LIN Media LLC
Form 10-Q
November 12, 2013
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended September 30, 2013

| | |
|---|---|
| Commission file number: 001-36032 | Commission file number: 000-25206 |
| LIN Media LLC<br>(Exact name of registrant as specified in its charter) | LIN Television Corporation<br>(Exact name of registrant as specified in its charter) |
| Delaware<br>(State or other jurisdiction of incorporation or organization) | Delaware<br>(State or other jurisdiction of incorporation or organization) |
| 90-0935925<br>(I.R.S. Employer Identification No.) | 13-3581627<br>(I.R.S. Employer Identification No.) |

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

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

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

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

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

| | |
|---|---|
| Large accelerated filer o | Accelerated filer x |
| Non-accelerated filer o<br>(Do not check if a smaller reporting company) | Smaller reporting company o |

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

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

LIN Media LLC Class A common shares, outstanding as of November 8, 2013: 33,980,943 shares.
LIN Media LLC Class B common shares, outstanding as of November 8, 2013: 20,901,726 shares.
LIN Media LLC Class C common shares, outstanding as of November 8, 2013: 2 shares.
LIN Television Corporation common stock, $0.01 par value, outstanding as of November 8, 2013: 1,000 shares.

---

Table of Contents

EXPLANATORY NOTE

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

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

Table of Contents

Table of Contents


Part I. Financial Information

| | |
|---|---|
| Item 1. Unaudited Consolidated Financial Statements of LIN Media LLC | 3 |
| Consolidated Balance Sheets | 3 |
| Consolidated Statements of Operations | 4 |
| Consolidated Statements of Comprehensive Income | 5 |
| Consolidated Statements of Members' Equity (Deficit) | 6 |
| Consolidated Statements of Cash Flows | 8 |
| Notes to Unaudited Consolidated Financial Statements (See separate index for Financial Statements of LIN Television Corporation) | 9 |
| Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations | 36 |
| Item 3. Quantitative and Qualitative Disclosures about Market Risk | 45 |
| Item 4. Controls and Procedures | 45 |

Part II. Other Information

| | |
|---|---|
| Item 1. Legal Proceedings | 46 |
| Item 1A. Risk Factors | 46 |
| Item 2. Unregistered Sales of Equity Securities and Use of Proceeds | 46 |
| Item 3. Defaults Upon Senior Securities | 46 |
| Item 4. Mine Safety Disclosure | 46 |
| Item 5. Other Information | 46 |
| Item 6. Exhibits | 47 |
| Signature Page | 48 |

Table of Contents

Part I. Financial Information
Item 1. Unaudited Consolidated Financial Statements

LIN Media LLC
Consolidated Balance Sheets
(unaudited)

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

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

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

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

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

Table of Contents

LIN Media LLC
Consolidated Statements of Operations
(unaudited)

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

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

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

Table of Contents

LIN Media LLC
Consolidated Statements of Comprehensive Income
(unaudited)

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

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

Table of Contents

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

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

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

Table of Contents

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

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

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

7

Table of Contents

LIN Media LLC
Consolidated Statements of Cash Flows
(unaudited)

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

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

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

Table of Contents

LIN Media LLC
Notes to Unaudited Consolidated Financial Statements

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

Principles of Consolidation

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

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

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

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

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

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

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

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

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

Table of Contents

Joint Venture Sale Transaction and Merger

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

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

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

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

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

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

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

Table of Contents

Variable Interest Entities

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

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

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

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

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

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

Table of Contents

Redeemable Noncontrolling Interest

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

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

Use of Estimates

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

Net Earnings per Common Share

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

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

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

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

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

Recently Issued Accounting Pronouncements

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

12

---

Table of Contents

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

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

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

Note 2 — Acquisitions

Dedicated Media, Inc.

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

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

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

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

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

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

Table of Contents

HYFN, Inc.

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

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

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

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

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

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

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

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

Table of Contents

New Vision Television, LLC

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

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

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

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

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

ACME Television, LLC

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

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

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

15

Table of Contents

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

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

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

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

Pro Forma Information

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

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

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

Nami Media, Inc.

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

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

Table of Contents

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

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

Note 3 — Discontinued Operations

WWHO-TV

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

WUPW-TV

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

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

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

Note 4 —Investments

Joint Venture with NBCUniversal

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

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

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

Table of Contents

## Note 5 — Intangible Assets

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

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

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

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

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

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

## Note 6 — Debt

LIN LLC guarantees all of LIN Television's debt. All of the consolidated 100% owned subsidiaries of LIN Television fully and unconditionally guarantee LIN Television's senior secured credit facility, the $8^{3}/_{8}\%$ Senior Notes due 2018 (the "$8^{3}/_{8}\%$ Senior Notes"), and the $6^{3}/_{8}\%$ Senior Notes due 2021 (the "$6^{3}/_{8}\%$ Senior Notes") on a joint-and-several basis.

Debt consisted of the following (in thousands):

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

| | | |
|---|---|---|
| Total long-term debt | $926,551 | $879,471 |

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

Table of Contents

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

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

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

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

Note 7 — Fair Value Measurements

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

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

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

Note 8 — Retirement Plans

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

Table of Contents

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

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

Table of Contents

Note 9 — Restructuring

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

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

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

Note 10 — Income Taxes

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

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

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

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

Note 11 — Commitments and Contingencies

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



---

Table of Contents

Commitments

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

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

Contingencies

GECC Guarantee and the Merger

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

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

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

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

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

Table of Contents

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

Litigation

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

Note 12 — Condensed Consolidating Financial Statements

LIN Television, a 100% owned subsidiary of LIN LLC, is the primary obligor of our senior secured credit facility, our $8^3/_8$% Senior Notes and our $6^3/_8$% Senior Notes, which are further described in Note 6 — “Debt”.  LIN LLC fully and unconditionally guarantees all of LIN Television’s debt on a joint-and-several basis.  Additionally, all of the consolidated 100% owned subsidiaries of LIN Television fully and unconditionally guarantee LIN Television’s senior secured credit facility, our $8^3/_8$% Senior Notes and our $6^3/_8$% Senior Notes on a joint-and-several basis, subject to customary release provisions.  There are certain contractual restrictions on LIN Television’s ability to obtain funds in the form of dividends or loans from the non-guarantor subsidiaries.

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

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

Table of Contents

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

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

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

Table of Contents

Condensed Consolidating Balance Sheet
As of December 31, 2012
(in thousands)

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

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

25

Table of Contents

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

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

Table of Contents

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

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

27

Table of Contents

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

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

Net income attributable to LIN Media LLC

28

Table of Contents

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

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

29

Table of Contents

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

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

---

Table of Contents

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

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

31

Table of Contents

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

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

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

32

Table of Contents

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

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

33

Table of Contents

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

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

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

34

Table of Contents

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

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

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

35

Table of Contents

LIN Media LLC
Management’s Discussion and Analysis

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

Special Note about Forward-Looking Statements

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

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

Executive Summary

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

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

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

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

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

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

Table of Contents

Critical Accounting Policies and Estimates

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

Recent Accounting Pronouncements

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

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

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

Results of Operations

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

Table of Contents

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

[1] Percentage change not meaningful

Period Comparison

Revenues

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

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

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

Table of Contents

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

Operating Expenses

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

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

Selling, general and administrative, depreciation and amortization of intangible asset expenses increased $13.0 million, $4.6 million, and $5.4 million, respectively, during the three months ended September 30, 2013 as compared to the same period in the prior year and $33.9 million, $14.2 million and $15.6 million, respectively, during the nine months ended September 30, 2013 as compared to the same period last year. The increases in selling, general and administrative, depreciation and amortization expense for both periods are all primarily as a result of our 2012 station acquisitions as well as the 2013 acquisitions of majority interests in HYFN and Dedicated Media.

Corporate expenses increased $1.4 million and $5.8 million during the three and nine months ended September 30, 2013, respectively, primarily due to expenses incurred related to the JV Sale Transaction and the Merger with LIN LLC, as well as increases in employee compensation expense and acquisition related expenses compared to the same periods last year.

Other Expense

The following summarizes the components of other expense, net (in thousands):

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| Components of other expense, net: | | | | |
| Interest expense, net | $13,976 | $9,310 | $42,275 | $28,946 |
| Share of loss in equity investments | — | 4,156 | 25 | 4,309 |
| Loss on extinguishment of debt | — | — | — | 2,099 |
| Other expense, net | 2,055 | 88 | 2,115 | 176 |
| Total other expense, net | $16,031 | $13,554 | $44,415 | $35,530 |

Other expense, net increased $2.5 million and $8.9 million, or 18% and 25% during the three and nine months ended September 30, 2013 compared to the same periods last year, primarily due to an increase in interest expense as further described below as well as an increase in other expense as a result of an impairment recorded during the third quarter of 2013 of a minority interest that we hold in a website platform service provider. These increases were partially offset

by a $2.1 million decrease in loss on extinguishment of debt, which was a result of the redemption of our 61/2% Senior Subordinated Notes during the first quarter of 2012.

Interest Expense

The following summarizes the components of interest expense, net (in thousands):



---

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| Components of interest expense: | | | | |
| Senior secured credit facility | $4,724 | $4,896 | $13,994 | $14,851 |
| $8^3/_8$% Senior Notes | 4,312 | 4,396 | 13,005 | 13,044 |
| $6^3/_8$% Senior Subordinated Notes | 4,686 | — | 14,486 | — |
| $6^1/_2$% Senior Subordinated Notes | — | — | — | 595 |
| $6^1/_2$% Senior Subordinated Notes - Class B | — | — | — | 306 |
| Other | 254 | 18 | 790 | 150 |
| Total interest expense, net | $13,976 | $9,310 | $42,275 | $28,946 |

Interest expense, net increased by $4.7 million and $13.3 million, or 50% and 46% during the three and nine months ended September 30, 2013 compared to the same periods last year, primarily as a result of the interest incurred on our $6^3/_8$% Senior Notes, which were issued during the fourth quarter of 2012 to finance a portion of the consideration paid to acquire the New Vision and ACME television stations. This increase was partially offset by a decrease in interest expense due to the redemption of our $6^1/_2$% Senior Subordinated Notes during the first quarter of 2012 as well as reductions in interest expense under our senior secured credit facility.

Income Taxes

Income taxes reflected a benefit from income taxes of $139.3 million and $135.2 million for the three and nine months ended September 30, 2013, respectively, as compared a provision for income taxes of $11.2 million and $24.1 million for the three and nine months ended September 30, 2012, respectively. The benefit from income taxes for the three and nine months ended September 30, 2013 was primarily a result of a $124.6 million discrete tax benefit recognized as a result of the Merger as well as an $18.2 million discrete tax benefit recognized as a result of the reversal of state valuation allowances. Our effective income tax rate was (772.2)% and 37.5% for the nine months ended September 30, 2013 and September 30, 2012, respectively. The decrease in the effective income tax rate was primarily due to the tax benefits discussed above. We expect our effective income tax rate to range between 42% and 44% during the remainder of 2013, although we are currently analyzing the implementation of various tax strategies that could reduce our effective rate by 1%-3%.

Liquidity and Capital Resources

Our principal sources of funds for working capital have historically been cash from operations and borrowings under our senior secured credit facility. As of September 30, 2013 we had unrestricted cash and cash equivalents of $27.7 million, and a $75 million revolving credit facility, all of which was available, subject to certain covenant restrictions. Our total outstanding debt as of September 30, 2013 was $942.4 million.

Joint Venture Sale Transaction and Merger

On February 12, 2013, we, along with our wholly-owned subsidiaries, LIN Television and LIN Texas, entered into, and simultaneously closed the transactions contemplated by the Transaction Agreement with subsidiaries of NBCUniversal, the GE Parties, Comcast, and SVH. The Transaction Agreement effected a series of transactions whereby in exchange for LIN Television causing a $100 million capital contribution to be made to SVH (which was used to prepay a portion of the GECC Note), LIN TV was released from the GECC Guarantee and any further obligations relating to the shortfall funding agreements. Further, LIN Texas sold its 20.38% equity interest in SVH to affiliates of NBCUniversal, and the LIN parties transferred their rights to receivables related to the Shortfall Funding Loans for $1. The Transaction Agreement contains certain indemnifications and obligations with respect to

representations and warranties; however, we do not anticipate that such obligations will result in any material liability to the Company. For further information, refer to Note 1 — “Basis for Presentation and Summary of Significant Accounting Policies” and Note 11 — “Commitments and Contingencies” to our consolidated financial statements.

We accrued for and expensed the $100 million capital contribution to SVH to secure the release of the GECC Guarantee and recorded the related tax effects in our consolidated financial statements as of December 31, 2012 because it represented a probable and estimable obligation of the Company. In February 2013, we issued a $60 million incremental term loan, and utilized $40 million of cash on hand and borrowings under our revolving credit facility to fund the $100 million payment.

Table of Contents

As a result of the JV Sale Transaction, after utilizing all of our available Federal net operating loss (“NOL”) carryforwards to offset the taxable gain recognized in such transaction, we had an approximate $163 million income tax payable remaining, $132.5 million of which was extinguished as a result of the Merger as described below.

Concurrent with the closing of the JV Sale Transaction, we entered into an Agreement and Plan of Merger (the “Merger Agreement”) with LIN Media LLC, a newly formed Delaware limited liability company and wholly owned subsidiary of LIN TV (“LIN LLC”). Pursuant to the Merger Agreement, which was approved by the shareholders of LIN TV on July 30, 2013, LIN TV was merged with and into LIN LLC with LIN LLC continuing as the surviving entity (the “Merger”). The Merger enabled LIN TV to be classified as a partnership for federal income tax purposes and that change in classification was treated as a liquidation of LIN TV for federal income tax purposes, with the result that LIN TV realized a capital loss in its 100% equity interest in LIN Television.

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

We incurred approximately $2.7 million and $5.7 million in transaction costs related to the JV Sale Transaction and the Merger during the three and nine months ended September 30, 2013, respectively, and do not expect to incur significant additional costs during the remainder of 2013. These costs are classified as corporate expense in our consolidated statement of operations.

Our operating plan for the next 12 months anticipates that we generate cash from operations, utilize available borrowings, and make certain repayments of indebtedness, including mandatory repayments of term loans and incremental term loans under our senior secured credit facility. Our ability to borrow under our revolving credit facility is contingent on our compliance with certain financial covenants, which are measured, in part, by the level of earnings before interest expense, taxes, depreciation and amortization (“EBITDA”) that we generate from our operations. As of September 30, 2013, we were in compliance with all financial and nonfinancial covenants under our senior secured credit facility.

Our future ability to generate cash from operations and from borrowings under our senior secured credit facility could be adversely affected by a number of risks, which are discussed in the Liquidity and Capital Resources section within Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and in Item 1A. “Risk Factors” in our 10-K and elsewhere herein.

Our liquidity position during 2013 has been, and over the next 12 months and beyond will primarily be affected by, but is not limited to, the following:

- Continued growth in local and interactive revenues. Our local revenues increased 44% and 45% during the three and nine months ended September 30, 2013, respectively, compared to the prior year. Additionally, during the three and nine months ended September 30, 2013, our interactive revenues increased 81% and 74%, respectively. Excluding the impact of the stations acquired during 2012 as well as of HYFN and Dedicated Media, our local revenues increased 7% during both the three and nine months ended September 30, 2013, and our interactive revenues increased 10% and 18%, respectively, as compared to the same periods in the prior year. We expect further growth in our local and interactive revenues, however, there can be no assurance that this will occur.

- Cyclical fluctuations. We experience significant fluctuations in our political advertising revenues since advertising revenues are generally higher in even-numbered years due to additional revenues associated with political advertising related to local and national elections. During the three and nine months ended September 30, 2013, our net political advertising sales were $2.6 million and $4.7 million, respectively, compared to $20.4 million and $31 million for the three and nine months ended September 30, 2012. We anticipate decreased advertising revenues during the remainder of 2013 as a result of these cyclical fluctuations.

- Employee benefit contributions. Our employee benefit plan contributions include contributions to our pension plan and the 401(k) Plan. Volatility in the equity markets impacts the fair value of our pension plan assets and ultimately the cash

41

Table of Contents

funding requirements of our pension plan. We expect to contribute $1.5 million to our pension plan and $1.6 million to our 401(k) Plan during the remainder of 2013.

- Payments related to capital expenditures. We expect to make cash payments of approximately $8 million - $11 million related to capital expenditures during the remainder of 2013, primarily as a result of integration and completion of high definition broadcasting in some of our newly acquired markets, improvements in news gathering and production at our television stations, and software development costs at our digital companies.

- Tax liability associated with the JV Sale Transaction. We made estimated tax payments of $29 million in October 2013 to settle the majority of the tax liability associated with the JV Sale Transaction and expect to fund the remaining balance of the liability of $1.5 million when it becomes due in November 2013.

- Other investments. In connection with our acquisitions of Nami Media, Inc. (“Nami Media”), Dedicated Media, and HYFN, we may be required to purchase the remaining outstanding shares of these companies in 2014, 2015 and 2016, respectively, if certain financial targets as defined in each applicable purchase agreement are met. Our maximum potential obligation under the Nami Media, HYFN and Dedicated Media agreements is $37.4 million, $62.4 million, and $26 million, respectively. However, we estimate that our total obligation will not exceed $50 million in the aggregate between 2014 and 2016. For further information see Note 2 — “Acquisitions” included in our 10-K.

Contractual Obligations

The following table summarizes the estimated future cash payments related to amendments to certain program obligations and operating contracts since December 31, 2012.

| | 2013 | 2014-2015 | 2016-2017 | 2018 and thereafter | Total |
|---|---|---|---|---|---|
| Program payments[1] | $12,918 | $43,333 | $14,694 | $367 | $71,312 |
| Operating agreements[2] | 10,401 | 67,178 | 25,544 | 10,893 | 114,016 |

(1) We have entered into commitments for future syndicated news, entertainment and sports programming. We have $11.5 million of program obligations outstanding as of September 30, 2013 and unrecorded commitments of $59.8 million for programming that is not available to air as of September 30, 2013.

(2) We have entered into a variety of agreements for services used in the operation of our stations including ratings services, consulting and research services, news video services, news weather services, marketing services and other operating contracts under non-cancelable operating agreements.

Other than as shown above, there were no material changes in our contractual obligations from those shown in Liquidity and Capital Resources within Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our 10-K.

Summary of Cash Flows

The following presents summarized cash flow information (in thousands):

| | Nine Months Ended September 30, | | |
|---|---|---|---|
| | 2013 | 2012 | 2013 vs. 2012 |
| Net cash provided by operating activities | $58,505 | $85,183 | $(26,678) |
| Net cash (used in) provided by investing activities | (131,677) | 228,787 | (360,464) |
| Net cash provided by (used in) financing activities | 54,582 | (299,221) | 353,803 |

| | | | |
|---|---|---|---|
| Net (decrease) increase in cash and cash equivalents | $(18,590) | $14,749 | $(33,339) |

42

Table of Contents

Net cash provided by operating activities decreased $26.7 million to $58.5 million for the nine months ended September 30, 2013, compared to net cash provided by operating activities of $85.2 million for the nine months ended September 30, 2012. The decrease is primarily attributable to an increase in cash interest expense of approximately $12.4 million and an increase in cash outflows related to working capital of $5.7 million. These increases were partially offset by a decrease in operating income year over year.

Net cash used in investing activities was $131.7 million for the nine months ended September 30, 2013, compared to net cash provided by investing activities of $228.8 million for the nine months ended September 30, 2012. The net cash provided by investing activities during the nine months ended September 30, 2012 was primarily attributable to a decrease in restricted cash that had been placed on irrevocable deposit as of December 31, 2011 and was subsequently used to fund the aggregate redemption price of our 6 1/2% Senior Subordinated Notes in January 2012. In addition, we received approximately $29.5 million of net cash proceeds related to the divestiture of substantially all of the assets of WWHO-TV and WUPW-TV during the nine months ended September 30, 2012. The cash used in investing activities during the nine months ended September 30, 2013 was primarily a result of the $100 million capital contribution made to the joint venture in February 2013 in connection with the JV Sale Transaction, $21.7 million of capital expenditures, and approximately $10.1 million in cash payments related to the acquisitions of Dedicated Media and HYFN in April 2013, net of cash acquired.

Net cash provided by financing activities was $54.6 million for the nine months ended September 30, 2013, compared to net cash used in financing activities of $299.2 million during the nine months ended September 30, 2012. The increase is primarily attributable to the redemption of $252 million of our 6 1/2%Senior Subordinated Notes during the nine months ended September 30, 2012 as well as an increase in proceeds from borrowings on long-term debt due to the new $60 million term loan entered into during the nine months ended September 30, 2013 in connection with the JV Sale Transaction.

Description of Indebtedness

LIN LLC guarantees all of LIN Television's debt. All of the consolidated 100% owned subsidiaries of LIN Television fully and unconditionally guarantee LIN Television's senior secured credit facility, the $8^{3}/_{8}$% Senior Notes due 2018 (the "$8^{3}/_{8}$% Senior Notes"), and the $6^{3}/_{8}$% Senior Notes due 2012 (the $6^{3}/_{8}$% Senior Notes) on a joint-and-several basis.

Debt consisted of the following (in thousands):

| | September 30, 2013 | December 31, 2012 |
|---|---|---|
| Senior Secured Credit Facility: | | |
| Revolving loans | $— | $— |
| $120,313 and $125,000 Term loans, net of discount of $368 and $435 as September 30, 2013 and December 31, 2012, respectively | 119,945 | 124,565 |
| $315,000 and $257,400 Incremental term loans, net of discount of $1,768 and $2,020 as of September 30,2013 and December 31, 2012, respectively | 313,232 | 255,380 |
| $8^{3}/_{8}$% Senior Notes due 2018 | 200,000 | 200,000 |
| $6^{3}/_{8}$% Senior Notes due 2021 | 290,000 | 290,000 |
| Capital lease obligations | 14,718 | 14,881 |
| Other debt | 4,457 | 5,401 |
| Total debt | 942,352 | 890,227 |
| Less current portion | 15,801 | 10,756 |
| Total long-term debt | $926,551 | $879,471 |
| | | |
| Total debt | $942,352 | $890,227 |

| | | |
|---|---|---|
| Cash and cash equivalents | (27,717 ) | (46,307 ) |
| Consolidated net debt[1] | $914,635 | $843,920 |

(1) Consolidated net debt is a non-GAAP financial measure, and is equal to total debt less cash and cash equivalents. For the purpose of our debt covenant calculations, our senior secured credit facility permits a maximum of $45 million to be offset against total debt in arriving at consolidated net debt. For purposes of the table above, we have subtracted the total balance of our cash and cash equivalents as of September 30, 2013 and December 31, 2012 in arriving at consolidated net debt. We believe consolidated net debt provides investors with useful information about our financial position, and is one of the financial measures used to evaluate compliance with our debt covenants.

Table of Contents

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

See Note 7 — "Long-term Debt" included in Item 15 of our 10-K for a full description of our senior secured credit facility.

Table of Contents

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

As of September 30, 2013, there has been no significant change in our exposure to market risk from those disclosed in our 10-K. For discussion of our exposure to market risk, refer to Item 7A. Quantitative and Qualitative Disclosures about Market Risk contained in our 10-K.

## Item 4. Controls and Procedures

a) Evaluation of disclosure controls and procedures.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2013. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving its objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2013, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

b) Changes in internal controls.

There were no changes in our internal control over financial reporting identified in connection with the evaluation that occurred during the quarter ended September 30, 2013 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

Table of Contents

## Part II. Other Information

### Item 1. Legal Proceedings

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

### Item 1A. Risk Factors

In addition to the other information in this report, you should carefully consider the factors discussed in Part I Item 1A. "Risk Factors" in our 10-K, which could materially affect our business, financial condition or future results.

Our defined benefit pension plan obligations are currently underfunded, and we may have to make significant cash payments to this plan, which would reduce the cash available for our business.

We have unfunded obligations under our defined benefit pension plan. The funded status of the defined benefit pension plan depends on such factors as asset returns, market interest rates, legislative changes and funding regulations. Our future required cash contributions and pension costs to the plan could increase if: (i) the returns on the assets of our plan were to decline in future periods; (ii) market interest rates were to decline; (iii) the Pension Benefit Guaranty Corporation (''PBGC'') were to require additional contributions to the plan as a result of acquisitions; or (iv) other actuarial assumptions were to be modified. Any such increases could have a material and adverse effect on our business, financial condition, results of operations or cash flows. The need to make contributions, which may be substantial, to such plan may reduce the cash available to meet our other obligations, including our debt obligations with respect to our senior secured credit facility, the 83/8% Senior Notes and the 63/8% Senior Notes or to meet the needs of our business. In addition, the PBGC may terminate our defined benefit pension plan under limited circumstances, including in the event the PBGC concludes that the risk may increase unreasonably if such plan continues. In the event a defined benefit pension plan is terminated for any reason while it is underfunded, we could be required to make an immediate payment to the PBGC of all or a substantial portion of such plan's underfunding, as calculated by the PBGC based on its own assumptions (which might result in a larger obligation than that based on the assumptions we have used to fund such plan).

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosure

None.

Item 5. Other Information

None.



---

Table of Contents

Item 6. Exhibits —

| | |
|---|---|
| 3.1 | Certificate of Formation of LIN Media LLC, dated as of February 11, 2013 (filed as Exhibit 3.1 to the Registration Statement on Form S-4 of LIN Media LLC (File No. 333-188297)) and incorporated by reference herein. |
| 3.2 | Amended and Restated Limited Liability Company Agreement of LIN Media LLC, dated as of July 30, 2013 (filed as Exhibit 3.1 to the Current Report on Form 8-K12B of LIN Media LLC filed as of July 31, 2013 (File No. 001-36032)) and incorporated by reference herein. |
| 3.3 | Restated Certificate of Incorporation of LIN Television Corporation (filed as Exhibit 3.1 to the Quarterly Report on Form 10-Q of LIN TV Corp. and LIN Television Corporation for the fiscal quarter ended September 30, 2003 (File No. 000-25206)) and incorporated by reference herein. |
| 3.4 | Restated Bylaws of LIN Television Corporation (filed as Exhibit 3.4 to the Registration Statement on Form S-1 of LIN Television Corporation and LIN Holding Corp. (File No. 333-54003)) and incorporated by reference herein. |
| 4.1 | Form of specimen share certificate for class A common shares representing limited liability company interests in LIN Media LLC (included as Exhibit A to Annex B to the proxy statement/prospectus that is part of the Registration Statement on Form S-4 of LIN Media LLC (File No. 333-188297)) and incorporated by reference herein. |
| 10.1 | Incremental Term Loan Activation Notice Tranche B-2 Term Facility, dated as of February 12, 2013, by and between LIN Television and Deutsche Bank Trust Company Americas (filed as Exhibit 10.1 to the Current Report on Form 8-K of LIN TV Corp. and LIN Television Corporation filed as of February 15, 2013 (File Nos. 001-31311 and 000-25206)) and incorporated by reference herein. |
| 31.1 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of the Chief Executive Officer of LIN Media LLC |
| 31.2 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of the Chief Financial Officer of LIN Media LLC |
| 31.3 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of the Chief Executive Officer of LIN Television Corporation |
| 31.4 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of the Chief Financial Officer of LIN Television Corporation |
| 32.1 | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of the Chief Executive Officer and Chief Financial Officer of LIN Media LLC |
| 32.2 | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of the Chief Executive Officer and Chief Financial Officer of LIN Television Corporation |
| 101.INS* | XBRL Instance Document |
| 101.SCH* | XBRL Taxonomy Extension Schema Document |

| | |
|---|---|
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.LAB* | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase Document |

* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, or Section 18, as amended, of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, each of LIN Media LLC and LIN Television Corporation, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LIN MEDIA LLC
LIN TELEVISION CORPORATION

Dated: November 12, 2013
By: /s/ Richard J. Schmaeling
Richard J. Schmaeling
Senior Vice President, Chief Financial Officer
(On behalf of each of the registrants and as Principal Financial Officer)

Dated: November 12, 2013
By: /s/ Nicholas N. Mohamed
Nicholas N. Mohamed
Vice President Controller
(Principal Accounting Officer)

Table of Contents

Table of Contents

Item 1. Unaudited Consolidated Financial Statements of LIN Television Corporation

| | |
|---|---|
| Consolidated Balance Sheets | 3 |
| Consolidated Statements of Operations | 4 |
| Consolidated Statements of Comprehensive Income | 5 |
| Consolidated Statements of Stockholder's Equity (Deficit) | 6 |
| Consolidated Statements of Cash Flows | 8 |
| Notes to Unaudited Consolidated Financial Statements | 9 |

Table of Contents

LIN Television Corporation
Consolidated Balance Sheets
(unaudited)

| | September 30, 2013 | December 31, 2012 |
|---|---|---|
| | (in thousands, except share data) | |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | $25,717 | $46,307 |
| Accounts receivable, less allowance for doubtful accounts (2013 - $3,676; 2012 - $3,599) | 131,238 | 126,150 |
| Deferred income tax assets | 3,562 | — |
| Other current assets | 7,070 | 6,863 |
| Total current assets | 167,587 | 179,320 |
| Property and equipment, net | 227,422 | 241,491 |
| Deferred financing costs | 17,256 | 19,135 |
| Goodwill | 203,470 | 192,514 |
| Broadcast licenses, net | 536,515 | 536,515 |
| Other intangible assets, net | 52,141 | 59,554 |
| Other assets | 11,075 | 12,885 |
| Total assets (a) | $1,215,466 | $1,241,414 |
| | | |
| LIABILITIES, REDEEMABLE NONCONTROLLING INTEREST AND STOCKHOLDER'S EQUITY (DEFICIT) | | |
| Current liabilities: | | |
| Current portion of long-term debt | $15,801 | $10,756 |
| Accounts payable | 13,072 | 18,955 |
| Income taxes payable | 31,019 | 766 |
| Accrued expenses | 50,988 | 153,246 |
| Deferred income tax liabilities | — | 168,219 |
| Program obligations | 7,933 | 10,770 |
| Total current liabilities | 118,813 | 362,712 |
| Long-term debt, excluding current portion | 926,551 | 879,471 |
| Deferred income tax liabilities | 44,182 | 40,556 |
| Program obligations | 3,597 | 4,281 |
| Other liabilities | 37,708 | 42,716 |
| Total liabilities (a) | 1,130,851 | 1,329,736 |
| | | |
| Commitments and Contingencies (Note 11) | | |
| | | |
| Redeemable noncontrolling interest | 13,442 | 3,242 |
| | | |
| LIN Television Corporation stockholder’s equity (deficit): | | |
| Common stock, $0.01 par value, 1,000 shares | — | — |
| Investment in parent company’s shares, at cost | (21,984) | (21,984) |
| Additional paid-in capital | 1,140,365 | 1,130,239 |
| Accumulated deficit | (1,012,601) | (1,164,435) |
| Accumulated other comprehensive loss | (34,607) | (35,384) |
| Total stockholder’s equity (deficit) | 71,173 | (91,564) |

| | | |
|---|---|---|
| Total liabilities, redeemable noncontrolling interest and stockholder's equity (deficit) | $1,215,466 | $1,241,414 |

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

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

Table of Contents

LIN Television Corporation
Consolidated Statements of Operations
(unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| | (in thousands, except per share data) | | | |
| Net revenues | $163,110 | $133,076 | $468,448 | $357,292 |
| Operating expenses: | | | | |
| Direct operating | 62,504 | 38,152 | 180,695 | 110,554 |
| Selling, general and administrative | 41,319 | 28,365 | 118,657 | 84,791 |
| Amortization of program rights | 7,605 | 5,612 | 22,542 | 16,212 |
| Corporate | 10,405 | 9,264 | 29,770 | 24,229 |
| Depreciation | 11,429 | 6,824 | 34,387 | 20,234 |
| Amortization of intangible assets | 5,886 | 507 | 17,038 | 1,462 |
| Restructuring charge | 468 | — | 2,991 | — |
| (Gain) loss from asset dispositions | (9) | (15) | 173 | (12) |
| Operating income | 23,503 | 44,367 | 62,195 | 99,822 |
| Other expense: | | | | |
| Interest expense, net | 13,976 | 9,310 | 42,275 | 28,946 |
| Share of loss in equity investments | — | 4,156 | 25 | 4,309 |
| Loss on extinguishment of debt | — | — | — | 2,099 |
| Other expense, net | 2,055 | 88 | 2,115 | 176 |
| Total other expense, net | 16,031 | 13,554 | 44,415 | 35,530 |
| Income before (benefit from) provision for income taxes | 7,472 | 30,813 | 17,780 | 64,292 |
| (Benefit from) provision for income taxes | (139,313) | 11,194 | (135,154) | 24,101 |
| Income from continuing operations | 146,785 | 19,619 | 152,934 | 40,191 |
| Discontinued operations: | | | | |
| Loss from discontinued operations, net of a benefit from income taxes of $541 | — | — | — | (1,018) |
| Gain on the sale of discontinued operations, net of a provision for income taxes of $6,223 | — | — | — | 11,389 |
| Net income | 146,785 | 19,619 | 152,934 | 50,562 |
| Net loss attributable to noncontrolling interests | (430) | (40) | (900) | (481) |
| Net income attributable to LIN Television Corporation | $147,215 | $19,659 | $153,834 | $51,043 |

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

51

Table of Contents

LIN Television Corporation
Consolidated Statements of Comprehensive Income
(unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| | (in thousands) | | | |
| Net income | $146,785 | $19,619 | $152,934 | $50,562 |
| Amortization of pension net losses, reclassified, net of tax of $169 for the three months ended September 30, 2013 and 2012 and $507 and $509 for the nine months ended September 30, 2013 and 2012, respectively | 259 | 262 | 777 | 784 |
| Comprehensive income | 147,044 | 19,881 | 153,711 | 51,346 |
| Comprehensive loss attributable to noncontrolling interest | (430) | (40) | (900) | (481) |
| Comprehensive income attributable to LIN Television Corporation | $147,474 | $19,921 | $154,611 | $51,827 |

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

Table of Contents

LIN Television Corporation
Consolidated Statement of Stockholder's Equity
(unaudited)
(in thousands)

| | Common Stock | | Investment in Parent Company's Common Stock, at cost | Additional Paid-In Capital | Accumulated Deficit | Accumulated Other Comprehensive Loss | Total Stockholder's Equity |
|---|---|---|---|---|---|---|---|
| | Shares | Amount | | | | | |
| Balance as of December 31, 2012 | 1,000 | $— | $(21,984) | $1,130,239 | $(1,164,435) | $(35,384) | $(91,564) |
| Amortization of pension net losses, net of tax of $507 | — | — | — | — | — | 777 | 777 |
| LIN Media LLC class A common shares issued pursuant to employee benefit plans | — | — | — | 488 | — | — | 488 |
| LIN Media LLC class A common shares issued pursuant to exercise of stock options | — | — | — | 767 | — | — | 767 |
| Tax benefit from exercise of share options | — | — | — | 2,180 | — | — | 2,180 |
| Share-based compensation | — | — | — | 6,691 | — | — | 6,691 |
| Dividends declared | | | | | (2,000) | | (2,000) |
| Purchase of LIN Media LLC class A common shares | — | — | — | — | — | — | — |
| Net income | — | — | — | — | 153,834 | — | 153,834 |
| Balance as of September 30, 2013 | 1,000 | $— | $(21,984) | $1,140,365 | $(1,012,601) | $(34,607) | $71,173 |

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

Table of Contents

LIN Television Corporation
Consolidated Statement of Stockholder's Deficit
(unaudited)
(in thousands)

| | Common Stock | | Investment in Parent Company's Common | Additional Paid-In | Accumulated | Accumulated Other Comprehensive | Total Stockholder's |
|---|---|---|---|---|---|---|---|
| | Shares | Amount | Stock, at cost | Capital | Deficit | Loss | Deficit |
| Balance as of December 31, 2011 | 1,000 | $— | $(10,598) | $1,122,133 | $(1,157,390) | $(38,777) | $(84,632) |
| Amortization of pension net losses, net of tax of $509 | — | — | — | — | — | 784 | 784 |
| LIN Media LLC class A common shares issued pursuant to employee benefit plans | — | — | — | 462 | — | — | 462 |
| LIN Media LLC class A common shares issued pursuant to exercise of share options | — | — | — | 192 | — | — | 192 |
| Stock-based compensation | — | — | — | 5,256 | — | — | 5,256 |
| Purchase of LIN Media LLC class A common shares | — | — | (11,386) | — | — | — | (11,386) |
| Net income attributable to LIN Television Corporation | — | — | — | — | 51,043 | — | 51,043 |
| Balance as of September 30, 2012 | 1,000 | $— | $(21,984) | $1,128,043 | $(1,106,347) | $(37,993) | $(38,281) |

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

Table of Contents

LIN Television Corporation
Consolidated Statements of Cash Flows
(unaudited)

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2013 | 2012 |
| | (in thousands) | |
| OPERATING ACTIVITIES: | | |
| Net income | $152,934 | $50,562 |
| Loss from discontinued operations | — | 1,018 |
| Gain on the sale of discontinued operations | — | (11,389) |
| Adjustment to reconcile net income to net cash provided by operating activities: | | |
| Depreciation | 34,387 | 20,234 |
| Amortization of intangible assets | 17,038 | 1,462 |
| Amortization of financing costs and note discounts | 2,723 | 1,746 |
| Amortization of program rights | 22,542 | 16,212 |
| Cash payments for programming | (23,994) | (17,202) |
| Loss on extinguishment of debt | — | 871 |
| Share of loss in equity investments | 25 | 4,309 |
| Deferred income taxes, net | (7,144) | 23,256 |
| Extinguishment of income tax liability related to the Merger | (132,542) | — |
| Share-based compensation | 6,766 | 5,308 |
| Loss (gain) from asset dispositions | 173 | (12) |
| Other, net | 1,291 | 1,293 |
| Changes in operating assets and liabilities, net of acquisitions: | | |
| Accounts receivable | 3,113 | (6,371) |
| Other assets | (597) | (1,634) |
| Accounts payable | (9,609) | (3,730) |
| Accrued interest expense | 3,761 | 1,865 |
| Other liabilities and accrued expenses | (12,163) | 121 |
| Net cash provided by operating activities, continuing operations | 58,704 | 87,919 |
| Net cash used in operating activities, discontinued operations | — | (2,736) |
| Net cash provided by operating activities | 58,704 | 85,183 |
| | | |
| INVESTING ACTIVITIES: | | |
| Capital expenditures | (21,671) | (19,337) |
| Change in restricted cash | — | 255,159 |
| Payments for business combinations, net of cash acquired | (10,082) | (34,325) |
| Proceeds from the sale of assets | 76 | 62 |
| Shortfall loans to joint venture with NBCUniversal | — | (2,292) |
| Capital contribution to joint venture with NBCUniversal | (100,000) | — |
| Net cash (used in) provided by investing activities, continuing operations | (131,677) | 199,267 |
| Net cash provided by investing activities, discontinued operations | — | 29,520 |
| Net cash (used in) provided by investing activities | (131,677) | 228,787 |
| | | |
| FINANCING ACTIVITIES: | | |
| Net proceeds on exercises of employee and director stock-based compensation | 1,251 | 652 |
| Tax benefit from exercise of stock options | 2,180 | — |
| Proceeds from borrowings on long-term debt | 101,000 | 20,000 |

| | | |
|---|---|---|
| Payment of dividend | (2,000) | — |
| Principal payments on long-term debt | (49,394) | (308,128) |
| Payment of long-term debt issue costs | (654) | (359) |
| Treasury stock purchased | — | (11,386) |
| Net cash provided by (used in) financing activities | 52,383 | (299,221) |
| | | |
| Net (decrease) increase in cash and cash equivalents | (20,590) | 14,749 |
| Cash and cash equivalents at the beginning of the period | 46,307 | 18,057 |
| Cash and cash equivalents at the end of the period | $25,717 | $32,806 |

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

Table of Contents

LIN Television Corporation
Notes to Unaudited Consolidated Financial Statements

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

Principles of Consolidation

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

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

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

LIN LLC has no independent assets or operations and guarantees all of our debt. All of the consolidated wholly-owned subsidiaries of LIN Television fully and unconditionally guarantee our Senior Secured Credit Facility, 83/8% Senior Notes due 2018 (the “83/8% Senior Notes”) and 63/8% Senior Notes due 2021 (the “63/8% Senior Notes”) on a joint-and-several basis, subject to customary release provisions.

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

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

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

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

have been eliminated. We conduct our business through our subsidiaries and have no operations or assets other than our investment in our subsidiaries and equity-method investments. We operate in one reportable segment.

Table of Contents

Joint Venture Sale Transaction and Merger

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

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

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

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

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

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

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

Table of Contents

Variable Interest Entities

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

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

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

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

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

The assets of our consolidated VIEs can only be used to settle the obligations of the VIEs and may not be sold, or otherwise disposed of, except for assets sold or replaced with others of like kind or value. Other liabilities of $51.2 million and $50.4 million as of September 30, 2013 and December 31, 2012, respectively, serve to reduce the carrying value of the entities, and are eliminated in our consolidated financial statements.

Table of Contents

This reflects the fact that as of September 30, 2013 and December 31, 2012, we have an option that we may exercise if the Federal Communications Commission (“FCC”) attribution rules change. The option would allow us to acquire the assets or member’s interest of the VIE entities for a nominal exercise price, which is significantly less than the carrying value of their tangible and intangible net assets.

Redeemable Noncontrolling Interest

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

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

Use of Estimates

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

Recently Issued Accounting Pronouncements

In July 2013 the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-11, “Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists” to eliminate diversity in practice. This ASU requires that companies net their unrecognized tax benefits against all same-jurisdiction net operating losses or tax credit carryforwards that would be used to settle the position with a tax authority. This new guidance is effective prospectively for annual reporting periods beginning on or after December 15, 2013 and interim periods therein. We prospectively adopted this guidance effective January 1, 2013 and it did not have a material impact on our financial statements.
In February 2013, the Financial Accounting Standards Board issued Accounting Standards Update No. 2013-2, “Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income,” which amends Accounting Standards Codification 220, “Comprehensive Income.” The amendments require an entity to disclose the impact of amounts reclassified out of accumulated other comprehensive income and into net income, by the respective line items of net income, if the amounts reclassified are reclassified to net income in their entirety in the same reporting period. The disclosure is required either on the face of the statement where net income is presented or in the notes. For amounts that are not reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. We prospectively adopted this guidance effective January 1, 2013 and it did not have a material impact on our financial statements.

In July 2012, there were revisions to the accounting standard for impairment tests of indefinite-lived intangible assets other than goodwill. Under the revised standard a company can first perform a qualitative assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary. A company can choose to perform the qualitative assessment on none, some, or all of its indefinite-lived intangible assets, and can also bypass the qualitative assessment and perform the quantitative impairment test for any indefinite-lived intangible in any period. The revised standard is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012.

Table of Contents

We adopted this guidance effective January 1, 2013 and do not expect it to have a material impact on our impairment tests of indefinite-lived intangible assets.

Note 2 — Acquisitions

Dedicated Media, Inc.

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

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

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

| | | |
|---|---|---|
| Current assets | $7,315 | |
| Equipment | 158 | |
| Other intangible assets | 4,620 | |
| Goodwill | 1,796 | |
| Current liabilities | (4,303 | ) |
| Noncontrolling interest | (3,834 | ) |
| Total | $5,752 | |

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

HYFN, Inc.

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

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

the remaining outstanding shares using the same purchase price multiple.

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

Table of Contents

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

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

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

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

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

New Vision Television, LLC

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

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

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

Table of Contents

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

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

ACME Television, LLC

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

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

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

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

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

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

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

Table of Contents

Pro Forma Information

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

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

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

Nami Media, Inc.

On November 22, 2011, we acquired a 57.6% interest (a 50.1% interest calculated on a fully diluted basis) in Nami Media, a digital advertising management and technology company based in Los Angeles, CA. Under the terms of our agreement with Nami Media, we agreed to purchase the remaining outstanding shares of Nami Media in 2014 if Nami Media achieves a target EBITDA in 2013 as outlined in the purchase agreement. The purchase price of these shares is based on multiples of Nami Media’s 2013 net revenues and EBITDA. Our maximum potential obligation under the purchase agreement is $37.4 million. Additionally, if Nami Media does not meet the target EBITDA in 2013, we have the option to purchase the remaining outstanding shares using the same purchase price multiple. Our obligation to purchase the noncontrolling interest holders’ shares is essentially outside of our control, because it is based on the achievement of target EBITDA in 2013. Therefore, the noncontrolling interest related to Nami Media as of September 30, 2013 and December 31, 2012 has been reported as redeemable noncontrolling interest and classified as temporary equity on our consolidated balance sheets. As of the acquisition date, the fair value of the noncontrolling interest was $3.5 million, and was measured based on the purchase price for our 57.6% ownership interest and the net assets acquired as of the acquisition date. As of September 30, 2013, we believe that achievement of the financial targets is not probable and therefore, have not reflected these obligations in our consolidated financial statements.

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

Note 3 — Discontinued Operations

WWHO-TV

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

WUPW-TV

On April 21, 2012, we completed the sale of substantially all of the assets of WUPW-TV to WUPW, LLC. During the nine months ended September 30, 2012, we recorded a gain on the sale of WUPW-TV of $18 million ($11.7 million, net of tax).
The following presents summarized information for the discontinued operations (in thousands):

Table of Contents

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

Note 4 — Investments

Joint Venture with NBCUniversal

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

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

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

Note 5 — Intangible Assets

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

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

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

| | September 30, 2013 | | December 31, 2012 | |
|---|---|---|---|---|
| | Gross Carrying | Accumulated | Gross Carrying | Accumulated |

| | Amount | Amortization | Amount | Amortization |
|---|---|---|---|---|
| Broadcast licenses | $536,515 | $— | $536,515 | $— |
| Intangible assets subject to amortization [1] | 86,606 | (34,465 ) | 75,625 | (16,071 ) |
| Total | $623,121 | $(34,465 ) | $612,140 | $(16,071 ) |

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

Table of Contents

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

Note 6 — Debt

Debt consisted of the following (in thousands):

| | September 30, 2013 | December 31, 2012 |
|---|---|---|
| Senior Secured Credit Facility: | | |
| Revolving credit loans | $— | $— |
| $120,313 and $125,000 Term loans, net of discount of $368 and $435 as September 30, 2013 and December 31, 2012, respectively | 119,945 | 124,565 |
| $315,000 and $257,400 Incremental term loans, net of discount of $1,768 and $2,020 as of September 30,2013 and December 31, 2012, respectively | 313,232 | 255,380 |
| $8^3/_8$% Senior Notes due 2018 | 200,000 | 200,000 |
| $6^3/_8$% Senior Notes due 2021 | 290,000 | 290,000 |
| Capital lease obligations | 14,718 | 14,881 |
| Other debt | 4,457 | 5,401 |
| Total debt | 942,352 | 890,227 |
| Less current portion | 15,801 | 10,756 |
| Total long-term debt | $926,551 | $879,471 |

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

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

During the nine months ended September 30, 2012, we recorded a loss on extinguishment of debt of $2.1 million to our consolidated statement of operations, consisting of a write-down of deferred financing fees and unamortized discount related to the redemption of our 6 ½% Senior Subordinated Notes and our 6 ½% Senior Subordinated Notes — Class B (“6 ½% Senior Subordinated Notes”).

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

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

Note 7 — Fair Value Measurements

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

Table of Contents

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

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

Note 8 — Retirement Plans

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

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

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

Note 9 — Restructuring

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

Also, during the year ended December 31, 2012, we recorded a restructuring charge of $2.4 million as a result of the consolidation of certain activities at our stations. During the nine months ended September 30, 2013, we made cash payments of $0.7 million related to these restructuring actions. We do not expect to make significant cash payments

during the remainder of the year with respect to such transactions, as the majority of the restructuring activities are complete as of the date of this report.

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

Note 10 — Income Taxes

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

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

As a result of the JV Sale Transaction, we recognized $27.5 million and $0.9 million of incremental short-term deferred federal and state tax liabilities, respectively. The financial impact of the JV Sale Transaction and corresponding tax expense of $28.4 million was reflected in our consolidated financial statements for the year ended December 31, 2012. During the first quarter of 2013, approximately $163 million of short term deferred liabilities were reclassified to income taxes payable upon the consummation of the JV Sale Transaction. As a result of the close of the Merger on July 30, 2013, $132.5 million of this tax liability was extinguished, resulting in a remaining tax liability of approximately $30.5 million associated with the JV Sale Transaction. For further discussion regarding the JV Sale Transaction and the Merger, see Note 1 — “Basis of Presentation and Summary of Significant Accounting Policies” and Note 11 — “Commitments and Contingencies.”

Note 11 — Commitments and Contingencies

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

Table of Contents

Commitments

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

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

Contingencies

GECC Guarantee and the Merger

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

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

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

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

Based on an average of the opening and closing trading prices of LIN TV's class A common stock at the consummation of the Merger, LIN TV realized a capital loss of approximately $344 million, which represents the difference between its tax basis in

Table of Contents

the stock of LIN Television, and the fair market value of this stock as of July 30, 2013. The capital loss realized and existing net operating losses were used to offset a portion of the capital gain recognized in the JV Sale Transaction and as a result, we realized tax savings of $132.5 million, resulting in a remaining tax liability of $30.5 million associated with the JV Sale Transaction. We made estimated state and federal tax payments to settle $29 million of this tax liability during October 2013 and expect to fund the remaining liability when it becomes due in November 2013.

Litigation

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