exhibit to the registration statement to which this joint proxy statement/prospectus relates, which is incorporated herein by reference. The Sadusky Employment Agreement provides for a term commencing on the date of completion of the transaction, or the "Effective Date," and ending on the fifth anniversary of the Effective Date (subject to earlier termination as provided therein). Pursuant to the Sadusky Employment Agreement, Mr. Sadusky will be paid an annual base salary in the amount of \$711,000 and, beginning with each fiscal year of New Media General during the employment period commencing January 1, 2015, will be eligible to receive a target annual bonus equal to \$757,000, which may be increased or decreased, as provided for therein.

If Mr. Sadusky's employment is terminated by New Media General without Cause or by Mr. Sadusky for Good Reason (as such terms are defined in the Sadusky Employment Agreement), in addition to accrued benefits, New Media General would pay or provide to Mr. Sadusky (i) a payment equal to one times (two times if such termination occurs in certain circumstances thirty (30) days prior to or within 24 months following a Change in Control (as defined in the Sadusky Employment Agreement), which we refer to as the "Change in Control Protection Period," which does not include the proposed transaction) the sum of Mr. Sadusky's base salary plus the annual bonus for the year prior to the year of termination and (ii) payment of or reimbursement for Mr. Sadusky's health and dental benefit premiums for 12 months following termination (24 months if such termination occurs during the Change in Control Protection Period). The severance will generally be paid in installments over the one-year period following termination, provided, that, if such termination occurs within 24 months following a Change in Control or within two years following the Effective Date, it will be paid in a lump sum. Payment of the severance is contingent upon Mr. Sadusky's execution of a release

of claims against New Media General and its subsidiaries. Upon a termination of employment other than by New Media General for Cause, Mr. Sadusky would also be entitled to a pro-rated bonus for the year of termination.

Mr. Sadusky is subject to covenants prohibiting competition with New Media General and its subsidiaries and solicitation of the employees, consultants, customers and suppliers of New Media General and its subsidiaries, in each case during the term of his employment and for the one-year period following the termination of his employment for any reason. Mr. Sadusky is also subject to a perpetual covenant not to disclose the confidential information or trade secrets of New Media General and its subsidiaries.

*Employment Agreements with other LIN Executive Officers*

On September 27, 2013, LIN entered into amended and restated employment agreements with each of Richard J. Schmaeling, Robert Richter and Denise M. Parent, to continue to serve in the positions of Senior Vice President Chief Financial Officer, Senior Vice President Digital and Senior Vice President Chief Legal Officer, General Counsel and Secretary, respectively and on January 6, 2014, LIN entered into an amended and restated employment agreement with John A. Howell to serve as Vice President Television effective January 1, 2014. We refer to these employment agreements collectively as the “LIN Employment Agreements.”

The LIN Employment Agreements provide that the employment term for Messrs. Schmaeling, Richter, Howell and Ms. Parent will continue unless terminated by the executive or LIN. The executives are entitled to an annual base salary in the amount of \$394,000, \$394,000, \$350,000 and \$366,000 for Messrs. Schmaeling, Richter, Howell and Ms. Parent, respectively, in each case subject to annual review and upward (but not downward) adjustment and are also eligible to earn an annual bonus, consisting of a target discretionary performance bonus and a target budget-based objective performance bonus as follows: \$198,000 for Mr. Schmaeling, \$255,000 for Mr. Richter, \$175,000 for Mr. Howell and \$192,000 for Ms. Parent. The actual amount of the bonus is calculated as described in more detail in the LIN Employment Agreements. Each of the executives is eligible to participate in employee benefit plans and programs on a similar basis as other senior executives of LIN.

If the executive's employment is terminated by LIN without Cause or by the executive for Good Reason (as such terms are defined in the LIN Employment Agreements), the executive is generally entitled to receive, in addition to accrued benefits, (i) a payment equal to one times (two times if such termination occurs during the Change in Control Protection Period) the sum of the executive's base salary plus the annual bonus for the year prior to the year of termination and (ii) payment or reimbursement of health and dental benefit premiums for 12 months following termination (24 months if such termination occurs during the Change in Control Protection Period). In addition to the amounts described above, Ms. Parent is entitled to (a) receive the contribution, if any, paid by LIN for the benefit of Ms. Parent to any 401(k) plan in the last complete fiscal year and (b) the present value, determined as of the effective date of termination, of the sum of (i) all benefits which have accrued to Ms. Parent but have not vested under the LIN retirement plans as of the effective date of termination, and (ii) all additional benefits which would have accrued to Ms. Parent under the retirement plans if Ms. Parent had continued to be employed by LIN on the same terms Ms. Parent was employed on as of the effective date of determination from such date of termination to the date twelve months after the date of termination. The severance will generally be paid in twenty-six (26) substantially equal installments, provided, that, if such termination occurs during the Change in Control Protection Period it will be paid in a lump sum. Payment of severance is contingent upon the executive executing, and not revoking, a standard release of claims. Upon a termination of employment other than for Cause, the executives would also be entitled to a pro-rated bonus for the year of termination.

The LIN Employment Agreements also include covenants prohibiting competition with LIN or any affiliate or subsidiary and solicitation of any executive, employee, consultant, customer, distributor, partner, joint venture or supplier during the term of the Employment Agreements and for one year thereafter. The executives are also subject to a perpetual covenant not to disclose confidential information.

As a result of the interests described above, certain of LIN's Directors and officers may be more likely to adopt the merger agreement than LIN shareholders generally.

### **Accounting Treatment of the Transaction**

The LIN Merger will be accounted for using the acquisition method of accounting in accordance with ASC 805. Media General's management has evaluated the guidance contained in ASC 805 with respect to the identification of the acquirer in this business combination and concluded, based on a consideration of the pertinent facts and circumstances, that Media General will acquire LIN for financial accounting purposes. Accordingly, Media General's cost to acquire LIN will be allocated to the acquired assets, liabilities and commitments based upon their estimated fair values.

The accounting results of LIN will be included in the operating results of New Media General beginning from the date of completion of the transaction. The recorded assets and liabilities of Media General will be carried forward at their recorded amounts and the historical operating results will be unchanged for the prior periods being reported on. Upon completion of the transaction, the historical financial statements of New Media General will reflect only the operations and financial conditions of Media General.

### **Listing of New Media General's Common Stock**

Media General has agreed to use its reasonable best efforts to cause New Media General's voting common stock to be listed on the NYSE, subject to official notice of issuance, prior to the Media General Merger. It is expected that, following the completion of the transaction, New Media General's voting common stock will trade on the NYSE under Media General's current ticker symbol, "MEG."

## **Delisting and Deregistration of LIN Common Shares**

Media General's voting common stock is listed and trades on the NYSE under the symbol "MEG." LIN's Class A common shares are listed and trade on the NYSE under the symbol "LIN." If the transaction is completed, LIN's Class A common shares will be delisted from the NYSE and deregistered under the Exchange Act and will cease to be publicly traded.

## **Resale of New Media General Common Stock**

All shares of New Media General common stock received by shareholders in connection with either the Media General Merger or the LIN Merger will be freely tradable for purposes of the Securities Act of 1933, which we refer to as the "Securities Act," except for shares of New Media General common stock received by any person who is deemed an affiliate of New Media General at the time of the applicable special meeting. Shares of New Media General common stock held by an affiliate of New Media General may be resold or otherwise transferred without registration in compliance with the volume limitations, manner of sale requirements, notice requirements and other requirements under Rule 144 or as otherwise permitted under the Securities Act. This document does not cover resales of shares of New Media General common stock received upon completion of the mergers by any person who is deemed an affiliate of Media General or LIN, and no person is authorized to make any use of this document in connection with any resale.

## **Regulatory Approvals**

***Antitrust Authorities.*** Under the HSR Act, and the related rules and regulations that have been issued by the U.S. Federal Trade Commission, which we refer to as the "FTC," certain acquisition transactions may not be consummated until certain information and documentary material has been furnished for review by the FTC and the Antitrust Division of the U.S. Department of Justice, which we refer to as the "Antitrust Division," and certain waiting period requirements have been observed. These requirements apply to the LIN Merger.

Under the HSR Act, the LIN Merger may not be completed until the expiration of a thirty-calendar day waiting period which began when Media General and LIN filed a Notification and Report Form under the HSR Act with the FTC and the Antitrust Division unless extended by a Request for Additional Information. Pursuant to the terms of the merger agreement, Media General and LIN filed Notification and Report Forms on May 9, 2014. Media General and LIN received a Request for Additional Information from the Antitrust Division on June 9, 2014. The issuance of the Request for Additional Information extended the statutory HSR Act waiting period during which the parties cannot close the transaction until 30 days after Media General and LIN have substantially complied with the Request for Additional Information (or the waiting period is otherwise terminated by the Antitrust Division).

At any time before or after the completion of the transaction, the Antitrust Division or the FTC could take such action under the antitrust laws as either deems necessary or desirable in the public interest, including seeking to enjoin the completion of the LIN Merger, seeking to unwind the LIN Merger or seeking the divestiture of substantial assets of Media General or LIN (or their respective subsidiaries). State attorneys general may also bring legal action under both state and federal antitrust laws, as applicable. Private parties may also bring legal action under the antitrust laws under certain circumstances.

**Federal Communications Commission.** Under U.S. federal communications laws, Media General and LIN may not complete the LIN Merger unless they have first obtained the FCC's consent. FCC consent is sought through the filing of transfer of control applications with the FCC, which are subject to public comment and objections from third parties. The parties anticipate that applications for FCC consent to the transaction will be filed on or about May 9, 2014. The timing or outcome of the FCC approval process cannot be predicted.

Media General and LIN have each agreed to use commercially reasonable best efforts to obtain as promptly as practicable any necessary consents, approvals, waivers and authorizations of any governmental entity in connection with the transaction. For a further description, see "The Agreements – Description of the Merger Agreement – Efforts to Consummate the Transaction" beginning on page 124.

There can be no assurance that a challenge to the transaction on antitrust, FCC or other regulatory grounds will not be made or, if such a challenge is made, the result of such challenge.

Media General and LIN both own television stations in the Birmingham, AL; Green Bay, WI; Mobile, AL; Providence, RI; and Savannah, GA markets. Regulatory authorities will require us to divest stations in these markets. LIN also owns two television stations in the Albuquerque, NM market that are currently "top-four" stations in this market based on ratings. Regulatory authorities may require LIN to divest one of the stations in this market and may further require us to divest assets in other markets, or to accept other restrictions or conditions with respect to the operation of television stations in such markets, in order to obtain the approval or consent of such regulatory authorities for the transaction. We may replace, in whole or in part, the divested revenues and cash flow in these markets by agreeing to swap one or more stations owned by Media General and/or LIN with one or more stations owned by other broadcast companies. Any such swaps may be consummated directly with the counterparty or may be structured in multiple transactions and qualify as "like-kind exchanges" under Section 1031 of the Code. We may also divest one or more stations in these markets by selling such stations for cash, the proceeds from which likely would be used for general corporate purposes, including reducing indebtedness. Media General and LIN have not yet determined which stations in these markets will be divested, and whether such stations will be swapped or sold for cash.

## **Financing of the Transaction**



Media General estimates that the total amount of funds necessary to complete the proposed transaction is approximately \$1.6 billion. Media General expects to use available cash and the proceeds of the debt commitment described below to complete the transaction. The receipt of such financing by Media General is not a condition to the closing of the transaction.

Media General has agreed to use its reasonable best efforts to obtain financing for the transaction on the terms described below. LIN has agreed to provide, and to use its reasonable best efforts to cause its legal, tax, regulatory, accounting and other representatives to provide, all cooperation reasonably requested by Media General in connection with the financing described below or any alternative debt financing.

### ***Debt Commitment***

On March 21, 2014, in connection with the execution of the merger agreement, Media General entered into the debt commitment with Royal Bank of Canada for a commitment with respect to the financing required by Media General to complete the transaction. The debt commitment provides for an aggregate \$1.6 billion senior secured credit facility, consisting of the following:

an incremental senior secured revolving facility in an aggregate principal amount of \$90 million, which we refer to as the “incremental revolving facility;”

an incremental senior secured Term A facility in an aggregate principal amount of \$600 million (less (i) the aggregate principal amount of all refinancings or permanent prepayments of existing debt of Media General or LIN or any of their respective subsidiaries prior to the closing of the transaction and (ii) a portion of the facility up to \$100 million or such greater amount mutually agreed that is instead borrowed by one or more third parties), which we refer to as the “incremental Term A facility;” and

an incremental senior secured Term B facility in an aggregate principal amount of \$910 million, which we refer to as the “incremental Term B facility” and, we refer to all such facilities as the “incremental facilities.”

Pursuant to the debt commitment, Royal Bank of Canada agreed to act as administrative agent, and RBC Capital Markets agreed to act as sole lead arranger and book-running manager for the debt financing, on the terms and subject to the conditions set forth therein. Pursuant to the debt commitment, the loans are expected to bear interest at LIBOR plus (a) for Term B loans, 2.75% (with a LIBOR floor of 0.75%) and (b) for Term A loans, 2.50%. The incremental revolving facility is expected to mature on the fifth anniversary of the closing date, the incremental Term A facility is expected to mature on the fifth anniversary of the closing date and amortize in quarterly installments with a final balloon payment due at maturity, and the incremental Term B facility is expected to mature on July 31, 2020 and amortize in equal quarterly installments equal to 1% of the original principal amount of the facility during each year with a final balloon payment at maturity. The covenants, defaults, prepayments, guarantees and security for the incremental facilities are expected to be the same as under Media General’s current credit agreement.

The debt commitment contains conditions to funding of the debt financing customary for commitments of this type, including but not limited to:

satisfaction of the conditions to the merger agreement,

the absence of a Target Material Adverse Effect (defined in the debt commitment in a manner consistent with the definition of Material Adverse Effect applicable to LIN in the merger agreement),

solvency of Media General after giving effect to the transactions contemplated by the merger agreement,

delivery of customary financial information, and

the accuracy of certain fundamental representations and warranties.

The debt commitment described above and the ability to draw under the incremental facilities expires on a “drop-dead date” of March 21, 2015. However, this drop-dead date will be automatically extended to June 21, 2015 based on the same conditions that allow the outside date under the merger agreement to be extended.

On April 23, 2014, the debt commitment was amended and restated in order to join the following financial institutions with Royal Bank of Canada as commitment parties and joint lead arrangers in connection with the debt financing for the transaction: Capital One, N.A., Deutsche Bank AG New York Branch, SunTrust Bank and U.S. Bank National Association (and certain of their respective affiliates). Media General expects to pay approximately \$32 million in underwriting and other financing fees upon closing of the transaction assuming the full \$1.6 billion commitment is utilized.

## **Description of Certain Indebtedness of Media General and LIN**

### ***Existing Media General Credit Agreement***

Media General is a party to a credit agreement, dated as of July 31, 2013 with Royal Bank of Canada, as the administrative agent, and the other agents and lenders party thereto. Media General's credit agreement includes (1) a \$60 million, 5-year revolving credit facility that matures on July 31, 2018 and (2) an \$885 million, 7-year term loan that matures on July 31, 2020.

The interest rate on the revolving credit facility accrues at a rate of LIBOR plus 2.75%. When no borrowings are outstanding, Media General pays a 0.5% commitment fee. The interest rate on the term loan accrues at a rate of LIBOR plus 3.25% (3.00% if Media General's Consolidated Total Net Leverage Ratio (the ratio of Consolidated Net Debt to Consolidated EBITDA for the most recent rolling eight-quarter period) is less than 4.00:1), with a 1.00% LIBOR floor.

The term loan and indebtedness under the revolving credit facility may be optionally prepaid at any time with no premium or penalty, provided that any prepayment of the term loan in connection with a Repricing Transaction within one year of the initial draw under the facility required payment of a 1% prepayment premium. In addition, term loans are required to be repaid with (1) 50% of excess cash flow (25% if the Consolidated First Lien Net Leverage Ratio is less than 2.5:1.0 and 0% if such ratio is less than 2.0:1.0), (2) 100% of the net cash proceeds of certain asset sales (with an option to reinvest such proceeds rather than repay the term loans) and (3) the proceeds of certain incurrences of indebtedness.

Media General's credit agreement contains covenants which impose restrictions on Media General's ability to, among other things, and subject to exceptions, incur additional debt, incur or assume any liens, enter into capital leases, make any investments, consummate acquisitions, complete asset dispositions, enter into mergers or consolidations or sell all or substantially all of Media General's assets, enter into certain transactions with Media General affiliates, and make restricted payments (including share repurchases and dividends). The credit agreement also contains a total net leverage ratio covenant (the ratio of debt to a rolling eight-quarter calculation of EBITDA, as defined in the agreement). The credit agreement also contains customary events of default, including failure to make payments when due, covenant defaults, breaches of representations and warranties, cross-defaults, entry into bankruptcy proceedings, certain judgments, certain ERISA events, the invalidity of loan documentation, a change of control (as defined in the agreement), termination of a broadcast license which has a material adverse effect, and defaults under other Media General debt instruments.

### ***Amendment to Media General Credit Agreement***

On April 15, 2014, Media General obtained the requisite consents for an amendment to its credit agreement. This amendment permits Media General to obtain additional financing necessary to consummate the transaction, pursuant to the debt commitment, as follows: (i) new incremental term A loans which are expected to be in an aggregate principal amount of \$600,000,000, with a 5-year maturity (amortizing at annual rates of 5%, 10%, 10%, 15% and 15%, with balance due at maturity), and to bear interest at LIBOR plus a margin of 2.50%, (ii) new incremental term B-2 loans which are expected to be in an aggregate principal amount of \$910,000,000, with a maturity equivalent to the existing term B loans under the credit agreement (amortizing at a rate of 1% per annum), and to bear interest at LIBOR (with a LIBOR floor of 0.75%) plus a margin of 2.75% and (iii) new incremental revolving credit commitments which are expected to be in an aggregate principal amount of \$90,000,000, with a maturity and pricing equivalent to the existing revolving credit loans under the credit agreement. The amendment also increases various covenant ‘baskets’ to reflect the larger pro-forma size of New Media General, and modifies the leverage ratio covenant requirements as well as various other existing covenant and general operating restrictions.. The amendment’s terms shall become effective upon successful completion of the transaction. The terms of the amendment will become effective upon successful completion of the transaction and other customary closing conditions. Media General paid a \$1.3 million nonrefundable amendment fee to the participating lenders in April of 2014.

### *LIN Indebtedness*

In connection with the transaction, it is currently expected that substantially all of LIN’s outstanding indebtedness will be repaid or satisfied and discharged at or prior to the closing of the transaction, other than the \$290 million aggregate principal amount of LIN Television’s 6.375% Senior Notes due 2021, which we refer to as the “2021 Notes,” which it is currently expected will remain outstanding following the closing of the transaction.

### *2021 Notes*

The 2021 Notes mature on January 15, 2021. At any time prior to January 15, 2017, at the option of the issuer, the 2021 Notes may be redeemed at a redemption price equal to 100% of the principal amount of the notes redeemed plus a “make-whole” premium. Beginning on January 15, 2017, all or a portion of the 2021 Notes can be redeemed at a redemption price equal to 103.188% of the principal amount of the notes redeemed, declining to 101.594% on January 15, 2018 and 100% on January 15, 2019. In addition, prior to January 15, 2016, up to 35% of the 2021 Notes can be redeemed with the proceeds of one or more equity offerings at a price equal to 106.375% of the principal amount of the notes redeemed, so long as at least 65% of the 2021 Notes remain outstanding. In addition, the issuer must offer to buy back all of the 2021 Notes at 101% of their principal amount if a change of control (as defined) occurs. The transaction, as currently structured, would not constitute a change of control under the terms of the 2021 Notes.

The 2021 Notes are senior unsecured notes and are guaranteed by most of LIN's subsidiaries and by LIN Media LLC. It is currently contemplated that, following consummation of the transaction, the 2021 Notes will also be guaranteed by Media General and most of Media General's subsidiaries and will rank equal in priority with the indebtedness under Media General's credit agreement (but will rank junior to the debt under the Media General credit agreement to the extent of the collateral which secures such facility).

The indenture governing the 2021 Notes contains covenants limiting LIN's ability and the ability of its restricted subsidiaries to, among other things, incur certain additional indebtedness, incur certain liens, make certain dividends, distributions, investments and other restricted payments, sell certain assets, agree to any restrictions on the ability of restricted subsidiaries to make payments to LIN, merge, consolidate or sell substantially all of its assets, and enter into certain transactions with affiliates. These covenants are subject to certain exceptions and qualifications. Additionally, if LIN sells assets under certain circumstances, LIN may be required to use the net cash proceeds of such asset sale to make an offer to purchase the 2021 Notes at their face amount, plus accrued and unpaid interest, if any, through the purchase date. The indenture governing the 2021 Notes also includes customary events of default, including payment and covenant defaults, cross defaults to other debt, judgment defaults, bankruptcy default and any guaranteeing being held to be unenforceable.

Media General currently expects that the 2021 Notes will remain outstanding following the closing of the transaction. However, depending on market conditions and various other factors, Media General may elect to redeem some or all of the 2021 Notes prior to or in connection with the closing of the transaction, or following the closing of the transaction.

#### *2018 Notes*

LIN has also issued \$200 million aggregate principal amount of 8.375% Senior Notes due 2018, which we refer to as the "2018 Notes." The 2018 Notes mature on April 15, 2018. At any time on or after April 15, 2014, all or a portion of the 2018 Notes can be redeemed at a redemption price equal to 104.188% of the principal amount of the notes redeemed, declining to 102.094% on April 15, 2015 and 100% on April 15, 2016 and thereafter. The 2018 Notes are senior, unsecured obligations of LIN and rank equal in priority with the 2021 Notes. The 2018 Notes are guaranteed by the same guarantors that guarantee the 2021 Notes and contain covenants, events of default and other terms that are similar to those contained in the 2021 Notes.

Media General and LIN currently expect that in connection with the closing of the transaction it will cause the 2018 Notes to be satisfied and discharged and then redeemed in accordance with the terms of the indenture which governs the 2018 Notes. However, depending on market conditions and various other factors, LIN (with Media General's consent) could elect to seek to redeem or refinance the 2018 Notes prior to the consummation of the transaction, and any debt incurred to refinance the 2018 Notes might remain outstanding following the closing of the transaction.



## **MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE MERGERS**

The following is a summary of the material U.S. federal income tax consequences of the Media General Merger to the Media General shareholders and of the LIN Merger to the LIN shareholders. This discussion is based upon the Code, Treasury regulations, judicial authorities, published positions of the Internal Revenue Service, which we refer to as the "IRS," and other applicable authorities, all as currently in effect and all of which are subject to change or differing interpretations (possibly with retroactive effect). Any such change or interpretation could affect the continuing validity of this discussion. This discussion is limited to U.S. holders (as defined below) that hold their shares of Media General common stock or LIN common shares as capital assets within the meaning of Section 1221 of the Code. This discussion does not address all of the tax consequences that may be relevant to a particular shareholder or to shareholders that are subject to special treatment under U.S. federal income tax laws, such as:

shareholders that are not U.S. holders;

financial institutions;

investors in pass-through entities;

insurance companies;

tax-exempt organizations;

dealers in securities or currencies;

certain expatriates or persons whose functional currency is not the U.S. dollar;

traders in securities that elect to use a mark to market method of accounting;

persons that own more than 5% of the outstanding common stock of Media General or 5% of the outstanding LIN common shares;

persons that hold Media General common stock or LIN common shares as part of a straddle, hedge, constructive sale or conversion transaction; and



U.S. holders that acquired their shares of Media General common stock or LIN common shares through the exercise of an employee stock option or otherwise as compensation.

In addition, this discussion does not address any alternative minimum tax or any state, local or foreign tax consequences of the mergers, nor does it address any tax consequences arising under the unearned income Medicare contribution tax pursuant to the Health Care and Education Reconciliation Act of 2010.

If a partnership or other entity taxed as a partnership holds Media General common stock or LIN common shares, the tax treatment of a partner in the partnership generally will depend upon the status of the partner, the activities of the partnership and certain determinations made at the partner level. Partnerships and partners in such a partnership should consult their tax advisors about the tax consequences of the mergers to them.

For purposes of this discussion, the term “U.S. holder” means a beneficial owner of Media General common stock or LIN common shares, as applicable, that for U.S. federal income tax purposes is:

a citizen or resident of the United States;

a corporation, or other entity treated as a corporation, created or organized in or under the laws of the United States or any state or political subdivision thereof;

an estate that is subject to U.S. federal income tax on its income regardless of its source; or

a trust, the substantial decisions of which are controlled by one or more U.S. persons and which is subject to the primary supervision of a U.S. court, or a trust that validly has elected under applicable Treasury regulations to be treated as a U.S. person for U.S. federal income tax purposes.

### ***Tax Treatment of the Mergers Generally***

Media General and LIN intend that the Media General Merger and the LIN Merger, taken together, will qualify as a transaction described in Section 351 of the Code. The obligation of Media General to complete the mergers is conditioned upon the receipt by Media General of an opinion from Fried, Frank, Harris, Shriver & Jacobson LLP, which we refer to as “Fried Frank,” counsel to Media General, to the effect that for U.S. federal income tax purposes the Media General Merger and the LIN Merger, taken together, will qualify as a transaction described in Section 351 of the Code. The obligation of LIN to complete the mergers is conditioned upon the receipt by LIN of an opinion from Weil, Gotshal & Manges LLP, which we refer to as “Weil Gotshal,” counsel to LIN, to the effect that for U.S. federal income tax purposes the Media General Merger and the LIN Merger, taken together, will qualify as a transaction described in Section 351 of the Code. In rendering these opinions, counsel may require and rely upon assumptions, representations, warranties and covenants provided by Media General, LIN, New Media General and the merger

subsidiaries, including those contained in the merger agreement and in representation letters to be provided by the parties to counsel. In addition, the opinions will be subject to certain qualifications and limitations as set forth in the opinions. If any of the assumptions, representations, warranties or covenants upon which those opinions are based is inconsistent with the actual facts, the conclusions reached in the opinions could be adversely affected.

None of these opinions will be binding on the IRS or the courts. Media General and LIN have not requested and do not intend to request any ruling from the IRS as to the U.S. federal income tax consequences of the mergers. Consequently, no assurance can be given that the IRS will not assert, or that a court would not sustain, a position contrary to any of those set forth below. Accordingly, each Media General shareholder and each LIN shareholder should consult its tax advisor with respect to the particular tax consequences of the mergers to such holder, including the consequences if the IRS successfully challenged the qualification of the Media General Merger and the LIN Merger, taken together, as a transaction described in Section 351 of the Code.

***Tax Consequences to U.S. Holders of Media General Common Stock and LIN Common Shares***

Based upon the facts and representations contained in representation letters received from Media General and LIN, and subject to the limitations, assumptions and qualifications described therein and herein, in the opinion of Fried Frank and Weil Gotshal, the Media General Merger and the LIN Merger, taken together, will qualify as a transaction described in Section 351 of the Code. Based on such opinions, the following tax consequences would result:

a U.S. holder of Media General common stock will not recognize gain or loss upon the exchange of its Media General common stock for New Media General common stock in the Media General Merger;

the aggregate basis of the New Media General common stock received in the Media General Merger by a U.S. holder of Media General common stock will be the same as the aggregate basis of the shares of Media General common stock exchanged; and

the holding period of the New Media General common stock received in the Media General Merger by a U.S. holder of Media General common stock in exchange for Media General common stock generally will include the holding period of the shares of Media General common stock exchanged.

gain or loss will be recognized by U.S. holders of LIN common shares that receive solely cash in exchange for LIN common shares pursuant to the LIN Merger equal to the difference between the amount of cash received by a holder and such holder's adjusted basis in its LIN common shares;

no gain or loss will be recognized by U.S. holders of LIN common shares that receive solely shares of New Media General common stock in exchange for LIN common shares pursuant to the LIN Merger (except with respect to any cash received instead of fractional share interests in New Media General common stock, as discussed below);

gain (but not loss) will be recognized by U.S. holders of LIN common shares that receive shares of New Media General common stock and cash in exchange for LIN common shares pursuant to the LIN Merger, in an amount equal to the lesser of (1) the amount by which the sum of the fair market value of the New Media General common

stock and the amount of cash received by a holder in exchange for its LIN common shares exceeds such holder's adjusted basis in its LIN common shares, and (2) the amount of cash received by such holder of LIN common shares (the treatment of any cash received instead of fractional share interests in New Media General common stock is discussed below);

subject to the discussion of fractional shares below, the aggregate basis of the New Media General common stock received in the LIN Merger by a U.S. holder of LIN common shares will be the same as the aggregate basis of the LIN common shares for which it is exchanged, decreased by the amount of any cash received in the LIN Merger (other than any cash received instead of fractional share interests in New Media General common stock), and increased by the amount of gain, if any, recognized on the exchange (excluding any gain or loss recognized with respect to fractional share interests in New Media General common stock for which cash is received); and

the holding period of New Media General common stock received by a U.S. holder of LIN common shares in exchange for LIN common shares generally will include the holding period of the LIN common shares for which they are exchanged.

If holders of LIN common shares acquired different blocks of LIN common shares at different times or at different prices, any gain or loss will be determined separately with respect to each block of LIN common shares.

Gain that holders of LIN common shares recognize in connection with the mergers generally will constitute capital gain and will constitute long-term capital gain if such holders have held (or are treated as having held) their LIN common shares for more than one year as of the date of the mergers. Long-term capital gain of non-corporate holders is generally taxed at preferential rates. The deductibility of capital losses is subject to limitations. It is possible that a portion of the gain that LIN shareholders recognize with respect to their shares may be recharacterized as ordinary income to the extent that LIN owns assets that constitute inventory or unrealized receivables pursuant to Section 751 of the Code.

Under Section 357(c) of the Code, if a corporation assumes liabilities of the transferor (or accepts property subject to liabilities) in a transaction described in Section 351 of the Code, the transferor must recognize gain in the amount by which the liabilities exceed the transferor's basis in the property contributed to the corporation. For this purpose, partnership liabilities allocable to the LIN common shares that are exchanged by the LIN shareholders in the LIN Merger will be treated as liabilities of the LIN shareholders and assumed by New Media General. Accordingly, a LIN shareholder will recognize gain upon the exchange of LIN common shares in the LIN Merger if and to the extent that (i) the aggregate amount of partnership liabilities attributable to the shares exchanged by the LIN shareholder exceeds (ii) the LIN shareholder's aggregate tax basis in the LIN common shares exchanged. In general, because the partnership liabilities allocable to shares are included in the basis of those shares, a LIN shareholder's exchange of shares will not cause the LIN shareholder to recognize gain under Section 357(c) of the Code, unless the LIN shareholder's tax basis has been reduced by other factors, such as distributions to the LIN shareholder in excess of its share of the income of LIN. In the event that a LIN shareholder recognizes gain under Section 357(c) of the Code, the gain will increase its basis in its New Media General common stock received in the LIN Merger.

*Cash Received Instead of a Fractional Share of New Media General Common Stock.* A holder of LIN common shares that receives cash instead of a fractional share of New Media General common stock will generally be treated as having received the fractional share pursuant to the LIN Merger and then as having sold that fractional share of New Media General common stock for cash. As a result, a holder of LIN common shares will generally recognize gain or loss equal to the difference between the amount of cash received and the basis in its fractional share interest as set forth above. Except as described above, this gain or loss will generally be capital gain or loss, and will be long-term capital gain or loss if, as of the effective date of the mergers, the holding period for such LIN common shares is greater than one year. The deductibility of capital losses is subject to limitations.

*Appraisal Rights.* If appraisal rights are available (which, as explained below, cannot be determined until after the effective date of the LIN Merger), generally, a U.S. holder of LIN common shares who properly demands and perfects appraisal rights under Delaware law with respect to such holder's LIN common shares will recognize capital gain or loss for U.S. federal income tax purposes equal to the difference, if any, between the amount of cash received in respect of such shares and the holder's adjusted tax basis in such shares, except that a portion of the cash received may be taxable as interest.

*Backup Withholding and Information Reporting.* Payments of cash to a holder of LIN common shares as part of the mergers may, under certain circumstances, be subject to information reporting and backup withholding, unless the holder provides proof of an applicable exemption satisfactory to New Media General and the exchange agent or furnishes its taxpayer identification number, and otherwise complies with all applicable requirements of the backup withholding rules. Any amounts withheld from payments to a holder under the backup withholding rules are not additional tax and will be allowed as a refund or credit against the holder's U.S. federal income tax liability, provided the required information is furnished to the IRS.

***Reporting Requirements.***

U.S. holders of Media General common stock or LIN common shares that receive New Media General common stock and, upon consummation of the mergers, own New Media General stock representing at least 5.0% of the total combined voting power or value of the total outstanding New Media General common stock, are required to attach to their tax returns for the year in which the mergers are consummated, and maintain a permanent record of, a statement containing the information listed in Treasury regulations section 1.351-3. The facts to be disclosed by a U.S. holder include the aggregate fair market value of, and the U.S. holder's basis in, the Media General common stock or the LIN common shares, as applicable, exchanged pursuant to the mergers.

**The preceding discussion is not a complete analysis or discussion of all potential tax effects that may be important to you. Thus, you are strongly encouraged to consult your tax advisor as to the specific tax consequences resulting from the mergers, including tax return reporting requirements, the applicability and effect of federal, state, local, and other tax laws and the effect of any proposed changes in the tax laws.**

## THE AGREEMENTS

The following summary describes certain material provisions of the merger agreement and the voting agreements entered into in connection with the transaction, and is qualified in its entirety by reference to those agreements. Copies of the merger agreement and the plan of merger are attached to this joint proxy statement/prospectus as Annexes A and B, respectively, and are incorporated by reference into this joint proxy statement/prospectus. The voting agreements are each filed as an exhibit to the registration statement to which this joint proxy statement/prospectus relates and are incorporated by reference into this joint proxy statement/prospectus. This summary may not contain all of the information about the agreements that may be important to you. We encourage you to carefully read each of the agreements in its entirety for a more complete understanding of the transaction.

### Description of the Merger Agreement

*This section of the joint proxy statement/prospectus describes certain material terms of the merger agreement. The following summary is qualified in its entirety by reference to the complete text of the merger agreement, which is incorporated by reference and attached as Annex A to this joint proxy statement/prospectus. We urge you to read the entire merger agreement.*

*The merger agreement and the discussion under the heading “Description of the Merger Agreement” have been included to provide you with information regarding the terms of the merger agreement. They are not intended to provide any other factual information about Media General, LIN or New Media General, Merger Sub 1 or Merger Sub 2, which we refer to as the “merger subsidiaries.” That information can be found elsewhere in this joint proxy statement/prospectus and in the other public filings made by Media General and LIN with the SEC, which are available without charge at [www.sec.gov](http://www.sec.gov), and in LIN’s Annual Report on Form 10-K for the year ended December 31, 2013, attached hereto as Annex G, LIN’s Proxy Statement for its Annual Meeting of Shareholders Held May 6, 2014, attached hereto as Annex H, and LIN’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, attached hereto as Annex J. See “Where You Can Find More Information” beginning on page 171.*

On March 21, 2014, Media General entered into the merger agreement with LIN and the merger subsidiaries. The merger agreement provides, among other things, for two mergers:

the Media General Merger, which is a merger of Merger Sub 1 with and into Media General, with Media General surviving the merger as a wholly owned subsidiary of New Media General and the issuance to Media General shareholders of shares of New Media General common stock as described below in “Consideration in the Media General Merger;” and

the LIN Merger, which is a merger of Merger Sub 2 with and into LIN, with LIN surviving the merger as a wholly owned subsidiary of New Media General and the issuance to LIN shareholders of shares of New Media General voting common stock and cash as described below in “Consideration in the LIN Merger”.

We sometimes refer to Media General following the completion of the Media General Merger as the “Surviving Corporation,” and to LIN following the completion of the LIN Merger as the “Surviving Company.”

### ***Closing and Effective Times of the Transaction***

The closing of the transaction will take place at 9:00 a.m. local time, in New York City, on the third business day after the satisfaction or waiver of the conditions set forth in the merger agreement (other than those conditions that are to be satisfied or waived at the closing, but subject to such satisfaction or waiver), unless another time or date is agreed to by Media General and LIN.

### ***Articles of Incorporation and Bylaws of New Media General***

New Media General’s Articles of Incorporation, as of the effective time of the Media General Merger, will be amended in their entirety to be in the form filed as an exhibit to the registration statement to which this joint proxy statement/prospectus relates. New Media General’s Articles of Incorporation, as filed, are incorporated by reference herein. In addition, in connection with the Media General Merger, the Board of Directors of New Media General will amend the Bylaws of New Media General to be in the form filed as an exhibit to the registration statement to which this joint proxy statement/prospectus relates. The Bylaws of New Media General, as filed, are incorporated by reference herein. Descriptions of certain key provisions of the Articles of Incorporation and Bylaws as so amended, which will be the Articles of Incorporation and Bylaws of the combined company after the closing, are included under “Description of New Media General Capital Stock” beginning on page 145, and “Comparison of Shareholders Rights” beginning on page 150.



### *Directors and Officers of New Media General*

Pursuant to the merger agreement, prior to the effective time of the Media General Merger the Boards of Directors of Media General and New Media General are required to fix the size of New Media General's Board of Directors at 11 members, seven of whom will be designated by Media General and four of whom will be designated by LIN. The non-executive Chairman of the Board of Directors of New Media General will be one of the Media General designees selected by the Board of Directors of Media General, effective as of the day after the date of the consummation of the LIN Merger.

Pursuant to the merger agreement, Media General and New Media General will take all requisite action so that the President and Chief Executive Officer of New Media General will be Vincent L. Sadusky, effective as of the LIN Merger; provided, however, that if Mr. Sadusky ceases to be the President and Chief Executive Officer of LIN at any time prior to the completion of the Media General Merger, Media General will, after consulting with LIN, be entitled to select another person to be the President and Chief Executive Officer of New Media General as of the LIN Merger.

For a further description of the governance of the combined company following the closing of the transaction, see "Description of New Media General Capital Stock" beginning on page 145 and "Comparison of Shareholder Rights" beginning on page 150.

### *Corporate Name*

Prior to the Media General Merger, Media General and New Media General will take all requisite action so that, immediately after the Media General Merger, the corporate name of New Media General will be "Media General, Inc."

### *Headquarters*

Following the closing of the transaction, the headquarters and principal executive offices of the combined company will be located in Richmond, Virginia. It is anticipated that New Media General or its subsidiaries will maintain a significant presence in Austin, Texas.

### *Consideration in the Media General Merger*

In the Media General Merger, each outstanding share of Media General voting common stock will automatically be converted into one share of New Media General voting common stock, and each share of Media General non-voting common stock will automatically be converted into one share of New Media General non-voting common stock. Each share of common stock of Merger Sub 1 will be automatically converted on a one-for-one basis into one share of the Surviving Corporation.

The shares of New Media General's common stock to be issued in the Media General Merger will represent approximately 64% of the fully diluted shares of outstanding common stock of New Media General after giving effect to the transaction. Media General shareholders are not entitled to appraisal rights under Virginia law in connection with the Media General Merger.

### *Consideration in the LIN Merger*

At the effective time of the LIN Merger, each outstanding LIN common share (other than (i) LIN common shares held by Media General, LIN or their respective subsidiaries, and (ii) LIN common shares, if any, with respect to which the holders thereof are entitled to demand and have properly demanded appraisal, and have not withdrawn such demand or waived their rights to appraisal) will be converted, at the election of the holder thereof, subject to the proration and allocation procedures set forth in the merger agreement and described below, into the right to receive the following:

each outstanding LIN common share for which the holder elects to receive cash consideration, \$27.82 in cash without interest; or

each outstanding LIN common share for which the holder elects to receive share consideration, 1.5762 shares of New Media General voting common stock.

Each outstanding LIN common share for which no election is made (including shares for which an election is not properly made) will be converted into the right to receive cash or shares of New Media General voting common stock in accordance with the proration and allocation procedures set forth in the merger agreement, described below. The total number of LIN common shares that will be converted into the right to receive the cash consideration will be equal to (i) 27,426,312, minus (ii) the total number of LIN common shares, if any, with respect to which the holders thereof have properly demanded appraisal and have not withdrawn such demand or waived their rights to appraisal as of immediately prior to the LIN Merger.

At the effective time of the LIN Merger, New Media General will automatically be admitted as the sole member of LIN holding all of the outstanding limited liability company interests in LIN and will be bound by the LIN LLC Agreement.

Media General expects to issue approximately 44.1 million shares of New Media General voting common stock to the LIN shareholders, and 6.4 million shares of New Media General will be issuable in respect of LIN options that become options for New Media General common stock, in connection with the LIN Merger, together representing approximately 36% of the fully diluted shares of outstanding common stock of New Media General after giving effect to the transaction.

Pursuant to the LIN LLC Agreement, the holders of LIN common shares are entitled to rights of appraisal in the event of a merger of LIN that would give rise to appraisal rights under Delaware law if LIN were a Delaware corporation and the holders of LIN common shares were stockholders of such corporation. Accordingly, the LIN shareholders may seek appraisal rights, if available, in connection with the LIN Merger under Delaware law with respect to their LIN common shares and, if such rights are perfected, such shareholders will be entitled to receive payment of the appraised value of such shares in accordance with Delaware law instead of receiving cash/and or shares of common stock in connection with the LIN Merger. See “Appraisal Rights” beginning on page 164.

### ***Election Procedures***

Media General and LIN will mutually agree upon an election form and other appropriate and customary transmittal materials, which we refer to as the “election form,” that will be mailed to LIN shareholders not more than 45 days and not less than 30 days prior to the anticipated completion of the transaction, or on such other date as Media General and LIN will mutually agree. The election form will be mailed to each holder of record of LIN common shares as of the close of business on a business day prior to the date of such mailing selected by LIN and reasonably acceptable to Media General.

Each election form will permit the holder to specify (i) the number of shares of such holder’s LIN common shares with respect to which such holder elects to receive the cash consideration, and (ii) the number of shares of such holder’s LIN common shares with respect to which such holder elects to receive the New Media General share consideration. LIN shareholders need not elect to receive the same form of consideration for all of the LIN shares they own. Any LIN common shares with respect to which the exchange agent has not received an effective, properly completed election form on or before 5:00 p.m., New York City time, on the fifth day prior to the closing date (or such later date as Media General and LIN may agree), which we refer to as the “election deadline,” will be deemed to be no-election shares. An election is only properly made if the exchange agent receives a properly completed election form by the election deadline. To be properly completed, an election form must be accompanied by one or more LIN certificates representing all LIN common shares covered by such election form, together with duly executed transmittal materials included in the election form, or in the case of book-entry securities, receipt of an “agent’s message” by the exchange

agent to which such election form applies. Any election form may be revoked or changed by written notice received by the exchange agent prior to the election deadline.

*Proration and Allocation Procedures*

If the number of cash electing shares is greater or less than the Cash Election Cap, then the consideration to be received by the LIN shareholders in exchange for their LIN common shares will be allocated in the manner described below.

*Cash Oversubscribed*

If the total number of cash electing shares exceeds the Cash Election Cap, then the LIN shareholders holding such cash electing shares will receive a mix of cash and shares of New Media General's voting common stock. If the cash consideration is oversubscribed, then:

each stock electing share, and each no election share, will be converted into the right to receive the New Media General share consideration; and

each cash electing share will be converted into the right to receive:

an amount in cash equal to the product of \$27.82 multiplied by a fraction, the numerator of which is the Cash Election Cap and the denominator of which is the total number of cash electing shares. We refer to such fraction as the “cash fraction;” and

a number of shares of New Media General voting common stock equal to the product of 1.5762 multiplied by a fraction equal to one minus the cash fraction.

*Cash Undersubscribed*

If the total number of cash electing shares is less than the Cash Election Cap (in such case, we refer to the difference between the Cash Election Cap and the total number of cash electing shares as the “shortfall number”), then the following procedures will be followed:

each cash electing share will be converted into the right to receive the cash consideration; and

if the shortfall number is less than or equal to the total number of no election shares, then:

each stock electing share will be converted into the right to receive the New Media General share consideration; and

each no election share will be converted into the right to receive:

an amount in cash equal to the product of \$27.82 multiplied by a fraction, the numerator of which is the shortfall number and the denominator of which is the total number of no election shares. We refer to such fraction as the “shortfall fraction;” and

a number of shares of New Media General voting common stock equal to the product of 1.5762 multiplied by a fraction equal to one minus the shortfall fraction;

if the shortfall number is greater than the total number of no election shares (in such case, we refer to the number of shares by which the shortfall number exceeds the number of no election shares as the “shortfall excess”), then:

each no election share will be converted into the right to receive the cash consideration; and

each stock electing share will be converted into the right to receive:

an amount in cash equal to the product of \$27.82 multiplied by a fraction, the numerator of which is the shortfall excess and the denominator of which is the number of no election shares. We refer to such fraction as the “excess fraction;” and

a number of shares of New Media General voting common stock equal to the product of 1.5762 multiplied by a fraction equal to one minus the excess fraction.

*Treatment of Stock Options and Other Stock-Based Awards*

*Media General*

At the effective time of the Media General Merger, each stock option of Media General outstanding immediately prior to such time will become an option to purchase the same number of shares of New Media General voting common stock equal to the number of shares of Media General voting common stock subject to such stock option, on the same terms and conditions as applied to such stock option immediately prior to the effective time of the Media General Merger (including applicable vesting, exercise and expiration provisions).

At the effective time of the Media General Merger, each share of restricted stock of Media General and other awards or benefits measured by the value of a number of shares of Media General voting common stock (including DSUs, restricted stock units, phantom units, deferred stock units, stock equivalents and dividend equivalents) will become an award on the same terms and conditions applicable to such restricted stock or other award immediately prior to the effective time of the Media General Merger with respect to the number of shares of New Media General voting common stock that is equal to the number of shares of Media General voting common stock subject to such award.

#### *LIN*

At the effective time of the LIN Merger, each option to purchase LIN common shares outstanding immediately prior to such time will become an option to purchase, on the same terms and conditions as applied to such option immediately prior to the effective time of the LIN Merger (including applicable vesting, exercise and expiration provisions), shares of New Media General voting common stock, except that (i) the number of shares of New Media General voting common stock subject to conversion from such options will equal the product of the number of LIN common shares that were subject to such options immediately prior to such time multiplied by 1.5762, with the result rounded down to the nearest whole number and (ii) the per share exercise price of each such option will be equal to the quotient determined by dividing the exercise price per share at which such option was exercisable immediately prior to such time by 1.5762, with the result rounded up to the nearest whole cent.

At the effective time of the LIN Merger, each restricted share of LIN and other awards or benefits measured by the value of a number of LIN common shares (including restricted stock units, phantom units, deferred stock units, stock equivalents and dividend equivalents) will become an award on the same terms and conditions applicable to such restricted stock or other award immediately prior to the effective time of the LIN Merger with respect to the number of shares of New Media General voting common stock that is equal to the product of the number of LIN common shares subject to such award multiplied by 1.5762.

If the employment of a holder of an outstanding New Media General stock option or stock-based award that was converted from an option for, or a share-based award based on, LIN common shares is involuntarily terminated by New Media General or any of its subsidiaries within twelve months after the effective time of the LIN Merger (other than for cause (as defined below)), all of the then unvested stock options or stock-based awards held by such holder will become fully vested upon such termination and, in the case of a stock option, will be exercisable for a period of 30 days following the effective date of such termination (or, with respect to a stock option that has vested prior to such termination, such longer period as may be applicable to such stock option upon such termination of employment, in accordance with the terms and conditions of such stock option as of the effective time of the LIN Merger). For purposes of this paragraph, the term "cause" means, with respect to any holder, such holder (i) has been convicted of, or entered a pleading of guilty or *nolo contendere* (or its equivalent in the applicable jurisdiction) to, any criminal offense (whether or not in connection with the performance by the employee of his or her obligations and duties to New Media General and/or any of its subsidiaries), excluding offenses under road traffic laws, or misdemeanor offenses, that are subject only to a fine or non-custodial penalty; (ii) has willfully failed to perform the duties properly assigned to him or her by New Media General or any of its subsidiaries, and such holder has the physical capacity to perform

such duties; or (iii) has engaged in gross negligence or willful misconduct with respect to New Media General or any of its subsidiaries.

*Certain Representations and Warranties*

. The representations and warranties in the merger agreement were made as of specific dates. The assertions embodied in those representations and warranties were made solely for purposes of the contract among Media General, LIN and the merger subsidiaries and may be subject to important qualifications and limitations agreed to by Media General and LIN in connection with negotiating the terms of the merger agreement. Additionally, subject to certain exceptions, the representations and warranties made by Media General and LIN in the merger agreement are qualified by the information disclosed by Media General or LIN, respectively, with the SEC prior to the date of the merger agreement, excluding any risk factor disclosures, disclosure of risks in any “forward-looking statements” disclaimer and any other statements that are similarly predictive or forward-looking in nature. Moreover, certain representations and warranties may not be accurate or complete as of any specified date because they are subject to a contractual standard of materiality (including, in many cases, “material adverse effect”) different from those generally applicable to shareholders and in some cases may be qualified by disclosures made by one party to the other in disclosure letters delivered by such party to the other, which are not necessarily reflected in the merger agreement or were used for the purpose of allocating risk between Media General and LIN rather than establishing matters as facts. Finally, information concerning the subject matter of the representations and warranties in the merger agreement may have changed since the date of the merger agreement, which may or may not be fully reflected in Media General’s or LIN’s public disclosures. Media General and LIN will provide additional disclosure in their public reports to the extent that they are aware of the existence of any material facts that are required to be disclosed under federal securities laws and that might otherwise contradict the terms and information contained in the merger agreement, and will update such disclosure as required by federal securities laws. The representations and warranties in the merger agreement do not survive the closing of the transaction. For the foregoing reasons, you should not rely on the representations and warranties in the merger agreement as statements of factual information. Some of the more significant representations and warranties that Media General and LIN each made to the other relate to:



valid existence, good standing and corporate authority to conduct business, including with respect to its subsidiaries;

capital stock, limited liability company interests, stock options and other equity interests;

corporate authority to enter into the merger agreement and other agreements contemplated by the transaction, and to consummate such transaction;

approval of the merger agreement and the transaction by its Board of Directors;

absence of conflict with or breach of organizational documents, certain agreements and applicable law resulting from the execution and delivery of the merger agreement and the consummation of the transaction;

SEC filings;

required governmental approvals;

financial statements;

broker's fees;

absence of certain changes or events;

litigation;

taxes;

employee benefits and labor matters;

compliance with applicable laws and possession of necessary permits and licenses;

existence and validity of, and compliance with, material contracts;

absence of certain undisclosed liabilities;

interests in real property;

compliance with environmental laws and other environmental matters;

inapplicability of state anti-takeover statutes and rights agreements;

internal controls and procedures;

insurance;

intellectual property;

transactions with related parties;

information supplied for inclusion in filings and notices;

compliance with anti-bribery laws, including the Foreign Corrupt Practices Act;

the shareholder votes required to approve the merger agreement and the transactions contemplated by the merger agreement;

matters related to multi-channel video programming distributors;

opinions of financial advisors;

ownership of the other party's equity securities; and

licensees.

In addition, Media General has made representations to LIN relating to the availability of funds.

For purposes of the merger agreement, a "material adverse effect" with respect to a party and its subsidiaries is defined to mean a material adverse effect on the business, financial condition or results of operations of the party and its subsidiaries taken as a whole. However, for purposes of determining whether there has been or there is reasonably likely to be a material adverse effect with respect to a party and its subsidiaries, the results of the following events or changes are not taken into account:

the failure to meet any internal or external projections, forecasts or estimates of earnings, revenues or other metrics for any period or change in the market price or trading volume of the party's shares, except that any event or change causing such failure may be taken into account;

any changes that generally affect the industries or markets in which the party and its subsidiaries operate (except to the extent that the party is disproportionately affected as compared with the other party, but only to the extent of such disproportionality);

changes generally in economic or financial markets, including changes in interest or exchange rates, regulatory or political conditions or in applicable laws or GAAP (except to the extent that the party is disproportionately affected as compared with the other party, but only to the extent of such disproportionality);

changes due to war or acts of terrorism;

other than with respect to certain representations, warranties and conditions contained in the merger agreement, the announcement or pendency of the merger agreement or the transaction or the identity of the other party or any of its affiliates or actions taken by the other party and the impact thereof on such party's relationships, contractual or otherwise, with agents, customers, suppliers, vendors, licensees, licensors, lenders, partners, employees or regulators, including the FCC;

the taking of any action required by, or failure to take any action prohibited by, the merger agreement or at the written request or with the prior written consent of the other party; and

earthquakes, hurricanes, floods or other natural disasters.

***Conduct of Media General's and LIN's Businesses Pending the Transaction***

Prior to the closing of the transaction, except as expressly permitted by the merger agreement or unless otherwise consented to in writing by the other party (such consent not to be unreasonably withheld, conditioned or delayed), each of Media General and LIN has agreed that it will, and will cause its respective subsidiaries to, conduct its business in all material respects in the ordinary course and use its reasonable best efforts to maintain its FCC licenses and rights of it and its subsidiaries thereunder and to preserve intact in all material respects its current business organization, ongoing businesses and significant relationships with third parties.

Unless otherwise permitted under the merger agreement, or to the extent the other party otherwise consents in writing (such consent not to be unreasonably withheld, conditioned or delayed), each of Media General and LIN has generally agreed that it will not:

declare or pay any dividends or make any distributions with respect to any of its capital stock, limited liability company interests or other equity securities (other than intercompany dividends and distributions);

split, recapitalize, subdivide, combine or reclassify any of its capital stock, limited liability company interests or other equity interests or issue or authorize any other securities in respect of shares of its capital stock, limited liability company interests or other equity interests;

purchase, redeem or otherwise acquire any shares of its capital stock, limited liability company interests or other equity interests (including with respect to LIN, other than intercompany purchases or redemptions);

with respect to LIN, issue, deliver, sell, pledge or otherwise encumber or subject to any lien (other than certain permitted liens), any of its limited liability company interests or other equity interests, or any rights, warrants, options or securities exercisable, convertible or exchangeable for, or the value of which is determined in reference to, any such limited liability company interests or other equity interests, except for (i) issuances pursuant to the conversion of LIN Class B common shares to LIN Class A common shares or of LIN Class C common shares to LIN Class A common shares, or (ii) issuances of LIN Class A common shares upon the exercise or settlement of LIN equity grants in the ordinary course of business;

with respect to Media General, issue, deliver, sell, pledge or otherwise encumber or subject to any lien (other than certain permitted liens), any shares of its capital stock or other equity interests, or any rights, warrants, options or securities exercisable, convertible or exchangeable for, or the value of which is determined in reference to, any such shares of capital stock or other equity interests, except for (i) issuances pursuant to the conversion of Media General voting common stock to Media General non-voting common stock or of Media General non-voting common stock to Media General voting common stock, or (ii) grants and awards of stock options and other stock-based awards in the ordinary course of business and issuances of Media General voting common stock upon the exercise of stock options or the settlement of stock-based awards;

amend its organizational documents or any organizational documents of any of its subsidiaries (and with respect to LIN, other than its licensee companies, and with respect to Media General, other than the amendment contemplated by the MG amendment proposal);

(i) acquire or agree to acquire, through a merger or otherwise, any other person or entity, or (ii) outside the ordinary course of business, otherwise acquire any assets or properties, in an aggregate amount (measuring clauses (i) and (ii) collectively) in excess of \$10 million (provided that any related party transactions will require the consent of the other party to the merger agreement);

with respect to LIN, sell, lease, exclusively license, subject to any lien (other than certain permitted liens), or otherwise dispose of any of its properties or assets (including intellectual property), other than in the ordinary course of business without material effect to the business of LIN and its subsidiaries (but in no event may LIN or any of its subsidiaries participate in any spectrum auction involving the sale of its spectrum) or to comply with the governmental and regulatory provisions of the merger agreement;

with respect to Media General, sell, lease, exclusively license, subject to any lien (other than certain permitted liens), or otherwise dispose of any of its properties or assets (including intellectual property), other than (i) in the ordinary course of business without material effect to the business of Media General and its subsidiaries, (ii) for consideration with a fair market value of less than \$250,000, individually, or \$1 million in the aggregate, or (iii) to comply with the governmental and regulatory provisions of the merger agreement;

with respect to LIN, incur, or materially amend the terms of, any indebtedness, except for borrowings under its existing credit facility in the ordinary course of business so long as the outstanding indebtedness under such credit facility does not exceed certain amounts;

with respect to Media General, incur any indebtedness, except for borrowings incurred in the ordinary course of business or to fund acquisitions permitted by the merger agreement and except for borrowings and financing related to the transaction;

with respect to LIN, make any loans, advances or capital contributions to, or investments in, any person or entity other than itself or its wholly owned subsidiaries and ordinary course advances and reimbursements to employees;

with respect to LIN, change in any respect its accounting methods or principles or change an annual accounting period, except as required by changes in GAAP or applicable law;

make, change or revoke any material tax election, settle, compromise (other than any settlement or compromise not greater than \$100,000) or consent to any extension or waiver of the limitation period applicable to any audit, assessment or claim for material taxes, amend any material tax return, enter into any closing agreement with any governmental entity regarding material taxes or surrender any claim for a refund of material taxes;

with respect to LIN, other than in the ordinary course of business consistent with past practice, terminate, amend, enter into or renew any material contract, or waive, release or assign any rights or claims under a material contract, except for the termination of any material contract pursuant to its terms;

modify or accede to the modification of any of its FCC licenses if doing so is reasonably likely to be materially adverse to the interests of the combined company and its subsidiaries in the operation of television broadcast stations or, with respect to LIN, fail to provide Media General with a copy of (and a reasonable opportunity to review and comment on) any application to modify any of LIN's FCC licenses reasonably in advance of filings with the FCC;

apply to the FCC for any construction permit that would restrict the party's stations' operations or make any material change in the assets of the party's stations that is not in the ordinary course of business, except as may be necessary or advisable to maintain effective transmission of the party's station signals within such station's service area;

make or authorize any new capital expenditures other than pursuant to the party's capital expenditure budget or any other capital expenditures to address exigent circumstances that (i) do not exceed \$250,000 individually or \$1 million, in the aggregate, or (ii) are made after consultation with the other party;

with respect to LIN, except to the extent required by its benefit plans, labor agreements or employment agreements:

grant or pay any increase in severance or termination pay, compensation or benefits of any current or former director, officer or employee (except in the ordinary course of business and consistent with past practice to employees that are not officers or directors and whose annual compensation would not exceed \$250,000 after giving effect to any such increase);

grant or award any stock options or other stock-based awards to any director, officer or employee;

accelerate the payment, funding or vesting of any benefit provided to any current or former director, officer or employee; or

enter into, waive, adopt or modify any benefit plan, labor agreement or employment agreement with any current or former director or officer or any employee whose annual compensation would exceed \$250,000 after giving effect to such action (except in the ordinary course of business and consistent with past practice);

with respect to LIN, acquire any shares of capital stock of Media General or any other equity securities of Media General;

adopt or enter into a plan of complete or partial liquidation, dissolution or other reorganization;



with respect to LIN, pay, discharge or settle any litigation, arbitration, proceeding or claim which would reasonably be expected to limit or restrict the operation of its business or that of the combined company in any material respect, or would require the payment of an amount in excess of \$500,000 in the aggregate, after taking into account any insurance proceeds available therefor; or

agree to take, make any commitment to take, or cause its Board of Directors to adopt any resolutions approving, any such actions listed above.

***Restrictions on LIN's Solicitation of Acquisition Proposals***

On March 21, 2014, LIN was required to immediately cease all then existing discussions with any other person relating to alternative acquisition proposals or acquisition inquiries. In addition, LIN has agreed that it will not and will cause its subsidiaries not to and will use its reasonable best efforts to cause its and its subsidiaries' representatives not to, directly or indirectly:

solicit, initiate, knowingly encourage or knowingly facilitate the making, submission or announcement of any acquisition proposal or acquisition inquiry with respect to LIN;

furnish any non-public information regarding it or any of its subsidiaries to any person in connection with or in response to an acquisition proposal or acquisition inquiry with respect to LIN;

engage in discussions or negotiations with any person relating to any acquisition proposal or acquisition inquiry with respect to LIN (other than discussions in the ordinary course of business that are unrelated to an acquisition proposal or acquisition inquiry);

approve, endorse or recommend any acquisition proposal or acquisition inquiry with respect to LIN or withdraw or propose to withdraw its approval and recommendation of the merger agreement and the transaction; or

enter into any letter of intent, agreement in principle, merger, acquisition, purchase or joint venture agreement or other similar agreement for any alternative transaction with respect to LIN.

Notwithstanding the foregoing, if LIN received a bona fide unsolicited written acquisition proposal prior to April 25, 2014, LIN could have, at any time prior to April 25, 2014, contacted the person making such proposal to inquire as to the financial capability of such person to make a superior offer for LIN. In addition, LIN could have (i) provided pre-approved information to such person and (ii) participated in up to two telephone conferences (not to exceed, in each case, 90 minutes in length) with representatives of such person to answer questions regarding the information, but in any event only following such person's execution of a confidentiality agreement no less restrictive than the

confidentiality agreement executed by Media General, provided that:

such acquisition proposal did not result from a breach of LIN's non-solicitation obligations in the merger agreement;

LIN's Board of Directors or a committee thereof determined in its good faith judgment, after consulting with outside counsel and a nationally recognized third party financial advisor, that such party could reasonably be expected to have the financial capability necessary to make a superior offer; and

LIN gave Media General notice prior to taking any such actions and, within 24 hours, provided Media General with any non-public information provided to such persons making an acquisition proposal not previously provided to Media General.

LIN did not receive any such written acquisition proposals prior to April 25, 2014.

In addition, immediately following April 25, 2014, LIN was required to terminate any contact with any such party with respect to an acquisition proposal or acquisition inquiry (unless otherwise permitted by the merger agreement).

Also notwithstanding the foregoing restrictions, if LIN receives a bona fide unsolicited written acquisition proposal prior to receiving the approval of the transaction by its shareholders, LIN may (i) provide information to such person following such person's execution of a confidentiality agreement no less restrictive than the confidentiality agreement executed by Media General and (ii) enter into negotiations with such person regarding such person's acquisition proposal, provided that:

such acquisition proposal did not result from a breach of LIN's non-solicitation obligations in the merger agreement;

LIN's Board of Directors determines in its good faith judgment, after consulting with outside counsel and a nationally recognized third party financial advisor, that such acquisition proposal constitutes or would reasonably be expected to lead to a superior offer for LIN;

failing to take such actions would be reasonably likely to be inconsistent with the board's fiduciary duties under applicable law;

LIN must give Media General notice prior to taking any such actions and, within 24 hours, provide Media General with any non-public information provided to such persons making an acquisition proposal not previously provided to Media General; and

LIN may not directly or indirectly reimburse or pay the expenses of, or provide compensation to, any such person who makes an acquisition proposal or acquisition inquiry.

LIN's Board of Directors may not (i) modify or withdraw its recommendation of the merger agreement and the transaction in a manner adverse to Media General, (ii) approve or recommend, or propose publicly to approve or recommend, with respect to, an alternative acquisition proposal for LIN or (iii) approve or recommend, or propose publicly to approve or recommend, or cause LIN or its subsidiaries to enter into any agreement in respect of an acquisition proposal for LIN (other than a confidentiality agreement in compliance with the merger agreement). However, the LIN Board of Directors may change its recommendation (other than in connection with an acquisition proposal) prior to LIN receiving the approval of the transaction by its shareholders if the Board of Directors determines in its good faith judgment, after consulting with outside counsel, that failing to take such action would be reasonably likely to be inconsistent with the Board's fiduciary duties under applicable law. LIN must provide Media General with four business days prior written notice of such action.

LIN must promptly advise Media General of any acquisition proposal or specific acquisition inquiry made with respect to LIN, including the identity of the person making such proposal or inquiry and the terms thereof, prior to the earlier of the effective time of the LIN Merger and the termination of the merger agreement. In addition, LIN must keep Media General informed on a current basis regarding the material developments in status and terms related to an acquisition proposal or specific acquisition inquiry, including whether such proposal or inquiry has been withdrawn or rejected and any material changes to the terms thereof.

An "acquisition inquiry" means an inquiry, indication of interest or request for non-public information from a third party that could reasonably be expected to lead to an acquisition proposal.

An “acquisition proposal” means any offer or proposal of a third party contemplating or otherwise relating to any transaction or possible transaction or series of related transactions with a person or group (as defined in the Exchange Act) concerning any:

merger, consolidation, business combination, share exchange, joint venture or similar transaction involving Media General or LIN, as applicable, or any of their subsidiaries, pursuant to which such person or group would own 20% or more of the consolidated assets, revenues or net income of Media General or LIN, as applicable, and its subsidiaries, taken as a whole;

sale, lease, license or other disposition of assets of Media General or LIN, as applicable, (including equity interests of any of its subsidiaries) or any subsidiary of Media General or LIN, as applicable, representing 20% or more of the consolidated assets, revenues or net income of Media General or LIN, as applicable, and its subsidiaries, taken as a whole;

issuance or sale or other disposition of equity interests representing 20% or more of the issued and outstanding equity securities of Media General or LIN, as applicable;

transaction or series of transactions in which any person or group would acquire beneficial ownership or the right to acquire beneficial ownership of equity interests representing 20% or more of the issued and outstanding equity securities of Media General or LIN, as applicable; or

any combination of the foregoing.

A “specific acquisition inquiry” means an acquisition inquiry which, in response thereto, LIN determines to provide or make available to the third party making such acquisition inquiry certain information regarding LIN. A “superior offer” for LIN means a bona fide written acquisition proposal (except that references in the definition of acquisition proposal to “20%” will be replaced by “50%”) with respect to LIN that is determined by its Board of Directors, in its good faith judgment, after consulting with a nationally recognized third party financial advisor and outside legal counsel, and after taking into account all the terms of the acquisition proposal (including, without limitation, the legal, financial and regulatory aspects of such proposal, the availability of any financing, the identity of the person making such proposal, the anticipated time of completion of the proposed transaction and the conditions for completion of such proposal), (i) to be more favorable, from a financial point of view, to LIN’s shareholders than the transaction contemplated by the merger agreement (taking into account any revisions proposed by Media General to the merger agreement and other transaction documents) and (ii) is reasonably expected to be consummated.

***Change of Recommendation by LIN’s Board of Directors***

LIN’s Board of Directors may change its recommendation in connection with a superior proposal, prior to the approval of the transaction by LIN’s shareholders, if:

LIN receives a bona fide unsolicited acquisition proposal that did not result from a violation of the restrictions described in “Restrictions on LIN’s Solicitation of Acquisition Proposals” above;

LIN’s Board of Directors determines in its good faith judgment, after consulting with its outside legal counsel and a nationally recognized third party financial advisor, that such acquisition proposal constitutes a superior offer for LIN;

LIN provides four business days prior notice to Media General that it intends to take such action and the reasons for such action;

to the extent requested by Media General during the applicable notice period, LIN negotiates in good faith with Media General with respect to any revisions to the merger agreement so that such acquisition proposal ceases to constitute a superior offer; and

LIN’s Board of Directors continues to believe, following any such negotiations with respect to revisions, in its good faith judgment, after consulting with its outside counsel and a nationally recognized third party financial advisor, that such acquisition proposal constitutes a superior offer and that the failure to take such action would reasonably be likely to be inconsistent with the board’s fiduciary duties under applicable law.

In addition, LIN’s Board of Directors may change its recommendation other than in connection with a superior proposal, prior to the approval of the transaction by LIN’s shareholders, if:

LIN's Board of Directors determines in its good faith judgment, after consulting with outside counsel, that failing to take such action would be reasonably likely to be inconsistent with the board's fiduciary duties under applicable law; and

LIN provides four business days prior notice to Media General that it intends to take such action and the reasons for such action.

Media General may terminate the merger agreement within five business days following a change of recommendation by LIN's Board of Directors, and in such event, LIN will be required to pay Media General a termination fee of \$57.3 million.

***Termination by LIN in Connection with a Superior Offer***

LIN may terminate the merger agreement to enter into an agreement for a superior proposal if, prior to the approval of the transaction by LIN's shareholders:

LIN receives a bona fide unsolicited acquisition proposal that did not result from a violation of the restrictions described in "Restrictions on LIN's Solicitation of Acquisition Proposals" above;

LIN's Board of Directors determines in its good faith judgment, after consulting with its outside counsel and a nationally recognized third party financial advisor, that such acquisition proposal constitutes a superior offer for LIN;

LIN provides four business days prior notice to Media General that it intends to take such action and the reasons for such action;

to the extent requested by Media General during the applicable notice period, LIN negotiates in good faith with Media General with respect to any revisions to the merger agreement so that such acquisition proposal ceases to constitute a superior offer;

LIN's Board of Directors continues to believe, following any such negotiations with respect to revisions, in its good faith judgment, after consulting with its outside counsel and a nationally recognized third party financial advisor, that such acquisition proposal constitutes a superior offer and that the failure to take such action would reasonably be likely to be inconsistent with the board's fiduciary duties under applicable law; and

LIN pays Media General a termination fee of \$57.3 million upon termination (except under circumstances described below, where LIN may be entitled to pay Media General a lesser termination fee of \$26.6 million).

***Restrictions on Media General's Solicitation of Acquisition Proposals***

On March 21, 2014, Media General was required to immediately cease all then existing discussions with any other person relating to alternative acquisition proposals or acquisition inquiries. In addition, Media General has agreed that it will not and will cause its respective subsidiaries not to and will use its reasonable best efforts to cause its and its subsidiaries' representatives not to, directly or indirectly:

solicit, initiate, knowingly encourage or knowingly facilitate the making, submission or announcement of any acquisition proposal or acquisition inquiry with respect to Media General;

furnish any non-public information regarding it or any of its subsidiaries to any person in connection with or in response to an acquisition proposal or acquisition inquiry with respect to Media General;

engage in discussions or negotiations with any person relating to any acquisition proposal or acquisition inquiry with respect to Media General (other than discussions in the ordinary course of business that are unrelated to an acquisition proposal or acquisition inquiry);

approve, endorse or recommend any acquisition proposal or acquisition inquiry with respect to Media General; or

enter into any letter of intent, agreement in principle, merger, acquisition, purchase or joint venture agreement or other similar agreement (other than a confidentiality agreement as discussed below) for any alternative transaction with respect to Media General.

Notwithstanding the foregoing, if Media General receives a bona fide unsolicited written acquisition proposal prior to receiving the approval of the transaction by its shareholders, Media General may (i) provide information to such person following such person's execution of a confidentiality agreement no less restrictive than the confidentiality agreement executed by LIN and (ii) enter into negotiations with such person regarding such person's acquisition proposal, provided that:

such acquisition proposal did not result from a breach of Media General's non-solicitation obligations in the merger agreement;

Media General's Board of Directors determines in its good faith judgment, after consulting with outside counsel and a nationally recognized third party financial advisor, that such acquisition proposal constitutes or would reasonably be expected to lead to a superior offer for Media General;

failing to take such actions would be reasonably likely to be inconsistent with the board's fiduciary duties under applicable law;



Media General must give LIN notice prior to taking any such actions and, within 24 hours, provide LIN with any non-public information provided to such persons making an acquisition proposal not previously provided to LIN; and

Media General may not directly or indirectly reimburse or pay the expenses of, or provide compensation to, any such person who makes an acquisition proposal or acquisition inquiry.

Media General's Board of Directors may not (i) modify or withdraw its recommendation of the merger agreement and the transaction in a manner adverse to LIN, (ii) approve or recommend, or propose publicly to approve or recommend, an alternative acquisition proposal for Media General or (iii) approve or recommend, or propose publicly to approve or recommend, or cause Media General or its subsidiaries to enter into any agreement in respect of an acquisition proposal for Media General (other than a confidentiality agreement in compliance with the merger agreement). However, the Board of Directors may change its recommendation prior to Media General receiving the approval of the transaction by its shareholders if:

Media General's Board of Directors determines in its good faith judgment, after consulting with outside counsel, that failing to take such action would be reasonably likely to be inconsistent with the board's fiduciary duties under applicable law;

Media General provides four business days prior notice to LIN that it intends to take such action and the reasons for such action;

to the extent requested by LIN during the applicable notice period, Media General negotiates in good faith with LIN with respect to any revisions to the merger agreement as would obviate the need for the Media General Board of Directors to change its recommendation; and

Media General's Board of Directors continues to believe, following any such negotiations with respect to revisions, in its good faith judgment, after consulting with outside legal counsel, that the failure to change its recommendation would reasonably be likely to be inconsistent with the board's fiduciary duties under applicable law.

Media General must promptly advise LIN of any acquisition proposal made with respect to Media General, including the identity of the person making such proposal and the terms thereof, prior to the earlier of the effective time of the LIN Merger and the termination of the merger agreement. In addition, Media General must keep LIN informed on a current basis regarding the material developments in status and terms related to an acquisition proposal, including whether such proposal has been withdrawn or rejected and any material changes to the terms thereof.

***Director and Officer Indemnification and Insurance***

New Media General will cause the Surviving Company or any applicable subsidiary thereto to indemnify and hold harmless all past and present Directors and officers of LIN or such subsidiary following the closing of the transaction to the fullest extent permitted under applicable law in connection with any actual or threatened claim, suit, or other action and any losses, claims, damages, costs, judgments, fines, penalties and other amounts paid in settlement in connection with any such claim, suit, or other action, whether instituted by Media General or LIN, a government entity or any other person, for acts or omissions occurring at or prior to such closing (including in connection with the approval of the merger agreement and the closing of the transaction), and advance to such persons their legal costs and other expenses, subject to an undertaking by any such person to reimburse such expenses in the event that it is ultimately determined that such person is not entitled to be indemnified.

Media General and LIN agreed that all rights to indemnification from liabilities for acts or omissions occurring at or prior to the effective time of the LIN Merger existing prior thereto in favor of the current or former Directors and officers of LIN or any of its subsidiaries will survive the transaction. For six years following the closing of the transaction, the LLC Agreement of the surviving company will contain indemnification provisions no less favorable to the Directors and officers than those existing prior to the closing of the transaction.

LIN may purchase a six-year period “tail” insurance policy of at least the same coverage and amounts and containing provisions no less favorable to the Directors and officers of LIN or its subsidiaries as LIN’s and its subsidiaries’ existing insurance policy or policies, provided that the premium for any such tail policy will not exceed 300% of the aggregate annual amounts currently paid by LIN and its subsidiaries for such insurance. If LIN does not purchase a tail policy prior to the closing of the transaction, New Media General or the surviving company will purchase a tail policy, provided that the premium for any such tail policy will not exceed 300% of the aggregate annual amounts currently paid by LIN and its subsidiaries for such insurance.

### ***Employee Benefits***

After the closing of the transaction, the employees of Media General and its subsidiaries and the employees of LIN and its subsidiaries that become employees of New Media General and its subsidiaries will continue to participate and have coverage (or be offered participation and coverage) in Media General's and LIN's respective benefits plans or in the benefit plans adopted or implemented by New Media General or its subsidiaries following closing of the transaction. For purposes of eligibility, vesting and benefit accruals, continuing Media General and LIN employees enrolled in any benefit plan implemented by New Media General will be credited service to the same extent service was credited under the analogous Media General or LIN benefit plan (except such service credit will not apply with respect to benefit accruals for defined benefit plans or plans which provide post-retirement health or welfare benefits). New Media General and its subsidiaries have agreed to honor the accrued and vested obligations of Media General and LIN and their subsidiaries under such benefit plans.

To the extent that any employee of Media General becomes eligible to participate in a benefit plan of LIN or a new benefit plan, or any employee of LIN becomes eligible to participate in a benefit plan of Media General or a new benefit plan, New Media General will use commercially reasonable efforts to cause each plan to waive any preexisting condition limitations to the extent that such conditions are covered under the plans of Media General or LIN, as applicable, honor deductibles and co-payment expenses incurred by such employees prior to participation, and waive any waiting period limitations, in each case to the extent that any such employee of Media General or LIN had satisfied any similar limitation or requirement under an analogous medical, dental or health care insurance plan of Media General or LIN, as applicable.

### ***Other Covenants and Agreements***

#### ***Shareholder Meetings***

As promptly as practicable following the effectiveness of this Form S-4, Media General will hold a duly called meeting of its shareholders to consider and vote on the issuance of shares of New Media General voting common stock and the approval of the amendments to Media General's Articles of Incorporation, provided that the record date for such meeting will be no later than 10 days after the date on which this Form S-4 is declared effective and such meeting will be held within 40 days of such record date. Unless the merger agreement is terminated, Media General's obligation to hold a meeting of its shareholders will not be affected by the announcement of any acquisition inquiry or acquisition proposal for Media General, and Media General will not submit any acquisition proposal (other than the transaction) to the vote of its shareholders. Media General will not, without the prior written consent of LIN, adjourn or postpone its shareholder meeting (except, after consultation with LIN, in accordance with applicable law).

As promptly as practicable following the effectiveness of this Form S-4, LIN will hold a duly called meeting of its shareholders to consider and vote on the merger agreement, provided that the record date for such meeting will be no later than 10 days after the date on which this Form S-4 is declared effective and such meeting will be held within 40 days of such record date. Unless the merger agreement is terminated, LIN's obligation to hold a meeting of its shareholders will not be affected by the announcement of any acquisition inquiry or acquisition proposal for LIN, and LIN will not submit any acquisition proposal (other than the transaction) to the vote of its shareholders. LIN will not, without the prior written consent of Media General, adjourn or postpone its shareholder meeting (except, after consultation with Media General, in accordance with applicable law).

LIN and Media General will use their reasonable best efforts to schedule their respective shareholder meetings to occur on the same date.

*Efforts to Consummate the Transaction*

Media General and LIN each agreed to use commercially reasonable best efforts, in connection with the transaction, to:

obtain any required consents, approvals, waivers and authorizations of any governmental entity or other third party;

make all required filings and submissions with any governmental entity or other third party;

cooperate with the other party in determining which filings are required to be made prior to the closing with, and which material consents and approvals are required to be obtained prior to the closing from, governmental entities or other third parties in connection with the merger agreement and the transaction; and

cause the conditions to the transaction to be satisfied and all actions necessary to consummate the transaction to be taken.

Media General and LIN will jointly coordinate interactions with governmental entities, including in connection with the HSR Act, Communications Act and the FCC Rules.

Notwithstanding the foregoing, the obligations of Media General and LIN described above will not be construed to (i) require New Media General, Media General, LIN or any of their respective subsidiaries to take, or agree to take, any regulatory action, unless such action will be conditioned upon the consummation of the LIN Merger and the transactions contemplated by the merger agreement; or (ii) authorize or permit LIN or any of its subsidiaries to take any regulatory action without the prior written consent of Media General.

In addition, Media General is not required to agree to take actions to obtain the approval or consent of the regulatory authorities if such actions, together with any changes to the FCC's rules occurring after the date of the merger agreement, would reasonably be expected to result in the LIN television stations losing annual broadcast cash flow in excess of \$5 million. If it is determined that such actions, together with any such changes to the FCC's rules, would reasonably be expected to result in the LIN television stations losing annual broadcast cash flow in excess of \$5 million, Media General will have the right to terminate the merger agreement at any time within ten (10) business days following the date on which such determination is made (provided that if at any time after the date of such determination there is an event or development that would increase the amount of annual broadcast cash flow lost by the LIN television stations, Media General will again have the right to terminate the merger agreement during the ten (10) business day period following the date of the determination of the increase in lost annual broadcast cash flow).

### *Financing*

Prior to the closing, LIN has agreed that it will and will cause its subsidiaries to, and will use its commercially reasonable best efforts to cause its and its subsidiaries' representatives to, provide to Media General and New Media General such cooperation in connection with the transaction financing as may be reasonably requested by Media General. If and to the extent requested by Media General, LIN will cause LIN Television or another appropriate subsidiary to assist Media General with the discharge of LIN's 2018 Notes. Under the merger agreement, LIN is not obligated to incur any fees or liabilities with respect to the financing prior to the closing. Media General has agreed to indemnify and hold harmless LIN, its subsidiaries, and their respective representatives from and against all out-of-pocket costs and expenses (including attorneys' fees), judgments, fines, claims, losses, penalties, damages, interest, awards, liabilities or obligations directly or indirectly suffered or incurred by any of them in connection with

cooperation related to the financing and to reimburse LIN for all reasonable out-of-pocket costs and expenses (including reasonable attorneys' fees) incurred by LIN in connection with its cooperation related to the financing.

*Transaction Litigation*

Media General and LIN must each promptly notify the other of any actions, suits, claims or proceedings commenced against it or its officers or Directors in connection with the merger agreement and the transaction, including any litigation initiated by the holders of indebtedness of Media General or LIN or their respective subsidiaries. Media General and LIN will cooperate in the defense of such matters and not settle any such matters without the consent of the other party.

*Stock Exchange Delisting*

Media General and LIN agree to cooperate with each other in taking, or causing to be taken, all actions necessary to delist the LIN Class A common shares from the NYSE and terminate its registration under the Exchange Act, provided that such delisting and termination will not be effective until the effective time of the LIN Merger.

*Advise of Changes*

Media General must promptly advise LIN of any change or event that (i) could have a material adverse effect on Media General, or (ii) it believes would or would be reasonably likely to cause a material breach of any of Media General's representations and warranties or covenants contained in the merger agreement. LIN must promptly advise Media General of any change or event that (i) could have a material adverse effect on LIN, or (ii) it believes would or would be reasonably likely to cause a material breach of any of LIN's representations and warranties or covenants contained in the merger agreement. A failure by either party to advise the other of such change or event does not affect the representations and warranties or covenants contained in the merger agreement and does not independently constitute a failure of any condition to closing under the merger agreement.

*Tax Matters*

Each of Media General and LIN must use its reasonable best efforts to obtain from its counsel a written opinion dated as of the closing date to the effect that for U.S. federal income tax purposes the Media General Merger and the LIN Merger, taken together, will qualify as a transaction described in Section 351 of the Code and any similar opinion to be delivered in connection with the filing of the registration statement of which this joint proxy statement/prospectus is a part, and deliver a tax representation letter containing representations reasonably necessary or appropriate to enable counsel to Media General and LIN to render such opinions. Until the effective time of the LIN Merger, none of Media General, LIN or any of their respective subsidiaries will knowingly (i) take any action or fail to take any reasonable action, as a result of which the Media General Merger and the LIN Merger, taken together, are reasonably likely to fail to qualify as a transaction described in Section 351 of the Code or (ii) enter into any contract, agreement, commitment or arrangement to take or fail to take any such action described in (i).

*Section 16 Matters*

New Media General, Media General and LIN must take all commercially reasonable steps as may be necessary to cause the transaction to be exempt under Rule 16b-3 of the Exchange Act.

*Media General Public Offering*

Prior to the closing, Media General may effect one or more secondary public offerings of Media General common stock in accordance with the Registration Rights Agreement of Media General dated as of November 12, 2013. Under the merger agreement, LIN has agreed that it will, at Media General's sole expense, use its commercially reasonable best efforts to cooperate and assist Media General in connection with any such public offering, including furnishing Media General with all financial and other information concerning LIN and its related parties as may be necessary or advisable to be included in any offering documents and otherwise providing such assistance as may be necessary to assist Media General in effecting the offering or which may be reasonably requested by the underwriters in connection with any such public offering. The merger agreement does not require LIN to provide cooperation and assistance to the extent it unreasonably interferes with the ongoing business of LIN or any of its subsidiaries, and neither LIN nor any of its subsidiaries, nor any of their respective Directors, officers or affiliates, will be required to take any action as a member of the Board of Directors of LIN or of any of its subsidiaries to authorize or approve any public offering. Media General is required to provide LIN and its counsel with a reasonable opportunity to review and comment on any offering documents before filing with the SEC and give due consideration to any comments reasonably proposed by LIN or its counsel. Media General has agreed to indemnify and hold harmless LIN, its subsidiaries, and their respective representatives from and against all out-of-pocket costs and expenses (including attorneys' fees), judgments, fines, claims, losses, penalties, damages, interest, awards, liabilities or obligations directly or indirectly suffered or incurred by any of them in connection with cooperation related to these public offerings, and to reimburse LIN for all reasonable out-of-pocket costs and expenses (including reasonable attorneys' fees) incurred by LIN and its subsidiaries

(and their respective representatives) in connection with their cooperation related to the public offerings.

*Conditions to the Transaction*

The merger agreement contains customary closing conditions, including the following conditions that apply to the obligations of both Media General and LIN to consummate the transaction:

expiration or termination of the waiting period under the HSR Act;

receipt of all necessary consents from the FCC;

absence of any order in effect issued by a U.S. federal or state court of competent jurisdiction preventing the consummation of the transaction;

the SEC shall have declared the registration statement of which this joint proxy statement/prospectus is a part effective and no stop order suspending effectiveness shall have been issued;



the shares of New Media General voting common stock to be issued in connection with the transaction shall have been approved for listing on the NYSE, subject to an official notice of issuance;

the MG amendment shall have been filed, become effective, and be in full force and effect prior to the effective time of the Media General Merger;

the accuracy of the representations and warranties of the other party (with certain exceptions for inaccuracies that are de minimis or would not reasonably be expected to have a material adverse effect on the party making such representations and warranties) and receipt of an officer's certificate to that effect;

the performance in all material respects by each party of all obligations required to be performed by it under the merger agreement and receipt of an officer's certificate to that effect;

no event or change that would be reasonably likely to have a material adverse effect on the other party shall have occurred since March 21, 2014 and the receipt of an officer's certificate to that effect;

third-party consents under certain material contracts shall have been obtained; and

receipt of a written opinion from its legal counsel to the effect that for U.S. federal income tax purposes the Media General Merger and the LIN Merger, taken together, will qualify as a transaction described in Section 351 of the Code.

### ***Termination***

The merger agreement may be terminated at any time prior to the consummation of the transaction:

by mutual consent of Media General and LIN in a written instrument;

by either Media General or LIN:

if any U.S. federal or state court of competent jurisdiction shall have issued a final and nonappealable order permanently prohibiting or making the transaction unlawful, provided that the terminating party must have complied with certain of its obligations under the merger agreement with respect to such order;

if the special meeting of Media General's shareholders (including any adjournments and postponements thereof) is held and completed and the shareholder approvals required with respect to the transaction were not obtained

if the closing of the transaction has not occurred on or before March 21, 2015 (however, if the only conditions not satisfied are the expiration or termination of the waiting period under the HSR Act and the receipt of all necessary consents from the FCC, then the outside date will be automatically extended to June 21, 2015), unless the failure to close by such date is due to the failure of the terminating party to perform its covenants and agreements contained in the merger agreement;

by Media General:

if the closing conditions relating to the accuracy of LIN's representations and warranties or fulfillment of LIN's covenants cannot be satisfied due to a breach by LIN of its representations and warranties or covenants contained in the merger agreement, which breach is not cured by the outside date or within 30 days of notice of such breach, or which by its nature or timing cannot be cured prior to the outside date;

if the special meeting of LIN's shareholders (including any adjournments and postponements thereof) is held and completed and the shareholder approval required with respect to the transaction was not obtained;

at any time prior to the special meeting of LIN's shareholders, if (i) LIN has breached or failed to perform in any material respect its obligations with respect to its special meeting or its no solicitation obligations, (ii) LIN's Board of Directors fails to include its recommendation in the joint proxy statement/prospectus or changes its recommendation, or (iii) LIN's Board of Directors fails to reaffirm its recommendation within 10 business days after Media General's request to do so following an acquisition proposal (or an intention to make an acquisition proposal) with respect to LIN becoming public (provided that Media General may only terminate pursuant to (ii) or (iii) above for a five business day period following such event or the expiry of such 10 business day period); or

if actions to obtain the approval or consent of the regulatory authorities, together with changes to the FCC's rules occurring after the date of the merger agreement, would reasonably be expected to result in the LIN television stations losing annual broadcast cash flow in excess of \$5 million.

by LIN:

if the closing conditions relating to the accuracy of Media General's representations and warranties or fulfillment of Media General's or the merger subsidiaries' covenants cannot be satisfied due to a breach by Media General of its representations and warranties or covenants contained in the merger agreement, which breach is not cured by the earlier of the outside date or within 30 days of notice of such breach, or which by its nature or timing cannot be cured prior to outside date;

at any time prior to the special meeting of Media General's shareholders, if (i) Media General has breached or failed to perform in any material respect its obligations with respect to its special meeting or its no solicitation obligations, (ii) Media General's Board of Directors fails to include its recommendation in the joint proxy statement/prospectus or changes its recommendation, or (iii) Media General's Board of Directors fails to reaffirm its recommendation within 10 business days after LIN's request to do so following an acquisition proposal (or an intention to make an acquisition proposal) with respect to Media General becoming public (provided that LIN may only terminate pursuant to (ii) or (iii) above for a five business day period following such event or the expiry of such 10 business day period); or

by LIN, at any time prior to the special meeting of LIN's shareholders, in order to enter into a definitive agreement to accept a superior offer as further described in "Termination by LIN in Connection with a Superior Offer" above.

### ***Termination Fee***

Media General must pay to the holders of LIN common shares a termination fee of \$55.1 million in the aggregate if:

LIN terminates the merger agreement due to (i) a breach by Media General of its obligations with respect to its special meeting or its no solicitation obligations, (ii) a failure by Media General's Board of Directors to include its recommendation in the joint proxy statement/prospectus or if it changes its recommendation, or (iii) a failure of Media General's Board of Directors to reaffirm its recommendation within 10 business days after LIN's request to do so following an acquisition proposal (or an intention to make an acquisition proposal) with respect to Media General becoming public (provided that LIN may only terminate pursuant to (ii) or (iii) above for a five business day period following such event or the expiry of such 10 business day period);

Media General or LIN terminates the merger agreement because the transaction has not been consummated by the outside date and (i) prior to such termination a bona fide acquisition proposal with respect to Media General shall have been made and (ii) on or prior to the first anniversary of such termination Media General completes an

acquisition transaction or enters into a definitive agreement with respect to an acquisition transaction that is subsequently consummated;

Media General or LIN terminates the merger agreement because Media General's shareholders do not approve the transaction and (i) prior to the special meeting of Media General's shareholders an acquisition proposal with respect to Media General shall have been publicly made and such acquisition proposal has not been withdrawn prior to such special meeting and (ii) on or prior to the first anniversary of such termination Media General completes an acquisition transaction or enters into a definitive agreement with respect to an acquisition transaction that is subsequently consummated; or

LIN terminates the merger agreement because (x) the closing conditions relating to the accuracy of Media General's representations and warranties or fulfillment of Media General's or the merger subsidiaries' covenants cannot be satisfied due to a breach by Media General of its representations and warranties or covenants contained in the merger agreement, which breach is not cured by the earlier of March 21, 2015 or within 30 days of notice of such breach, or which by its nature or timing cannot be cured prior to March 21, 2015, and (y)(i) prior to such termination a bona fide acquisition proposal with respect to Media General shall have been made and (ii) on or prior to the first anniversary of such termination Media General completes an acquisition transaction or enters into a definitive agreement with respect to an acquisition transaction that is subsequently consummated.

LIN must pay Media General a termination fee of \$57.3 million if:

Media General terminates the merger agreement due to (i) a breach by LIN of its obligations with respect to its special meeting or its no solicitation obligations, (ii) a failure by LIN's Board of Directors to include its recommendation in the joint proxy statement/prospectus or if it changes its recommendation, or (iii) a failure of LIN's Board of Directors to reaffirm its recommendation within 10 business days after Media General's request to do so following an acquisition proposal (or an intention to make an acquisition proposal) with respect to LIN becoming public (provided that Media General may only terminate pursuant to (ii) or (iii) above for a five business day period following such event or the expiry of such 10 business day period);

LIN terminates the merger agreement to enter into an agreement with respect to a superior offer, as described in "Termination by LIN in Connection with a Superior Offer" above, provided, that if (x) LIN terminates the merger agreement to enter into an agreement with respect to a superior offer received prior to May 15, 2014, (y) the party meeting such superior offer made an acquisition proposal that the LIN Board of Directors determined would reasonably be expected to lead to a superior offer prior to April 25, 2014 and (z) LIN terminates the agreement within one business day after the conclusion of the notice period during which Media General has the right to re-negotiate the merger agreement with respect to such superior offer, LIN will be entitled to pay a lesser termination fee of \$26.6 million (LIN did not receive any such acquisition proposal prior to April 25, 2014);

Media General or LIN terminates the merger agreement because the transaction has not been consummated by the outside date and (i) prior to such termination a bona fide acquisition proposal with respect to LIN shall have been made and (ii) on or prior to the first anniversary of such termination LIN completes an acquisition transaction or enters into a definitive agreement with respect to an acquisition transaction that is subsequently consummated;

Media General terminates the merger agreement because (x) the closing conditions relating to the accuracy of LIN's representations and warranties or fulfillment of LIN's covenants cannot be satisfied due to a breach by LIN of its representations and warranties or covenants contained in the merger agreement, which breach is not cured by the earlier of March 21, 2015 or within 30 days of notice of such breach, or which by its nature or timing cannot be cured prior to March 21, 2015, and (y)(i) prior to such termination a bona fide acquisition proposal with respect to LIN shall have been made and (ii) on or prior to the first anniversary of such termination LIN completes an acquisition transaction or enters into a definitive agreement with respect to an acquisition transaction that is subsequently consummated; or

Media General terminates the merger agreement because LIN's shareholders do not approve the transaction and (i) prior to the special meeting of LIN's shareholders an acquisition proposal with respect to LIN shall have been publicly made and such acquisition proposal has not been withdrawn prior to such special meeting and (ii) on or prior to the first anniversary of such termination LIN completes an acquisition transaction or enters into a definitive agreement with respect to an acquisition transaction that is subsequently consummated.

### *Expenses*

Other than as described above in “Termination Fee,” whether or not the transaction is consummated, all costs and expenses incurred in connection with the merger agreement and the consummation of the transaction will be borne by the party incurring such expenses, except that (i) Media General and LIN will each be responsible for 50% of the filing fees related to filings with the FCC and under the HSR Act, and (ii) Media General will reimburse LIN for all reasonable costs and expenses (including reasonable attorneys’ fees) incurred by LIN and its subsidiaries (and its and their respective representatives) in connection with cooperation in connection with transaction financing and Media General public offerings.

***Amendment***

Subject to applicable law and except for the D&O indemnification and insurance provisions, the merger agreement may be amended at any time by written agreement of Media General and LIN, whether before or after approval by the shareholders of Media General or LIN.

***Extension of Time and Waiver***

At any time prior to the effective time of the LIN Merger, the parties may:

extend the time for the performance of any of the obligations of the other party;

waive any inaccuracies in the representations and warranties of the other party contained in the merger agreement;  
and

waive compliance with any of the agreements of the other party or conditions contained in the merger agreement.

An extension or waiver or failure to insist on strict compliance with an obligation, covenant or agreement in the merger agreement shall not operate as a waiver of, or estoppel with respect to, any subsequent or other failure. In the event that a condition to the merger agreement is waived, Media General and LIN, as applicable, currently intend to evaluate the materiality of any such waiver and its effect on Media General's shareholders or LIN's shareholders, as applicable, in light of the facts and circumstances at the time to determine whether any re-solicitation of proxies is required in light of such waiver.

**Description of the Standard General Voting Agreement**

*This section of the joint proxy statement/prospectus describes certain material terms of the voting agreement entered into by certain shareholders of Media General. The following summary is qualified in its entirety by reference to the complete text of such voting agreement, which is incorporated by reference and filed as an exhibit to the registration statement to which this joint proxy statement/prospectus relates. We urge you to read the entire voting agreement.*

On March 21, 2014, in connection with the execution of the merger agreement, Media General, LIN, Standard General Fund, L.P. and Standard General Communications, LLC entered into the SG voting agreement. As of March 21, 2014, the SG shareholders held (in the aggregate) approximately 30% of the outstanding shares of common stock of Media General.

Pursuant to the terms of the SG voting agreement, prior to the earlier of the effective time of the LIN Merger or the termination of the merger agreement, the SG shareholders agreed to vote or execute consents with respect to the shares of Media General's voting common stock owned by them (i) in favor of the approval of the MG share issuance proposal and the MG amendment proposal and (ii) against (x) any acquisition proposal other than the transactions contemplated by the merger agreement, (y) any transaction that would reasonably be expected to result in a breach of any covenant, representation or warranty or other obligation of Media General contained in the merger agreement or of an SG shareholder contained in the SG voting agreement or (z) any transaction that is intended to or would reasonably be expected to prevent, delay or adversely affect the mergers or the transaction.



The SG voting agreement automatically terminates upon the earlier of (i) the effective time of the LIN Merger and (ii) the termination of the merger agreement in accordance with its terms.

### **Description of the LIN Shareholders' Voting Agreements**

*This section of the joint proxy statement/prospectus describes certain material terms of the HMC voting agreement and the Carson voting agreement entered into by certain shareholders of LIN. The following summary is qualified in its entirety by reference to the complete text of such voting agreements, which are incorporated by reference and filed as exhibits to the registration statement on to which this joint proxy statement/prospectus relates. We urge you to read the entire HMC voting agreement and Carson voting agreement.*

On March 21, 2014, in connection with the execution of the merger agreement, Media General, LIN, and certain shareholders of LIN party thereto, which we refer to as the "LIN supporting shareholders," entered into the HMC voting agreement and the Carson voting agreement, which we refer to collectively as the "LIN voting agreements."

Pursuant to the terms of the LIN voting agreements, LIN supporting shareholders holding approximately 99% of the issued and outstanding LIN Class B common shares and all of the issued and outstanding LIN Class C common shares agreed to vote or execute consents in favor of the approval and adoption of the merger agreement and the transactions contemplated thereby and against (i) any acquisition proposal with respect to LIN or any other merger, dissolution or business combination other than the transactions contemplated by the merger agreement, (ii) any action or proposal to amend the LIN organizational documents, (iii) any transaction that would reasonably be expected to result in a breach of any covenant, representation or warranty or other obligation of LIN contained in the merger agreement or of a LIN shareholder contained in the LIN voting agreements and (iv) any transaction that is intended to or would reasonably be expected to prevent, delay or adversely affect the mergers or the transaction. In addition, the LIN supporting shareholders agreed not to transfer any LIN common shares held by them prior to the earlier of the LIN Merger or the termination of the merger agreement other than (i) pursuant to the merger agreement in accordance with its terms, (ii) with the prior written consent of Media General, and (iii) transfer to certain affiliates, and with respect to HMC shareholders, (iv) certain transfers in compliance with the Securities Act or to the limited partners of certain LIN supporting shareholders, but only up to a certain amount, and (v) certain transfers of LIN Class A common shares. These LIN supporting shareholders also agreed not to, prior to the earlier of the LIN Merger or the termination of the merger agreement, convert any LIN Class B common shares into Class A or Class C shares or convert any LIN Class C common shares into Class A shares.

Except as permitted under the merger agreement, the LIN supporting shareholders also agreed to (and to cause their respective representatives to) cease all discussions with any person relating to any acquisition proposal or acquisition inquiry in respect of LIN and agreed not to (and to use reasonable best efforts to cause their respective representatives not to) prior to the earlier of the LIN Merger or the termination of the merger agreement, directly or indirectly: (i) solicit any acquisition inquiries or acquisition proposals for LIN, (ii) furnish any non-public information regarding

LIN or any of its subsidiaries to any person who has made an acquisition inquiry or acquisition proposal for LIN, (iii) engage in discussions or negotiations with any person who has made any acquisition inquiry or acquisition proposal for LIN (other than discussions in the ordinary course of business that are unrelated to an acquisition inquiry or acquisition proposal) or (iv) enter into any agreement with respect to any acquisition inquiry or acquisition proposal for LIN. However, if LIN engages in any of the foregoing actions and the LIN Board of Directors determines that such actions are in compliance with the merger agreement, the LIN supporting shareholders and their representatives may participate in such actions.

With respect to the HMC voting agreement entered into with affiliates of Hicks Muse & Co. Partners, L.P., which we refer to as the “HMC shareholders,” the HMC shareholders agreed not to, from and after the closing date, transfer any shares of New Media General common stock held by such shareholders other than (i) with the prior written consent of New Media General, (ii) transfers solely to tender shares into a tender or exchange offer which the New Media General Board of Directors has approved or recommended or upon which the New Media General Board of Directors has expressed no opinion or in connection with a merger that has been approved or recommended by the New Media General Board of Directors, (iii) transfers to certain affiliates, (iv) transfers at any time during which the HMC shareholders and their affiliates, together beneficially own less than five percent of the issued and outstanding shares of New Media General, (v) transfers to limited or general partners in full or partial liquidation of such shareholder in accordance with its governing documents, and (vi) if John R. Muse is not a director of New Media General at the time of the transfer, any transfer in compliance with Rules 144(e) and 144(f) under the Securities Act. Additionally, with respect to New Media General and New Media General common stock, each HMC shareholder agreed not to form a group, make or participate in any solicitation of proxies or initiate any shareholder proposal.

As discussed under “The Transaction—LIN Merger Consideration” beginning on page 60, pursuant to the merger agreement, each LIN shareholder, including each HMC shareholder, will be treated identically with all other LIN shareholders with respect to the election procedure and proration calculation; thus, pursuant to the merger agreement, each HMC shareholder will be entitled to make elections to receive cash consideration or New Media General share consideration for each LIN common share held by such shareholder, and each HMC shareholder will be subject to the same election procedure and proration adjustments for oversubscribed consideration as all other LIN shareholders. The HMC voting agreement further provides that Media General will follow certain procedures to assure prompt payment following the closing date for shares in respect of which the HMC shareholders are owed cash consideration of \$27.82 after giving effect to the election procedure and proration calculation provided in the merger agreement.

The LIN voting agreements automatically terminate upon the earlier of the effective time of the LIN Merger or the termination of the merger agreement in accordance with its terms, except that the provisions of the HMC voting agreement applicable to periods after the closing of the transaction terminate when the HMC shareholders and their affiliates cease, in the aggregate, to beneficially own any shares of New Media General common stock.

## LITIGATION RELATED TO THE MERGERS

Following the announcement on March 21, 2014 of the execution of the Merger Agreement, three complaints were filed in the Delaware Court of Chancery challenging the proposed acquisition of LIN: *Sciabacucchi v. Lin Media LLC, et al.* (C.A. No. 9530-CB), *International Union of Operating Engineers Local 132 Pension Fund v. Lin Media LLC, et al.* (C.A. No.9538-CB), and *Pryor v. Lin Media LLC, et al.* (C.A. No. 9577-CB). The litigations are putative class actions filed on behalf of the public stockholders of LIN and name as defendants LIN, its directors, Media General, New Holdco, Merger Sub 1 and Merger Sub 2 and HM Capital Partners LLC and several of its alleged affiliates (Hicks, Muse, Tate & Furst Equity Fund III, L.P.; HM3 Coinvestors, L.P.; Hicks, Muse, Tate & Furst Equity Fund IV, L.P.; Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P.; HM4-EQ Coinvestors, L.P.; Hicks, Muse & Co. Partners, L.P.; Muse Family Enterprises, Ltd.; and JRM Interim Investors, L.P. (together with HM Capital Partners LLC and individual director defendant John R. Muse, which we collectively refer to as “HMC”)).

On April 18, 2014, the plaintiff in *Engineers Local 132 Pension Fund* voluntarily dismissed that action without prejudice and, on April 21, 2014, the Court approved the dismissal.

The operative complaints generally allege that the individual defendants breached their fiduciary duties in connection with their consideration and approval of the LIN Merger, that the entity defendants aided and abetted those breaches and that individual director defendant Royal W. Carson III and HMC breached their fiduciary duties as controlling shareholders of LIN by causing LIN to enter into the LIN Merger, which plaintiffs allege will provide disparate consideration to HMC. The complaints seek, among other things, declaratory and injunctive relief enjoining the LIN Merger. On April 25, 2014, the plaintiff in the *Sciabacucchi* action filed an amended complaint, and the plaintiffs in the *Sciabacucchi* and *Pryor* actions each filed a motion for an expedited hearing on the plaintiff's (yet-to-be filed) motion for a permanent injunction to enjoin the LIN Merger, requesting, among other things, that the Court set a permanent injunction hearing for September 2014. On April 30, 2014, the plaintiffs in the *Sciabacucchi* and *Pryor* actions filed a stipulation to consolidate the two actions, which was approved by the Court on May 1, 2014.

On May 15, 2014, plaintiffs in the consolidated action sent a letter to the Court withdrawing the pending motion to expedite.

The outcome of the lawsuit is uncertain and cannot be predicted with any certainty. An adverse judgment for monetary damages could have a material adverse effect on the operations and liquidity of LIN or Media General. An adverse judgment granting permanent injunctive relief could indefinitely enjoin completion of the transaction.



## UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

On November 12, 2013, Media General and Young were combined in an all-stock, tax-free merger. Although Media General was the legal acquirer in the Young Merger, the Young Merger was accounted for as a reverse merger whereby Young was deemed to have acquired Legacy Media General for accounting purposes. Consequently, the consolidated financial statements of Legacy Media General, the legal acquirer and a continuing public corporation in the Young Merger, have been prepared with Young as the surviving entity but named Media General, Inc. Accordingly, the statement of operations for the year ended December 31, 2013 reflects the results of Young from January 1, 2013 to November 11, 2013, and the results of the combined company from November 12, 2013 through December 31, 2013.

On February 3, 2014, LIN Digital Media LLC, a wholly owned subsidiary of LIN, acquired 100% of the capital stock of Federated Media, a digital content and conversational marketing company. The purchase price of this acquisition totaled \$22.3 million plus an adjustment for working capital delivered at closing, and was funded from cash on hand and amounts drawn on LIN's revolving credit facility. LIN's statement of operations for the three months ended March 31, 2014 includes the results of Federated Media for the period of February 3, 2014 through March 31, 2014. On March 21, 2014, Media General, certain of Media General's subsidiaries, and LIN entered into the merger agreement.

The unaudited pro forma condensed combined statement of operations that follows for the year ended December 31, 2013 has been derived from the historical consolidated financial statements of Media General for the year ended December 31, 2013, the historical consolidated financial statements of Legacy Media General for the period January 1, 2013 to November 11, 2013, which were previously filed by Media General with the SEC, and the historical consolidated financial statements of LIN, included in LIN's Annual Report on Form 10-K for the year ended December 31, 2013 attached as Annex G hereto, of which certain segment information was recast for all periods presented in LIN's Annual Report on Form 10-K for the year ended December 31, 2013 in LIN's Current Report on Form 8-K filed with the SEC on June 13, 2014 attached as Annex K to this joint proxy statement/prospectus, and the historical financial statements of Federated Media, included in LIN's Current Report on Form 8-K/A filed with the SEC on April 21, 2014 attached as Annex I hereto, for the year ended December 31, 2013, along with certain adjustments. The unaudited pro forma condensed combined financial information that follows for the three months ended and as of March 31, 2014 has been derived from Media General's unaudited interim condensed combined financial statements contained in Media General's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, which is incorporated by reference into this joint proxy statement/prospectus, and the unaudited interim consolidated financial statements of LIN included in LIN's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, which is attached as Annex J to this joint proxy statement/prospectus.

The unaudited pro forma condensed combined statement of operations for the year ended December 31, 2013 has been prepared as though the Young Merger and the LIN Merger occurred as of January 1, 2013. The unaudited pro forma condensed combined statement of operations for the three months ended March 31, 2014 has been prepared as though the LIN Merger occurred as of January 1, 2013, and the unaudited pro forma condensed combined balance sheet information at March 31, 2014 has been prepared as if the LIN Merger occurred as of March 31, 2014. The pro forma

adjustments are based on available information and assumptions that the management of Media General and LIN believe are reasonable. Such adjustments are estimates and are subject to change.

The unaudited pro forma condensed combined financial statements are provided for informational purposes only and do not purport to represent what the actual results of operations or the financial position of the combined company would be had the transactions occurred on the dates assumed, nor are they necessarily indicative of future combined results of operations or combined financial position. The unaudited pro forma condensed combined financial statements do not reflect any cost savings or other synergies that the management of Media General and LIN believe could have been achieved had the LIN Merger been completed on the dates indicated.

The LIN Merger will be accounted for using the acquisition method of accounting in accordance with the Financial Accounting Standards Board Accounting Standards Codification 805, which we refer to as "ASC 805." Media General's management has evaluated the guidance contained in ASC 805 with respect to the identification of the acquirer in this business combination and concluded, based on a consideration of the pertinent facts and circumstances, that Media General will acquire LIN for financial accounting purposes. Accordingly, Media General's cost to acquire LIN has been allocated to the acquired assets, liabilities and commitments based upon their estimated fair values. The allocation of the purchase price is preliminary and is dependent upon certain valuations that have not progressed to a stage where there is sufficient information to make a final allocation. In addition, the final purchase price of Media General's acquisition of LIN will not be known until the date of closing of the transaction and could vary materially from the preliminary purchase price. Accordingly, the final acquisition accounting adjustments may be materially different from the preliminary unaudited pro forma adjustments presented. The actual amounts recorded as of the completion of the transaction may differ materially from the information presented in the unaudited pro forma condensed combined financial statements as a result of several factors, including the following:

changes in LIN's net assets between the pro forma balance sheet date of March 31, 2014 and the closing of the transaction, which could impact the preliminary estimated purchase price or the preliminary estimated fair value as of the effective date of the transaction;

changes in the price of Media General's common stock;

the value of the combined company at the effective date of the transaction; and

other changes in net assets that may have occurred prior to the completion of the transaction, which could cause material differences in the information presented.

The unaudited pro forma condensed combined financial statements constitute forward-looking information and are subject to certain risks and uncertainties that could cause actual results to differ materially from those anticipated. See “Risk Factors” beginning on page 23 and “Cautionary Note Regarding Forward Looking Statements” beginning on page 43.

## New Media General

### Pro Forma Condensed Combined Balance Sheet

(Unaudited, in thousands)

	As of March 31, 2014				
	Media General Historical	LIN Media Historical	Pro Forma Adjustments		Pro Forma Combined Company
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$14,255	\$20,887	\$ (6,751	) 1(e)	\$28,391
Trade accounts receivable, net	108,151	138,517	-		246,668
Current deferred tax asset	9,391	8,229	-		17,620
Prepaid expenses and other current assets	14,076	13,781	-		27,857
Total current assets	145,873	181,414	(6,751	)	320,536
Property and equipment, net	278,632	223,186	26,206	1(a)	528,024
Deferred tax asset long term	37,270	-	(37,270	) 1(b)	-
Other assets, net	35,833	16,191	33,317	1(c), 1(d)	85,341
Deferred financing costs	-	15,647	(15,647	) 1(c), 1(d)	-
Definite lived intangible assets, net	233,310	53,655	452,076	1(a)	739,041
Broadcast licenses	573,300	536,515	348,965	1(a)	1,458,780
Goodwill	541,475	210,627	1,020,498	1(a)	1,772,600
Total assets	\$1,845,693	\$1,237,235	\$ 1,821,394		\$4,904,322
Current liabilities:					
Trade accounts payable	\$18,685	\$15,263	\$ (6,751	) 1(e)	\$27,197
Accrued salaries and wages	8,787	-	8,819	1(c)	17,606
Income taxes payable	-	1,686	-		1,686
Other accrued expenses and other current liabilities	50,141	56,112	(1,789	) 1(c)	104,464
Current installments of long-term debt	2,400	18,925	21,337	1(f)	42,662

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Program obligations	-	7,030	(7,030	)1(c)	-
Current installments of obligation under capital leases	147	-	501	1(c)	648
Total current liabilities	80,160	99,016	15,087		194,263
Long-term debt	879,000	931,531	849,917	1(c), 1(e), 1(f), 1(i)	2,660,448
Obligations under capital leases, excluding current installments	1,117	-	13,976	1(c)	15,093
Deferred income tax liabilities	-	58,815	272,900	1(b), 1(e)	331,715
Retirement and postretirement plans	107,713	-	15,359	1(c)	123,072
Program obligations	-	3,945	(3,945	)1(c)	-
Other liabilities	36,068	29,452	(11,414	)1(c)	54,106
Total liabilities	1,104,058	1,122,759	1,151,880		3,378,697
Redeemable noncontrolling interest	-	9,820	-		9,820
Stockholders' equity (deficit):					
Common stock	571,196	1,154,205	(333,794	)1(g), 1(h), 1(i)	1,391,607
Treasury shares	-	(21,984	) 21,984	1(g)	-
Accumulated other comprehensive income (loss)	5,668	(25,335	) 25,335	1(g)	5,668
Retained earnings (accumulated deficit)	166,461	(1,004,665)	955,989	1(e), 1(g), 1(i)	117,785
Total stockholders' equity attributable to Company	743,325	102,221	669,514		1,515,060
Noncontrolling interests	(1,690	) 2,435	-		745
Total stockholders' equity	741,635	104,656	669,514		1,515,805
Total liabilities, redeemable noncontrolling interest and stockholders' equity	\$1,845,693	\$1,237,235	\$ 1,821,394		\$4,904,322



## New Media General

## Pro Forma Condensed Combined Statements of Operations

*(Unaudited, in thousands except per share amounts)*

	For the Year Ended December 31, 2013				LIN - Federated Media Transaction				Media
	Media General - Young Merger		Pro Forma Media General		LIN Media Historical	Federated Media Historical	Federated Media Pro Forma Adjustments	Pro Forma LIN Media	Merger
	Media General Historical	Legacy Media General Historical	Media General Pro Forma Adjustments	Pro Forma Media General	LIN Media Historical	Federated Media Historical	Federated Media Pro Forma Adjustments	Pro Forma LIN Media	Combina Comp Pro Forma Adjust
Net operating revenue	\$269,912	\$273,566	\$-	\$543,478	\$652,363	\$37,169	\$-	\$689,532	\$-
Operating costs:									
Cost of revenues	-	-	-	-	-	25,276	(25,276) 2(i)	-	-
Research and development	-	-	-	-	-	1,742	(1,742) 2(i)	-	-
Sales and marketing	-	-	-	-	-	12,157	(12,157) 2(i)	-	-
General and administrative	-	-	-	-	-	3,718	(3,718) 2(i)	-	-
Operating expenses, excluding depreciation expense	95,214	100,757	(5,169) 2(a)	190,802	251,078	-	35,623 2(i)	286,701	(1,523)
Station selling, general and administrative expenses	71,243	80,264	5,169 2(a)	156,676	162,550	-	2,681 2(i)	165,231	(3,164)
Amortization of program license rights	11,362	9,425	-	20,787	29,242	-	-	29,242	-
Corporate and other expenses	19,016	28,932	3,064 2(b)	51,012	41,377	-	(143) 2(j)	41,234	42,831
Depreciation and amortization	25,772	19,365	18,577 2(c)	63,714	69,680	579	2,629 2(i), 2(k)	72,888	25,151

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Loss on disposal of property and equipment, net	399	284	-	683	710	-	-	710	-
Restructuring Contract termination costs	-	-	-	-	3,895	-	-	3,895	1,081
Merger-related expenses	-	-	-	-	3,887	-	-	3,887	-
Total operating costs	13,079	16,364	(29,443) 2(d)	-	-	-	-	-	-
Operating income	236,085	255,391	(7,802 )	483,674	562,419	43,472	(2,103 )	603,788	64,388
Other income (expense):	33,827	18,175	7,802	59,804	89,944	(6,303 )	2,103	85,744	(64,388)
Interest expense	(12,687 )	(71,724 )	45,189	2(e) (39,222 )	(56,607 )	(4,349 )	3,766	2(l) (57,190 )	(12,599)
Debt modification and extinguishment costs	(4,509 )	-	4,509	2(f) -	-	-	-	-	-
Other, net	48	(108 )	-	(60 )	(2,156 )	6	-	(2,150 )	-
Total other income (expense)	(17,148 )	(71,832 )	49,698	(39,282 )	(58,763 )	(4,343 )	3,766	(59,340 )	(12,599)
Income (loss) before income taxes	16,679	(53,657 )	57,500	20,522	31,181	(10,646)	5,869	26,404	(76,988)
Income tax (expense) benefit	(12,325 )	(8,470 )	(23,000) 2(g)	(43,795 )	125,420	(68 )	(2,391 ) 2(m)	122,961	30,799
Income (loss) from continuing operations	4,354	(62,127 )	34,500	(23,273 )	156,601	(10,714)	3,478	149,365	(46,189)
Income (loss) attributable to noncontrolling interests (included above)	(1,786 )	-	1,641	2(e), 2(f) (145 )	(1,512 )	-	-	(1,512 )	2,056
Income (loss) from continuing operations attributable to Company	\$6,140	\$(62,127 )	\$32,859	\$(23,128 )	\$158,113	\$(10,714)	\$3,478	\$150,877	\$(48,245)
Income (loss) from continuing	\$0.11	\$(2.25 )		\$(0.26 )	\$3.02			\$2.88	

operations per  
common share  
(basic)

Weighted average common shares (basic)	53,337	27,575	2(h)	88,524	52,439	52,439
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Income (loss)  
from continuing  
operations per  
common share  
(assuming  
dilution)

	\$0.10	\$(2.25 )		\$(0.26 )	\$2.84	\$2.71
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Weighted  
average  
common shares  
(assuming  
dilution)

	64,101	27,575	2(h)	88,524	55,639	55,639
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## New Media General

## Pro Forma Condensed Combined Statements of Operations

*(Unaudited, in thousands except per share amounts)*

	For the Three Months ended March 31, 2014					Media General - LIN Merger		
	Media General Historical	LIN Media Historical	Federated Media Historical (a)	Federated Media Pro Forma Adjustments	Pro Forma LIN Media	Combined Company Pro Forma Adjustments	Pro Forma Combined Company	
Net operating revenue	\$143,918	\$166,241	\$1,367	\$ -	\$ 167,608	\$-	\$ 311,526	
Operating costs:								
Cost of revenues	-	-	1,100	(1,100 )	3(a)	-	-	
Research and development	-	-	91	(91 )	3(a)	-	-	
Sales and marketing	-	-	1,114	(1,114 )	3(a)	-	-	
General and administrative	-	-	411	(411 )	3(a)	-	-	
Operating expenses, excluding depreciation expense	50,615	69,434	-	2,148	3(a)	71,582	(405 )	121,792
Station selling, general and administrative expenses	42,332	44,940	-	227	3(a)	45,167	(1,045 )	86,454
Amortization of program license rights	4,963	6,593	-	-		6,593	-	11,556
Corporate and other expenses	6,578	12,541	-	(639 )	3(b)	11,902	7,624	3(f), 3(g), 3(h) 26,104
Depreciation and amortization	16,195	16,257	29	213	3(a), 3(c)	16,499	7,066	3(i) 39,760
Loss (gain) related to property and equipment, net	(771 )	94	-	-		94	-	(677 )
Merger-related expenses	4,752	-	-	-		-	(3,481 )	3(h) 1,271

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Total operating costs	124,664	149,859	2,745	(767 )		151,837	9,759		286,260
Operating income (loss)	19,254	16,382	(1,378 )	767		15,771	(9,759 )		25,266
Other income (expense):									
Interest expense	(9,990 )	(14,209 )	(406 )	353	3(d)	(14,262 )	(3,001 )	3(j)	(27,253 )
Debt modification and extinguishment costs	(98 )	-	-	-		-	-		(98 )
Other, net	(85 )	(93 )	1	-		(92 )	-		(177 )
Total other income (expense)	(10,173 )	(14,302 )	(405 )	353		(14,354 )	(3,001 )		(27,528 )
Income (loss) before income taxes	9,081	2,080	(1,783 )	1,120		1,417	(12,760)		(2,262 )
Income tax (expense) benefit	(3,642 )	(1,021 )	(5 )	(456 )	3(e)	(1,482 )	5,104	3(k)	(20 )
Net income (loss)	5,439	1,059	(1,788 )	664		(65 )	(7,656 )		(2,282 )
Income (loss) attributable to noncontrolling interests (included above)	54	(598 )	-	-		(598 )	484	3(l)	(60 )
Net income (loss) attributable to Company	\$5,385	\$1,657	\$(1,788 )	\$ 664		\$533	\$(8,140 )		\$(2,222 )
Income (loss) per common share (basic)	\$0.06	\$0.03				\$0.01			\$(0.02 )
Weighted average common shares (basic)	88,324	53,669				53,669		3(m)	129,983
Income (loss) per common share (assuming dilution)	\$0.06	\$0.03				\$0.01			\$(0.02 )
Weighted average common shares (assuming dilution)	88,731	56,593				56,593		3(m)	129,983

(a) Figures provided under “Federated Media Historical” are for the period from January 1, 2014 to February 3, 2014.

## Notes to Pro Forma Condensed Combined Financial Statements

### Adjustments to Balance Sheet as of March 31, 2014:

Reflects an adjustment to record identifiable tangible and intangible assets of LIN at their preliminary estimated (1a) fair value. The allocation of purchase price is subject to change as the appraisals are completed and more facts become known.

(1b) Reflects the recordation of deferred tax liabilities for the difference between the book and tax basis of assets acquired as a result of purchase accounting.

(1c) Reflects reclassifications to the presentation of LIN’s pro forma balance sheet to conform to the presentation used in the Media General balance sheet. The adjustments reclassify deferred financing costs, accrued salaries and wages, program obligations, capital lease obligations, and retirement and postretirement obligations to the lines in which they would appear in the Media General balance sheet.

(1d) Reflects the addition of \$33.3 million of deferred financing costs expected to be incurred by Media General to finance the LIN acquisition offset by the elimination of LIN’s existing deferred financing costs of \$15.6 million as a result of purchase accounting. The fees to be incurred by Media General are described on pages 104 and 105.

(1e) Reflects the impact of merger-related expenses on the condensed combined balance sheet. As of March 31, 2014, the combined company expects to pay total merger-related expenses of approximately \$67.5 million as summarized below:

*(in thousands)*

JP Morgan fees and expenses	\$22,000
RBC fees and expenses	21,300
Estimated legal, professional and other fees and expenses	24,150
Total	\$67,450

The combined company incurred \$7.2 million of merger-related expenses through March 31, 2014 which is reflected in the historical retained earnings balance. For pro forma presentation purposes, retained earnings was decreased by \$60.3 million for merger-related costs not yet incurred with an offsetting increase to long-term debt. Cash and trade

accounts payable were decreased by \$6.8 million for merger-related expenses incurred but not yet paid as of March 31, 2014. The adjustment to retained earnings was offset by \$13.3 million of expected tax benefits for the portion of merger-related expenses that are expected to be deductible.

(1f) Represents pro forma adjustments to long-term debt necessary to show the acquisition of LIN and the refinancing all of LIN's existing debt with the exception of LIN Television's 6.375% Senior Notes due 2021 ("LIN Television's 2021 Notes") and certain debt of unrelated third parties which LIN fully and unconditionally guarantees, as if the LIN Merger occurred on March 31, 2014. Media General's committed financing is described on pages 103 and 104. If the LIN Merger had occurred as of March 31, 2014, Media General would have used \$1.5 billion of proceeds of the committed financing to: 1) pay LIN shareholders \$763 million to satisfy the cash election feature of the Agreement and Plan of Merger, 2) repay LIN'S \$15 million revolving credit facility, 3) repay LIN's \$427 million of aggregate term loans, 4) pay approximately \$209 million to retire LIN's 8 3/8% senior notes, 5) fund \$60.3 million of merger-related expenses and \$2.2 million of expected severance payments and 6) fund \$33.3 million of deferred financing costs. If the LIN Merger had occurred as of March 31, 2014, the carrying amount of Media General's long-term debt would have been as follows on a pro forma basis:

*(in thousands)*

Incremental Senior Secured Term Loan A	\$600,000
Incremental Senior Secured Term Loan B	910,000
Media General Credit Agreement	850,000
Shield Media Credit Agreement	31,400
6 3/8% Senior Notes due 2021 (at fair value)	307,835
Other debt	3,875
Total debt	2,703,110
Less: scheduled current maturities	(42,662 )
Long-term debt excluding current maturities	\$2,660,448

(1g) Eliminates LIN's shareholders' equity in connection with purchase accounting adjustments.