

SHARED SERVICES AGREEMENT

This Shared Services Agreement ("Agreement") is entered into as of December 1, 2014 (the "Effective Date") by and between [REDACTED] [REDACTED] are referred to collectively as the "Parties."

WHEREAS, MBG owns television broadcast station KLJB, Davenport, Iowa ("KLJB") and Nexstar owns television station WHBF-TV, Rock Island, Illinois ("WHBF").

WHEREAS, KLJB and WHBF are collectively referred to as the "Stations."

NOW, THEREFORE, for their mutual benefit and in order to enhance the respective abilities of Nexstar and MBG to compete with other television and media outlets serving the Quad Cities market, Nexstar and MBG agree as follows:

1. SHARING ARRANGEMENTS GENERALLY. From time to time, Nexstar and MBG may agree to share the costs of certain services and procurements which they individually require in connection with the operation of the Stations. Such sharing arrangements may take the form of joint or cooperative buying arrangements, or the performance of certain functions relating to the operation of one Station by employees of the operator of the other Station (subject in all events to the supervision and control of personnel of the operator of the Station to which such functions relate), or may be otherwise structured, and will be governed by terms and conditions upon which Nexstar and MBG may agree from time to time. Such sharing arrangements may include the co-location of the studio, non-managerial administrative and/or master control and technical facilities of the Stations and the sharing of grounds keeping, maintenance, security and other services relating to those facilities. In performing services under any such sharing arrangement (including those described in Section 4), personnel of one Party will be afforded access to, and have the right to utilize, without charge, assets and properties of the other Party to the extent necessary or desirable in the performance of such services.

2. CERTAIN SERVICES NOT TO BE SHARED.

(a) **Senior Management Personnel.** At all times, each Station will have personnel performing the typical functions of a station manager and a business manager. Such personnel will (i) be retained solely by the Party which operates such Station and will report solely to such Party, and (ii) have no involvement or responsibility in respect of the operation of the other Station.

(b) **Programming and Sales.** Each Party will maintain for the Station operated by it separate managerial and other personnel to carry out the selection and procurement of programming for such Station, and in no event will the Parties or the Stations share services, personnel, or information pertaining to such matters, except as set forth in Section 4(f)(i) below. In addition, the Parties are concurrently entering into a joint sales agreement or similar agreement ("JSA") pursuant to which Nexstar will have the right to sell advertising and commercial time on KLJB.

3. GENERAL PRINCIPLES GOVERNING SHARING ARRANGEMENTS. All arrangements contemplated by this Agreement will be subject to, and are intended to comply