NEXSTAR BROADCASTING INC
Form 424B3
January 10, 2011
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PROSPECTUS JANUARY 10, 2011

$325,000,000

NEXSTAR BROADCASTING, INC.

MISSION BROADCASTING, INC.

Exchange Offer for

Senior Secured Second Lien Notes due 2017

Offer for outstanding Senior Secured Second Lien Notes due 2017, in the aggregate principal amount of $325,000,000 (which we refer to as the Old Notes) in exchange for up to $325,000,000 aggregate principal amount of Senior Secured Second Lien Notes due 2017 which have been registered under the Securities Act of 1933, as amended, (which we refer to as the New Notes).

Terms of the Exchange Offer:

Expires 5:00 p.m., New York City time, February 8, 2011, unless extended.

Not subject to any condition other than that the exchange offer does not violate applicable law or any interpretation of the staff of the Securities and Exchange Commission.

Nexstar Broadcasting and Mission can amend or terminate the exchange offer.

Nexstar Broadcasting and Mission will exchange all Senior Secured Second Lien Notes due 2017 that are validly tendered and not validly withdrawn.

Nexstar Broadcasting and Mission will not receive any proceeds from the exchange offer.

The exchange of notes will not be a taxable exchange for United States federal income tax purposes.

You may withdraw tendered outstanding Old Notes any time before the expiration of the exchange offer.

Terms of the New Notes:

The New Notes will be secured on a second priority basis, subject to certain exceptions and certain permitted liens, by Nexstar Broadcasting s, Mission s and the guarantors assets that secure our and Mission s senior secured credit facilities on a first priority basis.

Nexstar Broadcasting s ultimate parent, Nexstar Broadcasting Group, Inc. and all of Nexstar Broadcasting s and Mission s future domestic restricted subsidiaries will guarantee the notes on a senior secured basis. **However, Nexstar Broadcasting Group, Inc., Nexstar s ultimate parent will not be considered a guarantor (as defined in the indenture) for any purpose under the indenture and, therefore, will not be subject to the indenture.**

The New Notes mature on April 15, 2017. The New Notes will bear interest at 8.875% per annum.

Nexstar Broadcasting and Mission may redeem the New Notes at any time on or after April 14, 2014.

Upon a change of control, Nexstar Broadcasting and Mission may be required to offer to repurchase the New Notes.

The terms of the New Notes are identical to Nexstar Broadcasting s and Mission s outstanding Old Notes except for transfer restrictions and registration rights.

For a discussion of specific risks that you should consider before tendering your outstanding Senior Secured Second Lien Notes due 2017 in the exchange offer, see Risk Factors beginning on page 9.

There is no public market for Nexstar Broadcasting s and Missions s outstanding Senior Secured Second Lien Notes due 2017 or the New Notes. However, you may trade Nexstar Broadcasting s and Mission s outstanding Senior Secured Second Lien Notes due 2017 in the Private Offering Resale and Trading through Automatic Linkages, or PORTAL , market.

Each broker-dealer that receives New Notes pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of the New Notes. A broker dealer who acquired Old Notes as a result of market making or other trading activities may use this exchange offer prospectus, as supplemented or amended, in connection with any resales of the New Notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the New Notes or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is January 10, 2011

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You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information different from that contained in this prospectus. The selling noteholders are offering to sell, and seeking offers to buy, Senior Secured Second Lien Notes due 2017 only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of our Senior Secured Second Lien Notes due 2017.

Each broker-dealer that receives new securities for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of these new securities. By so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new securities received in exchange for securities where those securities were acquired by this broker-dealer as a result of market-making activities or other trading activities. We have agreed that, starting on the expiration date and ending on the close of business 180 days after the expiration date, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

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As used in this prospectus and unless the context indicated otherwise, Notes refers, collectively, to our Old Notes and New Notes.

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PROSPECTUS SUMMARY

Certain capitalized terms used in this prospectus have the following meanings unless the context indicates otherwise, Nexstar refers to Nexstar Broadcasting Group, Inc. and its consolidated subsidiaries; Nexstar Broadcasting refers to Nexstar Broadcasting, Inc., our indirect subsidiary and the co-issuer of the Notes; Nexstar Finance Holdings refers to Nexstar Finance Holdings, Inc., our wholly-owned subsidiary; Mission refers to Mission Broadcasting, Inc., a co-issuer of the Notes; and all references to we, our, ours, and us refer to Nexstar Broadcasting Group, Inc., and i consolidated subsidiaries. Unless specified, all financial information in this prospectus is information regarding Nexstar Broadcasting Group, Inc. and its consolidated subsidiaries and Mission Broadcasting, Inc. This prospectus includes specific terms of the New Notes we are offering as well as information regarding our business and detailed financial data. For a more complete understanding of this offering, we encourage you to read this prospectus in its entirety.

Nexstar and Mission are television broadcasting companies focused exclusively on the acquisition, development and operation of television stations in medium-sized markets in the United States, primarily markets that rank from 50 to 175, as reported by A.C. Nielsen Company.

Nexstar currently owns, operates, programs or provides sales and other services to 59 television stations and four digital multi-cast channels, including those owned by Mission, in 34 markets in the states of Illinois, Indiana, Maryland, Missouri, Montana, Texas, Pennsylvania, Louisiana, Arkansas, Alabama, New York, Rhode Island, Utah and Florida. Nexstar s television station group includes affiliates of NBC (12 stations), CBS (11 stations), ABC (9 stations), FOX (15 stations), MyNetworkTV (7 stations and one digital multi-cast channel), The CW (4 stations), LATV (2 digital multi-cast channels), Azteca America (1 station) and Telemundo (1 digital multi-cast channel) and reaches approximately 13.3 million viewers or 11.4% of all U.S. television households.

Mission currently owns and operates 16 stations and one digital multi-cast channel. The stations that Mission owns and operates are in markets located in New York, Pennsylvania, Illinois, Indiana, Missouri, Arkansas, Louisiana, Texas and Montana. These stations are diverse in their network affiliations: 14 have primary affiliation agreements with one of the four major networks 3 with NBC, 5 with Fox, 4 with ABC, and 2 with CBS, and 2 stations have an agreement with MyNetworkTV. Additionally, one of the stations has a secondary network affiliation with MyNetworkTV that is broadcast over a digital multi-cast channel.

Our Relationship with Mission

Through various local service agreements with Mission, we currently provide sales, programming and other services to Mission s 16 television stations. Mission is 100% owned by an independent third party. We do not own Mission or any of its television stations. In order for both us and Mission to comply with Federal Communications Commission (FCC) regulations, Mission maintains complete responsibility for and control over programming, finances and personnel for its stations. However, as a result of our guarantee of Mission s senior secured credit facility, our arrangements under local service agreements, our power over significant activities affecting Mission s economic performance, including budgeting, advertising and hiring and firing of sales force personnel, and purchase option agreements with Mission s sole shareholder, we are deemed under accounting principles generally accepted in the United States (GAAP) to have a controlling financial interest in Mission. As a result of our controlling financial interest in Mission under GAAP and in order to present fairly our financial position, results of operations and cash flows, we consolidate the financial position, results of operations and cash flows of Mission with us as if Mission were a wholly-owned entity.

Mission s common stock is not currently traded on any market and David S. Smith, the sole shareholder of Mission, holds 1,000 shares of common stock.

Background of the Notes

In April 2010, Nexstar Broadcasting and Mission used the net proceeds from the offering of the Old Notes, together with borrowings under Nexstar Broadcasting s and Mission s amended senior secured credit facilities

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and cash on hand, to repurchase most of Nexstar Broadcasting s outstanding senior subordinated payment-in-kind notes due 2014 (the Senior Subordinated PIK Notes), to refinance Nexstar Broadcasting s senior secured credit facility (the Nexstar Facility) and Mission s senior secured credit facility (the Mission Facility) and to pay related fees and expenses. We and Mission obtained amendments to the Nexstar Facility and the Mission Facility to, among other things, extend the maturity of the existing facility, adjust the existing leverage covenants, permit the incurrence of the additional indebtedness and grant the second-priority senior secured lien securing the Notes. The amendments became effective concurrently with the completion of the offering of the Old Notes. As of September 30, 2010, Nexstar and Mission had total combined debt of $646.0 million.

Corporate and Other Information

Our principal executive offices are located at 5215 N. O Connor Blvd., Suite 1400, Irving, Texas 75039, and our main telephone number at that address is (972) 373-8800. Our website is located at http://www.nexstar.tv. The information contained on our website or that can be accessed through our website is not part of this prospectus memorandum and you should not rely on that information.

Mission s principal executive offices are located at 30400 Detroit Road, Suite 304, Westlake, Ohio 44145, and its main telephone number at that address is (440) 526-2227.

Corporate Structure

The following diagram summarizes our operational structure and our relationship with Mission, whose results of operations and financial position are consolidated with ours.

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(1) Guarantor under the Nexstar Facility and Mission Facility, the 11.375% Senior Discount Notes due 2013, the 7% Senior Subordinated Notes due 2014 (the 7% Notes), the 7% Senior Subordinated PIK Notes due 2014 (the 7% PIK Notes), and the Senior Secured Second Lien Notes.
(2) Issuer of the 11.375% Senior Discount Notes due 2013 and guarantor under the Nextar Facility and the Mission Facility.
(3) Issuer of the 7% Notes, 7% PIK Notes, Co-Issuer of the Senior Secured Second Lien Notes, borrower under the Nexstar Facility and guarantor under the Mission Facility.
(4) Borrower under the Mission Facility, Co-Issuer of the Senior Secured Second Lien Notes and guarantor under the 7% Notes, 7% PIK Notes and the Nexstar Facility.

Purpose of the Exchange Offer

On April 8, 2010, Nexstar Broadcasting and Mission sold, through a private placement exempt from the registration requirements of the Securities Act, $325.0 million principal amount of Senior Secured Second Lien Notes due 2017, all of which are eligible to be exchanged for New Notes. We refer to these notes as Old Notes in this prospectus. The Old Notes are subject to transfer restrictions until we consummate this exchange offer or they are resold under a shelf registration statement.

Simultaneously with the private placement, Nexstar Broadcasting and Mission entered into a registration rights agreement with the initial purchasers of the Old Notes. Under the registration rights agreement, Nexstar Broadcasting and Mission are required to use their reasonable best efforts to cause a registration statement for substantially identical Notes, which will be issued in exchange for the Old Notes, to be filed as soon as practicable after April 8, 2010, but in no event later than January 14, 2011. We refer to the Notes to be registered under this exchange offer registration statement as New Notes and collectively with the Old Notes, we refer to them as the Notes in this prospectus. You may exchange your Old Notes for New Notes in this exchange offer. You should read the discussion under the headings Summary of the Exchange Offer, The Exchange Offer and Description of Notes for further information regarding the New Notes.

Nexstar Broadcasting and Mission did not register the Old Notes under the Securities Act or any state securities law, nor do we intend to after the exchange offer. As a result, the Old Notes may only be transferred in limited circumstances under the securities laws. If the holders of the Old Notes do not exchange their Old Notes in the exchange offer, they lose their right to have the Old Notes registered under the Securities Act, subject to certain limitations. Anyone who still holds Old Notes after the exchange offer may be unable to resell their Old Notes.

Summary of the Exchange Offer

The Exchange Offer

Securities Offered	$325.0 million principal amount of Senior Secured Second Lien Notes due 2017. The Notes are subject to transfer restrictions until Nexstar Broadcasting and Mission consummate this exchange offer or they are resold under a shelf registration statement.
The Exchange Offer	Nexstar Broadcasting and Mission are offering to exchange the Old Notes for a like principal amount at maturity of the New Notes. Old Notes may be exchanged only in integral principal at maturity multiples of $1,000. This exchange offer is being made pursuant to a registration rights agreement dated as of April 8, 2010, which granted the initial purchasers and any subsequent holders of the Old Notes

certain exchange and registration rights. This exchange offer is intended to satisfy those exchange and registration rights with respect to the Old Notes. After the exchange offer is complete, you will no longer be entitled to any exchange or registration rights with respect to your Old Notes.

Expiration Date; Withdrawal of Tender

Nexstar Broadcasting s and Mission s exchange offer will expire 5:00 p.m. New York City time, on February 8, 2011, or a later time if we choose to extend this exchange offer. You may withdraw your tender of Old Notes at any time prior to the expiration date. All outstanding Old Notes that are validly tendered and not validly withdrawn will be exchanged. Any Old Notes not accepted by Nexstar Broadcasting or Mission for exchange for any reason will be returned to you at our expense as promptly as possible after the expiration or termination of the exchange offer.

Resales

We believe that you can offer for resale, resell and otherwise transfer the New Notes without complying with the registration and prospectus delivery requirements of the Securities Act if:

- you acquire the New Notes in the ordinary course of business;
- you are not participating, do not intend to participate, and have no arrangement or understanding with any person to participate, in the distribution of the New Notes;
- you are not an affiliate of Nexstar, as defined in Rule 405 of the Securities Act; and
- you are not a broker-dealer.

If any of these conditions is not satisfied and you transfer any New Notes without delivering a proper prospectus or without qualifying for a registration exemption, you may incur liability under the Securities Act. Nexstar Broadcasting and Mission do not assume or indemnify you against this liability.

Each broker-dealer acquiring New Notes issued for its own account in exchange for Old Notes, which it acquired through market-making activities or other trading activities, must acknowledge that it will deliver a proper prospectus when any New Notes issued in the exchange offer are transferred. A broker-dealer may use this prospectus for an offer to resell, a resale or other retransfer of the New Notes issued in the exchange offer.

Conditions to the Exchange Offer

Nexstar Broadcasting s and Mission s obligation to accept for exchange, or to issue the New Notes in exchange for, any Old Notes is subject to certain customary conditions relating to compliance with any applicable law, or any applicable interpretation by any staff of the Securities and Exchange Commission, or any order of any governmental agency or court of law. Nexstar Broadcasting and

	Mission currently expect that each of the conditions will be satisfied and that no waivers will be necessary. See The Exchange Offer Conditions to the Exchange Offer.
Procedures for Tendering Notes Held in the Form of Book-Entry Interests	The Old Notes were issued as global securities and were deposited upon issuance with The Bank of New York. The Bank of New York issued certificateless depositary interests in those outstanding Old Notes, which represent a 100% interest in those Old Notes, to The Depositary Trust Company.

Beneficial interests in the outstanding Old Notes, which are held by direct or indirect participants in the Depository Trust Company, are shown on, and transfers of the Old Notes can only be made through, records maintained in book-entry form by The Depository Trust Company.

You may tender your outstanding Old Notes by instructing your broker or bank where you keep the Old Notes to tender them for you. In some cases you may be asked to submit the BLUE-colored Letter of Election and Instructions to Brokers or Bank that may accompany this prospectus. By tendering your Old Notes you will be deemed to have acknowledged and agreed to be bound by the terms set forth under The Exchange Offer. Your outstanding Old Notes will be tendered in multiples of $1,000.

A timely confirmation of book-entry transfer of your outstanding Old Notes into the exchange agent s account at The Depository Trust Company, under the procedure described in this prospectus under the heading The Exchange Offer must be received by the exchange agent on or before 5:00 p.m., New York City time, on the expiration date.

United States Federal Income Tax Considerations	The exchange offer should not result in any income, gain or loss to the holders of Old Notes or to us for United States federal income tax purposes. See Certain United States Federal Income Tax Considerations.
Use of Proceeds	Nexstar Broadcasting and Mission will not receive any proceeds from the issuance of the New Notes in the exchange offer.
Exchange Agent	The Bank of New York is serving at the exchange agent for the exchange offer.
PORTAL Market	There is no public market for Nexstar Broadcasting s or Mission s outstanding Senior Secured Second Lien Notes due 2017 or the New Notes.
Shelf Registration Statement	In limited circumstances, holders of Old Notes may require Nexstar Broadcasting and Mission to register their Old Notes under a shelf registration statement.

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The New Notes

The form and terms of the New Notes are the same as the form and terms of the Old Notes, except that the New Notes will be registered under the Securities Act. As a result, the New Notes will not bear legends restricting their transfer and will not contain the registration rights and liquidated damage provisions contained in the Old Notes. The New Notes represent the same debt as the Old Notes. The Old Notes and the New Notes are governed by the same indenture and are together considered a series of securities under that indenture. Unless the context indicates otherwise, we use the term Notes in this prospectus to refer collectively to the Old Notes and the New Notes.

Issuer	Nexstar Broadcasting, Inc. and Mission Broadcasting, Inc.
The New Notes	$325.0 million principal amount of Senior Secured Second Lien Notes due 2017. The Notes are subject to transfer restrictions until Nexstar Broadcasting and Mission consummate this exchange offer or they are resold under a shelf registration statement.
Maturity	April 15, 2017.
Interest Rate	The New Notes will bear interest at 8.875% per annum.
Interest Payment Dates	April 15 and October 15

First payment: April 15, 2011.

Denominations	$1,000 minimum and $1,000 integral multiples thereof.
Guarantees	Nexstar Broadcasting s ultimate parent, Nexstar Broadcasting Group, Inc., and all of Nexstar Broadcasting s and Mission s future domestic restricted subsidiaries will guarantee the Notes on a senior secured basis. However, Nexstar Broadcasting Group, Inc. will not be considered a guarantor for any purpose under the indenture and, therefore, will not be subject to the indenture.
Ranking	The Notes and guarantees will be second lien senior secured obligations of Nexstar Broadcasting, Mission and the guarantors and will:

- rank equally in right of payment to all of Nexstar Broadcasting s, Mission s and the guarantors existing and future senior indebtedness;

- rank senior in right of payment to all of Nexstar Broadcasting s, Mission s and the guarantors existing and future indebtedness and other obligations that expressly provide for their subordination to the Notes and the guarantees;

be effectively senior to all of Nexstar Broadcasting s, Mission s and the guarantors existing and future unsecured indebtedness to the extent of the value of the collateral securing the Notes, after giving effect to first priority liens on the collateral and permitted liens;

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- be effectively junior to Nexstar Broadcasting s, Mission s and the guarantors indebtedness that is either (i) secured by priority liens on the collateral, including indebtedness under the Nexstar Facility and the Mission Facility, or (ii) secured by assets that are not part of the collateral that is securing the Notes, to the extent of the value of the collateral; and
- be structurally subordinated to all of the liabilities, including trade payables, of our and Mission s future subsidiaries that do not guarantee the Notes.

Optional Redemption	Nexstar Broadcasting and Mission may redeem some or all of the Notes at any time prior to April 15, 2014 at a price equal to 100% of the principal amount of the Notes redeemed plus accrued and unpaid interest to the redemption date and a make-whole premium as set forth under Description of Notes Optional Redemption.

Additionally, Nexstar Broadcasting and Mission may redeem the Notes, in whole or in part, at any time on and after April 15, 2014 at the redemption prices set forth under Description of Notes Optional Redemption plus accrued and unpaid interest to the redemption date.

Optional Redemption after Equity Offerings	Nexstar Broadcasting and Mission may redeem up to 35% of the outstanding Notes with money that we or Mission raise in one or more equity offerings at any time (which may be more than once) prior to April 15, 2013, as long as at least 65% of the aggregate principal amount of Notes issued remains outstanding afterwards. See Description of Notes Optional Redemption.
Change of Control	If we or our subsidiaries experience specific kinds of a change of control, Nexstar Broadcasting and Mission must give holders of the Notes the opportunity to sell to Nexstar Broadcasting their Notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date.

Nexstar Broadcasting and Mission may not be able to pay you the required price for Notes you present to Nexstar Broadcasting or Mission at the time of a change of control, because:

- Nexstar Broadcasting and Mission might not have enough funds at that time; or
- the terms of the Nexstar Facility or the Mission Facility may prevent us or Mission from paying.

Asset Sale Proceeds	If we, Mission or our and Mission s subsidiaries engage in asset sales, under certain circumstances Nexstar Broadcasting and Mission must offer to purchase the Notes at the prices listed under Description of Notes Repurchase at the Option of Holders Asset Sales, plus accrued and unpaid interest to the repurchase date.

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Certain Covenants	The indenture governing the Notes will contain covenants limiting our and Mission s (and most or all of our and Mission s subsidiaries) ability to: pay dividends or make certain other restricted payments or investments; incur additional indebtedness and issue disqualified stock; create liens on assets; merge, consolidate, or sell all or substantially all of our or Mission s and our or Mission s restricted subsidiaries assets; enter into certain transactions with affiliates; create restrictions on dividends or other payments by our and Mission s restricted subsidiaries; and create guarantees of indebtedness by restricted subsidiaries.

These covenants are subject to a number of important limitations and exceptions. See Description of Notes Certain Covenants.

No Prior Market	The Notes will be new securities for which there is currently no market. Accordingly, we cannot assure you that a liquid market for the Notes will develop or be maintained.
Use of Proceeds	We will not receive any proceeds from the issuance of the New Notes pursuant to the exchange offer. We will pay all of our expenses incident to the exchange offer.
Risk Factors	Investing in the Notes involves substantial risks. See Risk Factors for a description of certain of the risks you should consider before investing in the Notes.

The Notes will not be entitled to the benefit of any mandatory sinking fund.

For more complete information about the Notes, see the Description of Notes section of this prospectus.

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RISK FACTORS

An investment in the Notes is subject to numerous risks, including those listed below. Additional risks and uncertainties not currently known to us and Mission or that we and Mission currently deem to be immaterial may also materially and adversely affect our business operations. You should carefully consider the following risks, along with the information provided elsewhere in this prospectus. These risks could materially affect our and Mission s ability to meet our obligations under the Notes. You could lose all or part of your investment in, and the expected return on, the Notes.

Risks Related to the Exchange Offer

Because there is no public market for the New Notes, you may not be able to sell your New Notes.

The New Notes will be registered under the Securities Act of 1933, as amended, or the Securities Act, but will constitute a new issue of securities with no established trading market, and uncertainty exists with regard to:

- the liquidity of any trading market that may develop;
- the ability of holders to sell their New Notes; or
- the price at which the holders would be able to sell their New Notes.

If a trading market were to develop, the New Notes might trade at higher or lower prices than their principal amount or purchase price, depending on many factors, including prevailing interest rates, the market for similar securities and our financial performance.

Any market-making activity will be subject to the limits imposed by the Securities Act and the Exchange Act, and may be limited during the exchange offer or the pendency of an applicable shelf registration statement. An active trading market might not exist for the New Notes and any trading market that does develop might not be liquid.

In addition, any holder of Old Notes who tenders in the exchange offer for the purpose of participating in a distribution of the New Notes may be deemed to have received restricted securities, and if so, will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction.

The market for non-investment grade debt historically has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the Notes. The market for the Notes, if any, may be subject to similar disruptions that could adversely affect their value. In addition, subsequent to their initial issuance, the notes may trade at a discount from their initial offering price, depending upon prevailing interest rates, the market for similar Notes, Nexstar Broadcasting s and Mission s performance and other factors.

Your Old Notes will not be accepted for exchange if you fail to follow the exchange offer procedures.

Nexstar Broadcasting and Mission will issue New Notes pursuant to this exchange offer only after a timely receipt of your Old Notes (including timely notation in book-entry form). Therefore, if you want to tender your Old Notes, please allow sufficient time to ensure timely delivery. If Nexstar Broadcasting and Mission do not receive your Old Notes, by the expiration date of the exchange offer, Nexstar Broadcasting and Mission will not accept your Old Notes for exchange. Nexstar Broadcasting and Mission are under no duty to give notification of defects or irregularities with respect to the tenders of Old Notes for exchange. If there are defects or irregularities with respect to your tender of Old Notes, Nexstar Broadcasting and Mission will not accept your Old Notes for exchange.

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If you do not exchange your Old Notes, your Old Notes will continue to be subject to the existing transfer restrictions and you may be unable to sell your Old Notes.

Nexstar Broadcasting and Mission did not register the Old Notes, nor do Nexstar Broadcasting and Mission intend to do so following the exchange offer. The Old Notes that are not tendered will, therefore, continue to be subject to the existing transfer restrictions and may be transferred only in limited circumstances under the securities laws. If you do not exchange your Old Notes, you will be subject to existing transfer restrictions. As a result, if you hold Old Notes after the exchange offer, you may be unable to sell your Old Notes. If a large number of outstanding Old Notes are exchanged for New Notes issued in the exchange offer, it may be difficult for holders of outstanding Old Notes that are not exchanged in the exchange offer to sell their Old Notes, since those Old Notes may not be offered or sold unless they are registered or there are exemptions from registration requirements under the Securities Act or state laws that apply to them. In addition, if there are only a small number of Old Notes outstanding, there may not be a very liquid market in those Old Notes. There may be few investors that will purchase unregistered securities in which there is not a liquid market.

If you exchange your Old Notes, you may not be able to resell the New Notes you receive in the exchange offer without registering them and delivering a prospectus.

You may not be able to resell New Notes you receive in the exchange offer without registering those New Notes or delivering a prospectus. Based on interpretations by the Commission in no-action letters, Nexstar Broadcasting and Mission believe, with respect to New Notes issued in the exchange offer, that:

- holders who are not affiliates of Nexstar within the meaning of Rule 405 of the Securities Act;
- holders who acquire their New Notes in the ordinary course of business;
- holders who do not engage in, intend to engage in, or have arrangements to participate in a distribution (within the meaning of the Securities Act) of the New Notes; and
- are not broker-dealers

do not have to comply with the registration and prospectus delivery requirements of the Securities Act.

Holders described in the preceding sentence must tell us in writing at our request that they meet these criteria. Holders that do not meet these criteria could not rely on interpretations of the SEC in no-action letters, and would have to register the New Notes they receive in the exchange offer and deliver a prospectus for them. In addition, holders that are broker-dealers may be deemed underwriters within the meaning of the Securities Act in connection with any resale of New Notes acquired in the exchange offer. Holders that are broker-dealers must acknowledge that they acquired their outstanding New Notes in market-making activities or other trading activities and must deliver a prospectus when they resell New Notes they acquire in the exchange offer in order not to be deemed an underwriter.

Risks Related to The Notes

Our and Mission s substantial debt could limit our ability to grow and compete.

As of September 30, 2010, Nexstar and Mission had $646.0 million of debt, which represented 141.6% of Nexstar and Mission s total combined capitalization. The companies high level of debt could have important consequences to our and Mission s business. For example, it could:

- make it more difficult to pay Nexstar Broadcasting s and Mission s debts, including payments on the Notes as they come due;
- limit Nexstar Broadcasting s and Mission s ability to borrow additional funds or obtain additional financing in the future;

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- limit Nexstar Broadcasting s and Mission s ability to pursue acquisition opportunities;

- expose Nexstar Broadcasting and Mission to greater interest rate risk since the interest rate on borrowings under the senior credit facilities is variable;

- limit Nexstar Broadcasting s and Mission s flexibility to plan for and react to changes in Nexstar Broadcasting s and Mission s business and Nexstar Broadcasting s and Mission s industry; and

- impair Nexstar Broadcasting s and Mission s ability to withstand a general downturn in Nexstar Broadcasting s and Mission s business and place Nexstar Broadcasting and Mission at a disadvantage compared to Nexstar Broadcasting s and Mission s competitors that are less leveraged.

See Management s Discussion and Analysis of Financial Condition and Results of Operations Contractual Obligations for disclosure of the approximate aggregate amount of principal indebtedness scheduled to mature.

We and Mission could also incur additional debt in the future. The terms of the Nexstar Facility and the Mission Facility, as well as the indentures governing Nexstar s publicly-held notes, limit, but do not prohibit Nexstar Broadcasting and Mission from incurring substantial amounts of additional debt. To the extent Nexstar Broadcasting and Mission incur additional debt Nexstar Broadcasting and Mission would become even more susceptible to the leverage-related risks described above.

If Nexstar Broadcasting or Mission default on Nexstar Broadcasting s or Mission s obligations to pay Nexstar Broadcasting s or Mission s other indebtedness, Nexstar Broadcasting or Mission may not be able to make payments on the Notes.

Any default under the agreements governing Nexstar Broadcasting s and Mission s indebtedness, including a default under the Nexstar Facility or the Mission Facility, that is not waived by the required lenders, and the remedies sought by the holders of such indebtedness could prohibit Nexstar Broadcasting and Mission from making payments of principal, premium, if any, or interest on the Notes and could substantially decrease the market value of the Notes. If Nexstar Broadcasting or Mission are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, or interest on Nexstar Broadcasting s or Mission s indebtedness, or if Nexstar Broadcasting or Mission otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing Nexstar Broadcasting s or Mission s indebtedness (including the Nexstar Facility and the Mission Facility), Nexstar Broadcasting or Mission could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest. More specifically, the lenders under the Nexstar Facility or the Mission Facility could elect to terminate their commitments, cease making further loans and institute foreclosure proceedings against Nexstar Broadcasting s and Mission s assets, and Nexstar Broadcasting or Mission could be forced into bankruptcy, if applicable to Nexstar Broadcasting or Mission, or liquidation. If Nexstar Broadcasting s or Mission s operating performance declines, Nexstar Broadcasting or Mission may in the future need to seek waivers from the required lenders under the Nexstar Facility or the Mission Facility to avoid being in default. If Nexstar Broadcasting or Mission breach covenants under the Nexstar Facility or the Mission Facility and seek a waiver, Nexstar Broadcasting or Mission may not be able to obtain a waiver from the required lenders. If this occurs, Nexstar Broadcasting and Mission would be in default under the Nexstar Facility and the Mission Facility, the lenders could exercise their rights as described above, and Nexstar Broadcasting and Mission could be forced into bankruptcy, to the extent applicable to Nexstar Broadcasting or Mission, or liquidation. No assurance can be given that, if Nexstar Broadcasting or Mission breach covenants under the Nexstar Facility or the Mission Facility and Nexstar Broadcasting s or Mission s creditors seek to enforce their rights under the federal bankruptcy laws, that a forum will be available to creditors. See Description of Notes.

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Nexstar Broadcasting s and Mission s ability to generate cash depends on many factors beyond Nexstar Broadcasting s and Mission s control, and Nexstar Broadcasting and Mission may not be able to generate the cash required to service Nexstar Broadcasting s and Mission s debt.

Nexstar Broadcasting s and Mission s ability to make payments on and refinance Nexstar Broadcasting s and Mission s indebtedness, including the Notes, and to fund Nexstar Broadcasting s and Mission s operations will depend on Nexstar Broadcasting s and Mission s ability to generate cash in the future. Nexstar Broadcasting s and Mission s historical financial results have been, and Nexstar Broadcasting s and Mission s future financial results are expected to be, subject to substantial fluctuations, and will depend upon general economic conditions and financial, competitive, legislative, regulatory and other factors that are beyond Nexstar Broadcasting s and Mission s control. If Nexstar Broadcasting and Mission are unable to meet Nexstar Broadcasting s and Mission s debt service obligations or fund Nexstar Broadcasting s and Mission s other liquidity needs, Nexstar Broadcasting and Mission may need to refinance all or a portion of Nexstar Broadcasting s and Mission s debt, including the Notes, before maturity, seek additional equity capital, reduce or delay scheduled expansions and capital expenditures or sell material assets or operations. Nexstar Broadcasting and Mission cannot assure you that Nexstar Broadcasting and Mission will be able to pay Nexstar Broadcasting s and Mission s debt or refinance it on commercially reasonable terms, or at all, or to fund Nexstar Broadcasting s and Mission s liquidity needs.

If for any reason Nexstar Broadcasting and Mission are unable to meet Nexstar Broadcasting s and Mission s debt service obligations, Nexstar Broadcasting and Mission would be in default under the terms of the agreements governing Nexstar Broadcasting s and Mission s outstanding debt. If such a default were to occur, the lenders under each of the Nexstar Facility and the Mission Facility could elect to declare all amounts outstanding under such facility immediately due and payable, and the lenders would not be obligated to continue to advance funds under such facility. If the amounts outstanding are accelerated, Nexstar Broadcasting s and Mission s assets may not be sufficient to repay in full the money owed to the banks or to Nexstar Broadcasting s and Mission s debt holders, including holders of Notes.

Value should not be assigned to the guarantee of the Notes provided by Nexstar Broadcasting Group and you should not expect Nexstar Broadcasting Group to participate in making any payments in respect of the Notes.

The Notes will be guaranteed by Nexstar Broadcasting Group, but you should not assign any value to such guarantee. Nexstar Broadcasting Group is a holding company, the only assets of which are the shares of Nexstar Broadcasting s direct parent company. Nexstar Broadcasting Group is dependent for the service of its indebtedness on the ability of Nexstar Broadcasting to generate cash flow and make this cash available to Nexstar Broadcasting Group by dividend, distribution, loan or otherwise. The covenants in the indenture governing the Notes will apply only to Nexstar Broadcasting, Mission and certain of their future subsidiaries and do not apply to any direct or indirect parent of Nexstar Broadcasting, including Nexstar Broadcasting Group. As noted elsewhere in this prospectus, Nexstar Broadcasting Group currently has a substantial amount of indebtedness outstanding, including guarantees of subsidiary indebtedness. Any direct or indirect parent of Nexstar Broadcasting, including Nexstar Broadcasting Group, may be able to incur significant additional indebtedness in the future, and the indenture governing the Notes does not prohibit any such entity from doing so.

The imposition of certain permitted liens will cause the assets on which such liens are imposed to be excluded from the collateral securing the Notes and the guarantees. There are also certain other assets that are also excluded from the collateral.

The collateral securing the Notes and the guarantees may be subject to existing liens permitted under the terms of the indenture. The indenture will also permit liens in favor of third parties to secure additional debt, including purchase money indebtedness and capitalized lease obligations, and any assets subject to such liens will be automatically excluded from the collateral securing the Notes and the guarantees to the extent the

agreements governing such indebtedness prohibit additional liens. Nexstar Broadcasting s and Mission s ability to incur purchase money indebtedness and capitalized lease obligations is subject to the limitations described in Description of Notes. In addition, certain categories of assets are excluded from the collateral securing the Notes and the guarantees. See Description of Notes. If an event of default occurs and the Notes are accelerated, the Notes and the guarantees will rank equally in right with the holders of other unsubordinated and unsecured indebtedness and other liabilities of the relevant entity with respect to such excluded assets. As a result, if the value of the assets securing the Notes and the guarantees (taking into account any secured indebtedness with a prior security interest on such asset) is less than the aggregate amount of the claims of the holders of the Notes, the holders of the Notes may not receive any substantial recovery from the excluded assets.

The collateral securing the Notes is subject to control by creditors with first priority liens. If there is a default, the value of the collateral may not be sufficient to repay both the first priority creditors and the holders of the Notes.

The Notes will be secured on a second priority basis by substantially all of the collateral securing the Nexstar Facility and the Mission Facility on a first priority basis. In addition, under the terms of the indenture governing the Notes, Nexstar Broadcasting and Mission will be permitted in the future to incur additional indebtedness and other obligations that may share in the second priority liens on the collateral securing the Notes and in the first priority liens on the collateral securing the Nexstar Facility.

The holders of obligations secured by the first priority liens on the collateral will be entitled to receive proceeds from any realization of the collateral to repay their obligations in full before the holders of the Notes and other obligations secured by second priority liens will be entitled to any recovery from the collateral. Nexstar Broadcasting and Mission cannot assure you that, in the event of a foreclosure, the proceeds from the sale of all of such collateral would be sufficient to satisfy the amounts outstanding under the Notes and other obligations secured by the second priority liens, if any, after payment in full of all obligations secured by the first priority liens on the collateral. If such proceeds were not sufficient to repay amounts outstanding under the Notes, then holders of the Notes (to the extent not repaid from the proceeds of the sale of the collateral) would only have an unsecured claim against Nexstar Broadcasting s and Mission s remaining assets, which claim will rank equal in priority to the unsecured claims with respect to any unsatisfied portion of the obligations secured by the first priority liens and Nexstar Broadcasting s and Mission s other unsecured senior indebtedness. As of September 30, 2010 Nexstar Broadcasting and Mission have approximately $99.8 million of borrowings outstanding under the Nexstar Facility and the Mission Facility to which the Notes are effectively subordinated and $75.0 million of additional borrowing capacity under the Nexstar Facility and the Mission Facility.

Under the indenture governing the Notes, Nexstar Broadcasting and Mission could also incur additional indebtedness secured by first priority liens and second priority liens so long as such first and second priority liens are securing indebtedness permitted to be incurred by the covenants described under Description of Notes and certain other conditions are met. Nexstar Broadcasting s and Mission s ability to designate future debt as either first priority secured or second priority secured and, in either event, to enable the holders thereof to share in the collateral on either a priority basis or a pari passu basis with holders of the Notes and the Nexstar Facility and the Mission Facility may have the effect of diluting the ratio of the value of such collateral to the aggregate amount of the obligations secured by the collateral.

The right of the collateral agent to foreclose upon and sell the collateral in event of default may also be subject to limitations under the Communications Act and the regulations of the FCC.

Under the Communications Act of 1934, as amended (the Communications Act), and implementing rules and regulations of the FCC, the prior consent of the FCC must be obtained prior to any change in direct or indirect control of an entity holding licenses issued by the FCC. Nexstar Broadcasting and Mission hold television station and other licenses issued by the FCC. The foreclosure of Nexstar Broadcasting s or Mission s

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capital stock or of the capital stock of Nexstar Broadcasting s or Mission s subsidiaries which directly or indirectly hold such licenses could result in a transfer of control of an entity holding FCC licenses. In the event of default, the collateral agent may be required to obtain the prior consent of the FCC prior to exercising foreclosure rights or selling the collateral securing the Notes. Furthermore, under present rules and regulations of the FCC, no private party may hold a lien or security interest in an FCC license. The FCC only permits the holding of a security interest in the proceeds of the sale of an FCC license. This limitation could complicate the ability of the collateral agent to foreclose upon and sell the collateral. Nexstar Broadcasting and Mission can give no assurance that such consent can be obtained by the collateral agent or any purchaser of the collateral from the collateral agent.

The lenders under the Nexstar Facility and the Mission Facility will have the discretion to release the guarantors under the Nexstar Facility and the Mission Facility in a variety of circumstances which will cause those guarantors to be released from their guarantees of the Notes.

While any obligations under the Nexstar Facility and the Mission Facility remain outstanding, any guarantee of the Notes may be released without action by, or consent of, any holder of the Notes or the trustee under the indenture governing the Notes offered hereby if the related guarantor is no longer a guarantor of the obligations under the Nexstar Facility, the Mission Facility or certain other indebtedness. See Description of Notes Note Guarantees. The lenders under the Nexstar Facility, the Mission Facility or such other indebtedness will have the discretion to release the guarantees under the Nexstar Facility and the Mission Facility in a variety of circumstances. You will not have a claim as a creditor against any subsidiary that is no longer a guarantor of the Notes.

It may be difficult to realize the value of the collateral securing the Notes.

The collateral securing the Notes will be subject to any and all exceptions, defects, encumbrances, liens and other imperfections as may be accepted by the trustee for the Notes and any other creditors that also have the benefit of first liens on the collateral securing the Notes from time to time, whether on or after the date the Notes are issued. The initial purchasers have neither analyzed the effect of, nor participated in any negotiations relating to, such exceptions, defects, encumbrances, liens and other imperfections. The existence of any such exceptions, defects, encumbrances, liens and other imperfections could adversely affect the value of the collateral securing the Notes as well as the ability of the collateral agent, to realize or foreclose on such collateral.

The collateral securing the Notes does not include all of Nexstar Broadcasting s, Mission s or the guarantors assets. In particular, the collateral does not include (i) any rights or interest in any lease, contract, license or license agreement covering personal property or real property of Mission, Nexstar Broadcasting or any guarantor, so long as under the terms of such lease, contract, license or license agreement, or applicable law with respect thereto, the grant of a security interest or lien therein is prohibited, (ii) certain voting shares and capital stock of certain of Nexstar Broadcasting s and Mission s subsidiaries, (iii) any individual parcel of Nexstar Broadcasting s, Mission s or the guarantor s leased or owned real property having an appraised fair market value of less than $500,000, (vi) any investment property, letter of credit rights or electronic chattel paper with a value of less than $1.0 million acquired after the issuance of the Notes, (v) any property of the issuer pledged or deposited to the extent the terms of such documents prohibit a lien on the property, (vi) any motor vehicle or rolling stock other than a broadcast or remote production vehicle, (vii) deposit accounts that contain funds up to a maximum aggregate amount at any time for all such accounts of $500,000 or less, and (viii) any FCC license to the extent Nexstar Broadcasting, Mission and the guarantors are prohibited from granting a security interest or lien on it. No appraisals of any collateral have been prepared in connection with this offering. The value of the collateral at any time will depend on market and other economic conditions, including the availability of suitable buyers. By their nature, some or all of the pledged assets may be illiquid and may have no readily ascertainable market value. Nexstar Broadcasting and Mission cannot assure you that the fair market value of the collateral as of the date of this prospectus exceeds the principal amount of the debt secured thereby. The value of the assets pledged as collateral for the Notes could be impaired in the future as a result of changing economic conditions,

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Nexstar Broadcasting s and Mission s failure to implement Nexstar Broadcasting s or Mission s business strategy, competition and other future trends. Any claim for the difference between the amount, if any, realized by holders of the Notes from the sale of the collateral securing the Notes and the obligations under the Notes will rank equal in right of payment with all of Nexstar Broadcasting s and Mission s other unsecured unsubordinated indebtedness and other obligations, including trade payables. Additionally, in the event that a bankruptcy case is commenced by or against Nexstar Broadcasting and Mission, if the value of the collateral is less than the amount of principal and accrued and unpaid interest on the Notes and all other senior secured obligations, interest may cease to accrue on the Notes from and after the date the bankruptcy petition is filed.

In the future, the obligation to grant additional security over assets, or a particular type or class of assets, whether as a result of the acquisition or creation of future assets or subsidiaries, the designation of a previously unrestricted subsidiary or otherwise, is subject to the provisions of the security agreement. The security agreement sets out a number of limitations on the rights of the holders of the Notes offered hereby to require security in certain circumstances, which may result in, among other things, the amount recoverable under any security provided by any subsidiary being limited and/or security not being granted over a particular type or class of assets. Accordingly, this may affect the value of the security provided by Nexstar Broadcasting and Mission and Nexstar Broadcasting s and Mission s subsidiaries. Furthermore, upon enforcement against any collateral or in insolvency, under the terms of the intercreditor agreement the claims of the holders of the Notes offered hereby to the proceeds of such enforcement will rank behind claims of the holders of obligations under the Nexstar Facility and the Mission Facility, which are first priority obligations, and holders of additional secured indebtedness (to the extent permitted to have priority by the indenture).

The security interest of the collateral agent will be subject to practical problems generally associated with the realization of security interests in collateral. For example, the collateral agent may need to obtain the consent of a third party to obtain or enforce a security interest in a contract. Nexstar Broadcasting and Mission cannot assure you that the collateral agent will be able to obtain any such consent. Nexstar Broadcasting and Mission also cannot assure you that the consents of any third parties will be given when required to facilitate a foreclosure on such assets. Accordingly, the collateral agent may not have the ability to foreclose upon those assets and the value of the collateral may significantly decrease.

Holders of the Notes will not control decisions regarding collateral.

The lenders under the Nexstar Facility and the Mission Facility, as holders of first priority lien obligations, will control substantially all matters related to the collateral pursuant to the terms of the intercreditor agreement. The holders of the first priority lien obligations may cause the collateral agent thereunder, which Nexstar Broadcasting and Mission refer to as the first lien agent, to dispose of, release, or foreclose on, or take other actions with respect to, the collateral (including amendments of and waivers under the security documents) with which holders of the Notes may disagree or that may be contrary to the interests of holders of the Notes, even after a default under the Notes. To the extent collateral is released from securing the first priority lien obligations, the intercreditor agreement will provide that in certain circumstances, the second priority liens securing the Notes will also be released. In addition, the security documents related to the second priority lien generally provide that, so long as the first priority lien obligations are in effect, the holders of the first priority lien obligations may change, waive, modify or vary the security documents governing such first priority liens without the consent of the holders of the Notes (except under certain limited circumstances) and that the security documents governing the second priority liens will be automatically changed, waived and modified in the same manner. Further, the security documents governing the second priority liens may not be amended in any manner adverse to the holders of the first-priority obligations without the consent of the first lien agent until the first priority lien obligations are paid in full. The security agreement governing the second priority liens will prohibit second priority lienholders from foreclosing on the collateral until payment in full of the first priority lien obligations. Nexstar Broadcasting and Mission cannot assure you that in the event of a foreclosure by the holders of the first priority lien obligations, the proceeds from the sale of collateral would be sufficient to satisfy all or any of the amounts outstanding under the Notes after payment in full of the obligations secured by first priority liens on the collateral.

Your rights in the collateral may be adversely affected by the failure to perfect security interests in collateral.

Applicable law provides that a security interest in certain tangible and intangible assets can be properly perfected and its priority retained only through certain actions undertaken by the secured party. The liens in the collateral securing the Notes may not be perfected with respect to the claims of the Notes if the collateral agent is not able to take the actions necessary to perfect any of these liens on or prior to the date of the indenture governing the Notes. There can be no assurance that collateral agent on behalf of the lenders under the Nexstar Facility or the Mission Facility has taken all actions necessary to create properly perfected security interests in the collateral securing the Notes, which, as a result of the intercreditor agreement, may result in the loss of the priority of the security interest in favor of the noteholders to which they would have been entitled as a result of such non-perfection. In addition, applicable law provides that certain property and rights acquired after the grant of a general security interest, such as real property, equipment subject to a certificate and certain proceeds, can only be perfected at the time such property and rights are acquired and identified. Nexstar Broadcasting, Mission and the guarantors have limited obligations to perfect the noteholders security interest in specified collateral. There can be no assurance that the trustee, as collateral agent for the Notes, will monitor, or that Nexstar Broadcasting and Mission will inform the trustee of, the future acquisition of property and rights that constitute collateral, and that the necessary action will be taken to properly perfect the security interest in such after-acquired collateral. The collateral agent for the Notes has no obligation to monitor the acquisition of additional property or rights that constitute collateral or the perfection of any security interest. Such failure may result in the loss of the security interest in the collateral or the priority of the security interest in favor of the Notes against third parties.

There are circumstances, other than repayment or discharge of the Notes, under which the collateral securing the Notes and guarantees will be released automatically, without your consent or the consent of the trustee.

Under various circumstances, all or a portion of the collateral may be released, including:

- in whole or in part, as applicable, as to all or any portion of property subject to such liens which have been taken by eminent domain, condemnation or other similar circumstances;

- in part, as to any property that (a) is sold, transferred or otherwise disposed of by Nexstar Broadcasting, Mission or any subsidiary guarantor (other than to Nexstar Broadcasting, Mission or another subsidiary guarantor) in a transaction not prohibited by the indenture at the time of such sale, transfer or disposition or (b) is owned or at any time acquired by a subsidiary guarantor that has been released from its guarantee in accordance with the indenture, concurrently with the release of such guarantee;

- in part, in accordance with the applicable provisions of the security documents; and

- as otherwise set forth in the Intercreditor Agreement.

In addition, the guarantee of a subsidiary guarantor will be released in connection with a sale or merger of such subsidiary guarantor in a transaction not prohibited by the indenture. The indenture for the Notes will also permit Nexstar Broadcasting and Mission to designate one or more of Nexstar Broadcasting s or Mission s restricted subsidiaries that is a guarantor of the Notes as an unrestricted subsidiary. If Nexstar Broadcasting and Mission designate a subsidiary guarantor as an unrestricted subsidiary, all of the liens on any collateral owned by such subsidiary or any of its subsidiaries and any guarantees of the Notes by such subsidiary or any of its subsidiaries will be released under the indenture. Designation of an unrestricted subsidiary will reduce the aggregate value of the collateral securing the Notes to the extent that liens on the assets of the unrestricted subsidiary and its subsidiaries are released. In addition, the creditors of the unrestricted subsidiary and its subsidiaries will have a senior claim on the assets of such unrestricted subsidiary and its subsidiaries. See Description of Notes Certain Covenants Designation of Restricted and Unrestricted Subsidiaries.

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The collateral is subject to casualty risks.

Although Nexstar Broadcasting and Mission maintain insurance policies to insure against losses, there are certain losses that may be either uninsurable or not economically insurable, in whole or in part. As a result, it is possible that the insurance proceeds will not compensate Nexstar Broadcasting or Mission fully for Nexstar Broadcasting s or Mission s losses in the event of a catastrophic loss. Nexstar Broadcasting and Mission cannot assure you that any insurance proceeds received by Nexstar Broadcasting or Mission upon the total or partial loss of the pledged collateral will be sufficient to satisfy all of Nexstar Broadcasting s and Mission s secured obligations, including the Notes.

Any future pledge of collateral might be avoidable in bankruptcy.

Any future pledge of collateral in favor of the collateral agent, including pursuant to security documents delivered after the date of the indenture governing the Notes, might be avoidable by the pledgor (as debtor-in-possession) or by its trustee in bankruptcy if certain events or circumstances exists or occur, including, among others, if the pledgor is insolvent at the time of the pledge, the pledge permits the holders of the Notes to receive a greater recovery than if the pledge had not been given and a bankruptcy proceeding in respect of the pledgor is commenced within 90 days following the pledge or, in certain circumstances, a longer period.

Federal and state statutes allow courts, under specific circumstances, to void Notes and guarantees and require noteholders to return payments received from Nexstar Broadcasting, or Mission or guarantors.

If a bankruptcy case or lawsuit is initiated by unpaid creditors or any issuer or guarantor, the debt represented by the Notes or guarantees may be reviewed under the federal bankruptcy law and comparable provisions of state fraudulent transfer laws. Under these laws, the Notes or a guarantee could be voided, or claims in respect of the Notes or the guarantee could be subordinated to certain obligations of an issuer or a guarantor if, among other things, Nexstar Broadcasting, Mission or the guarantor, at the time it entered into the Notes or the guarantee:

- incurred the obligations with the intent to hinder, delay or defraud creditors; or
- received less than reasonably equivalent value or fair consideration for entering into the guarantee; and either:
  - was insolvent or rendered insolvent by reason of issuing the Notes or a guarantee;
  - was engaged in a business or transaction for which the issuer s or the guarantor s remaining assets constituted unreasonably small capital; or
  - intended to incur, or believed that it would incur, debts or contingent liabilities beyond its ability to pay them as they became due.

In addition, any payment by an issuer or a guarantor could be voided and required to be returned to the issuer or guarantor or to a fund for the benefit of the issuer s or guarantor s creditors under those circumstances.

The indenture governing the Notes will limit the liability of each guarantor on its guarantee to the maximum amount that such guarantor can incur without risk that its guarantee will be subject to avoidance as a fraudulent transfer. Nexstar Broadcasting and Mission cannot assure you that this limitation will protect such guarantees from fraudulent transfer challenges or, if it does, that the remaining amount due and collectible under the guarantees would suffice, if necessary, to pay the Notes in full when due. In a recent Florida bankruptcy case, this kind of provision was found to be ineffective to protect the guarantees. Further, the value of any collateral pledged by a guarantor that may be realized by the holders of the Notes will be limited to the maximum claim such holders have under the guarantee.

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A legal challenge to the obligations under any guarantee on fraudulent conveyance grounds could focus on any benefits received in exchange for the incurrence of those obligations. Nexstar Broadcasting and Mission believe that each guarantor making a guarantee received reasonably equivalent value for incurring the guarantee, but a court may disagree with Nexstar Broadcasting s and Mission s conclusion or elect to apply a different standard in making its determination. A court could thus void the obligations under a guarantee, subordinate it to a guarantor s other debt or take other action detrimental to the holders of the Notes.

The measures of insolvency for purposes of the fraudulent transfer laws vary depending on the law applied in the proceeding to determine whether a fraudulent transfer has occurred. Generally, however, an entity would be considered insolvent if:

- the sum of its debts, including contingent liabilities, is greater than the fair saleable value of all of its assets;
- the present fair saleable value of its assets is less than the amount that would be required to pay its probable liabilities on its existing debts, including contingent liabilities, as they become absolute and mature; or
- it cannot pay its debts as they become due.

In the event of a bankruptcy, the ability of the holders of the Notes to realize upon the collateral will be subject to certain bankruptcy law limitations.

Bankruptcy law could prevent the collateral agent from repossessing and disposing of, or otherwise exercising remedies in respect of, the collateral upon the occurrence of an event of default if a bankruptcy proceeding were to be commenced by or against Nexstar Broadcasting, Mission or the guarantors prior to the collateral agent having repossessed and disposed of, or otherwise exercised remedies in respect of, the collateral. Under the U.S. Bankruptcy Code, a secured creditor such as the collateral agent is prohibited from repossessing its security from a debtor in a bankruptcy case, or from disposing of security repossessed from such debtor, without bankruptcy court approval. Moreover, the U.S. Bankruptcy Code permits the debtor to continue to retain and to use collateral even though the debtor is in default under the applicable debt instrument; provided that the secured creditor is given adequate protection. The meaning of the term adequate protection may vary according to the circumstances, but it is intended in general to protect the value of the secured creditor s interest in the collateral. The court may find adequate protection if the debtor pays cash or grants additional security, if and at such times as the court in its discretion determines, for any diminution in the value of the collateral during the pendency of the bankruptcy case. In view of the lack of a precise definition of the term adequate protection and the broad discretionary powers of a bankruptcy court, it is impossible to predict how long payments with respect to the Notes could be delayed following commencement of a bankruptcy case, whether or when the trustee could repossess or dispose of the collateral or whether or to what extent holders would be compensated for any delay in payment or loss of value of the collateral through the requirement of adequate protection.

Nexstar Broadcasting and Mission may not be able to repurchase Notes upon a change of control, which would be an event of default under the indenture.

Upon the occurrence of specific kinds of change of control events specified in Description of Notes , Nexstar Broadcasting and Mission will be required to offer to repurchase all of the outstanding Notes. The terms of the Notes may not protect you if Nexstar Broadcasting or Mission undergo a highly leveraged transaction, reorganization, restructuring, merger or similar transaction that may adversely affect you unless the transaction is included in the definition of a change of control. The Nexstar Facility and the Mission Facility restrict Nexstar Broadcasting and Mission from repurchasing the Notes without the approval of the lenders. In addition, it is possible that Nexstar Broadcasting and Mission will not have sufficient funds at the time of the change of control to make the required repurchase of Notes or that other restrictions in the Nexstar

Facility or the Mission Facility and the indenture governing the Notes will not allow these repurchases. This could constitute an event of default under the Nexstar Facility or the Mission Facility, entitling the lenders to, among other things, cause all indebtedness under the Nexstar Facility or the Mission Facility to become due and payable, and proceed against

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their collateral. Nexstar Broadcasting s and Mission s failure to repurchase the Notes would constitute an event of default under the indenture which would in turn result in an event of default under the Nexstar Facility and the Mission Facility, in which case the lenders under the Nexstar Facility and the Mission Facility could cause all indebtedness under the Nexstar Facility and the Mission Facility to become due and payable.

The agreements governing our and Mission s debt contain various covenants that limit our management s discretion in the operation of our and Mission s business.

The Nexstar Facility, the Mission Facility and the indentures governing Nexstar s publicly-held notes (including the indenture governing the Notes) contain various covenants that restrict our and Mission s ability to, among other things:

- incur additional debt and issue preferred stock;
- pay dividends and make other distributions;
- make investments and other restricted payments;
- make acquisitions;
- merge, consolidate or transfer all or substantially all of our and Mission s assets;
- enter into sale and leaseback transactions;
- create liens;
- sell assets or stock of our and Mission s subsidiaries; and
- enter into transactions with affiliates.

In addition, the Nexstar Facility requires us to maintain or meet certain financial ratios, including consolidated leverage ratios and interest coverage ratios. Future financing agreements may contain similar, or even more restrictive, provisions and covenants. As a result of these restrictions and covenants, our management s ability to operate our business at its discretion is limited, and we may be unable to compete effectively, pursue acquisitions or take advantage of new business opportunities, any of which could harm our business. The Mission Facility contains similar terms and restrictions.

If we and Mission fail to comply with the restrictions in present or future financing agreements, a default may occur. A default could allow creditors to accelerate the related debt as well as any other debt to which a cross-acceleration or cross-default provision applies. A default could also allow creditors to foreclose on any collateral securing such debt.

The credit agreement governing the Nexstar Facility contains covenants which require us to comply with certain financial ratios, including: (a) maximum total and senior leverage ratios, (b) a minimum interest coverage ratio, and (c) a minimum fixed charge coverage ratio. The covenants, which are calculated on a quarterly basis, include the combined results of Nexstar Broadcasting and Mission. The credit agreement governing the Mission Facility does not contain financial covenant ratio requirements; however it does include an event of default if Nexstar does not comply with all covenants contained in its credit agreement.

Ability to Service Debt To service our indebtedness, we and Mission will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control.

Our and Mission s ability to pay the principal of and interest on the Notes, to service our other debt and to finance indebtedness when necessary depends on our financial and operating performance, each of which is subject to prevailing economic conditions and to financial, business, legislative and regulatory factors as well as other factors beyond our control. We and Mission may not generate sufficient cash flow from operations or we and Mission may not able to obtain sufficient funding to satisfy all of our obligations, including the Notes. If we

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and Mission are unable to pay our obligations as they become due, we and Mission will be required to pursue one or more alternative strategies, such as selling assets, refinancing or restructuring our indebtedness or selling additional debt or equity securities. However, any alternative strategies may not feasible at the time or prove adequate. Also, some alternative strategies will require the consent of our and Mission s lenders before we and Mission engage in those strategies. In addition, the ability to borrow funds under the Nexstar Facility and the Mission Facility in the future will depend on us and Mission meeting the financial covenants in the agreements governing the Nexstar Facility and the Mission Facility, including a minimum interest coverage test and a maximum leverage ratio test. Our and Mission s business may not generate cash flow from operations or future borrowings may not be available to us under the Nexstar Facility and the Mission Facility, in an amount sufficient to enable us and Mission to pay our debt or to fund other liquidity needs. As a result, we and Mission may need to refinance all or a portion of our debt on or before maturity; however, we and Mission may not be able to refinance our debt on acceptable terms or at all.

Fraudulent Conveyance Matters Federal and state statutes allow courts, under specific circumstances, to void guarantees, subordinate claims in respect of the Notes and require Nexstar Broadcasting s and Mission s noteholders to return payments received from guarantors.

Under federal bankruptcy law and comparable provisions of state fraudulent transfer laws, a guarantee could be voided, or claims in respect of the Notes or a guarantee could be subordinated to all of Nexstar s other debts or all other debts of any guarantor if, among other things, Nexstar or the guarantors was insolvent or rendered insolvent by reason of such incurrence, or Nexstar or the guarantors were engaged in a business or transaction for which Nexstar s or the guarantors remaining assets constituted unreasonably small capital; or Nexstar or the guarantors intended to incur or believed that Nexstar or it would incur, debts beyond Nexstar s or its ability to pay those debts as they mature. In addition, any payment by Nexstar or the guarantors in accordance with its guarantee could be voided and required to be returned to Nexstar or the guarantor, or to a fund for the benefit of Nexstar s creditors or the creditors of the guarantors.

The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a guarantor would be considered insolvent if the sum of its debts, including contingent liabilities, were greater than the fair saleable value of all of its assists, or if the present fair saleable value of its assets were less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature, or it would not pay its debts as they become due.

On the basis of historical financial information, recent operating history and other factors, Nexstar Broadcasting and Mission believe that Nexstar and each guarantor, after giving effect to its guarantee of the Notes, will not be insolvent, will not have unreasonably small capital for the business in which Nexstar and they are engaged and will not have incurred debts beyond Nexstar s or their ability to pay the debts as they mature. We cannot assure you, however, as to what standard a court would apply in making these determinations or that a court would agree with our conclusions.

Risks Related to Our Operations

The continued economic slowdown in the United States and the national and world-wide financial crisis may adversely affect our results of operations, cash flows and financial condition. Among other things, these negative economic trends could adversely affect demand for television advertising, reduce the availability, and increase the cost, of short-term funds for liquidity requirements, and adversely affect our ability to meet long-term commitments. In addition, general trends in the television industry could adversely affect demand for television advertising as consumers flock to alternative media, including the Internet, for entertainment.

The continued economic slowdown in the United States is likely to adversely affect our results of operations and cash flows by, among other things, reducing demand for local and national television advertising and making

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it more difficult for customers to pay their accounts. Moreover, television viewing among consumers has been negatively impacted by the increasing availability of alternative media, including the Internet. As a result, in recent years demand for television advertising has been declining and demand for advertising in alternative media has been increasing, and we expect this trend to continue.

Our ability to access funds under the our senior credit facility depends, in part, on our compliance with certain financial covenants in the Nexstar Facility, including covenants based on EBITDA as defined in our senior credit facility. If our EBITDA is not sufficient to ensure compliance with these covenants, we might not be able to draw down funds under our revolving credit facility or it might be considered an event of default under the our senior credit facility.

Disruptions in the capital and credit markets, as were experienced during 2009, could adversely affect our ability to draw on our bank revolving credit facilities. Our access to funds under the revolving credit facilities is dependent on the ability of the banks that are parties to the facilities to meet their funding commitments. Those banks may not be able to meet their funding commitments to us if they experience shortages of capital and liquidity or if they experience excessive volumes of borrowing requests from us and other borrowers within a short period of time.

Longer term disruptions in the capital and credit markets as a result of uncertainty, changing or increased regulation, reduced alternatives or failures of significant financial institutions could adversely affect our access to liquidity needed for our business. Any disruption could require us to take measures to conserve cash until the markets stabilize or until alternative credit arrangements or other funding for our business needs can be arranged. Such measures could include deferring capital expenditures and other discretionary uses of cash.

We and Mission have a history of net losses.

We and Mission had consolidated net losses of $12.6 million, $78.1 million and $19.8 million for the years ended December 31, 2009, 2008 and 2007, respectively. We and Mission may not be able to achieve or maintain profitability.

Our substantial debt could limit our ability to grow and compete.

As of September 30, 2010, we and Mission had $646.0 million of debt, which represented 141.6% of our and Mission s total combined capitalization. The companies high level of debt could have important consequences to our and Mission s business. For example, it could:

- limit our and Mission s ability to borrow additional funds or obtain additional financing in the future;
- limit our and Mission s ability to pursue acquisition opportunities;
- expose us and Mission to greater interest rate risk since the interest rate on borrowings under the Nexstar Facility and Mission Facility are variable;

- limit our and Mission s flexibility to plan for and react to changes in our and Mission s business and our industry; and

- impair our and Mission s ability to withstand a general downturn in our and Mission s business and place us and Mission at a disadvantage compared to our and Mission s competitors that are less leveraged.

See Management s Discussion and Analysis of Financial Condition and Results of Operations Contractual Obligations for disclosure of the approximate aggregate amount of principal indebtedness scheduled to mature.

We and Mission could also incur additional debt in the future. The terms of the Nexstar Facility and the Mission Facility, as well as the indentures governing our publicly-held notes, limit, but do not prohibit us or

Mission from incurring substantial amounts of additional debt. To the extent we or Mission incur additional debt we would become even more susceptible to the leverage-related risks described above.

Mission may make decisions regarding the operation of its stations that could reduce the amount of cash we receive under our local service agreements.

Mission is 100% owned by an independent third party. Mission owns and operates 16 television stations as of September 30, 2010. We and Mission have entered into local service agreements, pursuant to which we provide services to Mission s stations. In return for the services we provide, we receive substantially all of the available cash, after payment of debt service costs, generated by Mission s stations. We also guarantee all of the obligations incurred under the Mission Facility, which were incurred primarily in connection with Mission s acquisition of its stations. The sole shareholder of Mission has granted to us a purchase option to acquire the assets and assume the liabilities of each Mission station, subject to FCC consent, for consideration equal to the greater of (1) seven times the station s cash flow, as defined in the option agreement, less the amount of its indebtedness as defined in the option agreement or (2) the amount of its indebtedness.

We do not own Mission or Mission s television stations. However, as a result of our guarantee of the obligations incurred under the Mission Facility, our arrangements under the local service agreements, our power over significant activities affecting Mission s economic performance, including budgeting, advertising and hiring and firing of sales force personnel, and purchase option agreements with Mission s sole shareholder, we are deemed under GAAP to have a controlling financial interest in Mission while complying with the FCC s rules regarding ownership limits in television markets. In order for both us and Mission to comply with FCC regulations, Mission maintains complete responsibility for and control over the programming, finances, personnel and operations of its stations. As a result, Mission s sole shareholder and officers can make decisions with which we disagree and which could reduce the cash flow generated by these stations and, as a consequence, the amounts we receive under our local service agreements with Mission. For instance, we may disagree with Mission s programming decisions, which programming may prove unpopular and/or may generate less advertising revenue. Furthermore, subject to Mission s agreement with its lenders, Mission s sole shareholder could choose to pay himself a dividend.

The revenue generated by stations we operate or provide services to could decline substantially if they fail to maintain or renew their network affiliation agreements on favorable terms, or at all.

Due to the quality of the programming provided by the networks, stations that are affiliated with a network generally have higher ratings than unaffiliated independent stations in the same market. As a result, it is important for stations to maintain their network affiliations. All of the stations that we and Mission operate or provide services to have network affiliation agreements 12 stations have primary affiliation agreements with NBC, 11 with CBS, 9 with ABC, 15 with Fox, 7 with MyNetworkTV, 4 with The CW, and 1 with Azteca America. Additionally, four of the stations have secondary affiliation agreements one with MyNetworkTV, two with LATV and one with Telemundo. Each of NBC, CBS and ABC generally provides affiliated stations with up to 22 hours of prime time programming per week, while each of Fox, MyNetworkTV and The CW provides affiliated stations with up to 15 hours of prime time programming per week. In return, affiliated stations broadcast the respective network s commercials during the network programming. Under the affiliation agreements with NBC, CBS and ABC, some of the stations we and Mission operate or provide services to also receive compensation from these networks.

All of the network affiliation agreements of the stations that we and Mission own, operate, program or provide sales and other services to are scheduled to expire at various times through August 2017. Our Fox network agreements for 12 stations expired in June 2010 and have continued under the same terms during our renewal negotiations. Mission s NBC agreements for two stations and our and Mission s ABC agreements for eight stations expire in December 2010 and are currently being negotiated with the networks.

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Network affiliation agreements are also subject to earlier termination by the networks under limited circumstances. For more information regarding these network affiliation agreements, see Business Network Affiliations.

If the FCC modifies the current definition of local television markets this may affect our operations and the revenue generated by our stations.

When Congress adopted the Satellite Television Extension and Localism Act (STELA) to permit satellite carriers to continue carrying local TV stations it included a provision requiring the FCC to estimate the extent to which consumers in each local market have access to in-state broadcast programming over-the-air or from a multi-channel video programming distributor (MVPD). STELA also requires the Commission to consider alternatives to the use of Designated Market Areas (DMAs) to define local markets in order to provide more consumers with in-state broadcast programming. Network affiliation agreements are granted on a DMA basis; DMAs are used in the planning and purchase of television advertising; the FCC s TV ownership rules are DMA based; and DMAs determine which stations are in-market for carriage of broadcast television stations on cable and DBS systems. The FCC currently is seeking comment on this question. If the FCC redefines the local market to replace DMAs with alternative geographic areas, this will affect viewers, the advertising market, the number of stations carried by MVPDs in the redefined local markets, and ownership of broadcast television stations among other things. Accordingly, any alteration of the definition of a local market by the FCC could have an adverse effect on operations and the revenues generated by our stations.

The loss of or material reduction in retransmission consent revenues could have an adverse effect on our and Mission s business, financial condition, and results of operations.

Nexstar s retransmission consent agreements with cable operators, direct broadcast satellite operators, and others permit the operators to carry our stations signals in exchange for the payment of compensation to us from the system operators as consideration. The television networks have recently asserted to their local television station affiliates the networks position that they, as the owners or licencees of programming we and Mission broadcast and provide for retransmission, are entitled to a portion of the compensation under the retransmission consent agreements. Networks have proposed to include these provisions in their network affiliation agreements. Inclusion of these or similar provisions in our and Mission s network affiliation agreements could materially reduce this revenue source to Nexstar and could have an adverse effect on our business, financial condition, and results of operations.

In addition, system operators are actively seeking to change the regulations under which retransmission consent is negotiated before both the U.S. Congress and the FCC in order to increase their bargaining leverage with television stations. If these operators are successful in modifying the retransmission consent negotiating regulations such changes could materially reduce this revenue source to Nexstar and could have an adverse effect on our business, financial condition, and result of operations.

The FCC could decide not to grant renewal of the FCC license of any of the stations we or Mission operate or provide services to which would require that station to cease operations.

Television broadcast licenses are granted for a maximum term of eight years and are subject to renewal upon application to the FCC. The FCC is required to grant an application for license renewal if, during the preceding term, the station served the public interest, the licensee did not commit any serious violations of the Communications Act or the FCC s rules, and the licensee committed no other violations of the Communications Act or the FCC s rules which, taken together, would constitute a pattern of abuse. A majority of renewal applications are routinely granted under this standard. If a licensee fails to meet this standard the FCC may still grant renewal on terms and conditions that it deems appropriate, including a monetary forfeiture or renewal for a term less than the normal eight-year period.

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On October 26, 2005, the Director of the Central Illinois Chapter of the Parents Television Council (PTC) submitted an informal objection to the application for renewal of license for Nexstar s station WCIA in Champaign, Illinois, requesting the FCC withhold action on WCIA s license renewal application until the FCC acts on the PTC s complaint regarding an allegedly indecent broadcast on WCIA.

On January 3, 2006, Cable America Corporation submitted a petition to deny the applications for renewal of license for Nexstar s station KSFX and Mission s station KOLR, both licensed to Springfield, Missouri. Cable America alleged that Nexstar s local service agreements with Mission give Nexstar improper control over Mission s operations. Nexstar and Mission submitted a joint opposition to this petition to deny and Cable America submitted a reply. Cable America subsequently requested that the FCC dismiss its petition. However, the petition remains pending with the FCC.

Nexstar and Mission began to submit renewal of license applications for their stations beginning in June 2004. We and Mission expect the FCC to renew the licenses for our stations in due course but cannot provide any assurances that the FCC will do so.

The loss of the services of our chief executive officer could disrupt management of our business and impair the execution of our business strategies.

We believe that our success depends upon our ability to retain the services of Perry A. Sook, our founder and President and Chief Executive Officer. Mr. Sook has been instrumental in determining our strategic direction and focus. The loss of Mr. Sook s services could adversely affect our ability to manage effectively our overall operations and successfully execute current or future business strategies.

Our and Mission s growth may be limited if we and Mission are unable to implement our acquisition strategy.

We and Mission intend to continue our growth by selectively pursuing acquisitions of television stations. The television broadcast industry is undergoing consolidation, which may reduce the number of acquisition targets and increase the purchase price of future acquisitions. Some of our and Mission s competitors may have greater financial or management resources with which to pursue acquisition targets. Therefore, even if we and Mission are successful in identifying attractive acquisition targets, we and Mission may face considerable competition and our and Mission s acquisition strategy may not be successful.

FCC rules and policies may also make it more difficult for us to acquire additional television stations. Television station acquisitions are subject to the approval of the FCC and, potentially, other regulatory authorities. The need for FCC and other regulatory approvals could restrict our ability to consummate future transactions if, for example, the FCC or other government agencies believe that a proposed transaction would result in excessive concentration in a market, even if the proposed combinations may otherwise comply with FCC ownership limitations.

Growing our and Mission s business through acquisitions involves risks and if we and Mission are unable to manage effectively our and Mission s rapid growth, our and Mission s operating results will suffer.

Since January 1, 2003, we have more than doubled the number of stations that we own, operate, program or provide sales and other services to, having acquired 20 stations and contracted to provide service to 17 additional stations. Since January 1, 2003, Mission has tripled the number of stations that it operates, having acquired 10 stations. We and Mission will continue to actively pursue additional acquisition opportunities. To manage effectively our and Mission s growth and address the increased reporting requirements and administrative demands that will result from future acquisitions, we and Mission will need, among other things, to continue to

develop our and Mission s financial and management controls and management information systems. We and Mission will also need to continue to identify, attract and retain highly skilled finance and management personnel. Failure to do any of these tasks in an efficient and timely manner could seriously harm our business.

There are other risks associated with growing our business through acquisitions. For example, with any past or future acquisition, there is the possibility that:

- we and Mission may not be able to successfully reduce costs, increase advertising revenue or audience share or realize anticipated synergies and economies of scale with respect to any acquired station;
- an acquisition may increase our and Mission s leverage and debt service requirements or may result in us and Mission assuming unexpected liabilities;
- our and Mission s management may be reassigned from overseeing existing operations by the need to integrate the acquired business;
- we and Mission may experience difficulties integrating operations and systems, as well as company policies and cultures;
- we and Mission may fail to retain and assimilate employees of the acquired business; and
- problems may arise in entering new markets in which we have little or no experience.

The occurrence of any of these events could have a material adverse effect on our operating results, particularly during the period immediately following any acquisition.

FCC actions may restrict our and Mission s ability to create duopolies under local service agreements, which would harm our and Mission s existing operations and impair our and Mission s acquisition strategy.

In some of our and Mission s markets, we and Mission have created duopolies by entering into what we and Mission refer to as local service agreements. While these agreements take varying forms, a typical local service agreement is an agreement between two separately owned television stations serving the same market, whereby the owner of one station provides operational assistance to the other station, subject to ultimate editorial and other controls being exercised by the latter station s owner. By operating or entering into local service agreements with more than one station in a market, we or Mission (and the other station) achieve significant operational efficiencies. We and Mission also broaden our and Mission s audience reach and enhance our and Mission s ability to capture more advertising spending in a given market.

While all of our and Mission s existing local service agreements comply with FCC rules and policies, the FCC may not continue to permit local service agreements as a means of creating duopoly-type opportunities.

On August 2, 2004, the FCC initiated a rule making proceeding to determine whether to make TV joint sales agreements attributable under its ownership rules. Comments and reply comments were filed in this proceeding in the fourth quarter of 2004. The FCC has not yet issued a decision in this proceeding.

In addition, the FCC is required by statute to review its media ownership rules every four years and to eliminate those rules it finds no longer serve the public interest, convenience and necessity. The FCC initiated its statutory review of its ownership rules in May 2010, which includes a review of local service arrangements. We believe the FCC will continue its review during 2011 but we cannot predict when the FCC will issue a decision on any proposed rule changes. However, if the FCC adopts a joint sales agreement attribution rule for television stations we will be required to comply with the rule.

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The FCC may decide to terminate grandfathered time brokerage agreements.

The FCC attributes time brokerage agreements and local marketing agreements (TBAs) to the programmer under its ownership limits if the programmer provides more than 15% of a station s weekly broadcast programming. However, TBAs entered into prior to November 5, 1996 are exempt attributable interests for now.

The FCC will review these grandfathered TBAs in the future. During this review, the FCC may determine to terminate the grandfathered period and make all TBAs fully attributable to the programmer. If the FCC does so, we and Mission will be required to terminate the TBAs for stations WFXP and KHMT unless the FCC simultaneously changes its duopoly rules to allow ownership of two stations in the applicable markets.

The FCC may fail to grant a construction permit for KMID s digital facilities.

On December 8, 2008, Nexstar submitted an application to modify the construction permit to specify a new broadcast tower for KMID s digital operations. The FCC requested further information regarding this application, which Nexstar submitted on September 8, 2009. The FCC has not yet granted KMID s digital authorization; however, the FCC has granted KMID a special temporary authorization for the continued operation of KMID s digital facilities during the pendency of its review. We believe the FCC will likely grant KMID s digital authorization in the normal course. However, if the FCC ultimately denies KMID s amended application, Nexstar will be required to cease operating KMID s digital facilities.

The level of foreign investments held by our principal stockholder, ABRY Partners, LLC and its affiliated funds (ABRY), may limit additional foreign investments made in Nexstar.

The Communications Act limits the extent of non-U.S. ownership of companies that own U.S. broadcast stations. Under this restriction, a U.S. broadcast company such as ours may have no more than 25% non-U.S. ownership (by vote and by equity). Because our majority shareholder, ABRY Partners, LLC, or ABRY, has a substantial level of foreign investment, the amount of additional foreign investment that may be made in us is limited to approximately 12% of our total outstanding equity.

The interest of our principal stockholder, ABRY, in other media may limit our ability to acquire television stations in particular markets, restricting our ability to execute our acquisition strategy.

The number of television stations we may acquire in any market is limited by FCC rules and may vary depending upon whether the interests in other television stations or other media properties of persons affiliated with us are attributable under FCC rules. The broadcast or other media interest of our officers, directors and stockholders with 5% or greater voting power are generally attributable under the FCC s rules, which may limit us from acquiring or owning television stations in particular markets while those officers, directors or stockholders are associated with us. In addition, the holder of otherwise non-attributable equity and/or debt in a licensee in excess of 33% of the total debt and equity of the licensee will be attributable where the holder is either a major program supplier to that licensee or the holder has an attributable interest in another broadcast station, cable system or daily newspaper in the same market.

ABRY, our principal stockholder, is one of the largest private firms specializing in media and broadcasting investments. As a result of ABRY s interest in us, we could be prevented from acquiring broadcast companies in markets where ABRY has an attributable interest in television stations or other media, which could impair our ability to execute our acquisition strategy. Our certificate of incorporation allows ABRY and its affiliates to identify, pursue and consummate additional acquisitions of television stations or other broadcast-related businesses that may be complementary to our business and therefore such acquisitions opportunities may not be available to us.

We are controlled by one principal stockholder, ABRY, and its interests may differ from your interests.

As a result of ABRY s controlling interest in us, ABRY is able to exercise a controlling influence over our business and affairs. ABRY is able to unilaterally determine the outcome of any matter submitted to a vote of our stockholders, including the election and removal of directors and the approval of any merger, consolidation or sale of all or substantially all of our assets. In addition, five of our directors are or were affiliated with ABRY. ABRY s interests may differ from the interests of other security holders and ABRY could take actions or make decisions that are not in the best interests of our security holders. Furthermore, this concentration of ownership by ABRY may have the effect of impeding a merger, consolidation, takeover or other business combination involving us or discouraging a potential acquirer from making a tender offer for our shares.

Our certificate of incorporation, bylaws, debt instruments and Delaware law contain anti-takeover protections that may discourage or prevent a takeover of us, even if an acquisition would be beneficial to our stockholders.

Provisions of our certificate of incorporation and bylaws, as well as provisions of the Delaware General Corporation Law, could delay or make it more difficult to remove incumbent directors or for a third party to acquire us, even if a takeover would benefit our stockholders. The provisions in our certificate of incorporation and bylaws:

- authorize the issuance of blank check preferred stock by our board of directors without a stockholder vote;
- do not permit cumulative voting in the election of directors, which would otherwise allow less than a majority of stockholders to elect director candidates; and
- set forth specific advance notice procedures for matters to be raised at stockholder meetings.

The Delaware General Corporation Law prohibits us from engaging in business combinations with interested shareholders (with some exceptions) unless such transaction is approved in a prescribed manner. The existence of this provision could have an anti-takeover effect with respect to transactions not approved in advance by the board of directors, including discouraging attempts that might result in a premium over the market price for our common stock.

In addition, a change in control would be an event of default under the Nexstar Facility and trigger the rights of holders of our publicly-traded notes to cause us to repurchase such notes. These events would add to the cost of an acquisition, which could deter a third party from acquiring us.

We and Mission have a material amount of goodwill and intangible assets, and therefore we and Mission could suffer losses due to future asset impairment charges.

As of September 30, 2010, approximately $344.9 million, or 56.8%, of our and Mission s combined total assets consisted of goodwill and intangible assets, including FCC licenses and network affiliation agreements. We recorded an impairment charge of $16.2 million during the

year ended December 31, 2009 that included an impairment to the carrying value of FCC licenses of $8.8 million, related to 19 of our television stations and an impairment to the carrying values of goodwill of $7.4 million, related to four reporting units consisting of five of our television stations. As of September 30, 2010, we did not identify any events that would trigger an impairment assessment. We and Mission test goodwill and FCC licenses annually, and on an interim date if factors or indicators become apparent that would require an interim test of these assets, in accordance with accounting and disclosure requirements for goodwill and other intangible assets. We and Mission test network affiliation agreements whenever circumstances or indicators become apparent the asset may not be recoverable through expected future cash flows. The methods used to evaluate the impairment of Nexstar s and Mission s goodwill and intangible assets would be affected by a significant reduction in operating results or cash flows at one or more of Nexstar s and Mission s television stations, or a forecast of such reductions, a significant adverse

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change in the advertising marketplaces in which Nexstar s and Mission s television stations operate, the loss of network affiliations, or by adverse changes to FCC ownership rules, among others, which may be beyond our or Mission s control. If the carrying amount of goodwill and intangible assets is revised downward due to impairment, such non-cash charge could materially affect Nexstar s and Mission s financial position and results of operations.

Risks Related to Our Industry

Our and Mission s operating results are dependent on advertising revenue and as a result, we and Mission may be more vulnerable to economic downturns and other factors beyond Nexstar s or Mission s control than businesses not dependent on advertising.

Nexstar derives revenue primarily from the sale of advertising time. Mission derives revenue primarily from Nexstar s sale of advertising time on behalf of Mission. Our and Mission s ability to sell advertising time depends on numerous factors that may be beyond our and Mission s control, including:

- the health of the economy in the local markets where our and Mission s stations are located and in the nation as a whole;
- the popularity of our and Mission s programming;
- fluctuations in pricing for local and national advertising;
- the activities of our and Mission s competitors, including increased competition from other forms of advertising-based media, particularly newspapers, cable television, Internet and radio;
- the decreased demand for political advertising in non-election years; and
- changes in the makeup of the population in the areas where our and Mission s stations are located.

Because businesses generally reduce their advertising budgets during economic recessions or downturns, the reliance upon advertising revenue makes our and Mission s operating results particularly susceptible to prevailing economic conditions. Our and Mission s programming may not attract sufficient targeted viewership, and we and Mission may not achieve favorable ratings. Our and Mission s ratings depend partly upon unpredictable and volatile factors beyond our and Mission s control, such as viewer preferences, competing programming and the availability of other entertainment activities. A shift in viewer preferences could cause our and Mission s programming not to gain popularity or to decline in popularity, which could cause our and Mission s advertising revenue to decline. In addition, we, Mission and the programming providers upon which we and Mission rely may not be able to anticipate, and effectively react to, shifts in viewer tastes and interests in our and Mission s markets.

Because a high percentage of our and Mission s operating expenses are fixed, a relatively small decrease in advertising revenue could have a significant negative impact on our and Mission s financial results.

Our and Mission s business is characterized generally by high fixed costs, primarily for debt service, broadcast rights and personnel. Other than commissions paid to our and Mission s sales staff and outside sales agencies, our and Mission s expenses do not vary significantly with the increase or decrease in advertising revenue. As a result, a relatively small change in advertising prices could have a disproportionate effect on our and Mission s financial results. Accordingly, a minor shortfall in expected revenue could have a significant negative impact on our and Mission s financial results.

Preemption of regularly scheduled programming by network news coverage may affect our and Mission s revenue and results of operations.

We and Mission may experience a loss of advertising revenue and incur additional broadcasting expenses due to preemption of our or Mission s regularly scheduled programming by network coverage of a major global

news event such as a war or terrorist attack. As a result, advertising may not be aired and the revenue for such advertising may be lost unless the station is able to run the advertising at agreed-upon times in the future. Advertisers may not agree to run such advertising in future time periods, and space may not be available for such advertising. The duration of such preemption of local programming cannot be predicted if it occurs. In addition, our and Mission s stations and the stations we and Mission s provide services to may incur additional expenses as a result of expanded news coverage of a war or terrorist attack. The loss of revenue and increased expenses could negatively affect our and Mission s results of operations.

If we and Mission are unable to respond to changes in technology and evolving industry trends, our and Mission s television businesses may not be able to compete effectively.

New technologies could also adversely affect our and Mission s television stations. Information delivery and programming alternatives such as cable, direct satellite-to-home services, pay-per-view, the Internet, telephone company services, mobile devices, digital video recorders and home video and entertainment systems have fractionalized television viewing audiences and expanded the numbers and types of distribution channels for advertisers to access. Over the past decade, cable television programming services, other emerging video distribution platforms and the Internet have captured an increasing market share, while the aggregate viewership of the major television networks has declined. In addition, the expansion of cable and satellite television, the Internet and other technological changes have increased, and may continue to increase, the competitive demand for programming. Such increased demand, together with rising production costs, may increase our and Mission s programming costs or impair our and Mission s ability to acquire or develop desired programming.

In addition, video compression techniques, now in use with direct broadcast satellites, cable and wireless cable, are expected to permit greater numbers of channels to be carried within existing bandwidth. These compression techniques as well as other technological developments are applicable to all video delivery systems, including over-the-air broadcasting, and have the potential to provide vastly expanded programming to targeted audiences. Reduction in the cost of creating additional channel capacity could lower entry barriers for new channels and encourage the development of increasingly specialized niche programming, resulting in more audience fractionalization. This ability to reach very narrowly defined audiences may alter the competitive dynamics for advertising expenditures. We and Mission are unable to predict the effect that these and other technological changes will have on the television industry or on the future results of our and Mission s television businesses.

The FCC can sanction us or Mission for programming broadcast on our and Mission s stations which it finds to be indecent.

In 2004, the FCC began to impose substantial fines on television broadcasters for the broadcast of indecent material in violation of the Communications Act and its rules. The FCC also revised its indecency review analysis to more strictly prohibit the use of certain language on broadcast television. Because our and Mission s stations programming is in large part comprised of programming provided by the networks with which the stations are affiliated, we and Mission do not have full control over what is broadcast on our and Mission s stations, and we and Mission may be subject to the imposition of fines if the FCC finds such programming to be indecent. Fines may be imposed on a television broadcaster for an indecency violation to a maximum of $325 thousand per violation.

Intense competition in the television industry could limit our and Mission s growth and impair our and Mission s and Mission s ability to become profitable.

As a television broadcasting company, we and Mission face a significant level of competition, both directly and indirectly. Generally, we and Mission compete for our audience against all the other leisure activities in which one could choose to engage rather than watch television. Specifically, stations we and Mission own or

provide services to compete for audience share, programming and advertising revenue with other television stations in their respective markets and with other advertising media, including newspapers, radio stations, cable television, DBS systems and the Internet.

The entertainment and television industries are highly competitive and are undergoing a period of consolidation. Many of our and Mission s current and potential competitors have greater financial, marketing, programming and broadcasting resources than we and Mission do. The markets in which we and Mission operate are also in a constant state of change arising from, among other things, technological improvements and economic and regulatory developments. Technological innovation and the resulting proliferation of television entertainment, such as cable television, wireless cable, satellite-to-home distribution services, pay-per-view and home video and entertainment systems, have fractionalized television viewing audiences and have subjected free over-the-air television broadcast stations to increased competition. We and Mission may not be able to compete effectively or adjust our and Mission s business plans to meet changing market conditions. We and Mission are unable to predict what form of competition will develop in the future, the extent of the competition or its possible effects on our and Mission s businesses.

The FCC could implement legislation and/or regulations that might have a significant impact on the operations of the stations we and Mission own and the stations we and Mission provide services to or the television broadcasting industry as a whole.

The FCC has initiated proceedings to determine whether to make television joint sales agreements attributable interests under its ownership rules; to determine whether it should establish formal rules under which broadcasters will be required to serve the local public interest; and to determine whether to modify or eliminate certain of its broadcast ownership rules, including the radio-television cross-ownership rule and the newspaper-television cross-ownership rule. A change to any of these rules may have significant impact on us and Mission and the stations to which we and Mission provide services.

In addition, the FCC may decide to initiate other new rule making proceedings on its own or in response to requests from outside parties, any of which might have such an impact. Congress also may act to amend the Communications Act in a manner that could impact our and Mission s stations and the stations we and Mission provide services to or the television broadcast industry in general.

The FCC may reallocate some portion of the spectrum available for use by television broadcasters to wireless broadband use which alteration could substantially impact our and Mission s future operations and may reduce viewer access to our and Mission s programming.

The FCC has initiated a proceeding to assess the availability of spectrum to meet future wireless broadband needs pursuant to which the FCC is examining whether some portion of the spectrum currently used for commercial broadcast television can be made available for wireless broadband use. The FCC has proposed requiring television stations to co-locate their antennas and/or reduce the amount of spectrum allocated to each television station from 6 megahertz to 3 megahertz. If the FCC determines to move forward with reducing the spectrum available to television broadcasters for their use, it may render our and Mission s investment in digital facilities worthless and consequently reduce the useful lives of certain digital equipment, could require substantial additional investment to continue our and Mission s operations, and may require viewers to invest in additional equipment or subscription services to continue receiving broadcast television signals.

MARKET AND INDUSTRY DATA

Some of the market and industry data contained in this prospectus are based on independent industry publications or other publicly available information, while other information is based on internal studies. Although we believe that these independent sources and our internal data are reliable as of their respective dates, the information contained in them has not been independently verified, and we and Mission cannot assure you as to the accuracy or completeness of this information. As a result, you should be aware that the market and industry data contained in this prospectus, and beliefs and estimates based on such data, may not be reliable.

In the context of describing ownership of television stations in a particular market, the term duopoly refers to owning or deriving the economic benefit, through local service agreements, or LSAs, including joint sales agreements, time brokerage agreements and shared services agreements, from two or more stations in a particular market. For more information on how we derive economic benefit from a duopoly, see Business in this prospectus.

There are 210 generally recognized television markets, known as Designated Market Areas, or DMAs, in the United States. DMAs are ranked in size according to various factors based upon actual or potential audience. DMA rankings contained in this prospectus are from the *Investing in Television Market Report 2009 4th Edition*, as published by BIA Financial Network, Inc. Industry publications generally state that the information they provide has been obtained from other sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. We and Mission have not independently verified any of this information and therefore we and Mission also cannot guarantee the accuracy and completeness of such information. The industry forecasts we and Mission provide in this prospectus, particularly the television industry s annual growth rate in revenue for each of our markets, are subject to numerous risks and uncertainties and actual results could be different from such predictions, perhaps significantly. Industry forecasts are also based on assumptions that events, trends and activities will occur. We and Mission have not independently verified the information and assumptions used in making these forecasts and, if the information and assumptions turn out to be wrong, then the forecasts will most likely be wrong as well.

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FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 as amended and Section 21E of the Securities Exchange Act of 1934 as amended. All statements other than statements of historical fact are forward-looking statements for purposes of federal and state securities laws, including: any projections or expectations of earnings, revenue, financial performance, liquidity and capital resources or other financial items; any assumptions or projections about the television broadcasting industry, any statements of our plans, strategies and objectives for our future operations, performance, liquidity and capital resources or other financial items; any statements concerning proposed new products, services or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. Forward-looking statements may include the words may, will, should, could, would, predicts, potential, continue, expects, anticipates, future, intends, p and other similar words.

Although we and Mission believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ from a projection or assumption in any of our forward-looking statements. Our future financial position and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties discussed at greater length in the Risk Factors beginning on page 9 and in our other filings with the Securities and Exchange Commission (SEC). The forward-looking statements made in this prospectus are made only as of the date hereof, and we do not have or undertake any obligation to update any forward-looking statements to reflect subsequent events or circumstances unless otherwise required by law.

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USE OF PROCEEDS

This exchange offer is intended to satisfy Nexstar Broadcasting s and Mission s obligations under the registration rights agreement dated as of April 19, 2010. We will not receive any cash proceeds from the issuance of the New Notes. In consideration for issuing the New Notes contemplated in this prospectus, Nexstar Broadcasting and Mission will receive outstanding securities in like principal amount, the form and terms of which are the same as the form and terms of the New Notes, except as otherwise described in this prospectus. The Old Notes surrendered in exchange for New Notes will be retired and canceled. Accordingly, no additional debt will result from the exchange. Nexstar Broadcasting and Mission have agreed to bear the expense of the exchange offer.

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THE EXCHANGE OFFER

Terms Of The Exchange Offer; Period For Tendering Outstanding Old Notes

Nexstar Broadcasting and Mission will accept any validly tendered Old Notes that you do not withdraw before 5:00 p.m., New York City time, on the expiration date. Nexstar Broadcasting and Mission will issue $1,000 of principal amount of New Notes in exchange for each $1,000 principal amount of your outstanding Old Notes. You may tender some or all of your Old Notes in the exchange offer.

The form and terms of the New Notes are the same as the form and terms of the outstanding Old Notes except that:

(1) the New Notes being issued in the exchange offer will be registered under the Securities Act and will not have legends restricting their transfer;

(2) the New Notes being issued in the exchange offer will not contain the registration rights and liquidated damages provisions contained in the outstanding Old Notes; and

(3) interest on the New Notes will accrue from the last interest date on which interest was paid on your Old Notes.

Outstanding Old Notes that Nexstar Broadcasting and Mission accept for exchange will not accrue interest after Nexstar Broadcasting and Mission complete the exchange offer.

The exchange offer will expire at 5:00 p.m., New York City time, on February 8, 2011, unless Nexstar Broadcasting and Mission extend it. If we extend the exchange offer, Nexstar Broadcasting and Mission will issue a notice by press release or other public announcement before 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date.

Nexstar Broadcasting and Mission reserve the right, in Nexstar Broadcasting s and Mission s sole discretion:

(1) to extend the exchange offer;

(2) to terminate the exchange offer and not accept any Old Notes for exchange if any of the conditions have not been satisfied; or

(3) to amend the exchange offer in any manner provided, however, that if we amend the exchange offer to make a material change, including the waiver of a material condition, we will extend the exchange offer, if necessary to keep the exchange offer open for at least five business days after such amendment or waiver.

Nexstar Broadcasting and Mission will promptly give written notice of any extension, delay, non-acceptance, termination or amendment. Nexstar Broadcasting and Mission will also file a post-effective amendment with the Commission if Nexstar Broadcasting and Mission amend the terms of the exchange offer.

If Nexstar Broadcasting and Mission extend the exchange offer, Old Notes that you have previously tendered will still be subject to the exchange offer and Nexstar Broadcasting and Mission may accept them. Nexstar Broadcasting and Mission will promptly return your Old Notes if Nexstar Broadcasting and Mission do not accept them for exchange for any reason without expense to you after the exchange offer expires or terminates.

Procedures For Tendering Old Notes Held Through Brokers And Banks

Since the Old Notes are represented by global book-entry notes, The Depositary Trust Company or DTC, as depositary, or its nominee is treated as the registered holder of the notes and will be the only entity that can tender your Old Notes for New Notes. Therefore, to tender notes subject to this exchange offer and to obtain New Notes, you must instruct the institution where you keep your Old Notes to tender your notes on your behalf so that they are received on or prior to the expiration of this exchange offer.

The BLUE-colored Letter of Election and Instructions to Broker or Bank that may accompany this prospectus may be used by you to give such instructions. **YOU SHOULD CONSULT YOUR ACCOUNT REPRESENTATIVE AT THE BROKER OR BANK WHERE YOU KEEP YOUR NOTES TO DETERMINE THE PREFERRED PROCEDURE.**

IF YOU WISH TO ACCEPT THIS EXCHANGE OFFER, PLEASE INSTRUCT YOUR BROKER OR ACCOUNT REPRESENTATIVE IN TIME FOR YOUR OLD NOTES TO BE TENDERED BEFORE THE 5:00 PM (NEW YORK CITY TIME) DEADLINE ON FEBRUARY 8, 2011.

You may tender some or all of your Old Notes in this exchange offer. However, notes may be tendered only in integral multiples of $1,000.

When you tender your outstanding Old Notes and we accept them, the tender will be a binding agreement between you and us in accordance with the terms and conditions in this prospectus.

The method of delivery of outstanding Old Notes and all other required documents to the exchange agent is at your election and risk.

Nexstar Broadcasting and Mission will decide all questions about the validity, form, eligibility, acceptance and withdrawal of tendered Old Notes, and Nexstar Broadcasting s and Mission s determination will be final and binding on you. Nexstar Broadcasting and Mission reserve the absolute right to:

(1) reject any and all tenders of any particular note not properly tendered;

(2) refuse to accept any Old Note if, in our judgment or the judgment of our counsel, the acceptance would be unlawful; and

(3) waive any defects or irregularities or conditions of the exchange offer as to any particular Old Note before the expiration of the offer.

Nexstar Broadcasting s and Mission s interpretation of the terms and conditions of the exchange offer will be final and binding on all parties. You must cure any defects or irregularities in connection with tenders of Old Notes as Nexstar Broadcasting and Mission will determine. Nexstar Broadcasting and Mission, the exchange agent nor any other person will incur any liability for failure to notify you of any defect or irregularity with respect to your tender of Old Notes. If Nexstar Broadcasting and Mission waive any terms or conditions pursuant to (3) above with respect to a noteholder, Nexstar Broadcasting and Mission will extend the same waiver to all noteholders with respect to that term or condition being waived.

Deemed Representations

To participate in the exchange offer, Nexstar Broadcasting and Mission require that you represent to them that:

(1) you or any other person acquiring New Notes for your outstanding Old Notes in the exchange offer is acquiring them in the ordinary course of business;

(2) neither you nor any other person acquiring New Notes in exchange for your outstanding Old Notes is engaging in or intends to engage in a distribution of the New Notes issued in the exchange offer;

(3) neither you nor any other person acquiring New Notes in exchange for your outstanding Old Notes has an arrangement or understanding with any person to participate in the distribution of New Notes issued in the exchange offer;

(4) neither you nor any other person acquiring New Notes in exchange for your outstanding Old Notes is our affiliate as defined under Rule 405 of the Securities Act; and

(5) if you or another person acquiring New Notes for your outstanding Old Notes is a broker-dealer, and acquired the Old Notes as a result of market-making activities or other trading activities, and you acknowledge that you will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of your New Notes.

By Tendering Your Old Notes You Are Deemed To Have Made These Representations

Broker-dealers who cannot make the representations in item (5) of the paragraph above cannot use this exchange offer prospectus in connection with resales of the New Notes issued in the exchange offer.

If you are Nexstar Broadcasting s or Mission s affiliate, as defined under Rule 405 of the Securities Act, you are a broker-dealer who acquired your outstanding Old Notes in the initial offering and not as a result of market-making or trading activities, or if you are engaged in or intend to engage in or have an arrangement or understanding with any person to participate in a distribution of New Notes acquired in the exchange offer, you or that person:

(1) may not rely on the applicable interpretations of the staff of the Commission and therefore may not participate in the exchange offer; and

(2) must comply with the registration and prospectus delivery requirements of the Securities Act or an exemption therefrom when reselling the Old Notes.

Procedures For Brokers And Custodian Banks; DTC Account

In order to accept this exchange offer on behalf of a holder of Old Notes you must submit or cause your DTC participant to submit an Agent s Message as described below.

The exchange agent, on Nexstar Broadcasting s and Mission s behalf, will seek to establish an Automated Tender Offer Program (ATOP) account with respect to the outstanding notes at DTC promptly after the delivery of this prospectus. Any financial institution that is a DTC participant, including your broker or bank, may make book-entry tender of outstanding Old Notes by causing the book-entry transfer of such notes into our ATOP account in accordance with DTC s procedures for such transfers. Concurrently with the delivery of Old Notes, an Agent s Message in connection with such book-entry transfer must be transmitted by DTC to, and received by, the exchange agent on or prior to 5:00 p.m., New York City Time on the expiration date. The confirmation of a book-entry transfer into the ATOP account as described above is referred to herein as a Book-Entry Confirmation.

The term Agent s Message means a message transmitted by the DTC participants to DTC, and thereafter transmitted by DTC to the exchange agent, forming a part of the Book-Entry Confirmation which states that DTC has received an express acknowledgment from the participant in DTC described in such Agent s Message stating that such participant and beneficial holder agree to be bound by the terms of this exchange offer.

Each Agent s Message must include the following information:

(1) Name of the beneficial owner tendering such notes;

(2) Account number of the beneficial owner tendering such notes; and

(3) Principal amount of notes tendered by such beneficial owner.

BY SENDING AN AGENT S MESSAGE THE DTC PARTICIPANT IS DEEMED TO HAVE CERTIFIED THAT THE BENEFICIAL HOLDER FOR WHOM NOTES ARE BEING TENDERED HAS BEEN PROVIDED WITH A COPY OF THIS PROSPECTUS.

The delivery of notes through DTC, and any transmission of an Agent s Message through ATOP, is at the election and risk of the person tendering notes. Nexstar Broadcasting and Mission will ask the exchange agent to

instruct DTC to return those Old Notes, if any, that were tendered through ATOP but were not accepted by us, to the DTC participant that tendered such notes on behalf of holders of the notes. Neither Nexstar Broadcasting and Mission nor the exchange agent is responsible or liable for the return of such notes to the tendering DTC participants or to their owners, nor as to the time by which such return is completed.

Acceptance Of Outstanding Old Notes For Exchange; Delivery Of New Notes Issued In The Exchange Offer

Nexstar Broadcasting and Mission will accept validly tendered Old Notes when the conditions to the exchange offer have been satisfied or Nexstar Broadcasting and Mission have waived them. Nexstar Broadcasting and Mission will have accepted your validly tendered Old Notes when Nexstar Broadcasting and Mission have given oral or written notice to the exchange agent. The exchange agent will act as agent for the tendering holders for the purpose of receiving the New Notes from us. If Nexstar Broadcasting and Mission do not accept any tendered Old Notes for exchange because of an invalid tender or other valid reason, the exchange agent will return the certificates, without expense, to the tendering holder. If a holder has tendered Old Notes by book-entry transfer, Nexstar Broadcasting and Mission will credit the notes to an account maintained with The Depository Trust Company. Nexstar Broadcasting and Mission will credit the account at The Depository Trust Company promptly after the exchange offer terminates or expires.

THE AGENT S MESSAGE MUST BE TRANSMITTED TO EXCHANGE AGENT ON OR BEFORE 5:00 PM, NEW YORK CITY TIME, ON THE EXPIRATION DATE.

Withdrawal Rights

You may withdraw your tender of outstanding Old Notes at any time before 5:00 p.m., New York City time, on the expiration date.

For a withdrawal to be effective, you should contact your bank or broker where your Old Notes are held and have them send an ATOP notice of withdrawal so that it is received by the exchange agent before 5:00 p.m., New York City time, on the expiration date. Such notice of withdrawal must:

(1) specify the name of the person that tendered the Old Notes to be withdrawn;

(2) identify the Old Notes to be withdrawn, including the CUSIP number and principal amount at maturity of the Old Notes;

(3) specify the name and number of an account at The Depository Trust Company to which your withdrawn Old Notes can be credited.

Nexstar Broadcasting and Mission will decide all questions as to the validity, form and eligibility of the notices and Nexstar Broadcasting s and Mission s determination will be final and binding on all parties. Any tendered Old Notes that you withdraw will not be considered to have been validly tendered. Nexstar Broadcasting and Mission will return any outstanding Old Notes that have been tendered but not exchanged, or credit

them to The Depository Trust Company account, promptly after withdrawal, rejection of tender, or termination of the exchange offer. You may re-tender properly withdrawn Old Notes by following one of the procedures described above before the expiration date.

Conditions To The Exchange Offer

Notwithstanding any other provision herein, we are not required to accept for exchange, or to issue New Notes in exchange for, any outstanding Old Notes. Nexstar Broadcasting and Mission may terminate or amend the exchange offer, before the expiration of the exchange offer;

(1) if any federal law, statute, rule or regulation has been adopted or enacted which, in our judgment, would reasonably be expected to impair our ability to proceed with the exchange offer;

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(2) if any stop order is threatened or in effect with respect to the registration statement which this prospectus is a part of or the qualification of the indenture under the Trust Indenture Act of 1939; or

(3) if there is a change in the current interpretation by the staff of the Commission which permits holders who have made the required representations to us to resell, offer for resale, or otherwise transfer New Notes issued in the exchange offer without registration of the New Notes and delivery of a prospectus, as discussed above.

These conditions are for our sole benefit and we may assert them at any time before the expiration of the exchange offer. Our failure to exercise any of the foregoing rights will not be a waiver of our rights.

Exchange Agent

You should direct questions, requests for assistance, and requests for additional copies of this prospectus and the BLUE-colored Letter of Elections and Instructions to Brokers or Bank to the exchange agent at The Bank of New York, 101 Barclay Street -7W/Corp, New York, New York 10286, attention: Corporate Trust Operations Reorganization Unit (Telephone) (212) 815-3750 and (Facsimile) (212) 815-5707.

Delivery to an address other than set forth above will not constitute a valid delivery.

Fees And Expenses

Nexstar Broadcasting and Mission will not make any payment to brokers, dealers, or others soliciting acceptances of the exchange offer except for reimbursement of mailing expenses.

Nexstar Broadcasting and Mission will pay the estimated cash expenses connected with the exchange offer.

Accounting Treatment

The New Notes will be recorded at the same carrying value as the existing Old Notes, as reflected in Nexstar Broadcasting s and Mission s accounting records on the date of exchange. Accordingly, Nexstar Broadcasting and Mission will recognize no gain or loss for accounting purposes. The expenses incurred in connection with the exchange offer will be expensed as incurred.

Transfer Taxes

If you tender outstanding Old Notes for exchange you will not be obligated to pay any transfer taxes. However, if you instruct us to register New Notes in the name of, or request that your Old Notes not tendered or not accepted in the exchange offer be returned to, a person other than you, you will be responsible for paying any transfer tax owed.

YOU MAY SUFFER ADVERSE CONSEQUENCES IF YOU FAIL TO EXCHANGE OUTSTANDING OLD NOTES

If you do not tender your outstanding Old Notes, you will not have any further registration rights, except for the rights described in the registration rights agreement and described above, and your Old Notes will continue to be subject to restrictions on transfer when we complete the exchange offer. Accordingly, if you do not tender your notes in the exchange offer, your ability to sell your Old Notes could be adversely affected. Once Nexstar Broadcasting and Mission have completed the exchange offer, holders who have not tendered notes will not continue to be entitled to any increase in interest rate that the indenture provides for if Nexstar Broadcasting and Mission do not complete the exchange offer.

Holders of the New Notes issued in the exchange offer and Old Notes that are not tendered in the exchange offer will vote together as a single class under the indenture governing the New Notes.

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Consequences Of Exchanging Outstanding Old Notes

If you make the representations that are discussed above, Nexstar Broadcasting and Mission believe that you may offer, sell or otherwise transfer the New Notes to another party without registration of your notes or delivery of a prospectus.

Nexstar Broadcasting and Mission base their belief on interpretations by the staff of the Commission in no-action letters issued to third parties. If you cannot make these representations, you cannot rely on this interpretation by the Commission s staff and you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a resale of the Old Notes. A broker-dealer that receives New Notes for its own account in exchange for its outstanding Old Notes must acknowledge that it acquired as a result of market making activities or other trading activities and that it will deliver a prospectus in connection with any resale of the New Notes. Broker-dealers who can make these representations may use this exchange offer prospectus, as supplemented or amended, in connection with resales of New Notes issued in the exchange offer.

However, because the Commission has not issued a no-action letter in connection with this exchange offer, Nexstar Broadcasting and Mission cannot be sure that the staff of the Commission would make a similar determination regarding the exchange offer as it has made in similar circumstances.

Shelf Registration

The registration rights agreement also requires that Nexstar Broadcasting and Mission file a shelf registration statement if:

(1) Nexstar Broadcasting and Mission cannot file a registration statement for the exchange offer because the exchange offer is not permitted by law;

(2) a law or Commission policy prohibits a holder from participating in the exchange offer;

(3) a holder cannot resell the New Notes it acquires in the exchange offer without delivering a prospectus and this prospectus is not appropriate or available for resales by the holder; or

(4) a holder is a broker-dealer and holds notes acquired directly from us or one of our affiliates.

Nexstar Broadcasting and Mission will also register the New Notes under the securities laws of jurisdictions that holders may request before offering or selling notes in a public offering. Nexstar Broadcasting and Mission do not intend to register New Notes in any jurisdiction unless a holder requests that we do so.

Old Notes may be subject to restrictions on transfer until:

(1) a person other than a broker-dealer has exchanged the Old Notes in the exchange offer;

(2) a broker-dealer has exchanged the Old Notes in the exchange offer and sells them to a purchaser that receives a prospectus from the broker, dealer on or before the sale;

(3) the Old Notes are sold under an effective shelf registration statement that we have filed; or

(4) the Old Notes are sold to the public under Rule 144 of the Securities Act.

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SELECTED FINANCIAL AND OTHER DATA

The following table presents our selected financial and other data, which you should read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and Nexstar s financial statements and related notes included elsewhere in this prospectus. Due to the consolidation of Mission under U.S. GAAP into Nexstar s consolidated financial statements, all information below includes the consolidated amounts of Nexstar and Mission. The selected historical consolidated financial data presented below for the nine months ended September 30, 2010 and 2009 have been derived from our unaudited condensed consolidated financial statements which, in the opinion of management, include all adjustments, consisting solely of normal recurring adjustments, necessary for a fair statement of the results for the unaudited interim periods. The selected historical consolidated financial data presented below for the years ended December 31, 2009, 2008, 2007, 2006 and 2005 have been derived from our consolidated balance sheets, statements of operations and statements of cash flows and related notes thereto.

	Nine months ended September 30,		Years ended December 31,				
	2010	2009	2009	2008	2007	2006	2005
	(in thousands, except for per share/unit amounts)						
Statement of Operations Data:							
Net revenue	$ 216,294	$ 178,019	$ 251,979	$ 284,919	$ 266,801	$ 265,169	$ 228,939
Operating expenses (income):							
Direct operating expenses (exclusive of depreciation and amortization shown separately below)	58,232	56,867	77,233	78,287	74,128	71,465	67,681
Selling, general and administrative expenses (exclusive of depreciation and amortization shown separately below)	71,990	66,280	89,525	90,468	86,773	85,293	75,863
Restructure charge		670	670				
Non-cash contract termination fees		191	191	7,167			
Impairment of goodwill		7,360[1]	7,360[1]	38,856[1]			
Impairment of other intangible assets		8,804[2]	8,804[2]	43,539[2]			
Amortization of broadcast rights	15,728	19,495	25,263	20,423	21,457	19,701	22,257
Depreciation and amortization	33,740	33,775	45,385	49,153	45,880	42,221	43,244
Gain on asset exchange	(30)	(6,710)	(8,093)	(4,776)	(1,962)		
Loss on property held for sale							616
(Gain) loss on asset disposal, net	(4)	(2,813)	(2,560)	(43)	(17)	639	668
Income (loss) from operations	36,638	(5,900)	8,201	(38,155)	40,542	45,850	18,610
Interest expense	(40,158)	(27,433)	(39,236)	(48,832)	(55,040)	(51,783)	(47,260)
(Loss) gain on extinguishment of debt	(7,874)	18,567	18,567	2,897			(15,715)
Interest income	5	47	51	713	532	760	213
Other income, net		3	3	2			380
Loss before income taxes	(11,389)	(14,716)	(12,414)	(83,375)	(13,966)	(5,173)	(43,772)
Income tax (expense) benefit .	(4,700)	1,135	(200)	5,316	(5,807)	(3,819)	(4,958)
Net loss	$ (16,089)	$ (13,581)	$ (12,614)	$ (78,059)	$ (19,773)	$ (8,992)	$ (48,730)
Basic and diluted loss per share:							
Net loss attributable to common shareholders	$ (0.57)	$ (0.48)	$ (0.44)	$ (2.75)	$ (0.70)	$ (0.32)	$ (1.72)
Weighted average number of shares outstanding:							
Basic and diluted	28,431	28,426	28,427	28,423	28,401	28,376	28,363
Balance Sheet Data (end of period):							
Cash and cash equivalents	$ 17,763	$ 19,323	$ 12,752	$ 15,834	$ 16,226	$ 11,179	$ 13,487
Working capital (deficit)	31,156	40,781	36,875	27,391	(11,472)	21,872	26,144
Net intangible assets and goodwill	344,911	368,695	362,762	390,540	494,092	519,450	494,231
Total assets	607,578	628,055	619,826	626,587	708,702	724,709	680,081
Total debt	645,959	675,555	670,374	662,117	681,176	681,135	646,505
Total stockholders deficit	(189,855)	(177,612)	(176,263)	(165,156)	(89,390)	(73,290)	(66,025)

Cash Flow Data:							
Net cash provided by (used in):							
Operating activities	$ 48,735	$ 9,834	$ 22,993	$ 60,648	$ 36,987	$ 54,462	$ 14,350
Investing activities	(11,423)	(30,106)	(35,590)	(38,492)	(18,608)	(79,272)	(26,358)
Financing activities	(32,301)	23,761	9,515	(22,548)	(13,332)	22,502	6,990
Other Financial Data:							
Capital expenditures, net of proceeds from asset sales	11,882	14,250	18,838	30,687	18,221	23,751	13,891
Cash payments for broadcast rights	7,422	6,811	9,315	8,239	8,376	8,284	9,704
Financial Ratio Data:							
Ratio of earnings to fixed charges(3)						1.17	
Deficiency to cover fixed charges(3)	$ 6,937	$ 28,039	$ 24,256	$ 72,599	$ 474		$ 32,660

(1) The Company recognized an impairment charges related to goodwill during the years ended December 31, 2009 and 2008. See Note 8 on page F-55 for additional information.

(2) The Company recognized an impairment charge related to FCC licenses and network affiliation agreements for the years ended December 31, 2009 and 2008. See Note 8 on page F-55 for additional information.

(3) The computation of the ratio of earnings to fixed charges is filed with this registration statement as Exhibit 12.1.

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MISSION SELECTED FINANCIAL AND OTHER DATA

The following table presents Mission s selected financial and other data, which you should read in conjunction with Mission Management s Discussion and Analysis of Financial and Condition and Results of Operations and Mission s financial statements and related notes included elsewhere in this prospectus. The selected historical financial data presented below for the nine months ended September 30, 2010 and 2009 have been derived from Mission s unaudited financial statements which, in the opinion of management, include all adjustments, consisting solely of normal, recurring adjustments, necessary for a fair statement of results for the unaudited interim periods. The selected historical financial data presented below for the years ended December 31, 2009, 2008, 2007, 2006 and 2005 have been derived from Mission s balance sheets, statements of operations and statements of cash flows and related notes thereto.

	Nine months ended September 30,		Years ended December 31,				
	2010	2009	2009	2008	2007	2006	2005
				(in thousands)			
Statement of Operations Data:							
Net broadcast revenue[1]	$ 6,988	$ 6,308	$ 8,388	$ 6,635	$ 6,726	$ 5,757	$ 4,959
Revenue from Nexstar Broadcasting, Inc.[2]	20,558	18,036	25,435	35,283	30,556	32,556	28,141
Net revenue	27,546	24,344	33,823	41,918	37,282	38,313	33,100
Operating expenses (income):							
Direct operating expenses (exclusive of depreciation and amortization shown separately below)	4,240	4,364	5,810	6,405	5,148	4,710	4,271
Selling, general and administrative expenses (exclusive of depreciation and amortization shown separately below)	1,738	2,164	2,790	2,595	2,280	2,390	2,232
Fees incurred pursuant to local service agreements with Nexstar Broadcasting, Inc.[3]	5,375	5,625	7,425	8,090	7,860	7,820	11,400
Impairment of goodwill		261	261	1,289			
Impairment of other intangible assets		1,997	1,997	10,149			
Loss (gain) on asset exchange	11	(1,851)	(2,385)	(869)	(317)		
Loss (gain) loss on asset disposal, net	20	(7)	28	(352)	92	12	94
Amortization of broadcast rights	2,782	3,632	4,681	4,729	4,269	3,939	4,408
Depreciation and amortization	6,065	6,582	8,806	8,740	8,603	8,682	8,918
Income from operations	7,315	1,577	4,410	1,142	9,347	10,760	1,777
Interest expense	(9,346)	(3,768)	(6,056)	(9,472)	(12,344)	(12,315)	(9,193)
Loss on extinguishment of debt	(2,431)					(269)	(508)
Interest income		4	5	53	92	60	30
Loss before income taxes	(4,462)	(2,187)	(1,641)	(8,277)	(2,905)	(1,764)	(7,894)
Income tax (expense) benefit	(920)	(671)	(986)	737	(1,135)	(1,172)	(1,330)
Net loss	$ (5,382)	$ (2,858)	$ (2,627)	$ (7,540)	$ (4,040)	$ (2,936)	$ (9,224)
Balance Sheet Data (end of period):							
Cash and cash equivalents	$ 3,062	$ 1,167	$ 903	$ 1,426	$ 9,916	$ 3,577	$ 1,404
Working capital deficit	(20,786)	(14,800)	(14,700)	(18,141)	(11,995)	(20,024)	(23,406)
Net intangible assets and goodwill	61,083	66,231	64,944	71,995	82,226	87,588	92,984
Total assets	100,215	104,505	103,031	110,078	118,955	117,726	119,804
Total debt	356,120	172,792	172,360	174,087	175,814	170,541	172,268
Total shareholder s deficit	(302,720)	(104,885)	(104,654)	(102,027)	(94,487)	(91,947)	(89,011)
Cash Flow Data:							
Net cash provided by (used in):							
Operating activities	$ 5,983	$ 1,944	$ 4,196	$ 8,768	$ 3,908	$ 6,516	$ 3,220
Investing activities	(103)	(908)	(1,171)	(15,531)	(2,842)	(2,616)	(7,529)
Financing activities	(3,721)	(1,295)	(3,548)	(1,727)	5,273	(1,727)	(1,268)

Other Financial Data:							
Capital expenditures, net of proceeds from asset sales	103	908	$ 1,171	$ 8,102	$ 2,455	$ 2,616	$ 1,400
Cash payments for broadcast rights	1,144	1,793	1,866	1,773	1,678	1,726	2,211
Financial Ratio Data:							
Ratio of earnings to fixed charges[(4)]							
Deficiency to cover fixed charges[(4)]	$ 4,462	$ 2,187	$ 1,641	$ 8,277	$ 2,905	$ 1,764	$ 7,894

(1) Net broadcast revenue is defined as revenue, excluding revenue from Nexstar Broadcasting, Inc.

(2) Mission has joint sales agreements with Nexstar, which permits Nexstar to sell and retain a percentage of the net revenue from the advertising time on our stations in return for monthly payments to us of the remaining percentage of the net revenue. Mission also has time brokerage agreements with Nexstar that allow Nexstar to program most of the broadcast time for Mission, sell the advertising time and retain the advertising revenue generated in exchange for monthly payments to Mission.

(3) Mission has shared services agreements with Nexstar, which allow the sharing of services including news production, technical maintenance and security, in exchange for Nexstar s right to receive certain payments from Mission.

(4) The computation of the ratio of earnings to fixed charges is filed with this registration statement as Exhibit 12.1.

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MANAGEMENT S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion together with the Selected Financial and Other Data section of this prospectus and our financial statements, and the notes to those statements, included elsewhere in this prospectus. The statements in this discussion regarding industry outlook, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements in this discussion are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described in the Risk Factors and Forward-Looking Statements sections of this prospectus. Our actual results may differ materially from those contained in or implied by any forward-looking statements.

As a result of our controlling financial interest in Mission under GAAP and in order to present fairly our financial position, results of operations and cash flows, we consolidate the financial position, results of operations and cash flows of Mission as if it were a wholly-owned entity. We believe this presentation is meaningful for understanding our financial performance. As discussed in Note 2 to our consolidated financial statements included elsewhere in this prospectus, we have considered the authoritative guidance related to variable interest entities, and have determined that we are required to continue consolidating Mission s financial position, results of operations and cash flows. Therefore, the following discussion of our financial position and results of operations includes Mission s financial position and results of operations. As used in this discussion, unless the context indicates otherwise, all references to the Company refer to Nexstar and Mission collectively.

Overview of Operations

We own and operate 34 television stations as of September 30, 2010. Through various local service agreements, we programmed or provided sales or other services to 25 additional television stations and four digital multi-cast channels, including 16 television stations and one digital multi-cast channel owned and operated by Mission as of September 30, 2010. All of the stations we program or provide sales and other services to, including Mission, are 100% owned by independent third parties.

The following table summarizes the various local service agreements we had in effect as of September 30, 2010 with Mission:

Service Agreements	Mission Stations
TBA (1)	WFXP and KHMT
SSA & JSA (2)	KJTL, KJBO-LP, KOLR, KCIT, KCPN-LP, KAMC, KRBC, KSAN, WUTR, WFXW, WYOU, KODE, WTVO and KTVE

(1) We have a time brokerage agreement (TBA) with each of these stations which allows us to program most of each station s broadcast time, sell each station s advertising time and retain the advertising revenue generated in exchange for monthly payments to Mission.

(2) We have both a shared services agreement (SSA) and a joint sales agreement (JSA) with each of these stations. Each SSA allows the Nexstar station in the market to provide services including news production, technical maintenance and security, in exchange for our right to receive certain payments from Mission as described in the SSAs. Each JSA permits us to sell and retain a percentage of the net revenue from the station s advertising time in return for monthly payments to Mission of the remaining percentage of net revenue as described in the JSAs.

Our ability to receive cash from Mission is governed by these agreements. The arrangements under the local service agreements have had the effect of us receiving substantially all of the available cash, after Mission s payments of operating costs and debt service, generated by the

stations listed above. We anticipate that, through these local service agreements, we will continue to receive substantially all of the available cash, after Mission s payments of operating costs and debt service, generated by the stations listed above.

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We also guarantee all obligations incurred under the Mission Facility. Similarly, Mission is a guarantor of the Nexstar Facility and the senior subordinated notes we have issued. In consideration of our guarantee of the Mission Facility, the sole shareholder of Mission has granted us a purchase option to acquire the assets and assume the liabilities of each Mission station, subject to FCC consent, for consideration equal to the greater of (1) seven times the station s cash flow, as defined in the option agreement, less the amount of its indebtedness as defined in the option agreement, or (2) the amount of its indebtedness. These option agreements (which expire on various dates between 2011 and 2018) are freely exercisable or assignable by us without consent or approval by the sole shareholder of Mission. We expect these option agreements to be renewed upon expiration.

We do not own Mission or Mission s television stations. However, as a result of (a) local service agreements Nexstar has with the Mission stations, (b) Nexstar s guarantee of the obligations incurred under Mission s senior secured credit facility, (c) Nexstar having power over significant activities affecting Mission s economic performance, including budgeting for Mission s advertising revenue and hiring and firing of sales force personnel, and (d) purchase options (which expire on various dates between 2011 and 2018) granted by Mission s sole shareholder which will permit Nexstar to acquire the assets and assume the liabilities of each Mission station, subject to Federal Communications Commission (FCC) consent, we are deemed under GAAP to have a controlling financial interest in Mission while complying with the FCC s rules regarding ownership limits in television markets. The purchase options are freely exercisable or assignable by Nexstar without consent or approval by Mission s sole shareholder. In order for both us and Mission to comply with FCC regulations, Mission maintains complete responsibility for and control over programming, finances and personnel for its stations.

The operating revenue of our stations is derived primarily from broadcast advertising revenue, which is affected by a number of factors, including the economic conditions of the markets in which we operate, the demographic makeup of those markets and the marketing strategy we employ in each market. Most advertising contracts are short-term and generally run for a few weeks. For the nine months ended September 30, 2010 and the years ended December 31, 2009 and 2008, the revenue generated from local advertising represented 56.0%, 74.1% and 72.2%, respectively, of our consolidated spot revenue (total of local and national advertising revenue, excluding political advertising revenue). The remaining advertising revenue represents inventory sold for national or political advertising. All national and political revenue is derived from advertisements placed through advertising agencies. The agencies receive a commission rate of up to 15.0% of the gross amount of advertising schedules placed by them. While the majority of local spot revenue is placed by local agencies, some advertisers place their schedules directly with the stations local sales staff, thereby eliminating the agency commission. Each station also has an agreement with a national representative firm that provides for sales representation outside the particular station s market. Advertising schedules received through the national representative firm are for national or large regional accounts that advertise in several markets simultaneously. National commission rates vary within the industry and are governed by each station s agreement.

Each of our stations and the stations we provide services to has a network affiliation agreement pursuant to which the network provides programming to the station during specified time periods, including prime time. Under the affiliation agreements with NBC, CBS and ABC, some of our stations and the stations we provide services to receive cash compensation for distributing the network s programming over the air and for allowing the network to keep a portion of advertising inventory during those time periods. The affiliation agreements with Fox, MyNetworkTV and The CW do not provide for compensation. In recent years, in conjunction with the renewal of affiliation agreements with NBC, CBS and ABC, the amount of network compensation is being eliminated and many of the networks are now seeking cash payments from their affiliates.

Each station acquires licenses to broadcast programming in non-news and non-network time periods. The licenses are either purchased from a program distributor for cash and/or the program distributor is allowed to sell some of the advertising inventory as compensation to eliminate or reduce the cash cost for the license. The latter practice is referred to as barter broadcast rights. The station records the estimated fair market value of the licenses, including any advertising inventory given to the program distributor, as a broadcast right asset and

liability. Barter broadcast rights are recorded at management s estimate of the value of the advertising time exchanged using historical advertising rates, which approximates the fair value of the program material received. The assets are amortized as a component of amortization of broadcast rights. Amortization is computed using the straight-line method based on the license period or usage, whichever yields the greater expense. The cash broadcast rights liabilities are reduced by monthly payments while the barter liability is amortized over the life of the contract as barter revenue.

Our primary operating expenses consist of commissions on advertising revenue, employee compensation and related benefits, newsgathering and programming costs. A large percentage of the costs involved in the operation of our stations and the stations we provide services to remains relatively fixed.

Seasonality

Advertising revenue is positively affected by strong local economies, national and regional political election campaigns and certain events such as the Olympic Games or the Super Bowl. The stations advertising revenue is generally highest in the second and fourth quarters of each year, due in part to increases in consumer advertising in the spring and retail advertising in the period leading up to, and including, the holiday season. In addition, advertising revenue is generally higher during even-numbered years resulting from political advertising and advertising aired during the Olympic Games.

Industry Trends

Our net revenue increased 21.5% to $216.3 million for the nine months ended September 30, 2010, compared to $178.0 million for the nine months ended September 30, 2009 primarily due to increases in national and local advertising due to an overall upswing in the economy from the same period in 2009.

Political advertising revenue was $16.7 million for the nine months ended September 30, 2010, an increase of $14.4 million or greater than six times the $2.3 million for the nine months ended September 30, 2009. The demand for political advertising is generally higher in even-numbered years, when congressional and presidential elections occur, than in odd-numbered years when there are no federal elections scheduled. Since 2010 is an election year, we expected significantly more political advertising revenue to be reported in 2010 in relation to the amount of political advertising reported in 2009.

Automotive-related advertising, our largest advertising category, represented approximately 21% and 18% of our core local and national advertising revenue for the nine months ended September 30, 2010 and 2009. Our automotive-related advertising increased approximately 34% for the nine months ended September 30, 2010 as compared to the same period in 2009.

Station Acquisitions

On October 6, 2008, Nexstar entered into a purchase agreement to acquire substantially all of the assets of KARZ (formerly KWBF), the MyNetworkTV affiliate serving the Little Rock, Arkansas market for $4.0 million. The acquisition gives Nexstar an opportunity to further utilize existing retransmission compensation contracts and also to achieve duopoly synergies within the Little Rock market. In accordance with the purchase agreement, Nexstar made a down payment of $0.4 million in 2008. This acquisition closed on March 12, 2009 and the remaining $3.6 million was paid from available cash on hand. Transaction costs such as legal, accounting, valuation and other professional services of $0.1 million were expensed as incurred.

On January 28, 2009, Nexstar entered into an agreement to acquire the assets of WCWJ, the CW affiliate serving the Jacksonville, Florida market, for $18.0 million (base) subject to working capital adjustments. Nexstar viewed this acquisition as an opportunity to leverage our management expertise and increase profitability of the station by overlaying our existing retransmission compensation contracts and incorporating our cost reduction

strategies. The transaction closed on May 1, 2009. Cash available on hand was used to make a $1.0 million down payment in February 2009 and the remaining $16.2 million (net of working capital adjustment) was paid upon closing. Transaction costs such as legal, accounting, valuation and other professional services of $0.3 million were expensed as incurred.

Refinancing of Long-Term Debt Obligations

On February 27, 2009, Nexstar Broadcasting announced the commencement of an offer to exchange up to $143,600,000 aggregate principal amount of its outstanding $191,510,000 in aggregate principal amount of 7% senior subordinated notes due 2014 (the 7% Notes) in exchange for (i) up to $142,320,761 in aggregate principal amount of Nexstar Broadcasting s 7% senior subordinated PIK Notes due 2014 (the 7% PIK Notes), to be guaranteed by each of the existing guarantors to the 7% Notes and (ii) cash. The total exchange price received by tendering holders of the 7% Notes in the exchange offer included an early participation payment of $30.00 per $1,000 principal amount of 7% Notes payable only to holders who tendered their 7% Notes at or before March 10, 2009, which is in addition to the $93.10 per $1,000 principal amount of 7% Notes payable to all holders who validly tendered their 7% Notes on March 26, 2009. The exchange closed on March 30, 2009. The 7% PIK Notes mature on January 15, 2014, unless earlier redeemed or repurchased. The 7% PIK Notes are general unsecured senior subordinated obligations subordinated to all of Nexstar Broadcasting s senior debt. Nexstar Broadcasting pays interest on the 7% PIK Notes on January 15 and July 15 of each year, commencing on July 15, 2009. Interest is computed on the basis of a 360-day year of twelve 30-day months. However, prior to January 15, 2011, the interest on the 7% PIK Notes will not be cash interest. From the date of issuance through January 15, 2011, Nexstar Broadcasting pays interest on the 7% PIK Notes entirely by issuing additional 7% PIK Notes (the PIK Interest). PIK Interest accrues on the 7% PIK Notes at a rate per annum equal to 0.5%, calculated on a semi-annual bond equivalent basis. From and after January 15, 2011, all 7% PIK Notes (including those received as PIK Interest) will accrue interest in cash at a rate of 7% per annum, which interest will be payable semi-annually in cash on each January 15 and July 15, commencing on July 15, 2011.

Recent Developments

On April 19, 2010, Nexstar Broadcasting and Mission, as co-issuers, completed the issuance and sale of $325.0 million of senior secured second lien notes due 2017. The Old Notes were issued pursuant to an Indenture, dated as of April 19, 2010.

On April 19, 2010, the Third Amendment to Nexstar Broadcasting s Fourth Amended and Restated Credit Agreement, dated as of April 1, 2005 became effective. Under the terms of the Nexstar Broadcasting credit agreement, the principal amount available under the revolving credit facility was reduced to $65.0 million, and the term loan B was reduced to $61.0 million.

On April 19, 2010, the Second Amendment to Mission s Third Amended and Restated Credit Agreement, dated as of April 1, 2005 became effective. Under the terms of the Mission credit agreement, the principal amount available under the revolving credit facility was reduced to $10.0 million, and the term loan B was reduced to $39.0 million.

On April 19, 2010, we received the requisite consents to our previously announced cash tender offer and related consent solicitation for any and all of the outstanding Senior Subordinated Payment-In-Kind Notes due 2014. Approximately 82.5% of the holders tendered and consented to adopt the proposed amendments to the indenture, as supplemented, under which the Senior Subordinated Payment-In-Kind Notes were issued, retiring $34.3 million of the principal. In connection with this tender offer, a second supplemental indenture was executed whereby substantially all restrictive covenants and certain event of default provisions were eliminated. In May 2010, Nexstar Broadcasting repurchased an additional $2.0 million of the Senior Subordinated PIK Notes due 2014 at 106.5%. In September 2010, Nexstar Broadcasting redeemed the remaining $5.3 million of the

Senior Subordinated PIK Notes due 2014 at 109.75%. These transactions resulted in a loss of approximately $2.6 million.

In June through August 2010, Nexstar Broadcasting purchased approximately $6.7 million of the 7% Senior Subordinated PIK notes due 2014 at 88.8% to 90.25% and approximately $0.9 million of the 7% Senior Subordinated Notes due 2014 at 93%. These transactions resulted in gains totaling approximately $0.7 million.

Historical Performance

Revenue

The following table sets forth the principal types of revenue earned by the Company s stations for the periods indicated and each type of revenue (other than trade and barter) as a percentage of total gross revenue, as well as agency commissions:

	Nine Months Ended September 30,				Years Ended December 31,					
	2010		2009		2009		2008		2007	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
	(in thousands, except percentages)									
Local	$ 126,760	56.0	$ 113,412	61.8	$ 157,429	60.6	$ 171,552	57.0	$ 175,508	62.9
National	45,856	20.2	37,563	20.5	55,052	21.2	66,122	22.0	74,256	26.6
Political	16,686	7.4	2,271	1.2	5,949	2.3	32,886	10.9	4,308	1.6
Retransmission compensation (1)	22,279	9.8	17,884	9.8	24,252	9.3	14,393	4.8	11,810	4.2
eMedia revenue	9,880	4.4	8,291	4.5	11,687	4.5	10,180	3.4	5,113	1.8
Network compensation	1,528	0.7	1,607	0.9	2,136	0.8	3,523	1.1	4,364	1.6
Management Fee	1,800	0.8	1,066	0.6	1,758	0.7				
Other	1,645	0.7	1,260	0.7	1,644	0.6	2,498	0.8	3,652	1.3
Total gross revenue	226,434	100.0	183,354	100.0	259,907	100.0	301,154	100.0	279,011	100.0
Less: Agency commissions	23,989	10.6	19,002	10.4	27,328	10.5	34,587	11.5	31,629	11.3
Net broadcast revenue	202,445	89.4	164,352	89.6	232,579	89.5	266,567	88.5	247,382	88.7
Trade and barter revenue	13,849		13,667		19,400		18,352		19,419	
Net revenue	$ 216,294		$ 178,019		$ 251,979		$ 284,919		$ 266,801	

(1) Retransmission compensation consists of a per subscriber-based compensatory fee and excludes advertising revenue generated from retransmission consent agreements, which is included in gross local advertising revenue.

Results of Operations

The following table sets forth a summary of the Company s operations for the periods indicated and their percentages of total net revenue:

	Nine Months Ended September 30,				Years Ended December 31,					
	2010		2009		2009		2008		2007	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
	(in thousands, except percentages)									
Net revenue	$ 216,294	100.0	$ 178,019	100.0	$ 251,979	100.0	$ 284,919	100.0	$ 266,801	100.0
Operating expenses (income):										
Corporate expenses	14,992	6.9	14,499	8.1	18,561	7.4	15,473	5.4	13,348	5.0
Station direct operating expenses, net of trade	52,704	24.4	52,991	29.8	70,549	28.0	72,056	25.3	68,112	25.5
Selling, general and administrative expenses	56,998	26.4	51,781	29.1	70,964	28.2	74,995	26.3	73,425	27.5
Impairment of goodwill			7,360	4.1	7,360	2.9	38,856	13.6		
Impairment of other intangible assets			8,804	5.0	8,804	3.5	43,539	15.3		
Restructure charge			670	0.4	670	0.3				
Non-cash contract termination fees			191	0.1	191	0.1	7,167	2.5		
Gain on asset exchange	(30)		(6,710)	(3.8)	(8,093)	(3.2)	(4,776)	(1.7)	(1,962)	(0.7)
Loss (gain) on asset disposal, net	(4)		(2,813)	(1.6)	(2,560)	(1.0)	(43)		(17)	
Trade and barter expense	14,035	6.5	12,793	7.2	18,699	7.4	17,936	6.3	18,423	6.9
Depreciation and amortization	33,740	15.6	33,775	19.0	45,385	18.0	49,153	17.3	45,880	17.2
Amortization of broadcast rights, excluding barter	7,221	3.3	10,578	5.9	13,248	5.3	8,718	3.1	9,050	3.4
Income (loss) from operations	$ 36,638		$ (5,900)		$ 8,201		$ (38,155)		$ 40,542	

Nine Months Ended September 30, 2010 Compared to Nine Months Ended September 30, 2009

Revenue

Gross local advertising revenue was $126.8 million for the nine months ended September 30, 2010, an increase of $13.3 million or 11.8% when compared to $113.4 million for the nine months ended September 30, 2009. Gross national advertising revenue was $45.9 million for the nine months ended September 30, 2010, compared to $37.6 million for the same period in 2009, an increase of $8.3 million, or 22.1%. The primary drivers of these increases were increases in advertising revenue from the automotive, communications, retail and services business categories with increases of approximately $9.3 million, $2.5 million, $2.2 million and $5.5 million.

Gross political advertising revenue was $16.7 million for the nine months ended September 30, 2010, compared to $2.3 million for the same period in 2009, an increase of $14.4 million, or more than six times. The increase in gross political revenue was mainly attributed to federal and statewide primary election campaigns and to statewide and/or local races that occurred during the nine months ended September 30, 2010 as compared to nominal political advertising during the nine months ended September 30, 2009.

Retransmission compensation was $22.3 million for the nine months ended September 30, 2010, compared to $17.9 million for the same period in 2009, an increase of $4.4 million, or 24.6%. The increase in retransmission compensation was primarily the result of new contracts being added the second half of 2009 and the beginning of 2010 combined with certain increases in billing and subscription rates and the addition of WCWJ in May 2009.

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eMedia revenue, representing revenue generated from non-television web-based advertising, was $9.9 million for the nine months ended September 30, 2010, compared to $8.3 million for the nine months ended September 30, 2009. The increase in eMedia revenue was a result of an overall upswing in the economy.

Net revenue for the nine months ended September 30, 2010 increased 21.5% to $216.3 million compared to $178.0 million for the nine months ended September 30, 2009.

Operating Expenses

Corporate expenses, related to costs associated with the centralized management of Nexstar s and Mission s stations were $15.0 million for the nine months ended September 30, 2010, compared to $14.5 million for the nine months ended September 30, 2009. The increase during the nine months ended September 30, 2010 was primarily attributed to an increase of approximately $1.6 million of non-cash incremental stock-based compensation expense resulting from the stock option repricing in May 2010 (see Note 2 to the condensed financial statements for more details related to the stock option repricing) and $2.6 million in bonus accruals, partially offset by $3.1 million in fees associated with the 7% senior subordinated PIK notes exchange offer in March 2009.

Station direct operating expenses, consisting primarily of news, engineering and programming, net of trade, and selling, general and administrative expenses were $109.7 million for the nine months ended September 30, 2010, compared to $104.8 million for the same period in 2009, an increase of $4.9 million, or 4.7%. This increase is primarily attributed to an increase of $2.3 million in national and local sales commissions related to increased revenues, as well as increases of $1.5 million in outsourcing fees and $0.3 million in reimbursable programming fees to our outsourcing partner, the addition of WCWJ in May 2009 of approximately $0.6 million, partially offset by a reduction in utility costs from the elimination of the analog transmission and the elimination of the news programming at WYOU in April 2009.

Amortization of intangible assets was approximately $17.9 million and $17.8 million for the nine months ended September 30, 2010 and 2009, respectively.

While there are no known circumstances or events as of September 30, 2010 that indicate an impairment might exist, any future significant adverse change in the advertising marketplaces in which Nexstar and Mission operate could lead to an impairment and reduction of the carrying value of the Company s goodwill and intangible assets, including FCC licenses. If such a condition were to occur, the resulting non-cash charge could have a material adverse effect on Nexstar and Mission s financial position and results of operations.

Depreciation of property and equipment was $15.9 million and $16.0 million for the nine months ended September 30, 2010 and 2009.

For the nine months ended September 30, 2010 and 2009, respectively, we recognized a gain of $30 thousand and $6.7 million from the exchange of equipment under an arrangement with Sprint Nextel Corporation. This project was completed as of March 31, 2010.

Income (Loss) from Operations

Income from operations was $36.6 million for the nine months ended September 30, 2010, compared to a loss from operations of $5.9 million for the same period in 2009, an increase of $42.5 million. The increase was primarily the result of an increase in net revenue of $38.3 million and an impairment loss taken in 2009 of $16.2 million, partially offset by the completion of the Sprint Nextel exchange agreement and an increase in selling, general and administrative expenses.

Interest Expense

Interest expense, including amortization of debt financing costs, was $40.2 million for the nine months ended September 30, 2010, compared to $27.4 million for the same period in 2009, an increase of $12.7 million, or 46.4%. The increase in interest expense was primarily attributed to the higher interest rate of the $325.0 million 8.875% senior secured second lien notes due 2017 compared to the senior credit facilities.

Loss on Extinguishment of Debt

For the nine months ended September 30, 2010, we purchased all $42.4 million of our outstanding Senior Subordinated PIK Notes, $6.7 million of our 7% Senior Subordinated PIK Notes, $0.9 million of our 7% Senior Subordinated Notes and repaid $298.9 million of the Nexstar Facility for a net loss of $7.9 million.

Income Taxes

Income tax expense was $4.7 million for the nine months ended September 30, 2010, compared to a benefit of $1.1 million for the same period in 2009, an increase of $5.8 million. The increase was primarily due to a reduction in deferred tax expense associated with deferred tax liabilities representing the difference between the book and tax basis of goodwill and other indefinite-lived intangible assets. The impairment charges recorded in September 2009 reduced these deferred tax liabilities which resulted in a reduction in deferred tax expense during this period.

Year Ended December 31, 2009 Compared to Year Ended December 31, 2008

Revenue

Gross local advertising revenue was $157.4 million for the year ended December 31, 2009, compared to $171.6 million for the same period in 2008, a decrease of $14.2 million, or 8.2%. Gross national advertising revenue was $55.1 million for the year ended December 31, 2009, compared to $66.1 million for the same period in 2008, a decrease of $11.0 million, or 16.7%. The combined net decrease in gross local and national advertising revenue of $25.2 million was largely the result of a $17.9 million decrease in automotive related advertising, our largest advertising category. Also contributing to the overall decrease in local and national advertising were decreases in the following advertising categories: fast food and restaurants - $0.9 million; department stores and retail - $1.0 million; furniture - $1.9 million; paid programming - $3.0 million; medical and healthcare - $1.5 million; and telcom - $2.0 million. These decreases were partially offset by an increase in the radio, cable and newspaper category of $2.5 million and also the addition of stations KARZ and WCWJ in 2009, which contributed combined local and national advertising revenue of $6.8 million.

Gross political advertising revenue was $5.9 million for the year ended December 31, 2009, compared to $32.9 million for the same period in 2008, a decrease of $27.0 million, or 81.9%. The decrease in gross political revenue was attributed to presidential, statewide and/or local races (primarily in Pennsylvania, Indiana, Alabama, Missouri and Montana) that occurred during the year ended December 31, 2008 as compared to nominal political advertising during the year ended December 31, 2009.

Retransmission compensation was $24.3 million for the year ended December 31, 2009, compared to $14.4 million for the same period in 2008, an increase of $9.9 million, or 68.5%. The increase in retransmission compensation was primarily the result of cable agreements being renegotiated at higher rates at the end of 2008 and also the addition of KARZ and WCWJ in 2009.

eMedia revenue, representing revenue generated from non-television web-based advertising, was $11.7 million for the year ended December 31, 2009, compared to $10.2 million for the year ended December 31, 2008, an increase of $1.5 million or 14.8%. The increase in new media revenue was a result of offering new products in 2009, as well as the acquisition of WCWJ in May 2009.

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Operating Expenses

Corporate expenses, related to costs associated with the centralized management of Nexstar s and Mission s stations, were $18.6 million for the year ended December 31, 2009, compared to $15.5 million for the year ended December 31, 2008, an increase of $3.1 million, or 20.0%. The increase during the year ended December 31, 2009 was primarily attributed to $2.9 million in fees associated with the March 2009 7% notes exchange offer and also an increase in legal and professional fees associated with the October 2009 amendment of the senior secured credit facility.

Station direct operating expenses, consisting primarily of news, engineering and programming, net of trade, and selling, general and administrative expenses were $141.5 million for the year ended December 31, 2009, compared to $147.1 million for the same period in 2008, a decrease of $5.6 million, or 3.8%. The decrease in station direct operating expenses, net of trade and selling, general and administrative expenses, is primarily attributed to decreases in national and local sales commissions resulting from lower national and local revenue and a reduction in payroll-related costs due to regionalizing certain accounting and traffic functions in 2009 offset in part by the acquisition of WCWJ.

Amortization of broadcast rights, excluding barter, was $13.2 million for the year ended December 31, 2009, compared to $8.7 million for the same period in 2008, an increase of $4.5 million, or 52.0%. The increase was primarily due to the addition of stations WCWJ and KARZ, which included combined write-downs of $2.4 million.

Amortization of intangible assets was $23.7 million for the year ended December 31, 2009, compared to $28.1 million for the same period in 2008, a decrease of $4.4 million, or 15.7%. The decrease was primarily related to the write-off of an affiliation agreement in 2008 due to one of our stations changing network affiliations in January of 2009 and also reductions in carrying values of certain network affiliation agreements that were impaired in the second half of 2008.

Depreciation of property and equipment was $21.7 million for the year ended December 31, 2009, compared to $21.0 million for the same period in 2008, an increase of $0.7 million, or 3.1%.

For the years ended December 31, 2009 and 2008, we recognized a non-cash gain of $8.1 million and $4.8 million, respectively from the exchange of equipment under an arrangement with Sprint Nextel Corporation. The increase in this gain was due to the higher number of stations completing spectrum conversions in 2009 compared to 2008.

In February 2009, Nexstar began regionalizing certain accounting and traffic functions. As a result, approximately 93 employees were notified they would be terminated at various points in time through the end of May 2009. These employees were offered termination benefits that aggregated to $0.7 million. The Company recognized these costs ratably over the period of time between the notice of termination and the termination date. Nexstar estimates the restructuring saves the Company approximately $2.2 million annually. The Company incurred a $0.7 million charge during 2009 related to these benefits.

In 2009, the Company incurred a non-cash charge of $0.2 million related to the termination of national sales representation agreements at certain stations. The Company incurred a similar type of charge in 2008 in the amount of $7.2 million related to a different group of stations.

The net gain on asset disposal of $2.6 million included gains of $2.3 million and $1.0 million related to the KSNF and KBTV casualty losses, respectively.

We recorded an impairment charge of $16.2 million during 2009 that included an impairment to the carrying values of FCC licenses of $8.8 million, related to 19 of our television stations and an impairment to the carrying values of goodwill of $7.4 million, related to four reporting units consisting of five of our television

stations. In 2008, we recorded total impairment charges of $82.4 million that included an impairment to the carrying values of FCC licenses of $41.4 million, related to 22 of our television stations; an impairment to the carrying value of network affiliation agreements of $2.1 million, related to three of our television stations; and an impairment to the carrying values of goodwill of $38.9 million, related to 10 reporting units consisting of 11 of our television stations. As required by the authoritative guidance for goodwill and other intangible assets, we tested our FCC licenses and goodwill for impairment at September 30, 2009, between the required annual tests, because we believed events had occurred and circumstances changed that would more likely than not reduce the fair value of our reporting units below their carrying amounts and that our FCC licenses might be impaired. These events and circumstances include the overall economic recession and a continued decline in demand for advertising at several of our stations. See Note 8 to the Consolidated Financial Statements elsewhere in this document.

Income from Operations

Income from operations was $8.2 million for the year ended December 31, 2009, compared to a loss of $38.2 million for the same period in 2008, an increase of $46.4 million, or 121.5%. The increase was primarily the result of reductions in: 1) impairment charges, 2) direct operating expenses, 3) amortization of intangible assets and 4) non-cash contract termination fees, combined with increases in gains recognized on asset exchanges and disposals, partially offset by the decrease in net revenue and increases in corporate expenses and the amortization of broadcast rights.

Interest Expense

Interest expense, including amortization of debt financing costs, was $39.2 million for the year ended December 31, 2009, compared to $48.8 million for the same period in 2008, a decrease of $9.6 million, or 19.7%. The decrease in interest expense was primarily attributed to lower average interest rates for most of 2009 compared to 2008 combined with the $27.8 million reduction in the outstanding 11.375% notes period-over-period. These decreases were partially offset by the increase in the amount outstanding under the revolving credit facility in 2009.

Gain on Extinguishment of Debt

In 2009, the Company purchased $27.8 million of its 11.375% notes and $1.0 million of its 7% notes for a total of $10.0 million, plus accrued interest of $1.0 million. These transactions resulted in combined gains of $18.6 million for the year ended December 31, 2009. On October 16, 2008, Nexstar purchased $5 million (face value) of the Company s outstanding 7% Notes. The cash paid was approximately $3.1 million which included approximately $0.1 million of accrued interest. On October 28, 2008, Nexstar purchased $2.5 million (face value) of the 7% Notes for approximately $1.5 million, which included approximately $0.1 million of accrued interest. As a result of these two transactions, Nexstar recognized a combined gain of $2.9 million in 2008. This amount is net of a $0.1 million pro-rata write-off of debt financing costs associated with the 7% Notes.

Income Taxes

Income tax expense was $0.2 million for the year ended December 31, 2009, compared to a benefit of $5.3 million for the same period in 2008, an increase in expense of $5.5 million. The increase was primarily due to the tax benefit recognized as a result of the $80.3 million impairment charge in 2008 compared to the $16.2 million impairment charge in 2009 on indefinite-lived assets. Our provision for income taxes is primarily created by an increase in the deferred tax liabilities position during the year arising from the amortizing of goodwill and other indefinite-lived

intangible assets for income tax purposes which are not amortized for financial reporting purposes. The impairment charge reduced the book value and therefore decreased the deferred tax liability position. No tax benefit was recorded with respect to the losses for 2009 and 2008, as the utilization of such losses is not likely to be realized in the foreseeable future.

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Year Ended December 31, 2008 Compared to Year Ended December 31, 2007

Revenue

Gross local advertising revenue was $171.6 million for the year ended December 31, 2008, compared to $175.5 million for the same period in 2007, a decrease of $3.9 million, or 2.3%. Gross national advertising revenue was $66.1 million for the year ended December 31, 2008, compared to $74.3 million for the same period in 2007, a decrease of $8.2 million, or 11.0%. The combined net decrease in gross local and national advertising revenue of $12.1 million was primarily the result of a decrease in automotive related advertising, our largest advertising category.

Gross political advertising revenue was $32.9 million for the year ended December 31, 2008, compared to $4.3 million for the same period in 2007, an increase of $28.6 million, or 663.4%. The increase in gross political revenue was attributed to presidential, statewide and/or local races (primarily in Pennsylvania, Indiana, Alabama, Missouri and Montana) that occurred during the year ended December 31, 2008 as compared to nominal political advertising during the year ended December 31, 2007.

Retransmission compensation was $14.4 million for the year ended December 31, 2008, compared to $11.8 million for the same period in 2007, an increase of $2.6 million, or 22.0%. The increase in retransmission compensation was primarily the result of (1) additional subscriber base for certain content distributors in 2008 compared to 2007, (2) annual rate increases in 2008 for certain retransmission consent agreements, (3) the addition of new markets under retransmission consent agreements in 2008 and (4) renewal of various multi-year contracts at higher rates with certain distributors.

eMedia revenue, representing revenue generated from non-television web-based advertising, was $10.2 million for the year ended December 31, 2008, compared to $5.1 million for the year ended December 31, 2007. The increase in new media revenue was a result of having all of our markets complete implementation of this digital media platform initiative for all of 2008 as compared to 2007, in which complete implementation did not take place until June 2007. Also contributing to the increase is the introduction of additional products in this area.

Operating Expenses

Corporate expenses, related to costs associated with the centralized management of Nexstar s and Mission s stations, were $15.5 million for the year ended December 31, 2008, compared to $13.3 million for the year ended December 31, 2007, an increase of $2.2 million, or 15.9%. The increase during the year ended December 31, 2008 was primarily attributed to an increase in legal and professional fees of $2.4 million.

Station direct operating expenses, consisting primarily of news, engineering and programming, net of trade, and selling, general and administrative expenses were $147.1 million for the year ended December 31, 2008, compared to $141.5 million for the same period in 2007, an increase of $5.6 million, or 3.9%. The increase in station direct operating expenses, net of trade, is primarily attributed to (1) the addition of KTVE in 2008 and (2) payroll-related costs and commissions related to the growth in eMedia revenue. These increases were partially offset by a reduction in employee incentives.

Amortization of broadcast rights, excluding barter, was $8.7 million for the year ended December 31, 2008, compared to $9.1 million for the same period in 2007, a decrease of $0.4 million, or 3.7%.

Amortization of intangible assets was $28.1 million for the year ended December 31, 2008, compared to $25.7 million for the same period in 2007, an increase of $2.4 million, or 9.6%. The increase was primarily related to the acceleration of amortization of our NBC Network affiliation agreement at KBTV due to the station becoming a Fox affiliated station effective January 1, 2009.

Depreciation of property and equipment was $21.0 million for the year ended December 31, 2008, compared to $20.2 million for the same period in 2007, an increase of $0.8 million, or 4.0%. The increase in depreciation was due to a corresponding increase in property and equipment, including Mission s acquisition of KTVE.

For the year ended December 31, 2008, we recognized a non-cash gain of $4.8 million from the exchange of equipment under an arrangement we first transacted with Sprint Nextel Corporation during the second quarter of 2007.

We recognized a $7.2 million non-cash charge related to the termination of the national sales representation contract.

We recorded an impairment charge of $82.4 million during the year ended December 31, 2008 that included an impairment to the carrying values of FCC licenses of $41.4 million, related to 22 of our television stations; an impairment to the carrying value of network affiliation agreements of $2.1 million, related to 3 of our television stations; and an impairment to the carrying values of goodwill of $38.9 million, related to 10 reporting units consisting of 11 of our television stations. See Note 8 in the Notes to Consolidated Financial Statements on page F-55 for additional information.

Income from Operations

Loss from operations was $38.2 million for the year ended December 31, 2008, compared to income of $40.5 million for the same period in 2007, a decrease of $78.7 million, or 194.3%. The decrease was primarily the result of impairment charges as required by authoritative guidance for goodwill and other intangible assets partially offset by increases in net revenue.

Interest Expense

Interest expense, including amortization of debt financing costs, was $48.8 million for the year ended December 31, 2008, compared to $55.0 million for the same period in 2007, a decrease of $6.2 million, or 11.3%. The decrease in interest expense was primarily attributed to lower average interest rates during the year ended December 31, 2008 compared to the same period in 2007 combined with the $46.9 million principal payment on our 11.375% senior discounted Notes on April 1, 2008, a $5.3 million dollar repurchase of the 11.375% Notes in September 2008 and a repurchase of $7.5 million of the 7% Notes in October 2008.

Gain on Extinguishment of Debt

On October 16, 2008, Nexstar purchased $5 million (face value) of the Company s outstanding 7% Notes. The cash paid was approximately $3.1 million which included approximately $0.1 million of accrued interest. On October 28, 2008, Nexstar purchased $2.5 million (face value) of the 7% Notes for approximately $1.5 million, which included approximately $0.1 million of accrued interest. As a result of these two transactions, Nexstar recognized a combined gain of $2.9 million. This amount is net of a $0.1 million pro-rata write-off of debt financing costs associated with the 7% Notes.

Income Taxes

Income tax benefit was $5.3 million for the year ended December 31, 2008, compared to income tax expense of $5.8 million for the same period in 2007, a decrease of $11.1 million. The decrease was primarily due to the tax benefit recognized as a result of the impairment charge on indefinite-lived assets. Our provision for income taxes is primarily created by an increase in the deferred tax liabilities position during the year arising from the amortizing of goodwill and other indefinite-lived intangible assets for income tax purposes which are not amortized for financial reporting purposes. The impairment charge reduced the book value and therefore

decreased the deferred tax liability position. No tax benefit was recorded with respect to the losses for 2008 and 2007, as the utilization of such losses is not likely to be realized in the foreseeable future.

Liquidity and Capital Resources

We and Mission are highly leveraged, which makes the Company vulnerable to changes in general economic conditions. Our and Mission s ability to meet the future cash requirements described below depends on our and Mission s ability to generate cash in the future, which is subject to general economic, financial, competitive, legislative, regulatory and other conditions, many of which are beyond our and Mission s control. Based on current operations and anticipated future growth, we believe that our and Mission s available cash, anticipated cash flow from operations and available borrowings under the Nexstar and Mission senior credit facilities will be sufficient to fund working capital, capital expenditure requirements, interest payments and scheduled debt principal payments for at least the next twelve months. In order to meet future cash needs we may, from time to time, borrow under credit facilities or issue other long- or short-term debt or equity, if the market and the terms of our existing debt arrangements permit, and Mission may, from time to time, borrow under its available credit facility. We will continue to evaluate the best use of Nexstar s operating cash flow among its capital expenditures, acquisitions and debt reduction.

Overview

The following tables present summarized financial information management believes is helpful in evaluating the Company s liquidity and capital resources:

	Nine Months Ended September 30,		Years Ended December 31,		
	2010	2009	2009	2008	2007
			(in thousands)		
Net cash provided by operating activities	$ 48,735	$ 9,834	$ 22,993	$ 60,648	$ 36,987
Net cash used in investing activities	(11,423)	(30,106)	(35,590)	(38,492)	(18,608)
Net cash (used in) provided by financing activities	(32,301)	23,761	9,515	(22,548)	(13,332)
Net increase (decrease) in cash and cash equivalents	$ 5,011	$ 3,489	$ (3,082)	$ (392)	$ 5,047
Cash paid for interest	$ 18,080	$ 22,228	$ 29,215	$ 39,036	$ 40,575
Cash paid for income taxes, net	$ 416	$ 523	$ 523	$ 178	$ 51

	September 30,	December 31,	
	2010	2009	2008
		(in thousands)	
Cash and cash equivalents	$ 17,763	$ 12,752	$ 15,834
Long-term debt including current portions	$ 645,959	$ 670,374	$ 662,117
Unused commitments under senior secured credit facilities (1)	$ 75,000	$ 20,500	$ 66,500

(1) Based on covenant calculations, as of September 30, 2010, all of the $75 million of total unused revolving loan commitments under the Nexstar and Mission credit facilities were available for borrowing.

Cash Flows Operating Activities

Net cash provided by operating activities increased by $38.9 million during the nine months ended September 30, 2010 compared to the same period in 2009. The increase was primarily due to an increase in net revenue of $38.3 million combined with cash collected on accounts receivable and a reduction of cash paid on accounts payable and accrued expenses including interest payable.

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Cash paid for interest decreased by $4.1 million during the nine months ended September 30, 2010 compared to the same period in 2009. The decrease was primarily due to an increase in accrued interest payable due to the different interest payment dates of the 8.875% senior secured second lien notes due 2017 in 2010 compared to 2009.

Net cash provided by operating activities decreased by $37.7 million during the year ended December 31, 2009 compared to the same period in 2008. The decrease was primarily due to our overall decrease in net revenue of $32.9 million combined with a decrease of $12.7 million resulting from the timing of collections of accounts receivable, partially offset by the decrease in cash paid for interest of $9.8 million.

Cash paid for interest decreased by $9.8 million during the year ended December 31, 2009 compared to the same period in 2008. The decrease was due to a decrease in cash payments of interest on our and Mission s bank debt combined with the reduction in our 11.375% notes outstanding. Cash payments of interest on our and Mission s senior credit facilities were $11.5 million for the year ended December 31, 2009, compared to $19.9 million for the year ended December 31, 2008, a decrease of $8.4 million. The decrease was due to lower average interest rates in 2009 compared to 2008, partially offset by the increase in net borrowings under the revolving credit facility.

Net cash provided by operating activities increased by $23.7 million during the year ended December 31, 2008 compared to the same period in 2007. The increase was primarily due to (1) our increase in net revenue of $18.1 million, partially offset by an increase in direct operating and general and administrative expenses of $7.8 million, (2) an increase of $10.2 million resulting from the timing of collections for accounts receivable and (3) an increase of $2.3 million related to timing of interest payments on the 11.375% senior discount notes.

Cash paid for interest decreased by $1.5 million during the year ended December 31, 2008 compared to the same period in 2007. The decrease was due to a decrease in cash payments of interest on our and Mission s bank debt. Cash payments of interest on our and Mission s senior credit facilities were $19.9 million for the year ended December 31, 2008, compared to $26.6 million for the year ended December 31, 2007, a decrease of $6.7 million. The decrease was due to lower average interest rates incurred during the year ended December 31, 2008 compared to the same period in 2007 and a lower level of average debt outstanding in 2008 on the respective credit facilities. The decrease in cash interest paid on bank debt was partially offset by an increase in cash interest paid on the 11.375% senior discount notes, which required cash payments beginning in April 2008.

Nexstar and its subsidiaries file a consolidated federal income tax return. Mission files its own separate federal income tax return. Additionally, Nexstar and Mission file their own state and local tax returns. Due to our and Mission s recent history of net operating losses, we and Mission currently do not pay any federal income taxes. These net operating losses may be carried forward, subject to expiration and certain limitations, and used to reduce taxable earnings in future years. Through the use of available loss carryforwards, it is possible that we and Mission may not pay significant amounts of federal income taxes in the foreseeable future.

Cash Flows Investing Activities

Net cash used in investing activities decreased by $18.7 million during the nine months ended September 30, 2010 compared to the same period in 2009. The decrease was primarily due to $20.8 million less spending on the acquisitions of new stations combined with $2.5 million less spending in capital expenditures, offset by approximately $4.4 million less insurance proceeds received on casualty loss.

Net cash used in investing activities decreased by $2.9 million during the year ended December 31, 2009 compared to the same period in 2008. The decrease was primarily due to decreases in purchases of property and equipment and the insurance proceeds for KBTV and KSNF, partially offset by the increase in acquisition-related payments.

Net cash used in investing activities increased by $19.9 million during the year ended December 31, 2008 compared to the same period in 2007. The increase was primarily due to increases in purchases of property and equipment and in acquisition-related payments.

Capital expenditures were $11.9 million for the nine months ended September 30, 2010, compared to $14.3 million for the nine months ended September 30, 2009.

Capital expenditures were $19.0 million for the year ended December 31, 2009, compared to $30.8 million for the year ended December 31, 2008. The decrease was primarily attributable to more digital conversions occurring in 2008.

Capital expenditures were $30.8 million for the year ended December 31, 2008, compared to $18.5 million for the year ended December 31, 2007. The increase was primarily attributable to digital conversion expenditures, which was $23.3 million for the year ended December 31, 2008 compared to $8.6 million for the same period in 2007.

Cash used for station acquisitions was $20.8 million for the year ended December 31, 2009, including $17.2 million related to the acquisition of WCWJ and $3.6 million for the remaining payment on KARZ, $8.3 million for the year ended December 31, 2008, including $7.9 million related to Mission s acquisition of KTVE and $0.4 million for the down-payment on KARZ, and $0.4 million for the year ended December 31, 2007 for the down payment on the KTVE acquisition.

Cash Flows Financing Activities

Net cash used in financing activities increased by $56.1 million during the nine months ended September 30, 2010 compared to the same period in 2009, due primarily to $329.7 million more repayments on long-term debt and $54.0 million less draws from revolver facility, offset by approximately $316.8 million net proceeds from issuance of 8.875% senior secured second lien notes and approximately $10.8 million less consideration paid for all financing related transactions during these periods.

Net cash provided by financing activities increased by $32.1 million during the year ended December 31, 2009 compared to the same period in 2008, primarily due to an increase in net borrowings under the revolving credit facility of $43.0 million combined with a reduction in net payments on our outstanding notes of $11.1 million, partially offset by consideration of $17.7 million paid to bondholders in the exchange of the 7% senior subordinated notes and an increase in payments for debt finance costs of $5.1 million.

Net cash used in financing activities increased by $9.2 million during the year ended December 31, 2008 compared to the same period in 2007, primarily due to the repayment of $56.8 million of senior subordinated debt, partially offset by proceeds from the June 27, 2008 issuance of senior subordinated payment in kind (PIK) notes of $35 million and also $13.0 million less in net payments on the revolving credit facility.

During 2009, we purchased $27.9 million and $1.0 million (both face amounts) of our 11.375% Notes and 7% Notes, respectively, for a total of $10.0 million.

On April 1, 2008, Nexstar redeemed $46.9 million of its outstanding 11.375% senior discount notes to ensure they are not Applicable High Yield Discount Obligations within the meaning of Section 163(i)(1) of the Internal Revenue Code of 1986. In September 2008, the Company repurchased $5.3 million of the 11.375% notes at par as required by the terms of the senior subordinated PIK notes purchase agreement. In October 2008, Nexstar voluntarily repurchased $7.5 million of the outstanding 7% senior subordinated notes for approximately $4.6 million.

During the year ended December 31, 2008, there were $3.5 million of scheduled term loan maturities, $50.0 million of revolving loan repayments and $53.0 million of revolving loan borrowings under our and Mission s senior secured credit facilities.

During the year ended December 31, 2007, there were $3.5 million of scheduled term loan maturities, $18.0 million of revolving loan repayments and $8.0 million of revolving loan borrowings under our and Mission s senior secured credit facilities.

Although the Nexstar and Mission senior secured credit facilities allow for the payment of cash dividends to common stockholders, we and Mission do not currently intend to declare or pay a cash dividend.

Future Sources of Financing and Debt Service Requirements

As of September 30, 2010, Nexstar and Mission had total combined debt of $646.0 million, which represented 141.6% of Nexstar and Mission s combined capitalization. Our and Mission s high level of debt requires that a substantial portion of cash flow be dedicated to pay principal and interest on debt which reduces the funds available for working capital, capital expenditures, acquisitions and other general corporate purposes.

The following table summarizes the approximate aggregate amount of principal indebtedness scheduled to mature for the periods referenced as of September 30, 2010 (in thousands):

	Total	Remainder of 2010	2011-2012	2013-2014	Thereafter
Nexstar senior secured credit facility	$ 60,848	$ 153	$ 1,220	$ 1,220	$ 58,255
Mission senior secured credit facility	38,902	97	780	780	37,245
8.875% senior secured second lien notes due 2017	325,000				325,000
7% senior subordinated notes due 2014	46,990			46,990	
7% senior subordinated PIK notes due 2014	136,634			136,634	
11.375% senior discount notes due 2013	49,981			49,981	
	$ 658,355	$ 250	$ 2,000	$ 235,605	$ 420,500

On April 19, 2010, the Third Amendment became effective to Nexstar Broadcasting s Fourth Amended and Restated Credit Agreement dated as of April 1, 2005. Under the terms of the Nexstar Facility, the principal amount available under the revolving credit facility was reduced to $65.0 million, and the Term Loan B was reduced to $61.0 million.

On April 19, 2010, the Second Amendment became effective to Mission s Third Amended and Restated Credit Agreement, dated as of April 1, 2005. Under the terms of the Mission Facility, the principal amount available under the revolving credit facility was reduced to $10.0 million, and the Term Loan B was reduced to $39.0 million.

On April 19, 2010, Nexstar Broadcasting and Mission, as co-issuers, completed the issuance and sale of $325.0 million of senior secured second lien notes due 2017. The Notes will mature on April 15, 2017. Interest on the Notes accrues at a rate of 8.875% per annum and is payable semiannually in arrears on April 15 and October 15 of each year, commencing on October 15, 2010.

The net proceeds to Nexstar Broadcasting and Mission from the sale of the senior secured second lien notes due 2017 were approximately $316.8 million. Nexstar Broadcasting and Mission used the net proceeds of the offering and cash on hand, to repurchase $34.3 million of Nexstar Broadcasting s outstanding Senior Subordinated PIK Notes due 2014, to refinance Nexstar Broadcasting and Mission s existing senior secured credit facilities and pay related fees and expenses.

We make semiannual interest payments on our 8.875% senior secured second lien notes due 2017 on April 15 and October 15 of each year. We make semiannual interest payments on our 7% Notes due 2014 on January 15 and July 15 of each year. We make semiannual interest payments on our 11.375% senior discount notes due 2013 on April 1 and October 1 of each year. Our 7% PIK Notes due 2014 will begin paying cash interest in 2011. Interest payments on our and Mission s senior credit facilities are generally paid every one to three months and are payable based on the type of interest rate selected.

The terms of the Nexstar and Mission senior credit facilities, as well as the indentures governing our publicly-held notes, limit, but do not prohibit us or Mission from incurring substantial amounts of additional debt in the future.

We do not have any rating downgrade triggers that would accelerate the maturity dates of our debt. However, a downgrade in our credit rating could adversely affect our ability to renew existing, or obtain access to new credit facilities or otherwise issue debt in the future and could increase the cost of such facilities.

Debt Covenants

Our senior secured credit facility agreement contains covenants which require us to comply with certain financial ratios, including: (a) maximum total leverage ratios, (b) a minimum consolidated first lien indebtedness ratio, and (c) a maximum fixed charge coverage ratio. The covenants, which are calculated on a quarterly basis, include the combined results of Nexstar Broadcasting and Mission. Mission s senior secured credit facility agreement does not contain financial covenant ratio requirements; however it does include an event of default if Nexstar does not comply with all covenants contained in its credit agreement. The senior subordinated notes and senior discount notes contain restrictive covenants customary for borrowing arrangements of this type. We believe we will be able to maintain compliance with all covenants contained in the credit agreements governing our senior secured facility and the indentures governing our publicly held notes for a period of at least the next twelve months from September 30, 2010.

No Off-Balance Sheet Arrangements

As of September 30, 2010 and December 31, 2009, 2008 and 2007, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. All of our arrangements with Mission are on-balance sheet arrangements. We are, therefore, not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

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Contractual Obligations

The following summarizes Nexstar s and Mission s contractual obligations as of December 31, 2009, and the effect such obligations are expected to have on the Company s liquidity and cash flow in future periods:

	Total	2010	2011-2012	2013-2014	Thereafter
	(dollars in thousands)				
Nexstar senior secured credit facility	$ 226,329	$ 5,358	$ 220,971	$	$
Mission senior secured credit facility	172,360	1,727	170,633		
Senior subordinated PIK notes due 2014	42,628			42,628	
7% senior subordinated notes due 2014	47,910			47,910	
7% senior subordinated PIK notes due 2014	143,600			143,600	
11.375% senior discount notes due 2013	49,981			49,981	
Cash interest on debt	143,358	32,315	78,501	32,542	
Broadcast rights current cash commitments (1)	14,415	8,126	4,956	1,333	
Broadcast rights future cash commitments	9,374	1,875	6,776	682	41
Executive employee contracts (2)	22,568	7,681	11,500	3,387	
Operating lease obligations	61,082	4,606	9,107	8,726	38,643
Total contractual cash obligations	$ 933,605	$ 61,688	$ 502,444	$ 330,789	$ 38,684

(1) Excludes broadcast rights barter payable commitments recorded on the financial statements at December 31, 2009 in the amount of $14.4 million.
(2) Includes the employment contracts for all corporate executive employees and general managers of our stations.

As discussed in Note 18, Income Taxes of the Notes to the Consolidated Financial Statements, we adopted interpretive guidance related to accounting for uncertainty in income taxes as of January 1, 2007. At December 31, 2009, we had $3.7 million of unrecognized tax benefits. This liability represents an estimate of tax positions that the corporation has taken in its tax returns which may ultimately not be sustained upon examination by the tax authorities. The resolution of these tax positions may not require cash settlement due to the existence of net operating loss carryforwards.

Critical Accounting Policies and Estimates

Our consolidated financial statements have been prepared in accordance with GAAP, which requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenue and expenses during the period. On an ongoing basis, we evaluate our estimates, including those related to goodwill and intangible assets, bad debts, broadcast rights, trade and barter, income taxes, commitments and contingencies. 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 those estimates.

For an overview of our significant accounting policies, we refer you to Note 2 of our consolidated financial statements on page F-38. We believe the following critical accounting policies are those that are the most important to the presentation of our consolidated financial statements, affect our more significant estimates and assumptions, and require the most subjective or complex judgments by management.

Consolidation of Mission and Variable Interest Entities

Our consolidated financial statements include the accounts of independently-owned Mission and certain other entities when it has been determined that the Company is the primary beneficiary of a variable interest entity (VIE). Under GAAP, a company must consolidate an entity when it has a controlling financial interest

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resulting from ownership of a majority of the entity s voting rights. Accounting rules expand the definition of controlling financial interest to include factors other than equity ownership and voting rights.

In applying accounting and disclosure, we must base our decision to consolidate an entity on quantitative and qualitative factors that indicate whether or not we are absorbing a majority of the entity s economic risks or receiving a majority of the entity s economic rewards. Our evaluation of the risks and rewards model must be an ongoing process and may alter as facts and circumstances change.

Mission is included in our consolidated financial statements because we believe we have a controlling financial interest in Mission as a result of local service agreements we have with each of Mission s stations, our guarantee of the obligations incurred under Mission s senior secured credit facility and purchase options (which expire on various dates between 2011 and 2018) granted by Mission s sole shareholder which will permit us to acquire the assets and assume the liabilities of each Mission station, subject to FCC consent. We expect these option agreements to be renewed upon expiration.

In addition, generally in connection with acquisitions, the Company enters into time brokerage agreements (TBA) and begins programming and selling advertising for a station before receiving FCC consent to the transfer of the station s ownership and broadcast license. We include a station programmed under a TBA in our consolidated financial statements because we believe that we have a controlling financial interest in the station as a result of the Company assuming the credit risk of advertising revenue it sells on the station, its obligation to pay for substantially all the station s reasonable operating expenses, as required under the TBA agreement, and in connection with our entry into a purchase agreement, that the sale of the station and transfer of the station s broadcast license will occur within a reasonable period of time.

Valuation of Goodwill and Intangible Assets

Approximately $362.8 million, or 58.5%, of our total assets as of December 31, 2009 consisted of intangible assets. Intangible assets principally include FCC licenses, goodwill and network affiliation agreements. If the fair value of these assets is less than the carrying value, we may be required to record an impairment charge.

As required by authoritative guidance, we test the impairment of our FCC licenses annually or whenever events or changes in circumstances indicate that such assets might be impaired. The impairment test consists of a comparison of the fair value of FCC licenses with their carrying amount on a station-by-station basis using a discounted cash flow valuation method, assuming a hypothetical startup scenario.

Also as required by authoritative guidance, we test the impairment of our goodwill annually or whenever events or changes in circumstances indicate that goodwill might be impaired. The first step of the goodwill impairment test compares the fair value of the market (reporting unit) to its carrying amount, including goodwill. We aggregate our stations by market for purposes of our goodwill and license impairment testing and we believe that our markets are most representative of our broadcast reporting units because we view manage and evaluate our stations on a market basis. The fair value of a reporting unit is determined through the use of a discounted cash flow analysis. The valuation assumptions used in the discounted cash flow model reflect historical performance of the reporting unit and the prevailing values in the markets for broadcasting properties. If the fair value of the reporting unit exceeds its carrying amount, goodwill is not considered impaired. If the carrying amount of the reporting unit exceeds its fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. The second step of the goodwill impairment test compares the implied fair value of goodwill with the carrying amount of that goodwill. The implied fair value of goodwill is determined by performing an assumed purchase price allocation, using the reporting unit s fair value (as determined in the first step described above) as the purchase price. If the carrying amount of goodwill exceeds the implied fair value, an impairment loss is recognized in an amount equal to that excess but not more than the carrying value of goodwill.

In accordance with authoritative guidance for accounting for the impairment or disposal of long-lived assets, the Company tests network affiliation agreements whenever events or circumstances indicate that their carrying amount may not be recoverable, relying on a number of factors including operating results, business plans, economic projections and anticipated future cash flows. An impairment in the carrying amount of a network affiliation agreement is recognized when the expected future operating cash flow derived from the operations to which the asset relates is less than its carrying value.

We tested our network affiliation, FCC licenses and goodwill for impairment as of September 30, 2009, between the required annual tests, because we believed events had occurred and circumstances changed that would more likely than not reduce the fair value of our reporting units below their carrying amounts and that our FCC licenses and network affiliation agreements might be impaired. These events included the overall economic recession and the continued decline in advertising revenues at some of our television stations. We recorded an impairment charge of $16.2 million as a result of that test which included an impairment to the carrying values of FCC licenses of $8.8 million, related to 19 of our television stations and an impairment to the carrying values of goodwill of $7.4 million, related to four reporting units consisting of five of our television stations.

We completed our annual test for impairment of goodwill and FCC licenses as of December 31, 2009 which resulted in no additional impairment charge. The Company has four reporting units with a carrying value of goodwill in the amount of $23.3 million that could be potentially at risk for impairment. Our annual test for impairment indicated that the fair value exceeded the carrying value of these reporting units by 20%.

We tested our network affiliation, FCC licenses and goodwill for impairment as of September 30, 2008, between the required annual tests, because we believed events had occurred and circumstances changed that would more likely than not reduce the fair value of our reporting units below their carrying amounts and that our FCC licenses and network affiliation agreements might be impaired. These events included the decline in overall economic conditions and the resulting decline in advertising revenues at some of our television stations. We recorded an impairment charge of $48.5 million as a result of that test which included an impairment to the carrying values of FCC licenses of $19.7 million, related to 12 of our television stations; an impairment to the carrying value of network affiliation agreements of $1.0 million, related to 3 of our television stations; and an impairment to the carrying values of goodwill of $27.8 million, related to 5 reporting units consisting of 6 of our television stations.

We performed our annual test for impairment at December 31, 2008 and due to the continued decline in overall economic conditions during the fourth quarter of 2008 and the further decline in our forecasts for advertising revenues at some stations, the Company recorded an additional $33.9 million in impairment charges, for an annual total of $82.4 million. Of the additional $33.9 million impairment charges, $21.7 million was for FCC licenses, related to 21 of our television stations, $1.1 million was for network affiliation agreements related to 2 television stations, and $11.1 million was for goodwill, related to 8 reporting units consisting of 10 of our television stations.

Further deterioration in the advertising marketplaces in which Nexstar and Mission operate could lead to further impairment and reduction of the carrying value of the Company s goodwill and intangible assets, including FCC licenses and network affiliation agreements. If such a condition were to occur, the resulting non-cash charge could have a material adverse effect on Nexstar and Mission s financial position and results of operations.

The tables below illustrate how assumptions used in the fair value calculations varied from period to period in 2009 and 2008. The increase in the discount rate between the third and fourth quarter 2008 reflects the volatility of stock prices of public companies within the media sector along with the increase in the corporate borrowing rate. The changes in the market growth rates and operating profit margins reflect the general economic pressures impacting both the national and a number of local economies, and specifically, national and local advertising expenditures in the markets where our stations operate.

The assumptions used in the valuation testing have certain subjective components including anticipated future operating results and cash flows based on our own internal business plans as well as future expectations about general economic and local market conditions.

We based the valuation of FCC licenses on the following basic assumptions:

	September 30, 2009	December 31, 2008	September 30, 2008
Market growth rates	0.0% to 8.5%	2.0% to 2.8%	2.0% to 2.8%
Operating profit margins	11.5% to 33.7%	11.9% to 33.7%	12.1% to 34.1%
Discount rate	10.5%	10.8%	9.5%
Tax rate	35.2% to 40.6%	34.0% to 40.6%	34.0% to 40.6%
Capitalization rate	7.5% to 8.5%	8.0% to 8.8%	6.8% to 7.5%

We based the valuation of network affiliation agreements at December 31, 2008 and September 30, 2008 on the following basic assumptions:

	September 30, 2009	December 31, 2008	September 30, 2008
Market growth rates	0.0% to 4.0%	2.0% to 2.8%	2.0% to 2.8%
Operating profit margins	20.0% to 34.7%	20.0% to 42.1%	14.3% to 42.6%
Discount rate	10.5%	10.8%	9.5%
Tax rate	35.2% to 40.6%	34.0% to 40.6%	34.0% to 40.6%
Capitalization rate	7.8% to 8.5%	8.0% to 8.8%	6.8% to 7.5%

We based the valuation of goodwill on the following basic assumptions:

	September 30, 2009	December 31, 2008	September 30, 2008
Market revenue growth	0.0% to 8.5%	2.0% to 2.8%	2.0% to 2.8%
Operating profit margins	20.0% to 42.8%	20.0% to 42.1%	20.0% to 42.6%
Discount rate	10.5%	10.8%	9.5%
Tax rate	35.2% to 40.6%	34.0% to 40.6%	34.0% to 40.6%
Capitalization rate	7.5% to 8.5%	8.0% to 8.8%	6.8% to 7.5%

The assumptions utilized for our annual impairment assessment for FCC licenses and goodwill as of December 31, 2009 were consistent with those utilized at September 30, 2009.

Allowance for Doubtful Accounts

We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. We evaluate the collectability of our accounts receivable based on a combination of factors. In circumstances where we are aware of a specific customer s inability to meet its financial obligations, we record a specific reserve to reduce the amounts recorded to what we believe will be collected. If the financial condition of our customers were to deteriorate, resulting in their inability to make payments, additional allowances may be required. Allowance for doubtful accounts was $0.8 million at both December 31, 2009 and 2008.

Broadcast Rights Carrying Amount

Broadcast rights are stated at the lower of unamortized cost or net realizable value. Cash broadcast rights are initially recorded at the amount paid or payable to program distributors for the limited right to broadcast the distributors programming. Barter broadcast rights are recorded at our estimate of the fair value of the advertising time exchanged, which approximates the fair value of the programming received. The fair value of the advertising time exchanged is estimated by applying average historical rates for specific time periods.

Amortization of broadcast rights is computed using the straight-line method based on the license period or programming usage, whichever period yields the shorter life. The current portion of broadcast rights represents those rights available for broadcast which will be amortized in the succeeding year. When projected future net revenue associated with a program is less than the current carrying amount of the program broadcast rights, for example, due to poor ratings, we write-down the unamortized cost of the broadcast rights to equal the amount of projected future net revenue. If the expected broadcast period was shortened or cancelled we would be required to write-off the remaining value of the related broadcast rights to operations on an accelerated basis or possibly immediately. As of December 31, 2009, the amounts of current broadcast rights and non-current broadcast rights were $15.4 million and $10.7 million, respectively.

Trade and Barter Transactions

We trade certain advertising time for various goods and services. These transactions are recorded at the estimated fair value of the goods or services received. We barter advertising time for certain program material. These transactions, except those involving exchange of advertising time for network programming, are recorded at management s estimate of the fair value of the advertising time exchanged, which approximates the fair value of the program material received. The fair value of advertising time exchanged is estimated by applying average historical advertising rates for specific time periods. We recorded barter revenue of $12.0 million, $11.7 million and $12.4 million for the years ended December 31, 2009, 2008 and 2007, respectively. Trade revenue of $7.4 million, $6.6 million and $7.0 million was recorded for the years ended December 31, 2009, 2008 and 2007, respectively. We incurred trade and barter expense of $18.7 million, $17.9 million and $18.4 million for the years ended December 31, 2009, 2008 and 2007, respectively.

Income Taxes

We account for income taxes under the asset and liability method which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and tax basis of assets and liabilities. A valuation allowance is applied against net deferred tax assets if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. While we have considered future taxable income and feasible tax planning strategies in assessing the need for a valuation allowance, in the event that we were to determine that we would not be able to realize all or part of our deferred tax assets in the future, an adjustment to the valuation allowance would be charged to income in the period such a determination was made.

On January 1, 2007, we adopted interpretive guidance related to income taxes, which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under this guidance, we may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities. The determination is based on the technical merits of the position and presumes that each uncertain tax position will be examined by the relevant taxing authority that has full knowledge of all relevant information. For interest and penalties relating to income taxes we recognize these items as components of income tax expense.

Stock Option Expense Recognition

Effective January 1, 2006, we adopted authoritative guidance related to share-based payments, which requires all share-based payment to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair value. We recognize the expense related to our stock options over the period that the employee is required to provide services, and only to the extent the awards vest. Therefore, we apply an estimated forfeiture rate assumption to adjust compensation cost for the effect of those employees that are not expected to complete the requisite service period and will forfeit nonvested options. We base the forfeiture rate assumption on Nexstar s historical

experience of award forfeitures, and as necessary, adjusted for certain events that are not expected to recur during the expected term of the option.

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We determine the fair value of employee stock options at the date of grant using the Black-Scholes option pricing model. Our valuation of employee stock options relies on assumptions of factors we are required to input into the Black-Scholes model. These assumptions are highly subjective and involve an estimate of future uncertain events. The option pricing model requires us to input factors for expected stock price volatility and the expected term until exercise of the option award. Due to our limited history of publicly traded shares, we combine our historical stock price data and volatilities of peer companies in the television broadcasting industry when determining expected volatility. Based on a lack of historical option exercise experience, we use the weighted-average of the holding periods for all options granted to determine the expected term assumption. Utilizing historical exercise and post-vesting cancellation experience of Nexstar s stock option awards, the expected term is the average interval between the grant and exercise or post-vesting cancellation dates.

Claims and Loss Contingencies

In the normal course of business, we are party to various claims and legal proceedings. We record a liability for these matters when an adverse outcome is probable and the amount of loss is reasonably estimated. We consider a combination of factors when estimating probable losses, including judgments about potential actions by counterparties.

Nonmonetary Asset Exchanges

In connection with a spectrum allocation exchange ordered by the FCC within the 1.9 GHz band, Sprint Nextel Corporation (Nextel) is required to replace certain existing analog equipment with comparable digital equipment. The Company has agreed to accept the substitute equipment that Nextel will provide and in turn must relinquish its existing equipment to Nextel. Neither party will have any continuing involvement in the equipment transferred following the exchange. We account for this arrangement as an exchange of assets in accordance with accounting and disclosure requirements for exchanges of nonmonetary assets.

These transactions are recorded at the estimated fair market value of the equipment received. We derive our estimate of fair market value from the most recent prices paid to manufacturers and vendors for the specific equipment we acquire. As equipment is exchanged, the Company records a gain to the extent that the fair market value of the equipment received exceeds the carrying amount of the equipment relinquished.

Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued authoritative guidance which requires additional disclosures about transfers between Levels 1 and 2 of the fair value hierarchy and disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measurements. This guidance was effective for us January 1, 2010, except for the Level 3 activity disclosures, which are effective for fiscal years beginning after December 15, 2010. The adoption of this guidance, which is related to disclosure only, did not have a material impact on our financial position or results of operations.

In June 2009, the FASB issued an amendment to the accounting and disclosure requirements for the consolidation of VIEs. This amendment requires an analysis to determine whether a variable interest gives the entity a controlling financial interest in a variable interest entity for financial reporting purposes. The amendment requires an ongoing reassessment and eliminates the quantitative approach previously required for determining whether an entity is the primary beneficiary. This amendment was effective for us beginning January 1, 2010. We adopted the amendment January 1, 2010 and it did not have any impact on our financial position or results of operations.

In October 2009, the FASB issued authoritative guidance about the accounting for revenue contracts containing multiple elements, allowing the use of companies estimated selling prices as the value for deliverable elements under certain circumstances and to eliminate the use of the residual method for allocation of deliverable

elements. This guidance is effective for us beginning January 1, 2011. We are currently evaluating the impact this standard will have on our financial statements.

Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to our long-term debt obligations.

The term loan borrowings at September 30, 2010 under the senior credit facilities bear interest at a weighted average interest rate of 5.0%, which represented the base rate, or LIBOR, plus the applicable margin, as defined. Interest is payable in accordance with the credit agreements.

If LIBOR were to increase by 100 basis points, or one percentage point, from its September 30, 2010 level, our annual interest expense would increase and cash flow from operations would decrease by approximately $0.3 million, based on the outstanding balance of our credit facilities as of September 30, 2010. Due to the LIBOR floor on our term loans, an increase of 50 basis points in LIBOR or any decrease in LIBOR would have no impact on our operations or cash flows. Our 7% senior subordinated notes, our 8.875% senior secured second lien notes, our 7% senior subordinated PIK notes for 2014, and our 11.375% senior discount notes are fixed rate debt obligations and therefore do not result in a change in our cash flow from operations. As of September 30, 2010, we have no financial instruments in place to hedge against changes in the benchmark interest rates on this fixed rate debt.

Impact of Inflation

We believe that our results of operations are not affected by moderate changes in the inflation rate.

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MISSION MANAGEMENT S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion together with the Mission Selected Financial and Other Data section of this prospectus and Mission s financial statements, and the notes to those statements, included elsewhere in this prospectus. The statements in this discussion regarding industry outlook, Mission s expectations regarding Mission s future performance, liquidity and capital resources and other non-historical statements in this discussion are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described in the Risk Factors and Forward-Looking Statements sections of this prospectus. Mission s actual results may differ materially from those contained in or implied by any forward-looking statements.

Overview of Operations

As of September 30, 2010, Mission owned and operated 16 television stations and one digital multi-cast channel. Mission has local service agreements with certain television stations of Nexstar Broadcasting, through which Nexstar Broadcasting provides various programming, sales or other services to Mission s television stations. In order for both Nexstar Broadcasting and Mission to comply with FCC regulations, Mission maintains complete responsibility for and control over programming, finances and personnel of Mission s stations.

The following table summarizes the various local service agreements Mission s stations had in effect as of September 30, 2010 with Nexstar Broadcasting:

Service Agreements	Stations
TBA Only(1)	WFXP and KHMT
SSA & JSA(2)	KJTL, KJBO-LP, KOLR, KCIT, KCPN-LP, KAMC, KRBC, KSAN, WUTR, WFXW, WYOU, KODE, KTVE and WTVO

(1) Mission has a time brokerage agreement (TBA) for each of these stations which allows Nexstar Broadcasting to program most of each station s broadcast time, sell each station s advertising time and retain the advertising revenue generated in exchange for monthly payments to Mission.

(2) Mission has both a shared services agreement (SSA) and a joint services agreement (JSA) for each of these stations. The SSA allows the sharing of services including news production, technical maintenance and security, in exchange for Nexstar Broadcasting s right to receive certain payments from Mission as described in the SSAs. The JSAs permit Nexstar Broadcasting to sell the station s advertising time and retain a percentage of the net revenue from the station s advertising time in return for monthly payments to Mission of the remaining percentage of the net revenue, as described in the JSAs.

The arrangements under the local service agreements each Mission station has entered into with Nexstar Broadcasting has had the effect of Nexstar Broadcasting receiving substantially all of the available cash, after Mission s payments of operating costs and debt service, generated by Mission s stations. Mission anticipates that Nexstar Broadcasting will continue to receive substantially all of Mission s available cash, after Mission s payments for operating costs and debt service, generated by Mission s stations listed above. For more information about Mission s local service agreements with Nexstar Broadcasting, see note 4 of Mission s unaudited financial statements included elsewhere in this prospectus.

Issuance of Senior Secured Second Lien Notes Due 2017

In April 2010, Nexstar Broadcasting and Mission, as co-issuers, completed the issuance and sale of $325.0 million of 8.875% senior secured second lien notes due 2017. Mission used the net proceeds of the offering, together with borrowings under Mission s amended senior secured credit facility and cash on hand, to refinance Mission s existing senior secured credit facility, pay related fees and expenses and for general corporate purposes.

Amendment to Credit Agreement

In April 2010, the Second Amendment to Mission s Third Amended and Restated Credit Agreement became effective among Mission and lenders. Under the terms of the Nexstar Credit Agreement, the principal amount available under the revolving credit facility was reduced to $10.0 million, and the Term Loan B was reduced to $39.0 million. Repayments of Mission s senior secured credit facility totaled $133.5 million during the first three quarters of 2010.

Nexstar guarantees all obligations incurred under Mission s senior secured credit facility and the 8.875% senior secured second lien notes due 2017. Mission is a guarantor of the senior secured credit facility entered into by Nexstar, the 8.875% senior secured second lien notes and the 7% senior subordinated notes issued by Nexstar Broadcasting. In consideration of Nexstar s guarantee of Mission s senior secured credit facility and the 8.875% senior secured second lien notes, Mission s sole shareholder has granted Nexstar purchase options to acquire the assets and assume the liabilities of each of Mission s television stations, subject to FCC consent. These option agreements (which expire on various dates between 2011 and 2018) are freely exercisable or assignable by Nexstar without consent or approval by Mission s sole shareholder. Mission expects to renew these option agreements upon expiration.

Seasonality

Advertising revenue, which drives Mission s revenue from Nexstar Broadcasting, is positively affected by strong local economies, national and regional political election campaigns, and certain events such as the Olympic Games or the Super Bowl. The stations advertising revenue is generally highest in the second and fourth quarters of each year, due in part to increases in consumer advertising in the spring and retail advertising in the period leading up to, and including, the holiday season. In addition, advertising revenue is generally higher during even-numbered years resulting from political advertising and advertising aired during the Olympic Games.

Historical Performance

Revenue

The following table sets forth the principal types of revenue earned by Mission s stations for the periods indicated and each type of revenue (other than barter revenue and revenue from Nexstar Broadcasting) as a percentage of total gross revenue:

	Nine Months Ended September 30,				Years Ended December 31,					
	2010		2009		2009		2008		2007	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
					(dollars in thousands)					
Retransmission compensation	$ 4,563	85.3	$ 3,666	82.0	$ 4,883	81.8	$ 2,982	72.8	$ 2,423	55.1
Network compensation	711	13.3	741	16.6	1,000	16.7	1,013	24.7	1,842	41.8
Other	76	1.4	62	1.4	87	1.5	101	2.5	136	3.1
Net broadcast revenue before barter revenue	5,350	100.0	4,469	100.0	5,970	100.0	4,096	100.0	4,401	100.0

Barter revenue	1,638	1,839	2,418	2,539	2,325
Revenue from Nexstar Broadcasting, Inc.	20,558	18,036	25,435	35,283	30,556
Net revenue	$ 27,546	$ 24,344	$ 33,823	$ 41,918	$ 37,282

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Results of Operations

The following table sets forth a summary of Mission s operations for the periods indicated and their percentages of net revenue:

	Nine Months Ended September 30,				Years Ended December 31,					
	2010		2009		2009		2008		2007	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
					(dollars in thousands)					
Net revenue	$ 27,546	100.0	$ 24,344	100.0	$ 33,823	100.0	$ 41,918	100.0	$ 37,282	100.0
Operating expenses (income):										
Corporate expenses	742	2.7	960	3.9	1,263	3.7	908	2.2	954	2.6
Station direct operating expenses	4,240	15.4	4,364	17.9	5,810	17.2	6,405	15.3	5,148	13.8
Selling, general and administrative expenses	996	3.6	1,204	4.9	1,527	4.5	1,687	4.0	1,326	3.6
Fees incurred pursuant to local service agreements with Nexstar Broadcasting, Inc.	5,375	19.5	5,625	23.1	7,425	22.0	8,090	19.3	7,860	21.1
Loss (gain) on asset exchange	11		(1,851)	(7.6)	(2,385)	(7.1)	(869)	(2.1)	(317)	(0.9)
Loss (gain) on asset disposal, net	20	0.1	(7)		28	0.1	(352)	(0.8)	92	0.2
Barter expense	1,638	5.9	1,839	7.6	2,418	7.1	2,539	6.1	2,325	6.2
Depreciation and amortization	6,065	22.0	6,582	27.0	8,806	26.0	8,740	20.9	8,603	23.1
Impairment of goodwill			261	1.1	261	0.8	1,289	3.1		
Impairment of other intangible assets			1,997	8.2	1,997	5.9	10,149	24.2		
Amortization of broadcast rights, excluding barter	1,144	4.2	1,793	7.4	2,263	6.7	2,190	5.2	1,944	5.2
Income from operations	$ 7,315		$ 1,577		$ 4,410		$ 1,142		$ 9,347	

Nine Months Ended September 30, 2010 Compared to Nine Months Ended September 30, 2009.

Revenue

Net revenue was $27.5 million for the nine months ended September 30, 2010 compared to $24.3 million for the same period in 2009, an increase of $3.2 million, or 13.2%. This increase was primarily attributed to an increase in revenue from Nexstar Broadcasting as well as an increase in retransmission compensation as discussed below.

Revenue from Nexstar Broadcasting was $20.6 million for the nine months ended September 30, 2010, compared to $18.0 million for the same period in 2009, an increase of $2.5 million, or 14.0%. The increase was attributed to an increase in revenue that Nexstar Broadcasting generated from selling all of the advertising of Mission s stations, which in turn increased the revenue Mission earned from Nexstar Broadcasting through JSAs.

Compensation from retransmission consent and network affiliation agreements was $5.3 million for the nine months ended September 30, 2010, compared to $4.4 million for the same period in 2009, an increase of $0.9 million, or 19.7%. The increase was primarily due to an increase in billing rates on certain retransmission contracts and the addition of a new contract in the second half of 2009.

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Operating Expenses

Corporate expenses were $0.7 million and $1.0 million for the nine months ended September 30, 2010 and 2009 respectively, a decrease of $0.2 million or 22.7%. The decrease was primarily related to increased legal fees of $0.1 million in 2009 related to the revision of Mission s credit agreement. Corporate expense relates to costs associated with the centralized management of Mission s stations.

Station direct operating expenses, consisting primarily of news, engineering and programming, and selling, general and administrative expenses were $5.2 million for the nine months ended September 30, 2010, compared to $5.6 million for the same period in 2009, a decrease of $0.3 million or 6.0%. The decrease was primarily due to a decrease in utilities due to the DTV conversions completed in 2009.

Local service agreement fees associated with Nexstar Broadcasting relate to services provided by Nexstar Broadcasting in the production of newscasts, technical maintenance, promotional and administrative support under the SSAs. SSA fees decreased by $0.3 million, or 4.4%, for the nine months ended September 30, 2010 compared to the same period in 2009. The decrease was a result of the elimination of the newscast in Wilkes-Barre and the related reduction of SSA fees, effective April 1, 2009 and the termination of the TBA agreement between KFTA and KNWA effective May 1, 2010.

Depreciation of property and equipment was $2.2 million and $2.7 million for the nine months ended September 30, 2010 and 2009, respectively. The decrease was primarily due to the acceleration of depreciation on the obsolete analog equipment in 2009.

Amortization of broadcast rights, excluding barter was $1.1 million and $1.8 million for the nine months ended September 30, 2010, and 2009, respectively. The decrease was primarily related to net realizable value write-downs recorded in 2009.

Amortization of intangible assets was $3.9 million for each of the nine months ended September 30, 2010 and 2009.

The gain from the exchange of equipment under an arrangement with Sprint Nextel Corporation decreased by $1.8 million for the nine months ended September 30, 2010, compared to the same period in 2009. This project was complete as of March 31, 2010.

Income from Operations

Income from operations was $7.3 million for the nine months ended September 30, 2010, compared to $1.6 million for the same period of 2009, an increase of $5.7 million or more than three times. The increase in income from operations for the nine months ended September 30, 2010 was primarily attributed to the overall increase in net revenue, combined with the reduction in SSA fees to Nexstar, station direct operating expense, selling general and administrative expense and depreciation expense along with an impairment loss of $2.3 million taken in 2009, partially offset by a gain on the exchange of equipment in 2009 of $1.9 million.

Interest Expense

Interest expense, including amortization of debt financing costs, increased by $5.6 million, or 148.0%, for the nine months ended September 30, 2010, compared to the same period in 2009. The increase was primarily related to the higher interest rate of the $325.0 million 8.875% senior secured second lien notes compared to the senior secured credit facility.

Loss on Extinguishment of Debt

For the nine months ended September 30, 2010, Mission repaid $133.5 million of its senior secured credit facility for a net loss of $2.4 million.

Income Taxes

Income tax expense was approximately $0.9 million and $0.7 million for the nine months ended September 30, 2010 and 2009, respectively. The increase was primarily due to the tax impact of the impairment charge recognized in 2009.

Year Ended December 31, 2009 Compared to Year Ended December 31, 2008

Revenue

Net revenue for the year ended December 31, 2009, decreased by $8.1 million, or 19.3%, from the same period in 2008. This decrease was primarily attributed to the decrease in revenue from Nexstar Broadcasting, partially offset by an increase in retransmission compensation, as discussed below.

Revenue from Nexstar Broadcasting was $25.4 million for the year ended December 31, 2009, compared to $35.3 million for the same period in 2008, a decrease of $9.9 million, or 27.9%. The decrease was primarily attributed to a decrease in the local, national and political revenue that Nexstar Broadcasting generated from selling all of the advertising of Mission s stations, which in turn decreased the revenue Mission earned from Nexstar Broadcasting through the JSAs.

Compensation from retransmission consent and network affiliation agreements was $5.9 million for the year ended December 31, 2009, compared to $4.0 million for the same period in 2008, an increase of $1.9 million, or 47.3%. The increase was primarily due to an increase in the compensation Mission receives under retransmission consent agreements which resulted from cable agreements being renegotiated at higher rates at the end of 2008.

Operating Expenses

Corporate expenses were $1.3 million for the year ended December 31, 2009 compared to $0.9 million for the same period in 2008, an increase of $0.4 million or 39.1%. The increase was primarily due to legal fees associated with the amendment of the credit facility in 2009, combined with a reduction in employee bonuses in 2008. Corporate expense relates to costs associated with the centralized management of Mission s stations.

Station direct operating expenses, consisting primarily of news, engineering and programming, and selling, general and administrative expenses decreased by $0.8 million, or 9.3% for the year ended December 31, 2009, compared to the same period in 2008. The decrease was primarily due to a reduction in network fees, a decrease in utilities expense as a result of switching to DTV and a reduction in medical health claims.

Local service agreement fees associated with Nexstar Broadcasting relate to services provided by Nexstar Broadcasting in the production of newscasts, technical maintenance, promotional and administrative support under the SSAs. SSA fees decreased by $0.7 million, or 8.2%, for the year ended December 31, 2009 compared to the same period in 2008. These fees decreased due to the elimination of the newscast in Wilkes-Barre in the first quarter of 2009.

In 2009, Mission recorded an impairment charge of $2.3 million that included an impairment to the carrying values of FCC licenses of $2.0 million, related to eight of Mission s stations and an impairment to the carrying values of goodwill of $0.3 million, related to one reporting unit consisting of one of Mission s television stations. Mission recorded impairment charges of $11.4 million during 2008 that included an impairment to the carrying values of FCC licenses of $8.7 million, related to 9 of Mission s television stations; an impairment to the carrying value of network affiliation agreements of $1.4 million, related to 2 of Mission s television stations; and an impairment to the carrying values of goodwill of $1.3 million, related to 3 of Mission s television stations. As required by the authoritative guidance for goodwill and other intangible assets, Mission tested Mission s FCC licenses and goodwill for impairment at September 30, 2009, between the required annual tests, because Mission believed events had occurred and circumstances changed that would more likely than not reduce the fair value of

Mission s reporting units below their carrying amounts and that Mission s FCC licenses might be impaired. These events and circumstances include the overall economic recession and a continued decline in demand for advertising at several of Mission s stations. See Note 7 to Mission s financial statements included elsewhere in this prospectus.

Amortization of broadcast rights, excluding barter, increased by $0.1 million, or 3.3%, for the year ended December 31, 2009, compared to the same period in 2008. The increase was primarily due to the write-down of broadcast rights related to a program at one of the stations.

Amortization of intangible assets decreased by $0.3 million or 4.7% for the year ended December 31, 2009, compared to the same period in 2008. The decrease was due to the 2008 impairment of network affiliation agreements at two stations.

Depreciation of property and equipment increased by $0.3 million, or 9.6%, for the year ended December 31, 2009, compared to the same period in 2008. The increase was primarily due to new additions relating to the exchange of equipment with Sprint Nextel.

For the years ended December 31, 2009 and 2008, Mission recognized gains of $2.4 million and $0.9 million, respectively from the exchange of equipment under an arrangement with Sprint Nextel Corporation. During 2008, Mission recognized a gain of $0.5 million related to an insurance recovery of a casualty loss, partially offset by a loss on disposal of assets of $0.1 million.

Income from Operations

Income from operations was $4.4 million for the year ended December 31, 2009, compared to $1.1 million for the same period of 2008, an increase of $3.3 million, or 286.2%. Income from operations increased primarily due to the reduction in the impairment charge; the reduction in station direct operating expenses, including selling, general and administrative expenses; the reduction in LSA fees; the increase in gain on asset exchange; partially offset by the decrease in net revenue.

Interest Expense

Interest expense, including amortization of debt financing costs, decreased by $3.4 million, or 36.1%, for the year ended December 31, 2009, compared to the same period in 2008. The decrease in interest expense was primarily attributed to lower average interest rates incurred during the year ended December 31, 2009 compared to the same period in 2008.

Income Taxes

Income tax expense was $1.0 million for the year ended December 31, 2009, compared to income tax benefit of $0.7 million for the same period in 2008, an increase of $1.7 million or 233.8%. The increase was primarily due to the tax benefit recognized in 2008 as a result of the impairment charge on indefinite-lived assets. Mission s provision for income taxes is primarily created by an increase in the deferred tax

liabilities position during the year arising from the amortizing of goodwill and other indefinite-lived intangible assets for income tax purposes which are not amortized for financial reporting purposes. The 2008 impairment charge reduced the book value and therefore decreased the deferred tax liability position. No tax benefit was recorded with respect to the losses for 2009 and 2008, as the utilization of such losses is not likely to be realized in the foreseeable future.

Year Ended December 31, 2008 Compared to Year Ended December 31, 2007.

Revenue

Net revenue for the year ended December 31, 2008, increased by $4.6 million, or 12.4%, from the same period in 2007. This increase was primarily attributed to the increase in revenue from Nexstar Broadcasting.

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Revenue from Nexstar Broadcasting was $35.3 million for the year ended December 31, 2008, compared to $30.6 million for the same period in 2007, an increase of $4.7 million, or 15.5%. The increase was primarily attributed to an increase in the political revenue that Nexstar Broadcasting generated from selling all of the advertising of Mission s stations, which in turn increased the revenue Mission earned from Nexstar Broadcasting through the JSAs.

Compensation from retransmission consent and network affiliation agreements was $4.0 million for the year ended December 31, 2008, compared to $4.3 million for the same period in 2007, a decrease of $0.3 million, or 6.3%. The increase was primarily due to an increase in the compensation Mission receives under retransmission consent agreements which resulted from increases in the number cable and satellite subscribers in Mission s markets.

Operating Expenses

Corporate expenses were $0.9 million for the year ended December 31, 2008. Corporate expense relates to costs associated with the centralized management of Mission s stations.

Station direct operating expenses, consisting primarily of news, engineering and programming, and selling, general and administrative expenses increased by $1.6 million, or 25.0% for the year ended December 31, 2008, compared to the same period in 2007. Of the increase $1.2 million was due to the addition of KTVE which was acquired in January 2008.

Local service agreement fees associated with Nexstar Broadcasting relate to services provided by Nexstar Broadcasting in the production of newscasts, technical maintenance, promotional and administrative support under the SSAs. SSA fees increased by $0.2 million, or 2.9%, for the year ended December 31, 2008 compared to the same period in 2007. These fees increased due to the addition of KTVE in January 2008.

Mission recorded impairment charges of $11.4 million during 2008 that included an impairment to the carrying values of FCC licenses of $8.7 million, related to 9 of Mission s television stations; an impairment to the carrying value of network affiliation agreements of $1.4 million, related to 2 of Mission s television stations; and an impairment to the carrying values of goodwill of $1.3 million, related to 3 of Mission s television stations. See Note 7 to Mission s financial statements included elsewhere in this prospectus.

Amortization of broadcast rights, excluding barter, increased by $0.2 million, or 12.7%, for the year ended December 31, 2008, compared to the same period in 2007. The increase was primarily due to the addition of KTVE in 2008.

Amortization of intangible assets was $5.4 million for both the years ended December 31, 2008 and 2007.

Depreciation of property and equipment increased by $0.1 million, or 3.0%, for the year ended December 31, 2008, compared to the same period in 2007.

For the years ended December 31, 2008 and 2007, Mission recognized non-cash gains of $0.9 million and $0.3 million, respectively from the exchange of equipment under an arrangement Mission first transacted with Sprint Nextel Corporation in the third quarter of 2007. Additionally, Mission recognized a gain of $0.5 million related to an insurance recovery of a casualty loss, partially offset by a loss on disposal of assets of $0.1 million.

Income from Operations

Income from operations was $1.1 million for the year ended December 31, 2008, compared to $9.3 million for the same period of 2007, a decrease of $8.2 million, or 87.8%. Income from operations decreased primarily due to the non-cash impairment charge related to goodwill and other intangible assets, combined with an increase in operating costs from newly acquired KTVE, partially offset by the increase in net revenue.

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Interest Expense

Interest expense, including amortization of debt financing costs, decreased by $2.9 million, or 23.3%, for the year ended December 31, 2008, compared to the same period in 2007. The decrease in interest expense was primarily attributed to lower average interest rates incurred during the year ended December 31, 2008 compared to the same period in 2007, partially offset by an increase in the average amount outstanding during 2008 under Mission s senior secured credit facility.

Income Taxes

Income tax benefit was $0.7 million for the year ended December 31, 2008, compared to income tax expense of $1.1 million for the same period in 2007, a decrease of $1.8 million. The decrease was primarily due to the tax benefit recognized as a result of the impairment charge on indefinite-lived assets. Mission s provision for income taxes is primarily created by an increase in the deferred tax liabilities position during the year arising from the amortizing of goodwill and other indefinite-lived intangible assets for income tax purposes which are not amortized for financial reporting purposes. The impairment charge reduced the book value and therefore decreased the deferred tax liability position. No tax benefit was recorded with respect to the losses for 2008 and 2007, as the utilization of such losses is not likely to be realized in the foreseeable future.

Liquidity and Capital Resources

Mission is highly leveraged, which makes Mission vulnerable to changes in general economic conditions. Mission s ability to meet the future cash requirements described below depends on Mission s ability to generate cash in the future, which is subject to general economic, financial, competitive, legislative, regulatory and other conditions, many of which are beyond Mission s control. Mission s ability to meet future cash requirements is also dependent upon the local service agreements Mission has entered into with Nexstar Broadcasting. Under Mission s local service agreements, Nexstar Broadcasting sells Mission s advertising time and pays Mission a percentage of the amount collected. The payments Mission receives from Nexstar Broadcasting under the local service agreements are a significant component of Mission s cash flows. On March 9, 2010, Nexstar Broadcasting represented to Mission that it will continue the various local service agreements under which it provides sales and other services to Mission s television stations thereby providing financial support to enable Mission to continue to operate as a going concern. Mission believes that with Nexstar Broadcasting s pledge to continue the local service agreements, Mission s available cash, anticipated cash flow from operations and available borrowings under Mission s senior secured credit facility should be sufficient to fund working capital, capital expenditure requirements, interest payments and scheduled debt principal payments for at least the next twelve months from December 31, 2009. In order to meet future cash needs Mission may, from time to time, borrow under Mission s available credit facility. Mission will continue to evaluate the best use of Mission s operating cash flow among capital expenditures, acquisitions and debt reduction.

Overview

The following tables present summarized financial information management believes is helpful in evaluating Mission s liquidity and capital resources:

	Nine Months Ended September 30,	Years Ended December 31,

	2010	2009	2009	2008	2007
			(in thousands)		
Net cash provided by operating activities	$ 5,983	$ 1,944	$ 4,196	$ 8,768	$ 3,908
Net cash used in investing activities	(103)	(908)	(1,171)	(15,531)	(2,842)
Net cash (used in) provided by financing activities	(3,721)	(1,295)	(3,548)	(1,727)	5,273
Net increase (decrease) in cash and cash equivalents	$ 2,159	$ (259)	$ (523)	$ (8,490)	$ 6,339
Cash paid for interest	$ 3,733	$ 3,741	$ 5,848	$ 9,441	$ 12,369
Cash paid for income taxes, net	$ 70	$ 80	$ 80	$ 75	$

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	September 30,	December 31,	
	2010	2009	2008
		(in thousands)	
Cash and cash equivalents	$ 3,062	$ 903	$ 1,426
Long-term debt including current portion	$ 356,120	$ 172,360	$ 174,087
Unused commitments under senior secured credit facility[(1)]	$ 10,000	$ 8,000	$ 8,000

(1) As of September 30, 2010, all $10.0 million of total unused commitments under Mission s senior secured credit facility were available for borrowing.

Cash Flows Operating Activities

Net cash provided by operating activities increased by $4.0 million during the nine months ended September 30, 2010 compared to the same period in 2009. The increase was primarily due to an increase in net revenue of $3.2 million combined with the timing of payments and accruals of expenses, including amounts due to Nexstar Broadcasting and accrued interest.

Cash paid for interest remained consistent at $3.7 million during the nine months ended September 30, 2010 compared to the same period in 2009 due to differences in the interest payment dates on the 8.875% senior secured second lien notes due 2017 from those of Mission s senior secured credit facility.

Net cash provided by operating activities decreased by $4.6 million during the year ended December 31, 2009 compared to the same period in 2008. The decrease was primarily due to the overall decrease in net revenue of $8.1 million, partially offset by the decrease in cash paid for interest of $3.6 million.

Cash paid for interest decreased $3.6 million for the year ended December 31, 2009 compared to the same period in 2008 due to lower average interest rates incurred in 2009 compared to 2008.

Net cash provided by operating activities increased by $4.9 million during the year ended December 31, 2008 compared to the same period in 2007. The increase was primarily due to: (1) Mission s increase in net revenue of $4.6 million, partially offset by an increase in direct operating and general and administrative expenses of $1.6 million; (2) a decrease in cash paid for interest of $2.9 million; and (3) an increase of $0.7 million in cash flows from deferred revenue, partially offset by a decrease of $1.5 million resulting from the timing of payments made to reduce Mission s payable to Nexstar Broadcasting.

Cash paid for interest decreased $2.9 million for the year ended December 31, 2008 compared to the same period in 2007 due to lower average interest rates incurred in 2008 compared to 2007, partially offset by an increase in the average amount outstanding during 2008 under the senior secured credit facility.

Due to Mission s recent history of net operating losses, Mission currently does not pay any federal income taxes. These net operating losses may be carried forward, subject to expiration and certain limitations, and used to reduce taxable earnings in future years. Through the use of available loss carryforwards, it is possible that Mission may not pay significant amounts of federal income taxes in the foreseeable future.

Cash Flows Investing Activities

Net cash used in investing activities decreased by $0.8 million during the nine months ended September 30, 2010 compared to the same period in 2009. Cash flows from investing activities consisted of cash used for capital additions.

Capital expenditures were $0.1 million for the nine months ended September 30, 2010, compared to $0.9 million for the same period in 2009. The decrease was primarily attributed to the completion of station conversions to digital broadcasting in 2009.

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Net cash used in investing activities decreased by $14.4 million during the year ended December 31, 2009 compared to the same period in 2008. Cash flows from investing activities consisted of cash used for capital additions.

Capital expenditures were $1.2 million for the year ended December 31, 2009, compared to $8.2 million for the same period in 2008. The decrease was primarily attributed to the conversion of more stations to DTV in 2008.

Net cash used in investing activities increased by $12.7 million during the year ended December 31, 2008 compared to the same period in 2007. Cash flows from investing activities consisted of cash used for capital additions and acquisition-related payments.

Capital expenditures were $8.2 million for the year ended December 31, 2008, compared to $2.5 million for the same period in 2007. The increase was primarily attributed to digital conversion expenditures, which increased from $2.3 million in 2007 to $7.3 million in 2008.

Acquisition related payments for the years ended December 31, 2008 and 2007 were $7.9 million and $0.4 million, respectively, both of which were related to the acquisition of KTVE. The $0.4 million spent in 2007 related to the down payment on KTVE and the remainder was paid in 2008.

Cash Flows Financing Activities

Net cash flows used in financing activities increased $2.4 million during the nine months ended September 30, 2010 compared to the same period in 2009. This increase was primarily due to the repayment of long term debt of $133.5 million and approximately $1.0 million of payments to lenders and approximately $1.2 million in payments of debt finance costs in April 2010, offset by the issuance of 8.875% senior secured second lien notes of $131.9 million.

Net cash flows used in financing activities increased by $1.8 million during the year ended December 31, 2009 compared to the same period in 2008 due to payments for debt finance costs related to the October 2009 amendment of Mission s senior secured credit facility. Scheduled term loan maturities under Mission s senior secured credit facility were $1.7 million for both the years ended December 31, 2009 and 2008.

Net cash flows used in financing activities increased by $7.0 million during the year ended December 31, 2008 compared to the same period in 2007 due to $7.0 million of proceeds from revolving loan borrowings made in 2007 under Mission s senior secured credit facility. The $7.0 million borrowing in December 2007 was made in contemplation of closing on Mission s pending acquisition of KTVE. Mission made a remaining payment of $7.4 million on January 16, 2008 to complete Mission s acquisition of KTVE. Scheduled term loan maturities under Mission s senior secured credit facility were $1.7 million for both the years ended December 31, 2008 and 2007.

Although Mission s senior secured credit facility now allows for the payment of cash dividends, Mission does not currently intend to declare or pay a cash dividend.

Future Sources of Financing and Debt Service Requirements

As of September 30, 2010, Mission had debt of $356.1 million, which represented 666.9% of Mission s total capitalization. Mission s high level of debt requires that a substantial portion of cash flow be dedicated to pay principal and interest on Mission s debt which reduces the funds available for working capital, capital expenditures, acquisitions and other general corporate purposes.

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The total amount of borrowings available to Mission under the revolving loan commitment of Mission s senior secured credit facility is based on covenant calculations contained in Nexstar s credit agreement. As of September 30, 2010, $10 million of total unused commitments under Mission s senior secured credit facility were available for borrowing.

The following table summarizes the approximate aggregate amount of principal indebtedness scheduled to mature for the periods referenced as of September 30, 2010 (in thousands):

	Total	Remainder of 2010	2011-2012	2013-2014	Thereafter
Mission s senior secured credit facility	$ 38,903	$ 98	$ 780	$ 780	37,245
8.875% senior secured second lien notes due 2017[1]	325,000				325,000
	$ 363,903	$ 98	$ 780	$ 780	$ 362,245

(1) As co-issuers Mission received $131.9 million of the net proceeds and $184.9 million was received by Nexstar Broadcasting as further discussed in Note 7 of Mission s condensed financial statements. Debt repayment will be split based on the same ratio as the proceeds were received.

Interest payments on Mission s senior secured credit facility are generally paid every one to three months and are payable based on the type of interest rate selected.

The terms of Mission s senior secured credit facility limit, but do not prohibit Mission from incurring substantial amounts of additional debt in the future.

Mission does not have any rating downgrade triggers that would accelerate the maturity dates of Mission s debt. However, a downgrade in Mission s credit rating could adversely affect Mission s ability to renew existing, or obtain access to new, credit facilities in the future and could increase the cost of such facilities.

Collateralization and Guarantees of Debt

Nexstar guarantees full payment of all obligations under Mission s senior secured credit facility and the 8.875% senior secured second lien notes due 2017 in the event of Mission s default. Similarly, Mission is a guarantor of Nexstar s senior secured credit facility and the senior secured second lien notes due 2017 and the senior subordinated notes due 2014 issued by Nexstar Broadcasting. The senior credit facilities and the 8.875% senior secured second lien notes are collateralized by a security interest in substantially all the combined assets, excluding FCC licenses, of Nexstar Broadcasting and Mission. As of September 30, 2010, Nexstar had a maximum commitment of $125.8 million under its senior secured credit facility, of which $60.8 million of debt was outstanding, and had issued an aggregate principal amount outstanding of $325.0 million of 8.875% senior secured second lien notes, $47.0 million of 7% senior subordinated notes and $136.6 million of 7% PIK senior subordinated notes.

Debt Covenants

Mission s ability to continue as a going concern is dependent on Nexstar Broadcasting s pledge to continue the local services agreements through March 9, 2011, as described in a letter of support dated March 9, 2010. Nexstar s senior secured credit facility agreement contains covenants which require them to comply with certain financial ratios, including (a) maximum consolidated total leverage ratios, (b) a minimum consolidated first lien indebtedness ratio, and (c) a maximum consolidated fixed charge coverage ratio. The covenants, which are calculated on a quarterly basis, include the combined results of Nexstar Broadcasting and Mission. Mission s senior secured credit facility agreement does not contain financial covenant ratio requirements; however it does include an event of default if Nexstar does not comply with all covenants contained in its credit agreement. As of September 30, 2010, Nexstar was in compliance with all covenants contained in the credit agreements governing Mission s senior secured credit facility and the indentures governing the publicly-held notes.

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No Off-Balance Sheet Arrangements

At September 30, 2010, Mission did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Mission is, therefore, not materially exposed to any financing, liquidity, market or credit risk that could arise if Mission had engaged in such relationships.

Contractual Obligations

The following summarizes Mission s contractual obligations at December 31, 2009, and the effect such obligations are expected to have on Mission s liquidity and cash flow in future periods:

	Total	2010	2011-2012	2013-2014	Thereafter
			(in thousands)		
Mission s senior secured credit facility	$ 172,360	$ 1,727	$ 170,633	$	$
Cash interest on debt	23,346	8,648	14,698	$	$
Broadcast rights current cash commitments [(1)]	3,104	1,579	1,248	277	
Broadcast rights future cash commitments	1,433	230	954	242	7
Operating lease obligations	23,780	1,135	2,420	2,658	17,567
Total contractual cash obligations	$ 224,023	$ 13,319	$ 189,953	$ 3,177	$ 17,574

(1) Excludes broadcast rights barter payable commitments recorded on the financial statements at December 31, 2009 in the amount of $3.0 million.

As discussed in Note 11, Income Taxes of the notes to Mission s audited financial statements, Mission adopted interpretive guidance related to accounting for uncertainty in income taxes as of January 1, 2007. At December 31, 2009, Mission had $3.7 million of unrecognized tax benefits. This liability represents an estimate of tax positions that the corporation has taken in its tax returns which may ultimately not be sustained upon examination by the tax authorities. The resolution of these tax positions may not require cash settlement due to the existence of net operating loss carryforwards.

Critical Accounting Policies and Estimates

Mission s financial statements have been prepared in accordance with U.S. GAAP which requires Mission to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the period. On an ongoing basis, Mission evaluates its estimates, including those related to goodwill and intangible assets, bad debts, broadcast rights, barter, income taxes, commitments and contingencies. Mission bases its estimates on historical experience and on various other assumptions that Mission believes 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 those estimates.

For an overview of Mission s significant accounting policies, see note 2 to Mission s audited financial statements included elsewhere in this prospectus. Mission believes the following critical accounting policies are those that are the most important to the presentation of Mission s financial statements, affect Mission s more significant estimates and assumptions, and require the most subjective of complex judgments by management.

Valuation of Goodwill and Intangible Assets

Approximately $64.9 million, or 63.0%, of Mission s total assets as of December 31, 2009 consisted of intangible assets. Intangible assets principally include FCC licenses, goodwill and network affiliation agreements. If the fair value of these assets is less than the carrying value, Mission may be required to record an impairment charge.

As required by authoritative guidance, Mission tests the impairment of its FCC licenses annually or whenever events or changes in circumstances indicate that such assets might be impaired. The impairment test consists of a comparison of the fair value of FCC licenses with their carrying amount on a station-by-station basis using a discounted cash flow valuation method, assuming a hypothetical startup scenario.

Also as required by authoritative guidance, Mission tests the impairment of its goodwill annually or whenever events or changes in circumstances indicate that goodwill might be impaired. The first step of the goodwill impairment test compares the fair value of the station (reporting unit) to its carrying amount, including goodwill. The fair value of a reporting unit is determined through the use of a discounted cash flow analysis. The valuation assumptions used in the discounted cash flow model reflect historical performance of the reporting unit and the prevailing values in the markets for broadcasting properties. If the fair value of the reporting unit exceeds its carrying amount, goodwill is not considered impaired. If the carrying amount of the reporting unit exceeds its fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. The second step of the goodwill impairment test compares the implied fair value of goodwill with the carrying amount of that goodwill. The implied fair value of goodwill is determined by performing an assumed purchase price allocation, using the reporting unit s fair value (as determined in the first step described above) as the purchase price. If the carrying amount of goodwill exceeds the implied fair value, an impairment loss is recognized in an amount equal to that excess but not more than the carrying value of goodwill.

In accordance with authoritative guidance for accounting for the impairment or disposal of long-lived assets, Mission tests network affiliation agreements whenever events or circumstances indicate that their carrying amount may not be recoverable, relying on a number of factors including operating results, business plans, economic projections and anticipated future cash flows. An impairment in the carrying amount of a network affiliation agreement is recognized when the expected future operating cash flow derived from the operations to which the asset relates is less than its carrying value.

Mission recorded an impairment charge of $2.3 million during the third quarter of 2009 that included an impairment to the carrying values of FCC licenses of $2.0 million, related to eight of Mission s stations and an impairment to the carrying values of goodwill of $0.3 million, related to one reporting unit consisting of one of Mission s television stations. As required by the authoritative guidance for goodwill and other intangible assets, Mission tested Mission s FCC licenses and goodwill for impairment at September 30, 2009, between the required annual tests, because Mission believed events had occurred and circumstances changed that would more likely than not reduce the fair value of Mission s reporting units below their carrying amounts and that Mission s FCC licenses might be impaired. These events and circumstances include the overall economic recession and a continued decline in demand for advertising at several of Mission s stations.

Mission completed Mission s annual test for impairment of goodwill and FCC licenses as of December 31, 2009 which resulted in no additional impairment charge. Based on Mission s annual assessment, Mission has no reporting units at risk for impairment.

Mission tested its network affiliation, FCC licenses and goodwill for impairment as of September 30, 2008, between the required annual tests, because Mission believed events had occurred and circumstances changed that would more likely than not reduce the fair value of Mission s reporting units below their carrying amounts and that Mission s FCC licenses and network affiliation agreements might be impaired. These events included the decline in overall economic conditions and the resulting decline in advertising revenues at some of Mission s television stations. Mission recorded an impairment charge of $5.9 million as a result of that test which included an impairment to the carrying values of FCC licenses of $4.7 million, related to 6 of Mission s television stations; an impairment to the carrying value of network affiliation agreements of $1.0 million, related to 2 of Mission s television stations; and an impairment to the carrying values of goodwill of $0.2 million, related to 2 of Mission s television stations.

Mission performed its annual test for impairment at December 31, 2008 and due to the continued decline in overall economic conditions during the fourth quarter of 2008 and the further decline in Mission s forecasts for

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advertising revenues at some stations, Mission recorded an additional $5.5 million in impairment charges, for an annual total of $11.4 million. Of the additional $5.5 million impairment charges, $4.0 million was for FCC licenses, related to 9 of Mission s television stations, $0.4 million was for network affiliation agreements related to 1 television station, and $1.1 million was for goodwill, related to 3 of Mission s television stations.

Further deterioration in the advertising marketplaces in which Nexstar Broadcasting and Mission operate could lead to further impairment and reduction of the carrying value of Mission s goodwill and intangible assets, including FCC licenses and network affiliation agreements. If such a condition were to occur, the resulting non-cash charge could have a material adverse effect on Nexstar Broadcasting and Mission s financial position and results of operations.

The tables below illustrate how assumptions used in the fair value calculations varied from period to period in 2009 and 2008. The increase in the discount rate between third and fourth quarter 2008 reflects the volatility of stock prices of public companies within the media sector along with the increase in the corporate borrowing rate. The changes in the market growth rates and operating profit margins reflect the general economic pressures impacting both the national and a number of local economies, and specifically, national and local advertising expenditures in the markets where Mission s stations operate.

The assumptions used in the valuation testing have certain subjective components including anticipated future operating results and cash flows based on Mission s own internal business plans as well as future expectations about general economic and local market conditions.

Mission based the valuation of FCC licenses on the following basic assumptions:

	September 30, 2009	December 31, 2008	September 30, 2008
Market growth rates	0.0% to 4.1%	2.0% to 2.8%	2.0% to 2.8%
Operating profit margins	11.5% to 24.3%	11.9% to 25.4%	12.1% to 25.4%
Discount rate	10.5%	10.8%	9.5%
Tax rate	35.2% to 40.6%	34.0% to 40.6%	34.0% to 40.6%
Capitalization rate	7.8% to 8.5%	8.0% to 8.8%	6.8% to 7.5%

Mission based the valuation of network affiliation agreements on the following basic assumptions:

	September 30, 2009	December 31, 2008	September 30, 2008
Market growth rates	2.3% to 3.7%	2.0% to 2.8%	2.0% to 2.5%
Operating profit margins	20.0% to 30.8%	14.0% to 26.3%	14.3% to 26.4%
Discount rate	10.5%	10.8%	9.5%
Tax rate	35.2% to 40.6%	34.0% to 39.6%	34.0% to 39.6%
Capitalization rate	7.8% to 8.5%	8.3% to 8.8%	7.0% to 7.5%

Mission based the valuation of goodwill on the following basic assumptions:

	September 30, 2009	December 31, 2008	September 30, 2008

Market growth rates	0.0% to 4.1%	2.0% to 2.8%	2.0% to 2.8%
Operating profit margins	20.0% to 30.8%	20.0% to 32.1%	20.0% to 34.1%
Discount rate	10.5%	10.8%	9.5%
Tax rate	35.2% to 40.6%	34.0% to 40.6%	34.0% to 40.6%
Capitalization rate	7.8% to 8.5%	8.0% to 8.8%	6.8% to 7.5%

The assumptions utilized for Mission s annual impairment assessment for FCC licenses and goodwill as of December 31,2009 were consistent with those utilized at September 30, 2009.

Allowance for Doubtful Accounts

Mission provide for allowances for doubtful accounts when necessary for estimated losses resulting from the inability of Mission s customers to make required payments. If the financial condition of Mission s customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. There was no allowance for doubtful accounts at December 31, 2009 and 2008 since the accounts receivable balance consisted primarily of billings to cable and satellite carriers for compensation associated with retransmission consent agreements and amounts due from the major television networks under the network affiliation agreements.

Broadcast Rights Carrying Amount

Broadcast rights are stated at the lower of unamortized cost or net realizable value. Cash broadcast rights are initially recorded at the amount paid or payable to program distributors for the limited right to broadcast the distributors programming. Barter broadcast rights are recorded at Mission s estimate of the fair value of the advertising time exchanged, which approximates the fair value of the programming received. The fair value of the advertising time exchanged is estimated by applying average historical rates for specific time periods. Amortization of broadcast rights is computed using the straight-line method based on the license period or programming usage, whichever period yields the shorter life. The current portion of broadcast rights represents those rights available for broadcast which will be amortized in the succeeding year. When projected future net revenue associated with a program is less than the current carrying amount of the program broadcast rights, for example, due to poor ratings, Mission writes-down the unamortized cost of the broadcast rights to equal the amount of projected future net revenue. If the expected broadcast period was shortened or cancelled , Mission would be required to write-off the remaining value of the related broadcast rights to operations on an accelerated basis or possibly immediately. As of December 31, 2009, the amounts of Mission s current broadcast rights and non-current broadcast rights were $3.0 million and $1.8 million, respectively.

Characterization of SSA Fees

Mission presents the fees incurred pursuant to SSAs with Nexstar Broadcasting as an operating expense in Mission s financial statements. Mission s decision to characterize the SSA fees in this manner is based on Mission s conclusion that (a) the benefit Mission s stations receive from these local service agreements is sufficiently separate from the consideration paid to Mission from Nexstar Broadcasting under JSAs, (b) Mission can reasonably estimate the fair value of the benefit Mission s stations receive under the SSA agreement, and (c) the SSA fee Mission pays to Nexstar Broadcasting does not exceed the estimated fair value of the benefit Mission s stations receive.

Barter Transactions

Mission barters advertising time for certain program material. These transactions, except those involving exchange of advertising time for network programming, are recorded at management s estimate of the fair value of the advertising time exchanged, which approximates the fair value of the program material received. The fair value of advertising time exchanged is estimated by applying average historical advertising rates for specific time periods. Mission recorded both barter revenue and barter expense of $2.4 million, $2.5 million and $2.3 million for the years ended December 31, 2009, 2008 and 2007, respectively.

Income Taxes

Mission accounts for income taxes under the asset and liability method which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and tax basis of assets and liabilities. A valuation allowance is applied against net deferred tax assets if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax

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assets will not be realized. While Mission has considered future taxable income and feasible tax planning strategies in assessing the need for a valuation allowance, in the event that Mission was to determine that Mission would not be able to realize all or part of Mission s deferred tax assets in the future, an adjustment to the valuation allowance would be charged to income in the period such a determination was made.

On January 1, 2007, Mission adopted interpretive guidance related to income taxes, which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under this guidance, Mission may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities. The determination is based on the technical merits of the position and presumes that each uncertain tax position will be examined by the relevant taxing authority that has full knowledge of all relevant information. For interest and penalties relating to income taxes Mission recognizes these items as components of income tax expense.

Claims and Loss Contingencies

In the normal course of business, Mission is party to various claims and legal proceedings. Mission records a liability for these matters when an adverse outcome is probable and the amount of loss is reasonably estimated. Mission considers a combination of factors when estimating probable losses, including judgments about potential actions by counterparties.

Nonmonetary Asset Exchanges

In connection with a spectrum allocation exchange ordered by the FCC within the 1.9 GHz band, Sprint Nextel Corporation (Nextel) is required to replace certain existing analog equipment with comparable digital equipment. Mission has agreed to accept the substitute equipment that Nextel will provide and in turn must relinquish its existing equipment to Nextel. Neither party will have any continuing involvement in the equipment transferred following the exchange. Mission accounts for this arrangement as an exchange of assets in accordance with accounting and disclosure requirements for exchanges of nonmonetary assets.

These transactions are recorded at the estimated fair market value of the equipment received. Mission derives Mission s estimate of fair market value from the most recent prices paid to manufacturers and vendors for the specific equipment Mission acquires. As equipment is exchanged, Mission records a gain to the extent that the fair market value of the equipment received exceeds the carrying amount of the equipment relinquished.

Recent Accounting Pronouncements

In October 2009, the FASB issued authoritative guidance about the accounting for revenue contracts containing multiple elements, allowing the use of companies estimated selling prices as the value for deliverable elements under certain circumstances and to eliminate the use of the residual method for allocation of deliverable elements. This guidance is effective for Mission beginning January 1, 2011. Mission is currently evaluating the impact this standard will have on its financial statements.

Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

Mission s exposure to market risk for changes in interest rates relates primarily to Mission s long-term debt obligations.

All term loan borrowings at September 30, 2010 under Mission s senior secured credit facility bear interest at 5%, which represented the base rate, or LIBOR, plus the applicable margin, as defined. Interest is payable in accordance with the credit agreement.

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If LIBOR were to increase by 100 basis points, or one percentage point, from its September 30, 2010 level, Mission s annual interest expense would increase and cash flow from operations would decrease by approximately $0.1 million, based on the outstanding balance of Mission s senior secured credit facility as of September 30, 2010. Due to the LIBOR floor on Mission s term loan, an increase of 50 basis points in LIBOR or any decrease in LIBOR would have no impact on Mission s operations or cash flows.

Impact of Inflation

Mission believes that its results of operations are not affected by moderate changes in the inflation rate.

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BUSINESS

Overview

Nexstar and Mission are television broadcasting companies focused exclusively on the acquisition, development and operation of television stations in medium-sized markets in the United States, primarily markets that rank from 50 to 175, as reported by A.C. Nielsen Company.

Nexstar currently owns, operates, programs or provides sales and other services to 59 television stations and four digital multi-cast channels, including those owned by Mission, in 34 markets in the states of Illinois, Indiana, Maryland, Missouri, Montana, Texas, Pennsylvania, Louisiana, Arkansas, Alabama, New York, Rhode Island, Utah and Florida. Nexstar s television station group includes affiliates of NBC (12 stations), CBS (11 stations), ABC (9 stations), FOX (15 stations), MyNetworkTV (7 stations and one digital multi-cast channel), The CW (4 stations), LATV (2 digital multi-cast channels), Azteca America (1 station) and Telemundo (1 digital multi-cast channel) and reaches approximately 13.3 million viewers or 11.4% of all U.S. television households.

Mission currently owns and operates 16 stations and one digital multi-cast channel. The stations that Mission owns and operates are in markets located in New York, Pennsylvania, Illinois, Indiana, Missouri, Arkansas, Louisiana, Texas and Montana. These stations are diverse in their network affiliations: 14 have primary affiliation agreements with one of the four major networks 3 with NBC, 5 with Fox, 4 with ABC, and 2 with CBS, and 2 stations have an agreement with MyNetworkTV. Additionally, one of the stations has a secondary network affiliation with MyNetworkTV that is broadcast over a digital multi-cast channel.

On October 7, 2008, Nexstar Broadcasting Group, Inc. announced that it entered into a definitive agreement to acquire the assets of KWBF the MyNetworkTV affiliate serving the Little Rock, Arkansas market for $4.0 million from Equity Broadcasting Corp. In February 2009 the station was re-launched under the call letters KARZ-TV. Closing of the acquisition occurred on March 12, 2009.

As of January 1, 2009, KBTV in Beaumont, Texas became a FOX affiliate. KBTV s NBC network affiliation expired on December 31, 2008.

On January 28, 2009, Nexstar entered into a definitive agreement to acquire the assets of WCWJ, a CW affiliate serving the Jacksonville, Florida market. This transaction received FCC approval and closed on May 1, 2009.

On March 23, 2009, we announced entry into an agreement with Four Points Media Group Holdings LLC (Four Points), owned by an affiliate of Cerberus Capital Management, L.P., whereby Nexstar Broadcasting provides management services for Four Points seven television stations located in four markets. Under the terms of the agreement, Nexstar receives a fixed annual management fee of $2.0 million per year, as well as annual incentive compensation based on increases of the broadcast cash flow of Four Points stations. The agreement provides for minimum compensation to Nexstar of $10.0 million if the Four Points stations are sold during the initial three year term of the agreement. The agreement was effective beginning March 20, 2009.

We and Mission believe that medium-sized markets offer significant advantages over large-sized markets, most of which result from a lower level of competition. First, because there are fewer well-capitalized acquirers with a medium-market focus, we and Mission have been successful in purchasing stations on more favorable terms than acquirers of large market stations. Second, in the majority of our markets only five or fewer local commercial television stations exist. As a result, we and Mission achieve lower programming costs than stations in larger markets because the supply of quality programming exceeds the demand.

The stations we own and operate or provide services to provide free over-the-air programming to our markets television viewing audiences. This programming includes (a) programs produced by networks with which the stations are affiliated; (b) programs that the stations produce; and (c) first-run and rerun syndicated programs that the stations acquire. Our primary source of revenue is the sale of commercial air time to local and national advertisers.

We seek to grow our revenue and broadcast cash flow by increasing the audience and revenue shares of the stations we own, operate, program or provide sales and other services to. We strive to increase the audience share of the stations by creating a strong local broadcasting presence based on highly rated local news, local sports coverage and active community sponsorship. We seek to improve revenue share by employing and supporting a high-quality local sales force that leverages the stations strong local brand and community presence with local advertisers. Additionally, we and Mission further improve broadcast cash flow by maintaining strict control over operating and programming costs. The benefits achieved through these initiatives are magnified in our duopoly markets by broadcasting the programming of multiple networks, capitalizing on multiple sales forces and achieving an increased level of operational efficiency. As a result of our operational enhancements, we expect revenue from the stations we have acquired or begun providing services to in the last four years to grow faster than that of our more mature stations.

Our principal offices are at 5215 North O Connor Blvd., Suite 1400, Irving, TX 75039. Our telephone number is (972) 373-8800 and our website is http://*www.nexstar.tv*.

Mission s principal offices are at 30400 Detroit Road, Suite 304, Westlake, OH 44145. Mission s telephone number is (440) 526-2227.

Operating Strategy

We and Mission seek to generate revenue and broadcast cash flow growth through the following strategies:

Develop Leading Local Franchises. Each of the stations that we own, operate, program, or provide sales and other services to creates a highly recognizable local brand, primarily through the quality of local news programming and community presence. Based on internally generated analysis, we believe that in approximately two-thirds of our markets that feature local newscasts produced by Nexstar, we rank among the top two stations in local news viewership. Strong local news typically generates higher ratings among attractive demographic profiles and enhances audience loyalty, which may result in higher ratings for programs both preceding and following the news. High ratings and strong community identity make the stations that we own, operate, program, or provide sales and other services to more attractive to local advertisers. For the year ended December 31, 2009 we earned approximately one-fourth of our advertising revenue from spots aired during local news programming. Currently, our stations and the stations we provide services to provide between 15 to 25 hours per week of local news programming. Extensive local sports coverage and active sponsorship of community events further differentiate us from our competitors and strengthen our community relationships and our local advertising appeal.

Emphasize Local Sales. We employ a high-quality local sales force in each of our markets to increase revenue from local advertisers by capitalizing on our investment in local programming. We believe that local advertising is attractive because our sales force is more effective with local advertisers, giving us a greater ability to influence this revenue source. Additionally, local advertising has historically been a more stable source of revenue than national advertising for television broadcasters. For the year ended December 31, 2009, revenue generated from local advertising represented 74.1% of our consolidated spot revenue (total of local and national advertising revenue, excluding political advertising revenue). In most of our markets, we have increased the size and quality of our local sales force. We also invest in our sales efforts by implementing comprehensive training programs and employing a sophisticated inventory tracking system to help maximize advertising rates and the amount of inventory sold in each time period.

Operate Duopoly Markets. Owning or providing services to more than one station in a given market enables us to broaden our audience share, enhance our revenue share and achieve significant operating efficiencies. Duopoly markets broaden audience share by providing programming from multiple networks with different targeted demographics. These markets increase revenue share by capitalizing on multiple sales forces.

Additionally, we achieve significant operating efficiencies by consolidating physical facilities, eliminating redundant management and leveraging capital expenditures between stations. We derived approximately 76.7% of our net broadcast revenue for the year ended December 31, 2009 from our duopoly markets.

Maintain Strict Cost Controls. We and Mission emphasize strict controls on operating and programming costs in order to increase broadcast cash flow. We and Mission continually seek to identify and implement cost savings at each of our stations and the stations we provide services to and our overall size benefits each station with respect to negotiating favorable terms with programming suppliers and other vendors. By leveraging our size and corporate management expertise, we are able to achieve economies of scale by providing programming, financial, sales and marketing support to our stations and the stations we provide services to. Our and Mission s cash broadcast payments were 4.0%, 3.1%, 3.4% and 3.4% of net broadcast revenue for the years ended December 31, 2009, 2008, 2007 and 2006, respectively.

Capitalize on Diverse Network Affiliations. We and Mission currently own, operate, program, or provide sales and other services to a balanced portfolio of television stations with diverse network affiliations, including NBC, CBS, ABC, and Fox affiliated stations which represented approximately 30.3%, 26.8%, 13.9% and 25.6%, respectively, of our 2009 net broadcast revenue. The networks provide these stations with quality programming and numerous sporting events such as NBA basketball, Major League baseball, NFL football, NCAA sports, PGA golf and the Olympic Games. Because network programming and ratings change frequently, the diversity of our station portfolio s network affiliations reduces our reliance on the quality of programming from a single network.

Attract and Retain High Quality Management. We seek to attract and retain station general managers with proven track records in larger television markets by providing equity incentives not typically offered by other station operators in our markets. Our station general managers have been granted stock options and have an average of over 20 years of experience in the television broadcasting industry.

Acquisition Strategy

We and Mission selectively pursue acquisitions of television stations primarily in markets ranking from 50 to 175 out of the 210 generally recognized television markets, where we and Mission believe we can improve revenue and cash flow through active management. When considering an acquisition, we and Mission evaluate the target audience share, revenue share, overall cost structure and proximity to our regional clusters. Additionally, we seek to acquire or enter into local service agreements with stations to create duopoly markets.

Relationship with Mission

Through various local service agreements with Mission, we currently provide sales, programming and other services to 16 television stations that are owned and operated by Mission. Mission is 100% owned by an independent third party. We do not own Mission or any of its television stations. In order for both us and Mission to comply with Federal Communications Commission regulations, Mission maintains complete responsibility for and control over programming, finances and personnel for its stations. However, as a result of (a) local service agreements Nexstar has with the Mission stations, (b) Nexstar s guarantee of the obligations incurred under Mission s senior secured credit facility, (c) Nexstar s power over significant activities affecting Missions s economic performance, including budgeting, advertising and hiring and firing of sales force personnel and (d) purchase options (which expire on various dates between 2011 and 2018) granted by Mission s sole shareholder which will permit Nexstar to acquire the assets and assume the liabilities of each Mission station, subject to FCC consent, we are deemed under GAAP to have a controlling financial interest in Mission. As a result of our controlling financial interest in Mission under GAAP and in order to present fairly our financial position, results of operations and cash flows, we consolidate the financial position, results of operations and cash flows of Mission with us as if Mission were a wholly-owned entity. We expect these option agreements to be renewed upon expiration.

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The Stations

The following chart sets forth general information about the stations we currently own, operate, program or provide sales and other services:

Market Rank (1)	Market	Station	Affiliation	Status (2)	Commercial Stations in Market (3)	FCC License Expiration Date
9	Washington, DC/Hagerstown, MD	WHAG	NBC	O&O	(4)	(5)
32	Salt Lake City, UT	KUTV	CBS	MSA	8	10/1/14
		KUSG	MyNetworkTV	MSA		10/1/14
38	West Palm Beach, FL	WTVX	The CW/LATV	MSA	5	2/1/13
		WTCN	MyNetworkTV	MSA		2/1/13
		WWHB	Azteca America	MSA		2/1/13
39	Harrisburg-Lancaster-Lebanon-York, PA	WLYH	The CW	O&O (6)	5	(5)
44	Austin, TX	KEYE	CBS/Telemundo	MSA	5	8/1/14
49	Jacksonville, FL	WCWJ	The CW	O&O	6	2/1/13
53	Providence, RI	WLWC	The CW/LATV	MSA	5	4/1/15
54	Wilkes Barre-Scranton, PA	WBRE	NBC	O&O	7	(5)
		WYOU	CBS	LSA (7)		(5)
56	Little Rock-Pine Bluff, AR	KARK	NBC	O&O	7	(5)
		KARZ	MyNetworkTV	O&O		6/1/13
74	Springfield, MO	KOLR	CBS	LSA (7)	6	(5)
		KSFX	Fox	O&O		(5)
81	Rochester, NY	WROC	CBS	O&O	4	(5)
		WUHF	Fox	LSA		6/1/15
83	Shreveport, LA	KTAL	NBC	O&O	6	8/1/14
84	Champaign-Springfield-Decatur, IL	WCIA	CBS	O&O	6	(5)
		WCFN	MyNetworkTV	O&O		(5)
100	Ft. Smith-Fayetteville-	KFTA	Fox/NBC	O&O	6	6/1/13
	Springdale-Rogers, AR	KNWA	NBC/Fox	O&O		(5)
102	Johnstown-Altoona, PA	WTAJ	CBS	O&O	6	(5)
103	Evansville, IN	WTVW	Fox	O&O	5	(5)
107	Ft. Wayne, IN	WFFT	Fox	O&O	4	(5)
116	Peoria-Bloomington, IL	WMBD	CBS	O&O	5	(5)
		WYZZ	Fox	LSA		12/1/13
131	Amarillo, TX	KAMR	NBC	O&O	5	(5)
		KCIT	Fox	LSA (7)		(5)
		KCPN-LP	MyNetworkTV	LSA (7)		(5)
134	Rockford, IL	WQRF	Fox	O&O	4	(5)
		WTVO	ABC/MyNetworkTV	LSA (7)		(5)
138	Monroe, LA-El Dorado, AR	KARD	Fox	O&O	6	(5)
		KTVE	NBC	LSA (7)		6/1/13
141	Beaumont-Port Arthur, TX	KBTV	Fox	O&O	4	(5)
142	Lubbock, TX	KLBK	CBS	O&O	5	(5)
		KAMC	ABC	LSA (7)		(5)
144	Erie, PA	WJET	ABC	O&O	4	(5)
		WFXP	Fox	LSA (7)		(5)
146	Wichita Falls, TX-Lawton, OK	KFDX	NBC	O&O	5	(5)
		KJTL	Fox	LSA (7)		(5)
		KJBO-LP	MyNetworkTV	LSA (7)		(5)

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Market Rank (1)	Market	Station	Affiliation	Status (2)	Commercial Stations in Market (3)	FCC License Expiration Date
148	Joplin, MO-Pittsburg, KS	KSNF	NBC	O&O	4	(5)
		KODE	ABC	LSA (7)		(5)
151	Odessa-Midland, TX	KMID	ABC	O&O	5	(5)
152	Terre Haute, IN	WTWO	NBC	O&O	3	(5)
		WFXW	Fox	LSA (7)		(5)
165	Abilene-Sweetwater, TX	KTAB	CBS	O&O	4	(5)
		KRBC	NBC	LSA (7)		(5)
169	Dothan, AL	WDHN	ABC	O&O	3	(5)
170	Billings, MT	KSVI	ABC	O&O	4	(5)
		KHMT	Fox	LSA (7)		(5)
171	Utica, NY	WFXV	Fox	O&O	4	(5)
		WPNY-LP	MyNetworkTV	O&O		(5)
		WUTR	ABC	LSA (7)		(5)
196	San Angelo, TX	KSAN	NBC	LSA (7)	4	(5)
		KLST	CBS	O&O		(5)
200	St. Joseph, MO	KQTV	ABC	O&O	1	(5)

(1) Market rank refers to ranking the size of the Designated Market Area (DMA) in which the station is located in relation to other DMAs. Source: *Investing in Television Market Report 2009 4th Edition*, as published by BIA Financial Network, Inc.

(2) O&O refers to stations that we own and operate. LSA, or local service agreement, is the general term we use to refer to a contract under which we provide services utilizing our employees to a station owned and operated by an independent third party. Local service agreements include time brokerage agreements, shared services agreements, joint sales agreements and outsourcing agreements. MSA or management service agreement, refers to a contract under which we provide management oversight of a third party s stations and employees. For further information regarding the LSAs to which we are party, see Note 2 to our consolidated financial statements elsewhere in this prospectus.

(3) The term commercial station means a television broadcast station and excludes non-commercial stations, religious and Spanish-language stations, cable program services or networks. Source: *Investing in Television Market Report 2009 4th Edition,* as published by BIA Financial Network, Inc.

(4) Although WHAG is located within the Washington, DC DMA, its signal does not reach the entire Washington, DC metropolitan area. WHAG serves the Hagerstown, MD sub-market within the DMA.

(5) Application for renewal of license timely was submitted to the FCC. Under the FCC s rules, a license expiration date automatically is extended pending review of and action on the renewal application by the FCC.

(6) Although Nexstar owns WLYH, this station is programmed by Newport Television pursuant to a time brokerage agreement.

(7) These stations are owned by Mission.

Industry Background

Commercial television broadcasting began in the United States on a regular basis in the 1940s. Currently a limited number of channels are available for over-the-air broadcasting in any one geographic area and a license to operate a television station must be granted by the FCC. All television stations in the country are grouped by A.C. Nielsen Company, a national audience measuring service, into 210 generally recognized television markets, known as designated market areas (DMAs), that are ranked in size according to various metrics based upon actual or potential audience. Each DMA is an exclusive geographic area consisting of all counties in which the home-market commercial stations receive the greatest percentage of total viewing hours. A.C. Nielsen periodically publishes data on estimated audiences for the television stations in the DMA. The estimates are expressed in terms of a rating, which is a station s percentage of the total potential audience in the market, or a share, which is the station s percentage of the audience actually watching television. A station s rating in the market can be a factor in determining advertising rates.

Most television stations are affiliated with networks and receive a significant part of their programming, including prime-time hours, from networks. Whether or not a station is affiliated with one of the four major networks (NBC, ABC, CBS or Fox) has a significant impact on the composition of the station s revenue, expenses and operations. Network programming, along with cash payments for some NBC, ABC and CBS

affiliates, is provided to the affiliate by the network in exchange for the network s retention of a substantial majority of the advertising time during network programs. The network then sells this advertising time and retains the revenue. The affiliate retains the revenue from the remaining advertising time it sells during network programs and from advertising time it sells during non-network programs.

Broadcast television stations compete for advertising revenue primarily with other commercial broadcast television stations and cable satellite television systems and, to a lesser extent, with newspapers, radio stations and internet advertising serving the same market. Non-commercial, religious and Spanish-language broadcasting stations in many markets also compete with commercial stations for viewers. In addition, the Internet and other leisure activities may draw viewers away from commercial television stations.

The television broadcast industry transitioned to an advanced digital television (DTV) transmission system on June 12, 2009. DTV transmissions deliver improved video and audio signals including high definition television and have substantial multiplexing and data transmission capabilities. As of June 12, 2009, television broadcasters were required to cease analog broadcasting and return one of their channels to the FCC.

Advertising Sales

General

Television station revenue is primarily derived from the sale of local and national advertising. All network-affiliated stations are required to carry advertising sold by their networks which reduces the amount of advertising time available for sale by stations. Our and Mission s stations sell the remaining advertising to be inserted in network programming and the advertising in non-network programming, retaining all of the revenue received from these sales. A national syndicated program distributor will often retain a portion of the available advertising time for programming it supplies in exchange for no fees or reduced fees charged to stations for such programming. These programming arrangements are referred to as barter programming.

Advertisers wishing to reach a national audience usually purchase time directly from the networks, or advertise nationwide on a case-by-case basis. National advertisers who wish to reach a particular region or local audience often buy advertising time directly from local stations through national advertising sales representative firms. Local businesses purchase advertising time directly from the stations local sales staff.

Advertising rates are based upon a number of factors, including:

- a program s popularity among the viewers that an advertiser wishes to target;
- the number of advertisers competing for the available time;
- the size and the demographic composition of the market served by the station;

- the availability of alternative advertising media in the market area;
- the effectiveness of the station s sales forces;
- development of projects, features and programs that tie advertiser messages to programming; and
- the level of spending commitment made by the advertiser.

Advertising rates are also determined by a station s overall ability to attract viewers in its market area, as well as the station s ability to attract viewers among particular demographic groups that an advertiser may be targeting. Advertising revenue is positively affected by strong local economies. Conversely, declines in advertising budgets of advertisers, particularly in recessionary periods, adversely affect the broadcast industry and as a result may contribute to a decrease in the revenue of broadcast television stations.

Seasonality

Advertising revenue is positively affected by national and regional political election campaigns, and certain events such as the Olympic Games or the Super Bowl. Stations advertising revenue is generally highest in the

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second and fourth quarters of each year, due in part to increases in consumer advertising in the spring and retail advertising in the period leading up to, and including, the holiday season. In addition, advertising revenue is generally higher during even-numbered years due to advertising placed by candidates for political offices and advertising aired during the Olympic Games.

Local Sales

Local advertising time is sold by each station s local sales staff who call upon advertising agencies and local businesses, which typically include car dealerships, retail stores and restaurants. Compared to revenue from national advertising accounts, revenue from local advertising is generally more stable and more predictable. We seek to attract new advertisers to television and to increase the amount of advertising time sold to existing local advertisers by relying on experienced local sales forces with strong community ties, producing news and other programming with local advertising appeal and sponsoring or co-promoting local events and activities. We place a strong emphasis on the experience of our local sales staff and maintain an on-going training program for sales personnel.

National Sales

National advertising time is sold through national sales representative firms which call upon advertising agencies, whose clients typically include automobile manufacturers and dealer groups, telecommunications companies, fast food franchisers, and national retailers (some of which may advertise locally).

Network Affiliations

Each station that we own and operate, program or provide sales and other services to as of December 31, 2009 is affiliated with a network pursuant to an affiliation agreement, as described below:

Station	Market	Affiliation	Expiration
WTVW	Evansville, IN	Fox	June 2010 (5)
WQRF	Rockford, IL	Fox	June 2010 (5)
KARD	Monroe, LA-El Dorado, AR	Fox	June 2010 (5)
KSFX	Springfield, MO	Fox	June 2010 (5)
WFXV	Utica, NY	Fox	June 2010 (5)
WFFT	Ft. Wayne, IN	Fox	June 2010 (5)
KCIT (1)	Amarillo, TX	Fox	June 2010 (5)
WFXP (1)	Erie, PA	Fox	June 2010 (5)
KJTL (1)	Wichita Falls, TX-Lawton, OK	Fox	June 2010 (5)
WFXW (1)	Terre Haute, IN	Fox	June 2010 (5)
KHMT (1)	Billings, MT	Fox	June 2010 (5)
KFTA	Ft. Smith-Fayetteville-Springdale-Rogers, AR	Fox	June 2010 (5)
KSAN (1)	San Angelo, TX	NBC	December 2010 (6)
KRBC (1)	Abilene-Sweetwater, TX	NBC	December 2010 (6)
WUTR (1)	Utica, NY	ABC	December 2010 (6)
WDHN	Dothan, AL	ABC	December 2010 (6)
WJET	Erie, PA	ABC	December 2010 (6)

KSVI	Billings, MT	ABC	December 2010 (6)
KMID	Odessa-Midland, TX	ABC	December 2010 (6)
WTVO (1)	Rockford, IL	ABC	December 2010 (6)
KAMC (1)	Lubbock, TX	ABC	December 2010 (6)
KQTV	St. Joseph, MO	ABC	December 2010 (6)
KARZ	Little Rock-Pine Bluff, AR	MyNetworkTV	August 2011
WPNY-LP	Utica, NY	MyNetworkTV	August 2011
WCFN	Champaign-Springfield-Decatur, IL	MyNetworkTV	August 2011
KCPN-LP (1)	Amarillo, TX	MyNetworkTV	August 2011
KJBO-LP (1)	Wichita Falls, TX-Lawton, OK	MyNetworkTV	August 2011

Station	Market	Affiliation	Expiration
WTVO DM (1)	Rockford, IL	MyNetworkTV	August 2011
WCWJ	Jacksonville, FL	The CW	September 2011
KUSG (2)	Salt Lake City, UT	MyNetworkTV	October 2011
WBRE	Wilkes Barre-Scranton, PA	NBC	December 2011
WTWO	Terre Haute, IN	NBC	December 2011
KFDX	Wichita Falls, TX-Lawton, OK	NBC	December 2011
KSNF	Joplin, MO-Pittsburg, KS	NBC	December 2011
KTVE (1)	Monroe, LA El Dorado, AR	NBC	December 2011
WUHF (2)	Rochester, NY	Fox	March 2012
WYZZ (2)	Peoria-Bloomington, IL	Fox	March 2012
KLST	San Angelo, TX	CBS	August 2012
KTAB	Abilene-Sweetwater, TX	CBS	December 2012
KODE (1)	Joplin, MO-Pittsburg, KS	ABC	December 2012
KNWA	Ft. Smith-Fayetteville-Springdale-Rogers, AR	NBC	January 2013
WROC	Rochester, NY	CBS	January 2013
KOLR (1)	Springfield, MO	CBS	June 2013
WTVX DM (2)	West Palm Beach, FL	LATV	June 2013
WLWC DM (2)	Providence, RI	LATV	June 2013
KLBK	Lubbock, TX	CBS	July 2013
WCIA	Champaign-Springfield-Decatur, IL	CBS	September 2013
WMBD	Peoria-Bloomington, IL	CBS	September 2013
KBTV	Beaumont-Port Arthur, TX	Fox	December 2013
KEYE DM (2)	Austin, TX	Telemundo	October 2014
KAMR	Amarillo, TX	NBC	December 2014
KTAL	Shreveport, LA	NBC	December 2014
KARK	Little Rock-Pine Bluff, AR	NBC	December 2014
WHAG	Washington, DC/Hagerstown, MD(3)	NBC	December 2014
WYOU (1)	Wilkes Barre-Scranton, PA	CBS	June 2015
WTAJ	Johnstown-Altoona, PA	CBS	May 2016
WLYH (4)	Harrisburg-Lancaster-Lebanon-York, PA	The CW	September 2016
WTVX (2)	West Palm Beach, FL	The CW	August 2017
WLWC (2)	Providence, RI	The CW	August 2017
KEYE (2)	Austin, TX	CBS	August 2017
KUTV (2)	Salt Lake City, UT	CBS	August 2017
WTCN (2)	West Palm Beach, FL	MyNetworkTV	August 2017
WWHB (2)	West Palm Beach, FL	Azteca America	August 2017

(1) These stations are owned by Mission, which maintains the network affiliation agreements.
(2) These stations are owned by other independent third parties, which maintain the network affiliation agreements.
(3) Although WHAG is located within the Washington, DC DMA, its signal does not reach the entire Washington, DC metropolitan area. WHAG serves the Hagerstown, MD sub-market within the DMA.
(4) Under a time brokerage agreement, Nexstar allows Newport Television License, LLC, Inc. to program most of WLYH s broadcast time, sell its advertising time and retain the advertising revenue generated in exchange for monthly payments to Nexstar.
(5) These arrangements have continued under their previous contractual terms during our renewal negotiations with the network.
(6) We and Mission are currently in renewal negotiations with these networks.

Each affiliation agreement provides the affiliated station with the right to broadcast all programs transmitted by the network with which it is affiliated. In exchange, the network has the right to sell a substantial majority of the advertising time during these broadcasts. In addition, some stations receive compensation from the network based on the hours of network programming they broadcast.

We and Mission expect all of the network affiliation agreements listed above to be renewed upon expiration.

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Competition

Competition in the television industry takes place on several levels: competition for audience, competition for programming and competition for advertising.

Audience. We and Mission compete for audience share specifically on the basis of program popularity. The popularity of a station s programming has a direct effect on the adverting rates it can charge its advertisers. A portion of the daily programming on the stations that we own or provide services to is supplied by the network with which each station is affiliated. In those periods, the stations are dependent upon the performance of the network programs in attracting viewers. Stations program non-network time periods with a combination of self-produced news, public affairs and other entertainment programming, including movies and syndicated programs. The major television networks have also begun to sell their programming directly to the consumer via portal digital devices such as video iPods and cell phones which presents an additional source of competition for television broadcaster audience share. Other sources of competition for audience include home entertainment systems, such as VCRs, DVDs and DVRs; video-on-demand and pay-per-view; the Internet; and television game devices.

Although the commercial television broadcast industry historically has been dominated by the ABC, NBC, CBS and Fox television networks, other newer television networks and the growth in popularity of subscription systems, such as local cable and direct broadcast satellite (DBS) systems which air exclusive programming not otherwise available in a market, have become significant competitors for the over-the-air television audience.

Programming. Competition for programming involves negotiating with national program distributors or syndicators that sell first-run and rerun packages of programming. Stations compete against in-market broadcast station operators for exclusive access to off-network reruns (such as *Seinfeld*) and first-run product (such as *Entertainment Tonight*) in their respective markets. Cable systems generally do not compete with local stations for programming, although various national cable networks from time to time have acquired programs that would have otherwise been offered to local television stations. Time Warner, Inc., General Electric Company, Viacom Inc., The News Corporation Limited and the Walt Disney Company each owns a television network and also owns or controls major production studios, which are the primary source of programming for the networks. It is uncertain whether in the future such programming, which is generally subject to short-term agreements between the studios and the networks, will be moved to the networks. Television broadcasters also compete for non-network programming unique to the markets they serve. As such, stations strive to provide exclusive news stories, unique features such as investigative reporting and coverage of community events and to secure broadcast rights for regional and local sporting events.

Advertising. Stations compete for advertising revenue with other television stations in their respective markets; and other advertising media such as newspapers, radio stations, magazines, outdoor advertising, transit advertising, yellow page directories, direct mail, local cable systems, DBS systems and the Internet. Competition for advertising dollars in the broadcasting industry occurs primarily within individual markets. Generally, a television broadcast station in a particular market does not compete with stations in other market areas.

The broadcasting industry is continually faced with technological change and innovation which increase the popularity of competing entertainment and communications media. Further advances in technology may increase competition for household audiences and advertisers. The increased use of digital technology by cable systems and DBS, along with video compression techniques, will reduce the bandwidth required for television signal transmission. These technological developments are applicable to all video delivery systems, including over-the-air broadcasting, and have the potential to provide vastly expanded programming to highly targeted audiences. Reductions in the cost of creating additional channel capacity could lower entry barriers for new channels and encourage the development of increasingly specialized niche programming. This ability to reach very narrowly defined audiences is expected to alter the competitive dynamics for advertising expenditures. We are unable to predict the effect that these or other technological changes will have on the broadcast television industry or on the future results of our operations or the operations of the stations we provide services to.

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Federal Regulation

Television broadcasting is subject to the jurisdiction of the FCC under the Communications Act of 1934, as amended (the Communications Act). The following is a brief discussion of certain provisions of the Communications Act and the FCC s regulations and policies that affect the business operations of television broadcast stations. Over the years, Congress and the FCC have added, amended and deleted statutory and regulatory requirements to which station owners are subject. Some of these changes have a minimal business impact whereas others may significantly affect the business or operation of individual stations or the broadcast industry as a whole. The following discussion summarizes some of the statutory and regulatory rules and policies currently in effect. For more information about the nature and extent of FCC regulation of television broadcast stations you should refer to the Communications Act and the FCC s rules, public notices and policies.

License Grant and Renewal. The Communications Act prohibits the operation of broadcast stations except under licenses issued by the FCC. Television broadcast licenses are granted for a maximum term of eight years and are subject to renewal upon application to the FCC. The FCC is required to grant an application for license renewal if during the preceding term the station served the public interest, the licensee did not commit any serious violations of the Communications Act or the FCC s rules, and the licensee committed no other violations of the Communications Act or the FCC s rules which, taken together, would constitute a pattern of abuse. A majority of renewal applications are routinely granted under this standard. If a licensee fails to meet this standard the FCC may still grant renewal on terms and conditions that it deems appropriate, including a monetary forfeiture or renewal for a term less than the normal eight-year period.

After a renewal application is filed, interested parties, including members of the public, may file petitions to deny a renewal application, to which the licensee/renewal applicant is entitled to respond. After reviewing the pleadings, if the FCC determines that there is a substantial and material question of fact whether grant of the renewal application would serve the public interest, the FCC is required to hold a trial-type hearing on the issues presented. If, after the hearing, the FCC determines that the renewal applicant has met the renewal standard the FCC will grant the renewal application. If the licensee/renewal applicant fails to meet the renewal standard or show that there are mitigating factors entitling it to renewal subject to appropriate sanctions, the FCC can deny the renewal application. In the vast majority of cases where a petition to deny is filed against a renewal application, the FCC ultimately grants the renewal without a hearing. No competing application for authority to operate a station and replace the incumbent licensee may be filed against a renewal application.

In addition to considering rule violations in connection with a license renewal application, the FCC may sanction a station licensee for failing to observe FCC rules and policies during the license term, including the imposition of a monetary forfeiture.

The Communications Act prohibits the assignment or the transfer of control of a broadcast license without prior FCC approval.

Ownership Restrictions. The Communications Act limits the extent of non-U.S. ownership of companies that own U.S. broadcast stations. Under this restriction, a U.S. broadcast company such as ours may have no more than 25% non-U.S. ownership (by vote and by equity).

The FCC also has rules which establish limits on the ownership of broadcast stations. These ownership limits apply to attributable interests in a station licensee held by an individual, corporation, partnership or other entity. In the case of corporations, officers, directors and voting stock interests of 5% or more (20% or more in the case of qualified investment companies, such as insurance companies and bank trust departments) are considered attributable interests. For partnerships, all general partners and non-insulated limited partners are attributable. Limited liability companies are treated the same as partnerships. The FCC also considers attributable the holder of more than 33% of a licensee s total assets (defined as total debt plus total equity), if that person or entity also provides over 15% of the station s total weekly broadcast programming or has an attributable interest in another media entity in the same market which is subject to the FCC s ownership rules, such as a radio or television

station, cable television system or daily newspaper.

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Local Ownership (Duopoly Rule). Under the current duopoly rule, a single entity is allowed to own or have attributable interests in two television stations in a market if (1) the two stations do not have overlapping service areas, or (2) after the combination there are at least eight independently owned and operating full-power television stations and one of the combining stations is not ranked among the top four stations in the DMA. The duopoly rule allows the FCC to consider waivers to permit the ownership of a second station only in cases where the second station has failed or is failing or unbuilt.

Under the duopoly rule, the FCC attributes toward the local television ownership limits another in-market station when one station owner programs a second in-market station pursuant to a time brokerage or local marketing agreement, if the programmer provides more than 15% of the second station s weekly broadcast programming. However, local marketing agreements entered into prior to November 5, 1996 are exempt attributable interests until the FCC determines otherwise. This grandfathered period, when reviewed by the FCC, is subject to possible extension or termination.

In certain markets, we and Mission own and operate both full-power and low-power television broadcast stations (in Utica, Nexstar owns and operates WFXV and WPNY-LP; in Wichita Falls, Mission owns and operates KJTL and KJBO-LP; and in Amarillo, Mission owns and operates KCIT and KCPN-LP). The FCC s duopoly rules and policies regarding ownership of television stations in the same market apply only to full-power television stations and not low-power television stations such as WPNY-LP, KJBO-LP and KCPN-LP.

The only markets in which we currently are permitted to own two stations under the duopoly rule are the Champaign-Springfield-Decatur, Illinois market and the Little Rock-Pine Bluff, Arkansas market. However, we also are permitted to own two stations in the Fort Smith-Fayetteville-Springdale-Rogers market pursuant to a waiver under the FCC s rules permitting common ownership of a satellite television station in a market where a licensee also owns the primary station. In all of the markets where we have entered into local service agreements, except for two, we do not provide programming other than news (comprising less than 15% of the second station s programming) to the second station and, therefore, we are not attributed with ownership of the second station. In the two markets where we provide more programming to the second station WFXP in Erie, Pennsylvania and KHMT in Billings, Montana the local marketing agreements were entered into prior to November 5, 1996. Therefore, we may continue to program these stations under the terms of these agreements until the rule is changed.

National Ownership. There is no nationwide limit on the number of television stations which a party may own. However, the FCC s rules limit the percentage of U.S. television households which a party may reach through its attributable interests in television stations. This rule provides that when calculating a party s nationwide aggregate audience coverage, the ownership of a UHF station is counted as 50% of a market s percentage of total national audience. In 2004, Congress determined that one party may have an attributable interest in television stations which reach, in the aggregate, 39% of all U.S. television households; and the FCC thereafter modified its corresponding rule. The FCC currently is considering whether this act has any impact on the FCC s authority to examine and modify the UHF discount.

The stations that Nexstar owns have a combined national audience reach of 4.4% of television households with the UHF discount.

Radio/Television Cross-Ownership Rule (One-to-a-Market Rule). In markets with at least 20 independently owned media outlets, ownership of one television station and up to seven radio stations, or two television stations (if allowed under the television duopoly rule) and six radio stations is permitted. If the number of independently owned media outlets is fewer than 20 but greater than or equal to 10, ownership of one television station (or two if allowed) and four radio stations is permitted. In markets with fewer than 10 independent media voices, ownership of one television station (or two if allowed) and one radio station is permitted. In calculating the number of independent media voices in a market, the FCC includes all radio and television stations, independently owned cable systems (counted as one voice), and independently owned daily newspapers which have circulation that exceeds 5% of the households in the market.

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Local Television/Newspaper Cross-Ownership Rule. Under this rule, a party is prohibited from having an attributable interest in a television station and a daily newspaper except in cases where the market at issue is one of the 20 largest DMAs, and subject to other criteria and limitations.

As a result of the FCC s 2006 rulemaking proceeding, which provided a comprehensive review of all of its media ownership rules, in February 2008, the FCC adopted modest changes to its newspaper cross-ownership rule, while retaining the rest of its rules as then currently in effect. Multiple challenges to this proceeding were filed with the U.S. Court of Appeals, which remain pending.

The FCC is required to review its media ownership rules every four years and to eliminate those rules it finds no longer serve the public interest, convenience and necessity . During 2009, the FCC held a series of hearings designed to evaluate possible changes to its rules. In May 2010, the FCC formally initiated its 2010 review of its media ownership rules with the issuance of a Notice of Inquiry (NOI). The NOI is intended to assist the Commission in establishing a framework within which to analyze whether its media ownership rules remain necessary in the public interest as a result of competition, due to the dramatic changes occurring in the media marketplace. Numerous parties have filed comments and reply comments in response to the NOI. In June 2010, the FCC issued a Request for Proposal with respect to nine economic studies related to its media ownership rules. These studies have not yet been provided to the general public for review and comment. We believe that upon completion of the studies the next step will be for the FCC to issue a Notice of Proposed Rulemaking (NPRM) to seek comment on specific proposed changes to its ownership rules. We cannot predict when the FCC will issue this NPRM but anticipate it will be sometime in 2011.

Local Television/Cable Cross-Ownership. There is no FCC rule prohibiting common ownership of a cable television system and a television broadcast station in the same area.

Cable Must-Carry or Retransmission Consent Rights. Every three years television broadcasters are required to make an election between must-carry or retransmission consent rights in connection with the carriage of their analog signal on cable television systems within their DMA. For a majority of our and Mission s stations the most recent election was made October 1, 2008, for the three-year period beginning January 1, 2009.

If a broadcaster chooses to exercise its must-carry rights, it may request cable system carriage on its over-the-air channel or another channel on which it was carried on the cable system as of a specified date. A cable system generally must carry the station s signal in compliance with the station s carriage request, and in a manner that makes the signal available to all cable subscribers. However, must-carry rights are not absolute, and whether a cable system is required to carry the station on its system, or in the specific manner requested, depends on variables such as the location, size and number of activated channels of the cable system and whether the station s programming duplicates, or substantially duplicates the programming of another station carried on the cable system. If certain conditions are met, a cable system may decline to carry a television station that has elected must-carry status, although it is unusual for all the required conditions to exist.

If a broadcaster chooses to exercise its retransmission consent rights, a cable television system which is subject to that election may not carry the station s signal without the station s consent. This generally requires the cable system and television station operator to negotiate the terms under which the broadcaster will consent to the cable system s carriage of its station s signal.

We and Mission have elected to exercise retransmission consent rights for all of our stations where we have a legal right to do so. We and Mission have negotiated retransmission consent agreements with substantially all of the cable systems which carry the stations signals.

Direct-to-Home Satellite Services and Carriage Rights. Direct broadcast satellite (DBS) providers are permitted to carry local channels, including significantly viewed out-of-market stations when local service is provided. Under certain circumstances, DBS providers also are permitted to provide network service from a station outside a local market for subscribers in the market who are unserved by a local station affiliated with

the same network. In addition, DBS subscribers who were not receiving a digital signal as of December 8, 2004 may receive distant signals for digital television programming from their DBS provider if they are receiving the local analog signal of a network affiliate and the subscriber cannot receive a local digital signal of that network-affiliated station over-the-air.

Satellite carriers that provide any local-into-local service in a market must carry, upon request, all stations in that market that have elected mandatory carriage, and DBS operators are now carrying other local stations in local-into-local markets, including some noncommercial, independent and foreign language stations. However, satellite carriers are not required to carry duplicative network signals from a local market unless the stations are licensed to different communities in different states. Satellite carriers are required to carry all local television stations in a contiguous manner on their channel line-up and may not discriminate in their carriage of stations.

Commercial television stations make elections between retransmission consent and must-carry status for satellite services on the same schedule as cable elections, with the most recent elections made by October 1, 2008 for the three year period that began on January 1, 2009. DirecTV currently provides satellite carriage of our and Mission s stations in the Champaign-Springfield-Decatur, Evansville, Ft. Smith-Fayetteville-Springdale-Rogers, Ft. Wayne, Jacksonville, Johnstown-Altoona, Little Rock-Pine Bluff, Peoria-Bloomington, Rochester, Rockford, Shreveport, Springfield, Wilkes Barre-Scranton, Amarillo, Wichita Falls, Abilene, Joplin and Monroe-El Dorado markets. Dish Network currently provides satellite carriage of our and Mission s stations in all of our markets. We and Mission have long-term carriage agreements with both DirecTV (expiring in 2011) and DISH Network (formerly EchoStar) (expiring in 2011) that provide for the carriage of the currently carried stations, as well as those subsequently added in new local-to-local markets, or those added by acquisition or other means.

Digital Television (DTV). On June 12, 2009 all full-power television broadcasters ceased operating in an analog format and now operate exclusively in digital (DTV) format. Currently all of Nexstar s and Mission s stations have completed the transition to digital operations; however, Nexstar is working with the FCC with respect to KMID s authorization.

Television station operators may use their DTV signals to provide ancillary services, such as computer software distribution, Internet, interactive materials, e-commerce, paging services, audio signals, subscription video, or data transmission services. To the extent a station provides such ancillary services it is subject to the same regulations as are applicable to other analogous services under the FCC s rules and policies. Commercial television stations also are required to pay the FCC 5% of the gross revenue derived from all ancillary services provided over their DTV signals for which a station received a fee in exchange for the service or received compensation from a third party in exchange for transmission of material from that third party, not including commercial advertisements used to support broadcasting.

Programming and Operation. The Communications Act requires broadcasters to serve the public interest. Since the late 1970s, the FCC gradually has relaxed or eliminated many of the more formalized procedures it had developed to promote the broadcast of certain types of programming responsive to the needs of a station s community of license. However, television station licensees are still required to present programming that is responsive to community problems, needs and interests and to maintain certain records demonstrating such responsiveness. The FCC may consider complaints from viewers concerning programming when it evaluates a station s license renewal application, although viewer complaints also may be filed and considered by the FCC at any time. Stations also must follow various rules promulgated under the Communications Act that regulate, among other things:

- political advertising (its price and availability);
- sponsorship identification;

contest and lottery advertising;

obscene and indecent broadcasts;

technical operations, including limits on radio frequency radiation;

discrimination and equal employment opportunities;

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closed captioning;

children s programming;

program ratings guidelines; and

network affiliation agreements.

Employees

As of December 31, 2009, we had a total of 2,114 employees, comprised of 1,970 full-time and 144 part-time or temporary employees. As of December 31, 2009, 165 of our employees were covered by collective bargaining agreements. We believe that our employee relations are satisfactory, and we have not experienced any work stoppages at any of our facilities. However, we cannot assure you that our collective bargaining agreements will be renewed in the future, or that we will not experience a prolonged labor dispute, which could have a material adverse effect on our business, financial condition or results of operations.

As of December 31, 2009, Mission had a total of 32 employees, all of whom were full-time. As of December 31, 2009, none of Mission s employees were covered by a collective bargaining agreement. Mission believes that its employee relations are satisfactory, and it has not experienced any work stoppages at any of its facilities.

Properties

Nexstar owns and leases facilities in the following locations:

Station Metropolitan Area and Use	Owned or Leased	Square Footage/Acreage Approximate Size	Expiration of Lease
WBRE Wilkes Barre-Scranton, PA			
Office-Studio	100% Owned	0.80 Acres	
Office-Studio	100% Owned	49,556 Sq. Ft.	
Office-Studio Williamsport News Bureau	Leased	460 Sq. Ft.	Month to Month
Office-Studio Stroudsburg News Bureau	Leased	320 Sq. Ft.	4/30/11
Office-Studio Scranton News Bureau	Leased	1,627 Sq. Ft.	11/30/11
Tower/Transmitter Site Williamsport	33% Owned	1.33 Acres	
Tower/Transmitter Site Sharp Mountain	33% Owned	0.23 Acres	
Tower/Transmitter Site Blue Mountain	100% Owned	0.998 Acres	
Tower/Transmitter Site Penobscot Mountain	100% Owned	20 Acres	
Tower/Transmitter Site Pimple Hill	Leased	400 Sq. Ft.	Month to Month
KARK/KARZ Little Rock-Pine Bluff, AR			
Office-Studio	Leased	34,835 Sq. Ft.	3/31/22
Tower/Transmitter Site	100% Owned	40 Acres	

Tower/Transmitter Site	Leased	1 Sq. Ft.	4/5/11
KTAL Shreveport, LA			
Office-Studio	100% Owned	2 Acres	
Office-Studio	100% Owned	16,000 Sq. Ft.	
Equipment Building Texarkana	100% Owned	0.0808 Acres	
Office-Studio Texarkana	Leased	2,941 Sq. Ft.	9/30/13
Tower/Transmitter Site	100% Owned	109 Acres	
Tower/Transmitter Site	100% Owned	2,284 Sq. Ft.	
WROC Rochester, NY			
Office-Studio	100% Owned	3.9 Acres	
Office-Studio	100% Owned	48,864 Sq. Ft.	
Tower/Transmitter Site	100% Owned	0.24 Acres	
Tower/Transmitter Site	100% Owned	2,400 Sq. Ft.	
Tower/Transmitter Site	50% Owned	1.90 Acres	

Station Metropolitan Area and Use	Owned or Leased	Square Footage/Acreage Approximate Size	Expiration of Lease
WCIA/WCFN Champaign-Springfield-Decatur, IL			
Office-Studio	100% Owned	20,000 Sq. Ft.	
Office-Studio	100% Owned	1.5 Acres	
Office-Studio Sales Bureau	Leased	1,600 Sq. Ft.	1/31/12
Office-Studio News Bureau	Leased	350 Sq. Ft.	2/28/13
Office-Studio Decatur News Bureau	Leased	300 Sq. Ft.	Month to Month
Roof Top & Boiler Space Danville Tower	Leased	20 Sq. Ft.	Month to Month
Tower/Transmitter Site WCIA Tower	100% Owned	38.06 Acres	
Tower/Transmitter Site Springfield Tower	100% Owned	2.0 Acres	
Tower/Transmitter Site Dewitt Tower	100% Owned	1.0 Acres	
WMBD Peoria-Bloomington, IL			
Office-Studio	100% Owned	0.556 Acres	
Office-Studio	100% Owned	18,360 Sq. Ft.	
Building-Transmitter Site	100% Owned	2,350 Sq. Ft.	
Building-Transmitter Site	100% Owned	800 Sq. Ft.	
Tower/Transmitter Site	100% Owned	34.93 Acres	
Tower/Transmitter Site	100% Owned	1.0 Acres	
KBTV Beaumont-Port Arthur, TX			
Office-Studio	Leased	8,000 Sq. Ft.	1/31/13
Tower/Transmitter Site	100% Owned	40 Acres	
WTWO Terre Haute, IN			
Office-Studio	100% Owned	4.774 Acres	
Office-Studio Tower/Transmitter Site	100% Owned	17,375 Sq. Ft.	
WJET Erie, PA			
Tower/Transmitter Site	100% Owned	2 Sq. Ft.	
Office-Studio	100% Owned	9.87 Acres	
Office-Studio	100% Owned	15,533 Sq. Ft.	
KFDX Wichita Falls, TX Lawton, OK			
Office-Studio-Tower/Transmitter Site	100% Owned	28.06 Acres	
Office-Studio	100% Owned	13,568 Sq. Ft.	
KSNF Joplin, MO-Pittsburg, KS			
Office-Studio	100% Owned	13.36 Acres	
Office-Studio	100% Owned	13,169 Sq. Ft.	
Tower/Transmitter Site	Leased	900 Sq. Ft.	3/31/12
KMID Odessa-Midland, TX			
Office-Studio	100% Owned	1.127 Acres	
Office-Studio	100% Owned	14,000 Sq. Ft.	
Tower/Transmitter Site	100% Owned	69.87 Acres	
Tower/Transmitter Site	100% Owned	0.322 Acres	
Tower/Transmitter Site	Leased	.29 Acres	12/1/23
KTAB Abilene-Sweetwater, TX			
Office-Studio (1)			
Tower/Transmitter Site	100% Owned	25.55 Acres	
KQTV St Joseph, MO			
Office-Studio	100% Owned	3 Acres	
Office-Studio	100% Owned	15,100 Sq. Ft.	
Tower/Transmitter Site	100% Owned	9,360 Sq. Ft.	
Offsite Storage	Leased	130 Sq. Ft.	Month to Month

Station Metropolitan Area and Use	Owned or Leased	Square Footage/Acreage Approximate Size	Expiration of Lease
WDHN Dothan, AL			
Office-Studio Tower/Transmitter Site	100% Owned	10 Acres	
Office-Studio	100% Owned	7,812 Sq. Ft.	
KLST San Angelo, TX			
Office-Studio	100% Owned	7.31 Acres	
Tower/Transmitter Site	100% Owned	8 Acres	
WHAG Washington, DC/Hagerstown, MD			
Office-Studio	Leased	12,000 Sq. Ft.	6/30/12
Sales Office-Frederick	Leased	885 Sq. Ft.	3/31/16
Office-Studio Berryville News Bureau	Leased	700 Sq. Ft.	7/31/13
Tower/Transmitter Site	Leased	11.2 Acres	5/12/21
WTVW Evansville, IN			
Office-Studio	100% Owned	1.834 Acres	
Office-Studio	100% Owned	14,280 Sq. Ft.	
Tower/Transmitter Site	Leased	16.36 Acres	5/12/21
KSFX Springfield, MO			
Office-Studio (2)			
Tower/Transmitter Site Kimberling City	100% Owned	.25 Acres	
Tower/Transmitter Site	Leased	0.5 Acres	5/12/21
WFFT Fort Wayne, IN			
Office-Studio	100% Owned	21.84 Acres	
Tower/Transmitter Site	Leased	0.5 Acres	5/12/21
KAMR Amarillo, TX			
Office-Studio	100% Owned	26,000 Sq. Ft.	
Tower/Transmitter Site	Leased	110.2 Acres	5/12/21
Translator Site	Leased	0.5 Acres	Month to Month
KARD Monroe, LA			
Office-Studio	100% Owned	14,450 Sq. Ft.	
Tower/Transmitter Site	Leased	26 Acres	5/12/21
Tower/Transmitter Site	Leased	80 Sq. Ft.	Month to Month
KLBK Lubbock, TX			
Office-Studio	100% Owned	11.5 Acres	
Tower/Transmitter Site	Leased	0.5 Acres	5/12/21
WFXV Utica, NY			
Office-Studio (3)			
Tower/Transmitter Site Burlington Flats	100% Owned	6.316 Acres	
WPNY LP Utica, NY			
Office-Studio (4)			

Station Metropolitan Area and Use	Owned or Leased	Square Footage/Acreage Approximate Size	Expiration of Lease
KSVI Billings, MT			
Office-Studio	100% Owned	9,700 Sq. Ft.	
Tower/Transmitter Site	Leased	10 Acres	5/12/21
Tower/Transmitter Site	Leased	75 Sq. Ft.	6/30/11
Tower/Transmitter Site Coburn Road	Leased	75 Sq. Ft.	10/31/15
Tower/Transmitter Site	Leased	75 Sq. Ft.	12/31/22
Tower/Transmitter Site Rapeljie	Leased	1 Acre	2/1/11
Tower/Transmitter Site Hardin	Leased	1 Acre	12/1/14
Tower/Transmitter Site Columbus	Leased	75 Sq. Ft.	5/31/24
Tower/Transmitter Site Sarpy	Leased	75 Sq. Ft.	Month to Month
Tower/Transmitter Site Rosebud	Leased	1 Acre	Year to Year
Tower/Transmitter Site Miles City	Leased	.25 Acre	3/23/15
Tower/Transmitter Site Sheridan, WY	Leased	56 Sq. Ft.	12/30/29
Tower/Transmitter Site McCullough Pks, WY	Leased	75 Sq. Ft.	Month to Month
WCWJ Jacksonville, FL			
Office-Studio	100% Owned	19,847 Sq. Ft.	
Office-Studio Tower Transmitter Site	100% Owned	7.92 Acres	
Building-Transmitter Site	100% Owned	200 Sq. Ft.	
WQRF Rockford, IL			
Office-Studio (5)			
Tower/Transmitter Site	Leased	2,000 Sq. Ft.	5/12/21
KFTA/KNWA Fort Smith-Fayetteville-Springdale-Rogers, AR			
Office Fayetteville	Leased	2,848 Sq. Ft.	4/30/15
Office Rogers	Leased	1,612 Sq. Ft.	7/31/13
Office-Studio Fayetteville	Leased	10,000 Sq. Ft.	3/31/15
Tower/Transmitter Site	Leased	216 Sq. Ft.	Month to Month
Tower/Transmitter Site	Leased	936 Sq. Ft.	7/31/25
Tower/Transmitter Site	100% Owned	1.61 Acres	
Tower/Transmitter Site Fort Smith	Leased	1,925 Sq. Ft.	9/1/11
Microwave Relay Site	100% Owned	166 Sq. Ft.	
Microwave Site	Leased	216 Sq. Ft.	Month to Month
WTAJ Altoona-Johnstown, PA			
Office-Studio	Leased	22,367 Sq. Ft.	5/31/14
Office-Johnstown	Leased	672 Sq. Ft.	2/28/11
Office-State College Bureau	Leased	2,915 Sq. Ft.	2/28/13
Office-Dubois Bureau	Leased	315 Sq. Ft.	7/31/13
Tower/Transmitter Site	Owned	4,400 Sq. Ft.	
Corporate Office Irving, TX	Leased	18,168 Sq. Ft.	12/31/13
Corporate Office Offsite Storage Dallas, TX	Leased	475 Sq. Ft.	Month to Month

(1) The office space and studio used by KTAB are owned by KRBC.
(2) The office space and studio used by KSFX are owned by KOLR.
(3) The office space and studio used by WFXV are owned by WUTR.
(4) The office space and studio used by WPNY-LP are owned by WUTR.
(5) The office space and studio used by WQRF are owned by WTVO.

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Mission owns and leases facilities in the following locations:

Station Metropolitan Area and Use	Owned or Leased	Square Footage/Acreage Approximate Size	Expiration of Lease
WYOU Wilkes Barre-Scranton, PA			
Office-Studio (1)			
Tower/Transmitter Site Penobscot Mountain	100% Owned	120.33 Acres	
Tower/Transmitter Site Bald Mountain	100% Owned	7.2 Acres	
Tower/Transmitter Site Williamsport	33% Owned	1.35 Acres	
Tower/Transmitter Site Sharp Mountain	33% Owned	0.23 Acres	
Tower/Transmitter Site Stroudsburg	Leased	10,000 Sq. Ft.	Month to Month
WFXW Terre Haute, IN			
Office-Studio (2)			
Tower/Transmitter Site	100% Owned	1 Acre	
WFXP Erie, PA			
Office-Studio (3)			
Tower/Transmitter Site (3)			
KJTL Wichita Falls, TX Lawton, OK			
Office-Studio (4)			
Tower/Transmitter Site	Leased	40 Acres	1/30/15
KJBO-LP Wichita Falls, TX-Lawton, OK			
Office-Studio (4)			
Tower/Transmitter Site	Leased	5 Acres	Year to Year
KODE Joplin, MO-Pittsburg, KS			
Office-Studio	100% Owned	2.74 Acres	
Tower/Transmitter Site	Leased	215 Sq. Ft.	5/1/27
KRBC Abilene-Sweetwater, TX			
Office-Studio	100% Owned	5.42 Acres	
Office-Studio	100% Owned	19,312 Sq. Ft.	
Tower/Transmitter Site (9)			
KTVE Monroe, LA/El Dorado, AR			
Office-Studio (10)	Leased		
Tower/Transmitter Site	Leased	2 Acres	4/30/32
Tower/Transmitter Site El Dorado	Leased	3 Acres	4/30/32
Tower/Transmitter Site Union Parrish	Leased	2.7 Acres	4/30/32
Tower/Transmitter Site Bolding	Leased	11.5 Acres	4/30/32
KSAN San Angelo, TX			
Office-Studio (5)			
Tower/Transmitter Site	Leased	10 Acres	5/15/15
KOLR Springfield, MO			
Office-Studio	100% Owned	30,000 Sq. Ft.	
Office-Studio	100% Owned	7 Acres	
Tower/Transmitter Site	Leased	0.5 Acres	5/12/21

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Station Metropolitan Area and Use	Owned or Leased	Square Footage/Acreage Approximate Size	Expiration of Lease
KCIT/KCPN-LP Amarillo, TX			
Office-Studio (6)			
Tower/Transmitter Site	Leased	100 Acres	5/12/21
Tower/Transmitter Site Parmer County, TX	Leased	80 Sq. Ft.	Month to Month
Tower/Transmitter Site Guyman, OK	Leased	80 Sq. Ft.	Month to Month
Tower/Transmitter Site Curry County, NM	Leased	6 Acres	Month to Month
KAMC Lubbock, TX			
Office-Studio (7)			
Tower/Transmitter Site	Leased	40 Acres	5/12/21
Tower/Transmitter Site	Leased	1,200 Sq. Ft.	Month to Month
KHMT Billings, MT			
Office-Studio (8)			
Tower/Transmitter Site	Leased	4 Acres	5/12/21
WUTR Utica, NY			
Office-Studio	100% Owned	12,100 Sq. Ft.	
Tower/Transmitter Site	100% Owned	21 Acres	
Tower/Transmitter Site Mohawk	Leased	48 Sq. Ft.	Month to Month
WTVO Rockford, IL			
Office-Studio-Tower/Transmitter Site	100%Owned	20,000 Sq. Ft.	
Corporate Office-Westlake, OH	Leased	640 Sq. Ft.	12/31/13

(1) The office space and studio used by WYOU are owned by WBRE.
(2) The office space and studio used by WFXW are owned by WTWO.
(3) The office space, studio and tower used by WFXP are owned by WJET.
(4) The office space and studio used by KJTL and KJBO-LP are owned by KFDX.
(5) The office space and studio used by KSAN are owned by KLST.
(6) The office space and studio used by KCIT/KCPN-LP are owned by KAMR.
(7) The office space and studio used by KAMC are owned by KLBK.
(8) The office space and studio used by KHMT are owned by KSVI.
(9) The tower/transmitter used by KRBC is owned by KTAB.
(10) The office space and studio used by KTVE are owned by KARD.

Legal Proceedings

From time to time, we and Mission are involved in litigation that arises from the ordinary operations of business, such as contractual or employment disputes or other general actions. In the event of an adverse outcome of these proceedings, Nexstar and Mission believe the resulting liabilities would not have a material adverse effect on Nexstar s and Mission s financial condition or results of operations.

MANAGEMENT

Directors and Executive Officers

The following persons are the directors, executive officers, and other key employees of Nexstar Broadcasting Group:

Name	Age	Position With Company
Perry A. Sook	52	President, Chief Executive Officer and Director
Thomas E. Carter	52	Executive Vice President and Chief Financial Officer
Timothy C. Busch	47	Executive Vice President, Co-Chief Operating Officer
Brian Jones	50	Executive Vice President, Co-Chief Operating Officer
Richard Rogala	50	Senior Vice President, Regional Manager
Blake Russell	40	Senior Vice President, Station Operations
Marc Montoya	48	Senior Vice President, eMedia Sales & Operations
David K. Raucher	41	Vice President, Technology
Shirley E. Green	51	Vice President, Controller
Richard Stolpe	54	Vice President, Engineering
Elizabeth Hammond	45	Vice President and General Counsel
Erik Brooks	44	Director
Jay M. Grossman	51	Director
Brent Stone	34	Director
Tomer Yosef-Or	31	Director
Royce Yudkoff	55	Director
Geoff Armstrong	53	Director
Michael Donovan	69	Director
I. Martin Pompadur	75	Director
Lisbeth McNabb	50	Director

Perry A. Sook has served as Chairman of our Board of Directors, President and Chief Executive Officer and as a Director since our inception in 1996. From 1991 to 1996, Mr. Sook was a principal of Superior Communications Group, Inc. Mr. Sook currently serves as a director of the Television Bureau of Advertising and serves as trustee for the Ohio University Foundation. Previously, Mr. Sook served on the board of Penton Media, Inc.

Mr. Sook s qualifications to serve as a Director include his demonstrated leadership skills and extensive operating executive experience acquired in several communication and media businesses. He is highly experienced in driving operational excellence, development of innovative technologies and attainment of financial objectives under a variety of economic and competitive conditions.

Thomas E. Carter has served as our Chief Financial Officer since August 2009. Prior to joining Nexstar, Mr. Carter was Managing Director, Media Telecom Corporate Investment Banking at Banc of America Securities, which he joined in 1985. In this position, he acted as the senior banker responsible for delivering bank products and services including M&A, private and public equity, high-yield debt, fixed income derivatives, syndicated financial products and treasury management for selected clients across the broadcasting, cable, publishing and media industries, including Nexstar. Mr. Carter began his banking career in 1980, serving for five years in various roles in Corporate and International Banking at a predecessor to JPMorgan Chase.

Timothy C. Busch has served as our Executive Vice President and Co-Chief Operating Officer since May 2008. Prior to that time, Mr. Busch served as Senior Vice President and Regional Manager from October 2002 to May 2008. Prior to that time, Mr. Busch served as Vice President and General Manager at WROC, Rochester, New York from 2000 to October 2002. Prior to joining Nexstar, Mr. Busch served as General Sales Manager and held various other sales management positions at WGRZ, Buffalo, New York from 1993 to 2000.

Brian Jones has served as our Executive Vice President and Co-Chief Operating Officer since May 2008. Mr. Jones served as Senior Vice President and Regional Manager from May 2003 to May 2008. Prior to joining Nexstar, Mr. Jones served as Vice President and General Manager at KTVT (CBS) and KTXA (IND), Dallas-Fort Worth, Texas from 1995 to 2003. Prior to that, Mr. Jones served in various management, sales and news positions at KTVT, MMT Sales, Inc., KXAS (NBC), Dallas-Ft. Worth, KLBK (CBS) Lubbock, TX and KXAN (NBC) Austin, TX. Mr. Jones has served as the Chairman of the FOX Affiliates Board of Governors, Vice-Chairman of the Board of the Texas Association of Broadcasters, on the Small Market Advisory Committee of the National Association of Broadcasters and on the Southern Methodist University Journalism Advisory Committee.

Richard Rogala has served as our Senior Vice President, Regional Manager since July 2009. Mr. Rogala has operating responsibility for the Nexstar owned or operated television stations located in the states of Arkansas, Missouri, Illinois and Indiana. Mr. Rogala came to Nexstar from Media General owned WCMH-TV (NBC) in Columbus Ohio. Prior to his position in Columbus, Mr. Rogala served as General Manager of Nexstar s KARK-TV in Little Rock. Previous to his role in Little Rock, Mr. Rogala served as General Manager of WXIN-TV/WTTV-TV in Indianapolis, WFLA-TV in Tampa, WLWT-TV in Cincinnati and WZZM-TV in Grand Rapids. He began his career with Blair Television and served in various sales management roles in St. Louis, Pittsburgh and Dallas.

Blake Russell has served as our Senior Vice-President of Station Operations since November 2008. Prior to that, he served as Vice President Marketing and Operations since October 2007. Before that, Mr. Russell served as Vice President and General Manager at KNWA and KFTA, Ft. Smith/Fayetteville, Arkansas from January 2004 to September 2007 and as our Director of Marketing/Operations at KTAL, Shreveport, Louisiana from 2000 to December 2003.

Marc Montoya has served as our Senior Vice President, eMedia since 2009. Prior to joining Nexstar, Mr. Montoya served as Executive Director for broadband content acquisition and later from broadband advertising and development at AOL from 2002 to 2009. Prior to that time, Mr. Montoya served as Senior Director, Radio and Television at Yahoo! Inc. Prior to that, Mr. Montoya had a variety of roles where he created and managed the Radio and Television division of Broadcast.com, which was acquired by Yahoo! Inc. Prior to joining Broadcast.com, Mr. Montoya was Director of Internet Sales at WFAA-TV (Dallas).

David K. Raucher joined us as our Vice President of Technology in October 2010. Prior to joining Nexstar, Mr. Raucher served as the Chief Information Officer of Rotobrush International, LLC from March 2007 through December 2009. In 2006, Mr. Raucher served as the IT Manager for ChartOne and in 2002 through 2005, served as the Vice President of Technology and Operations for Always24X7 and Soulmate.com. Prior to that, Mr. Raucher served in various roles, including other information technology roles, founding a Voice over IP company, and as a Captain in the US Army Signal Corps. In June 2003, Mr. Raucher filed a petition and was granted a discharge under Chapter 7 of the Bankruptcy Code with the United States Bankruptcy Court, District of Texas, after leaving the business he founded.

Shirley E. Green has served as our Vice President, Controller since October 2008. Ms. Green served as Vice President, Finance from February 2001 to October 2008. Prior to that time, Ms. Green served as our Controller from 1997 to 2001. Prior to joining Nexstar, from 1994 to 1997, Ms. Green was Business Manager at KOCB, Oklahoma City, Oklahoma, which was owned by Superior Communications Group, Inc.

Richard Stolpe has served as our Vice President, Director of Engineering since January 2000. Prior to that time, Mr. Stolpe served as Chief Engineer of WYOU from 1996 to 2000. Prior to joining Nexstar, Mr. Stolpe was employed by WYOU from 1992 to 1996 as Assistant Chief Engineer.

Elizabeth Hammond has served as our Vice President and General Counsel since May 2009. Prior to joining Nexstar, Ms. Hammond served as Vice President Legal Affairs at First Broadcasting Operating, Inc. Prior to that, Ms. Hammond served as Counsel at the law firm of Drinker Biddle & Reath LLP in Washington, D.C.

Erik Brooks has served as a Director since March 2002. Mr. Brooks is a Partner at ABRY, the Company s largest stockholder, which he joined in 1999. Prior to joining ABRY, from 1995 to 1999, Mr. Brooks was a Vice President at NCH Capital, a private equity investment fund. Mr. Brooks currently serves as a director of Monitronics International, Inc., KidzCo LLC, Music Resorts, Inc., HealthPort Incorporated, Automated Healthcare Solutions and ProQuest, Inc. Previously, Mr. Brooks served on the boards of Country Road Communications, LLC, Kidzbob, LLC, Companion Technologies and Billing Services, LLC.

Mr. Brooks s qualifications to serve as a Director include his ability to provide the insight and perspectives of an investment manager, along with his experience in accounting and financial matters. His services on the boards of several private companies in diverse industries allows him to offer a broad perspective on risk management and operating issues facing corporations today. Additionally, he brings the perspective of a large shareholder to our Board discussions and decisions.

Jay M. Grossman has served as a Director since 1997 and was our Vice President and Assistant Secretary from 1997 until March 2002. Mr. Grossman is a Managing Partner of ABRY, the Company s largest stockholder, which he joined in 1996. Prior to joining ABRY, Mr. Grossman was an investment banker specializing in media and entertainment at Kidder Peabody and at Prudential Securities. Mr. Grossman currently serves as a director (or the equivalent) of several private companies including Atlantic Broadband, LLC, Hometown Cable, LLC, Q9 Networks Inc., Gould and Lamb Company, HealthPort Incorporated, Grande Communications Networks LLC, RCN Telecom Services, LLC and Sidera Networks, Inc. Previously Mr. Grossman served on the boards of Wide Open West Holdings, LLC, Consolidated Theaters, LLC, Country Road Communications, LLC, Monitronics International, Inc., Caprock Communications Corp., CyrusOne Networks, LLC, Executive Health Resources, Inc. and Hosted Solutions LLC.

Mr. Grossman s qualifications to serve as a Director include his ability to provide the insight and perspectives of a former investment banker at one of the world s largest investment banks. His prior experience with media and entertainment transactions offer a unique viewpoint as a director. He also oversaw the integration of two middle-market communications companies with differing operations and networks. His service on the boards of several private companies in diverse industries allows him to offer a broad perspective on corporate governance, compensation and operating issues facing corporations today.

Brent Stone has served as a Director since March 2005. Mr. Stone is a Partner at ABRY, the Company s largest stockholder, and has been with the firm since January 2002. Prior to joining ABRY, he was a member of the Investment Banking Department of Credit Suisse First Boston, formerly Donaldson, Lufkin and Jenrette, from 2000 to 2002. From 1999 to 2000, Mr. Stone was an analyst in the Syndicated Finance Group of Chase Securities. Mr. Stone currently serves as a director (or the equivalent) of several private companies, including B&H Education, Inc., ProQuest LLC, Monitronics International, Inc., HealthTrans and KidzBop. Previously Mr. Stone served on the boards of Brash Entertainment, LLC and Legendary Pictures, LLC.

Mr. Stone s qualifications to serve as a Director include his ability to provide the insight and perspectives of a former investment banker at one of the world s largest investment banks. His service as a director of various companies in the media and entertainment sector offers a unique viewpoint as a director. In addition, his involvement in numerous merger and acquisition transactions allows him to offer a broad perspective on potential transactions for Nexstar.

Tomer Yosef-Or has served as a Director since January 2010. Mr. Yosef-Or is a Vice President at ABRY Partners, LLC, the Company s largest stockholder and has been with the firm since 2005. Prior to joining ABRY, Mr. Yosef-Or was a member of the Financial Institution Group at Bear Stearns Investment Banking Department. Previously, he was a member of the Securitization Transaction Group at Deloitte & Touche. Mr. Yosef-Or is involved in media, communications, and business information services investments in the datacenter, satellite communication, post secondary education, and TV broadcasting sectors. Mr. Yosef-Or currently serves as a director (or the equivalent) of several private companies including Q9 Networks and B&H Education, Inc. Previously, Mr. Yosef-Or served on the boards of Caprock Communications Corp., CyrusOne

Networks, LLC and Hosted Solutions LLC.

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Mr. Yosef-Or s qualifications to serve as a Director include his ability to provide the insight and perspectives of a former investment banker at one of the world s largest investment banks. He brings experience with financing and capitalization strategies. His service on the boards of several private companies in diverse industries allows him to offer a broad perspective on risk management and operating issues facing corporations today.

Royce Yudkoff has served as a Director since 1997 and was our Vice President and Assistant Secretary from 1997 until March 2002. Since 1989, Mr. Yudkoff has served as the President and Managing Partner of ABRY, the Company s largest stockholder. Prior to joining ABRY, Mr. Yudkoff was affiliated with Bain & Company, serving as a Partner from 1985 to 1988. Mr. Yudkoff is presently a director (or the equivalent) of several companies, including U.S.A. Mobility, Inc., Talent Partners and Cast & Crew Entertainment Services, LLC. Previously Mr. Yudkoff served on the boards of Muzak Holdings, LLC and Penton Media, Inc.

Mr. Yudkoff s qualifications to serve as a Director include his ability to provide the insight and perspectives of a professional investor in numerous media and communications companies. He brings experience with accounting and financial matters. He also oversaw the integration of two middle-market communications companies with differing operations and networks. His service on the boards of several private companies in diverse industries allows him to offer a broad perspective on corporate governance, risk management and operating issues facing corporations today. Additionally, he brings the perspective of a large shareholder to our Board discussions and decisions.

Geoff Armstrong has served as a Director since November 2003. Mr. Armstrong is Chief Executive Officer of 310 Partners, a private investment firm. From March 1999 through September 2000, Mr. Armstrong was the Chief Financial Officer of AMFM, Inc., which was publicly traded on the New York Stock Exchange until it was purchased by Clear Channel Communications in September 2000. From June 1998 to February 1999, Mr. Armstrong was Chief Operating Officer and a director of Capstar Broadcasting Corporation, which merged with AMFM, Inc. in July 1999. Mr. Armstrong was a founder of SFX Broadcasting, Inc., which went public in 1993, and subsequently served as Chief Financial Officer, Chief Operating Officer, and a director until the company was sold in 1998 to AMFM, Inc. Mr. Armstrong has served as a director and the chairman of the audit committee of Radio One, Inc. since June 2001 and May 2002, respectively. Mr. Armstrong has also served on the boards of Capstar Broadcasting Corporation, AMFM, Inc. and SFX Broadcasting, Inc.

Mr. Armstrong s qualifications to serve as a Director include his extensive experience as the CFO of several publicly traded companies in the broadcast and communications industry, as well as a member of the audit committee of several publicly traded companies. His service on the boards of several other public companies in diverse industries allows him to offer a broad perspective on corporate governance, risk management and operating issues facing corporations today.

Michael Donovan has served as a Director since November 2003. Mr. Donovan is the founder and majority stockholder of Donovan Data Systems Inc., a privately held supplier of computer services to the advertising and media industries. Mr. Donovan has served as Chairman and Chief Executive Officer of Donovan Data Systems Inc. since 1967. Mr. Donovan currently serves as a director of the Statue of Liberty/Ellis Island Foundation. Previously Mr. Donovan served on the board of Yale Divinity School s Center for Faith and Culture.

Mr. Donovan s qualifications to serve as a Director include his ability to provide the insight and perspectives of a successful and long-serving CEO of a supplier of computer services to the advertising and media industries.

I. Martin Pompadur has served as a Director since November 2003. In June of 1998, Mr. Pompadur joined News Corporation as Executive Vice President of News Corporation, President of News Corporation Eastern and Central Europe and a member of News Corporation s Executive Management Committee. In January 2000, Mr. Pompadur was appointed Chairman of News Corp Europe. Mr. Pompadur resigned from News

Corporation in November 2008. He is currently Global Vice Chairman, Media and Entertainment at Macquarie Capital (USA) Inc., as well as an advisor to several companies. Prior to joining News Corporation, Mr. Pompadur was President of RP

Media Management and held executive positions at several other media companies. Mr. Pompadur currently serves as a director of RP Coffee Ventures and IMAX Corporation. Previously Mr. Pompadur served on the boards of News Corporation Europe, Sky Italia, News Out of Home, B.V., Balkan Bulgarian, BSkyB Ltd., Metromedia International Group, Inc., Elong, Seatwave Limited and Linkshare Corporation.

Mr. Pompadur s qualifications to serve as a Director include his ability to offer a broad international perspective on issues considered by the Board and his extensive expertise in the media industry. Mr. Pompadur s service on the executive management committee of News Corporation provides important perspectives on trends in the media industry.

Lisbeth McNabb has served as a Director since May 2006. In May 2007, Ms. McNabb founded w2wlink.com, a professional women s online membership community. Ms. McNabb is the former Chief Financial Officer of Match.com, an online personal service company, where she was employed from March 2005 through 2006. Prior to joining Match.com, Ms. McNabb served as Senior Vice President of Finance and Planning for Sodexho Marriott, an on-site food service and facilities management company, from 2000 to 2005, as Director of Business Planning for Frito-Lay from 1995 to 2000 and, previous to that, held finance leadership roles with American Airlines and JP Morgan Chase. Ms. McNabb is on the advisory boards of American Airlines, Southern Methodist University and several digital and online companies. Previously Ms. McNabb served on the boards of the Dallas Chapter of Financial Executives International, Sammons Art Center, The Family Place and Southern Methodist University Cox School of Business.

Ms. McNabb s qualifications to serve as a Director include her leadership skills in overseeing the founding of an online membership community for professional women, extensive strategy, operations, finance and marketing experience in a wide range of industries and the women segment. In addition to her leadership experience in digital companies, Ms. McNabb also has had financial leadership roles.

Corporate Governance

Committees of the Board of Directors

The Board of Directors currently has the following three standing committees: the Compensation Committee, the Audit Committee and the Nominating and Corporate Governance Committee.

Compensation Committee

The Compensation Committee consists of Messrs. Grossman, Armstrong and Yudkoff. The Compensation Committee met three times during 2009.

The Compensation Committee makes all decisions about the compensation of the Chief Executive Officer and also has the authority to review and approve the compensation for the Company s other executive officers. The primary objectives of the Compensation Committee in determining total compensation (both salary and incentives) of the Company s executive officers, including the Chief Executive Officer, are (i) to enable the Company to attract and retain highly qualified executives by providing total compensation opportunities with a combination of

elements which are at or above competitive opportunities, (ii) to tie executive compensation to the Company s general performance and specific attainment of long-term strategic goals, and (iii) to provide a long-term incentive for future performance that aligns stockholder interests and executive rewards.

The purpose of the Compensation Committee is to establish compensation policies for Directors and executive officers of Nexstar, approve employment agreements with executive officers of Nexstar, administer Nexstar s stock option plans and approve grants under the plans and make recommendations regarding any other incentive compensation or equity-based plans. The Compensation Committee operates under a written charter adopted by the Board of Directors in January 2004.

Audit Committee

The Audit Committee consists of Messrs. Armstrong and Pompadur and Ms. McNabb. The Audit Committee met seven times during 2009. The purpose of the Audit Committee is to oversee the quality and integrity of Nexstar s accounting, internal auditing and financial reporting practices, to perform such other duties as may be required by the Board of Directors, and to oversee Nexstar s relationship with its independent registered public accounting firm. The members of the Audit Committee are independent as that term is defined in the NASDAQ Stock Market Marketplace rules. The Board of Directors has determined that Mr. Armstrong, who served as Chair of the Audit Committee in 2008, is an audit committee financial expert in accordance with the applicable rules and regulations of the Securities and Exchange Commission. Effective for 2009, the Board has appointed Ms. McNabb as Chair of the Audit Committee and has determined that she is an audit committee financial expert . The Audit Committee operates under a written charter adopted by the Board of Directors in January 2004.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee consists of Messrs. Armstrong, Donovan and Pompadur. The Nominating and Corporate Governance Committee did not meet during 2009. The members of the committee are independent as defined in the marketplace rules which govern NASDAQ Stock Market. The purpose of the Nominating and Corporate Governance Committee is to identify individuals qualified to serve on Nexstar s Board of Directors, recommend persons to be nominated by the Board of Directors for election as directors at the annual meeting of stockholders, recommend nominees for any committee of the Board of Directors, develop and recommend to the Board of Directors a set of corporate governance principles applicable to Nexstar and to oversee the evaluation of the Board of Directors and its committees. The Nominating and Corporate Governance Committee operates under a written charter adopted by the Board of Directors in January 2004.

Additional Information Concerning the Board of Directors

During 2009, the full Board of Directors met three times. During 2009, each director attended at least 75% of the meetings of the Board of Directors and committees of the Board of Directors on which they serve, except for Messrs. Stone and Donovan who each attended two of the three full board meetings or 67%.

Because fewer than ten non-management stockholders attended our 2009 Annual Meeting of Stockholders in person, the Board of Directors has not adopted a formal policy with regard to director attendance at the annual meeting of stockholders. Mr. Sook attended the 2009 Annual Meeting of Stockholders.

The Board of Directors has not adopted a nominating policy to be used for identifying and evaluating nominees for director, including director candidates recommended by stockholders, and has not established any specific minimum qualifications that director nominees must possess. Instead, the Nominating and Corporate Governance Committee plans to determine the qualifications and skills required to fill a vacancy to complement the existing qualifications and skills, as a vacancy arises in the Board of Directors. However, if it is determined that a nominating policy would be beneficial to Nexstar, the Board of Directors may in the future adopt a nominating policy.

Nexstar is a controlled company in accordance with rules and regulations of the NASDAQ Stock Market, because ABRY Partners, LLC, through its affiliated funds, controls a majority of the outstanding voting stock. As a result, we are not required to maintain a majority of independent directors on our Board of Directors or to have the compensation of our executive officers and the nomination of directors be

determined by independent directors.

Code of Ethics

The Board of Directors adopted a Code of Ethics that applies to our Chief Executive Officer, Chief Financial Officer, the other executive officers and directors, and persons performing similar functions. The

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purpose of the Code of Ethics is to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, to promote full, fair, accurate, timely and understandable disclosure in periodic reports required to be filed by Nexstar Broadcasting Group, Inc. and its subsidiaries, and to promote compliance with all applicable rules and regulations that apply to Nexstar Broadcasting Group, Inc. and its subsidiaries and their respective officers and directors. The Code of Ethics was attached as an exhibit to Nexstar s Annual Report for the year ended December 31, 2003 on Form 10-K filed with the Securities and Exchange Commission on March 31, 2004.

Compensation Committee Interlocks and Insider Participation

None of our directors or executive officers served, and we anticipate that no member of our Board of Directors or executive officers will serve, as a member of the board of directors or compensation committee of any other company that has one or more executive officers serving as a member of our Board of Directors.

Controlled Company

Nexstar is a controlled company in accordance with rules and regulations of the NASDAQ Stock Market, because ABRY Partners, LLC, through its affiliated funds, controls a majority of the outstanding voting stock. As a result, we are not required to maintain a majority of independent directors on our Board of Directors or to have the compensation of our executive officers and the nomination of directors be determined by independent directors.

Mission s Directors, Executive Officers and Corporate Governance

The following persons are the current executive officers and key employees of Mission:

Name	Age	Position
David S. Smith	55	President, Treasurer and Director
Dennis Thatcher	63	Executive Vice President and Chief Operating Officer

David S. Smith has served as Mission s President and Treasurer since December 1997. Prior to that, Mr. Smith was the General Manager of WSTR television in Cincinnati, Ohio from 1990 to 1995. He is currently an ordained Evangelical Lutheran Church of America pastor.

Mr. Smith s qualifications for being a director of the Company include his years of experience in the television broadcast industry. He is also the sole shareholder of the Company.

Dennis Thatcher has served as Executive Vice President and Chief Operating Officer since October 2004. From November 2003 to March 2004, Mr. Thatcher served as Regional Market Manager for United Media Partners. From November 2002 to October 2003, Mr. Thatcher served as

General Sales Manager of KZTV for Eagle Creek Broadcasting. From July 2000 to October 2002, Mr. Thatcher pursued personal interests. From April 1998 to June 2000, Mr. Thatcher served as Senior Vice President and Central Regional Manager for Paxson Communications.

Code of Ethics

Mission s sole director adopted a code of ethics that applies to Mission s president and treasurer, vice president and secretary, and executive vice president and chief operating officer. The purpose of the code of ethics is to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, to promote full, fair, accurate, timely and understandable disclosure in periodic reports required to be filed by Mission, and to promote compliance with all applicable rules and regulations that apply to Mission and its officers and directors.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Introduction

In this Compensation Discussion and Analysis (CD&A), we provide a detailed discussion and analysis of our compensation program and policies and the critical factors that are considered in making compensation decisions.

The individuals who served as the Company s Chief Executive Officer and Chief Financial Officer during fiscal 2009, along with the other three most highly-compensated executive officers, are collectively referred to as the Named Executive Officers.

Overview and Role of Compensation Committee

The Compensation Committee of the Board of Directors (the Compensation Committee) establishes compensation policies for the directors and executive officers of Nexstar, including the Named Executive Officers. The Compensation Committee approves the employment agreements with the executive officers of Nexstar, administers Nexstar s stock option plans, approves grants under such plans and makes recommendations regarding other incentive compensation or equity-based plans provided to the Named Executive Officers and other executive officers.

Compensation Philosophy and Objectives

The Company s executive compensation program has been developed to incorporate a compensation philosophy consistent with the following primary objectives:

- Attract and retain talented and highly qualified executives in the competitive television broadcasting industry by providing a total compensation package that includes a combination of elements which are at or above competitive opportunities;
- Tie executive compensation, both annual and long-term elements, to the Company s overall performance and specific attainment of long-term strategic goals;
- Provide executives with long-term incentive for future performance that aligns with stockholder interests and maximizes stockholders value over the long-term; and
- Set executive compensation at responsible levels to promote fairness and equity among all employees within our organization.

Defining the Market Benchmarking

We have not engaged a compensation consultant to review our policies and procedures concerning executive compensation. Our Chief Executive Officer conducts an annual benchmark review of the aggregate level of our executive compensation, as well as the mix of elements within our executive compensation program. This benchmarking review encompasses analyzing proxy information of approximately 15 multi-media companies that have a broadcast component (peer group), as disclosed in their most recent proxy information filing with the Securities and Exchange Commission. The peer group is primarily comprised of the companies in the table below:

Acme	Gray	News Corp
Belo Corp	Hearst-Argyle	Scripps
CBS CI. B	Journal Communications	Sinclair
Fisher	LIN TV	Washington Post
Gannett	Meredith	Young

This review provides a foundation for ensuring that our executive compensation levels remain competitive in relation to this peer group and is generally refreshed prior to the hiring or replacement of an executive officer or when an existing officer s employment contract is renewed. One of the primary objectives of the Company s executive compensation program is to provide compensation near the median market pay level based on our benchmarking review of peer group companies, when warranted by Company results and individual contribution. We believe that such benchmarking is useful because we recognize that our compensation practices must be competitive in the television broadcasting industry. By targeting Named Executive Officer compensation to the compensation practices of the Company s peer group, the Company enhances its ability to attract and retain talented and highly qualified executives, which is fundamental to the Company s growth and delivery of value to its stockholders. In addition, peer group information is one of the many factors we consider in assessing the reasonableness of compensation of our Named Executive Officers.

Elements of Compensation

The principal elements of the Company s executive compensation consist of the following:

- Base Salary
- Annual Cash Bonuses
- Stock Options
- Other Stock-Based Compensation
- Perquisites and Other Compensation
- Health Benefits
- Severance Benefits and Change in Control Provisions

Base Salary

The annual base salary of the Company s Named Executive Officers is established by individual employment agreements, see Executive Compensation Employment Agreements . The purpose of the base salary is to provide each Named Executive Officer with a set amount of cash compensation that is not variable in nature and that is generally competitive with market practices. The base salary is established based on the scope of the executive s responsibilities, taking into account competitive market compensation paid by peer group companies for similar positions. Generally, we target the executives base salaries near the median market pay level of our benchmarking review of peer group companies. Under each employment agreement, base salaries are increased on an annual basis. Annual salary increases for the Named Executive Officers are generally consistent, on a percentage basis, with those received by non-executive employees. See Executive Compensation Employment Agreements for a discussion of any changes to the employment agreements of Named Executive Officers in 2009 and the effect they had on base salaries.

Annual Cash Bonuses

Under the terms of their employment agreements, each Named Executive Officer is eligible to earn a targeted annual cash bonus up to an amount equal to a specified percentage of such executive s salary. For the Chief Executive Officer, Chief Financial Officer and the two Co-Chief Operating Officers, their annual cash bonus is targeted to be approximately 50% of their annual base salary. For the Controller, the target annual cash bonus is 20% of annual base salary. The overall performance of the Company determines what percentage, if any, of the target bonus will be paid out, with net revenues and EBITDA as the primary performance measures. If the Company attains the annually budgeted amounts for net revenue and EBITDA, then it is likely that 100% of the targeted bonus will be paid. However, the Chief Executive Officer, with the approval of the Compensation Committee, may increase the annual bonus paid to our other Named Executive Officers, and the Compensation

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Committee may increase the annual bonus paid to our Chief Executive Officer. Likewise, if the Company does not achieve its performance benchmarks, then an amount less than the full bonus may be paid. However, the Company does not utilize defined formulas to determine what percentage of the target bonuses will be paid to its executive officers, including its Named Executive Officers. Ultimately, the payment of cash bonuses is made on a discretionary basis and is determined based on an evaluation of each executive s individual contribution to the overall performance of the Company.

Historically, when determining the amount of bonus and incentive compensation to be paid to executive officers, the Compensation Committee reviews and considers the following information:

- Evaluations of each of the Named Executive Officers, as well as feedback from the full Board of Directors, regarding each Named Executive Officer s performance;
- The Chief Executive Officer s review and evaluation of each of the other Named Executive Officers, addressing individual performance and the results of operations of the business areas and departments for which such executive had responsibility, which the Compensation Committee discusses with the Chief Executive Officer;
- The financial performance of the Company, including (i) the stock price of the Company and (ii) revenue growth of the Company; and
- Total proposed compensation, as well as each element of proposed compensation, taking into account the recommendations of the Chief Executive Officer.

For 2009, no performance bonuses were paid to any of the Named Executive Officers, see Executive Compensation Employment Agreements for discussion of the signing bonus paid to Perry Sook in 2008, a portion of which was earned in 2009, as well as the bonus paid to Shirley Green for serving as Interim Chief Financial Officer in 2009). The decision by the Compensation Committee to not pay any performance bonuses for 2009 was primarily due to the economic slowdown and the resulting negative impact on television advertising spending, which caused the Company to miss its performance targets and an overall sensitivity to the current recession.

Stock Options and Other Stock-Based Compensation

The Company believes that the granting of stock options is the most appropriate form of long-term compensation since it provides incentive to promote the long-term success of the Company in line with stockholders interest. The Company s stock option plans are intended to motivate and reward the executive officers and to retain their continued services while providing long-term incentive opportunities including the participation in the long-term appreciation of our common stock value.

The number of stock options awarded to an executive officer during a given year is discretionary and is determined by the Compensation Committee, based on the contribution of the individual to the Company s attainment of annual goals, including net revenue and EBITDA. Just as with cash bonuses, there is no defined formula for how many options will be awarded to a Named Executive Officer.

In 2009, options were granted to the Named Executive Officers in June 2009, except for Mr. Carter who received an option award in August 2009, when he joined the company. In 2008, no options were granted primarily due to the Company not achieving its performance targets and

the decrease in the value of the Company s common stock and the desire by the Compensation Committee to conserve the number of shares available under our equity plans for future issuances. For 2007, the granting of stock options to the Named Executive Officers occurred during December. The Compensation Committee awards stock options to the four non-CEO Named Executive Officers based on the recommendation of the Chief Executive Officer, who evaluates their performance in meeting the goals established at the beginning of each year. The Compensation Committee awards stock options to the Chief Executive Officer primarily based on the overall performance of the Company.

The Company currently maintains two equity compensation plans (collectively, the Equity Plans), which provide for the granting of stock options, stock appreciation rights, restricted stock and performance awards. Awards made under the Company s Equity Plans have consisted almost exclusively of the granting of non-qualified stock options. With certain limited exceptions, stock option awards vest 20% per year over a five-year period, dependent on continued employment. The exercise price of stock options may not be less than the market price of the Company s Class A Common Stock on the date of grant. Stock option awards must be exercised within ten years of the date of grant of the option, subject to earlier expiration upon termination of the individual s employment. The provisions of the Equity Plans limit the number of options that may be granted to any one individual in a calendar year to 10% of the total number of options authorized under each plan.

Perquisites and Other Compensation

All other compensation for the Named Executive Officers includes automobile allowances paid by the Company, the value of the personal use of an automobile and group life insurance paid by the Company. In 2007, the Company made 401(k) matching contributions. In 2008 and 2009, the Company suspended its matching contributions.

Health Benefits

All full-time employees, including our Named Executive Officers, may participate in our health benefit program, including medical, dental and vision care coverage, disability insurance and life insurance.

Severance Benefits and Change in Control Provisions

All of our Named Executive Officers have entered into employment agreements with us. These employment agreements, among other things, provide for severance compensation to be paid to the executives if they are terminated upon a change of control of the Company, or for reasons other than cause or if they resign for good reason, as defined in the agreement, see Executive Compensation Payments Upon a Termination Change in Control .

Determination of 2009, 2008 and 2007 Compensation

The Compensation Committee reviewed compensation levels for the Named Executive Officers for 2007 through 2009 and considered various factors, including the executive s job performance, the compensation level of competitive jobs and the financial performance of the Company. For the executive officers other than the Chief Executive Officer, the Compensation Committee considers the recommendations of the Chief Executive Officer. The Compensation Committee approves the primary components of compensation for each Named Executive Officer, including any annual cash bonus and grant of stock options.

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Compensation of Named Executive Officers

The following table contains a summary of the annual, long-term and other compensation paid or accrued during the fiscal years ended December 31, 2009, 2008 and 2007 to our Named Executive Officers.

2009 Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)(3)	Total ($)
Perry A. Sook	2009	$ 895,385	$ 116,667	$	$ 146,250			$ 1,693	$ 1,159,995
President, Chief Executive Officer and	2008	748,846						7,733	756,579
Director	2007	694,271	250,000		1,362,000			17,149	2,323,420
Thomas E. Carter	2009	150,000			72,300			2,581	224,881
Chief Financial Officer and Executive Vice President									
Timothy C. Busch	2009	345,577			29,250			456	375,283
Executive Vice President,	2008	318,112						1,010	319,122
Co-Chief Operating Officer	2007	279,556	50,000		113,500			9,169	452,225
Brian Jones	2009	345,582			20,475			5,769	371,826
Executive Vice President,	2008	317,885						6,360	324,245
Co-Chief Operating Officer	2007	281,248	62,500		181,600			15,394	540,742
Shirley E. Green	2009	201,096	20,000		11,700			3,488	236,284
Vice President, Controller	2008	196,115						5,617	201,732
Matthew E. Devine(2)	2009	157,072						2,308	159,380
Chief Financial Officer and Executive Vice	2008	369,154						7,032	376,186
President	2007	353,742	87,500		272,400			12,483	726,125

(1) Represents the grant date fair value of the awards computed in accordance with FASB Topic 718. See the notes to the Company s consolidated financial statements in our 2009 Annual Report on Form 10-K for a discussion of the assumptions made in the valuation of these awards.

(2) Effective May 11, 2009, Matthew E. Devine resigned his position as Chief Financial Officer.

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(3) All Other Compensation amounts in the Summary Compensation Table consist of the following items:

Name	Year	Perquisites and Other Personal Benefits ($)(a)	Tax Reimbursements ($)	Insurance Premiums ($)(b)	Company Contributions to Retirement and 401(k) Plans ($)	Severance Payments / Accruals ($)	Change in Control Payments / Accruals ($)	Total ($)
Perry A. Sook	2009	$ 451		$ 1,242	$	$		$ 1,693
	2008	6,215		1,518				7,733
	2007	8,108		6,441	2,600			17,149
Thomas E. Carter	2009	2,538		43				2,581
Timothy C. Busch	2009	96		360				456
	2008	650		360				1,010
	2007	879		5,690	2,600			9,169
Brian Jones	2009	5,769						5,769
	2008	6,000		360				6,360
	2007	6,000		5,810	3,584			15,394
Shirley E. Green	2009	3,128		360				3,488
	2008	5,257		360				5,617
Matthew E. Devine	2009	2,308						2,308
	2008	6,000		1,032				7,032
	2007	6,000		6,483				12,483

(a) Consists of automobile allowance paid by the Company and the value of the personal use of automobiles.
(b) Represents health care insurance premiums paid by the Company and group life insurance coverage paid by the Company.

2009 Grants of Plan-Based Awards

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)	(#)	($/Sh)	($)
Perry A. Sook	06/12/2009								250,000	$ 0.82	$ 146,250
Thomas E. Carter	08/03/2009								100,000	$ 1.00	72,300
Timothy C. Busch	06/12/2009								50,000	$ 0.82	29,250
Brian Jones	06/12/2009								35,000	$ 0.82	20,475
Shirley E. Green	06/12/2009								20,000	$ 0.82	11,700
Matthew E. Devine											

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2009 Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information as of December 31, 2009 concerning outstanding equity awards held by the Named Executive Officers listed in the Summary Compensation Table.

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable(1)	Number of Securities Underlying Unexercised Options (#) Unexercisable(1)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date (2)	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
Perry A. Sook	300,000			$ 14.00	11/28/2013				
	300,000			$ 8.63	12/15/2014				
	240,000	60,000		$ 4.37	12/15/2015				
	180,000	120,000		$ 4.90	12/19/2016				
	120,000	180,000		$ 9.02	12/20/2017				
		250,000		$ 0.82	06/12/2019				
Thomas E. Carter		100,000		$ 1.00	08/03/2019				
Timothy C. Busch	50,000			$ 14.00	11/28/2013				
	20,000			$ 8.63	12/15/2014				
	20,000	5,000		$ 4.37	12/15/2015				
	18,000	12,000		$ 4.90	12/19/2016				
	10,000	15,000		$ 9.02	12/20/2017				
		50,000		$ 0.82	06/12/2019				
Brian Jones	50,000			$ 14.00	11/28/2013				
	20,000			$ 8.63	12/15/2014				
	20,000	5,000		$ 4.37	12/15/2015				
	18,000	12,000		$ 4.90	12/19/2016				
	16,000	24,000		$ 9.02	12/20/2017				
		35,000		$ 0.82	06/12/2019				
Shirley E. Green	30,000			$ 14.00	11/28/2013				
	10,000			$ 8.63	12/15/2014				
	12,000	3,000		$ 4.37	12/15/2015				
	6,000	4,000		$ 4.90	12/19/2016				
	4,000	6,000		$ 9.02	12/20/2017				
		20,000		$ 0.82	06/12/2019				
Matthew E. Devine				$					

(1) Unless otherwise noted, stock options vest at a rate of twenty percent each year until the award is fully vested on the fifth anniversary of the grant date.
(2) Stock options expire ten years from the date of grant.

2009 Option Exercises and Stock Vested

The following table sets forth information concerning option exercises and stock vested for each of the Named Executive Officers listed in the Summary Compensation Table during the fiscal year ended December 31, 2009:

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized On Vesting ($)**
Perry A. Sook				
Thomas E. Carter				
Timothy C. Busch				
Brian Jones				
Shirley E. Green				
Matthew E. Devine				

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Potential Payments Upon Termination Or Change In Control

Each of our Named Executive Officers has entered into an employment agreement with the Company, see Executive Compensation Employment Agreements . Included in each employment agreement are provisions regarding termination of employment, including a change in control of the Company. The circumstances that would result in the payment of severance compensation and other benefits under the employment agreements are identical for each of the Named Executive Officers.

As defined in the employment agreements, there are three different circumstances that would result in the payment of severance compensation, each as defined in the employment agreements, as follows: (1) change in control of the Company; (2) termination by the Company for reasons other than cause; and (3) resignation by the Named Executive Officer with good reason.

In the event of termination for any of the above reasons, as defined in the employment agreements, each Named Executive Officer is eligible to receive his base salary for a period of one year (except for Mr. Sook who would receive two years base salary plus target bonus) and is eligible to receive continued coverage under the Company s healthcare insurance plan in accordance with the continuation requirements of COBRA for one year with premiums paid by Nexstar.

The following table sets forth potential payments to our Named Executive Officers under their employment agreements, for various circumstances involving the termination of employment of our Named Executive Officers or change in control of the Company, assuming a December 31, 2009 termination date.

Name	Executive Benefits and Payments Upon Termination	Death ($)	Disability ($)	Change In Control ($)	Involuntary for Cause Termination ($)	Involuntary Not for Cause Termination ($)	Voluntary Termination With Good Reason ($)	Voluntary Termination Without Good Reason ($)
Perry A. Sook	Severance payments			$ 2,850,000		$ 2,850,000	$ 2,850,000	
	Healthcare benefits continuation			15,132		15,132	15,132	
Thomas E. Carter	Severance payments			394,137		394,137	394,137	
	Healthcare benefits continuation			15,132		15,132	15,132	
Timothy C. Busch	Severance payments			355,833		355,833	355,833	
	Healthcare benefits continuation			15,132		15,132	15,132	
Brian Jones	Severance payments			355,833		355,833	355,833	
	Healthcare benefits continuation			15,132		15,132	15,132	
Shirley E. Green	Severance payments			206,250		206,250	206,250	

Healthcare benefits continuation	15,132	15,132	15,132

Executive Employment Agreements

The Company currently has an employment agreement in place with each of its Named Executive Officers. The following is summarized information related to the base salary, annual cash bonus and severance compensation and termination provisions contained in the employment agreement of each Named Executive Officer.

Perry A. Sook

Mr. Sook is employed as President and Chief Executive Officer under an employment agreement with us. The term of the agreement expires on December 31, 2011 and automatically renews for successive one-year

periods unless either party notifies the other of its intention not to renew the agreement. Under the agreement, Mr. Sook s base salary was $750,000 in 2008, and $900,000 in 2009, and is $950,000 in 2010 and $1,000,000 in 2011. In addition to his base salary, Mr. Sook was eligible to earn a targeted annual bonus of $375,000 for 2008 and $450,000 for 2009, and is eligible to earn a targeted annual bonus of $475,000 for 2010 and $500,000 for 2011, upon achievement of goals established by our Board of Directors. In the event of termination for reasons other than cause, or if Mr. Sook resigns for good reason, as defined in the agreement, Mr. Sook is eligible to receive his base salary and target bonus for a period of two years and is eligible to receive continued coverage under the Company s healthcare insurance plan in accordance with the continuation requirements of Consolidated Omnibus Budget Reconciliation Act of 1985 (COBRA) for one year with premiums paid by Nexstar.

Mr. Sook s employment agreement was renewed on November 13, 2008. Under the new agreement, Mr. Sook received an increase in base salary for 2009 and beyond primarily because of his increased responsibility for overseeing the maintenance and renewal of retransmission consent agreements and the ongoing development of on-line media sales and other sources of revenue. Mr. Sook received a $350,000 signing bonus for renewing his contract, which is earned over the three year period beginning January 1, 2009. The bonus was given both as a reward for Mr. Sook s early success in renegotiating various retransmission consent agreements in 2008 and as an incentive for his continued employment with Nexstar. The signing bonus is repayable to the Company on a pro-rata basis if Mr. Sook voluntarily resigns or retires prior to December 31, 2011.

Thomas E. Carter

Effective August 3, 2009, Mr. Carter became Chief Financial Officer and Executive Vice President under an employment agreement with us. The term of the agreement expires on August 2, 2014 and automatically renews for successive one-year periods unless either party notifies the other of its intention not to renew the agreement. Under the agreement, Mr. Carter s base salary is $390,000 from August 3, 2009 through August 2, 2010, $400,000 from August 3, 2010 through August 2, 2011, $410,000 from August 3, 2011 through August 2, 2012, $420,000 from August 3, 2012 through August 2, 2013 and $430,000 after August 3, 2013. In addition to his base salary, Mr. Carter is eligible to earn a targeted annual bonus of $195,000 for 2009, $200,000 for 2010, $205,000 for 2011, $210,000 for 2012, and $215,000 for 2013, at the discretion of our Chief Executive Officer and the Compensation Committee of the Board of Directors of the Company, based on Mr. Carter s achievement of goals established by our Chief Executive Officer and the Compensation Committee. In the event of termination for reasons other than cause, or if Mr. Carter resigns for good reason, as defined in the agreement, Mr. Carter is eligible to receive his base salary and paid COBRA premiums for a period of one year.

Timothy C. Busch

Mr. Busch is employed as Executive Vice President and Co-Chief Operating Officer under an employment agreement with us. The initial term of his agreement expires on May 31, 2013 and automatically renews for successive one-year periods unless either party notifies the other of its intention not to renew the agreement. Under the agreement, Mr. Busch s base salary is $340,000 from June 1, 2008 through May 31, 2009, $350,000 from June 1, 2009 through May 31, 2010, $360,000 from June 1, 2010 through May 31, 2011, $370,000 from June 1, 2011 through May 31, 2012 and $380,000 thereafter. In addition to his base salary, Mr. Busch was eligible to earn a targeted annual bonus of $170,000 for 2008 and is eligible to earn a targeted annual bonus of $175,000 for 2009, $180,000 for 2010, $185,000 for 2011 and $190,000 for 2012 at the discretion of our Chief Executive Officer, based on Mr. Busch s attainment of goals set by our Chief Executive Officer. In the event of termination upon change of control or for reasons other than cause, or if Mr. Busch resigns for good reason, as defined in the agreement, Mr. Busch is eligible to receive his base salary for a period of one year and is eligible to receive continued coverage under the Company s healthcare insurance plan in accordance with the continuation requirements of COBRA for one year with premiums paid by Nexstar.

Brian Jones

Mr. Jones is employed as Executive Vice President and Co-Chief Operating Officer under an employment agreement with us. The initial term of his agreement expires on May 31, 2013 and automatically renews for successive one-year periods unless either party notifies the other of its intention not to renew the agreement. Under the agreement, Mr. Jones base salary is $340,000 from June 1, 2008 through May 31, 2009, $350,000 from June 1, 2009 through May 31, 2010, $360,000 from June 1, 2010 through May 31, 2011, $370,000 from June 1, 2011 through May 31, 2012 and $380,000 thereafter. In addition to his base salary, Mr. Jones was eligible to earn a targeted annual bonus of $170,000 for 2008 and is eligible to earn a targeted annual bonus of $175,000 for 2009, $180,000 for 2010, $185,000 for 2011 and $190,000 for 2012 at the discretion of our Chief Executive Officer, based on Mr. Jones attainment of goals set by our Chief Executive Officer. In the event of termination upon a change of control or for reasons other than cause, or if Mr. Jones resigns for good reason, as defined in the agreement, Mr. Jones is eligible to receive his base salary for a period of one year and is eligible to receive continued coverage under the Company s healthcare insurance plan in accordance with the continuation requirements of COBRA for one year with premiums paid by Nexstar.

Shirley E. Green

Ms. Green is employed as Vice President, Controller under an employment agreement with us. The initial term of her agreement expires on October 1, 2011 and automatically renews for successive one-year periods unless either party notifies the other of its intention not to renew the agreement. Under the agreement, Ms. Green s base salary is $200,000 from October 1, 2008 through September, 30 2009, $205,000 from October 1, 2009 through September 30, 2010, and $210,000 thereafter. In addition to her base salary, Ms. Green was eligible to earn a targeted annual bonus of $40,000 for 2008 and is eligible to earn a targeted annual bonus of $41,000 for 2009 and $42,000 for 2010 at the discretion of our Chief Executive Officer, based on Ms. Green s attainment of goals set by our Chief Executive Officer. In the event of termination upon a change of control or for reasons other than cause, or if Ms. Green resigns for good reason, as defined in the agreement, Ms. Green is eligible to receive her base salary for a period of one year and is eligible to receive continued coverage under the Company s healthcare insurance plan in accordance with the continuation requirements of COBRA for one year with premiums paid by Nexstar.

Ms. Green served as our Interim Chief Financial Officer beginning with the resignation of Matthew E. Devine on May 11, 2009, until Thomas E. Carter joined the Company in August 2009. For her service in this capacity, Ms. Green was paid a one-time $20,000 bonus in 2009.

Compensation of Directors

Overview of Compensation and Procedures

Nexstar employees do not receive compensation for services as directors, and ABRY nominees have historically agreed that they would not receive compensation for their Nexstar Board services including for 2009. Accordingly, Messrs. Sook, Brooks, Grossman, Stone, Yosef-Or and Yudkoff serve on the Board of Directors without additional compensation. Messrs. Donovan, Armstrong and Pompadur each received an annual retainer of $15,000 and Ms. McNabb received an annual retainer of $22,500 for 2009. In addition, Messrs. Donovan, Armstrong and Pompadur and Ms. McNabb each received $1,500 for each in-person meeting that they attended and $750 for each telephonic meeting that they attended of the Board of Directors or committee thereof of which they are a member. In addition, members of the Board of Directors are reimbursed for expenses they incur in attending meetings.

Directors hold office until the next meeting of the stockholders of Nexstar for the election of directors and until their successors are elected and qualified. There are no family relationships among directors or executive officers of Nexstar.

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2009 Director Compensation Table

The following table sets forth information concerning compensation to each of our directors (excluding the Named Executive Officer who is also a director disclosed in the Summary Compensation Table) during the fiscal year ended December 31, 2009:

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)(2)	Total ($)
Geoff Armstrong	$ 23,250		$ 2,925			$ 2,760	$ 28,935
Michael Donovan	17,250		2,925				20,175
I. Martin Pompadur	24,750		2,925			874	28,549
Lisbeth McNabb	33,000		2,925			1,323	37,248

(1) Represents the grant date fair value of the 2009 awards computed in accordance with FASB Topic 718. The aggregate option awards outstanding for each person in the table set forth above as of December 31, 2009 are as follows:

Name	Vested	Unvested
Geoff Armstrong	38,000	17,000
Michael Donovan	38,000	17,000
I. Martin Pompadur	38,000	17,000
Lisbeth McNabb	10,000	15,000

Stock options vest at a rate of twenty percent each year until the award is fully vested on the fifth anniversary of the grant date and expire ten years from the date of grant.

(2) Represents reimbursed travel expenses incurred to attend board of directors meetings.

Mission s Compensation Discussion and Analysis

Mission has entered into a management services agreement with its President which provides for compensation in exchange for performing certain services in connection with the ownership and operations of Mission s television stations. Under the agreement, Mission s President David S. Smith is compensated up to $0.4 million per year.

Mission s Chief Operating Officer is compensated based on his scope of responsibilities, taking into account competitive market compensation paid by other similarly situated companies for this position. The Chief Operating Officer s salary is reviewed annually, and adjusted to ensure its alignment with market levels and taking into account individual accomplishments and overall performance in the past year.

At this time, no other form of compensation is provided to the Company s executive officers.

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The following table sets forth the compensation earned or awarded for services rendered to Mission by its executive officers for the fiscal year ended December 31, 2009.

Summary Compensation Table

	Year	Salary	Bonus	Stock Awards	Option Awards (in thousands)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Non-Qualified Deferred Compensation Earnings	All Other Compensation	Total
David S. Smith	2009	$ 405,000	$	$	$	$	$	$	$ 405,000
President, Treasurer and Director	2008	305,000							305,000
	2007	250,000	130,000						380,000
Nancie J. Smith	2009								
Vice President and Secretary	2008	3,120							3,120
	2007	6,240							6,240
Dennis Thatcher	2009	142,120							142,120
Executive Vice President and Chief	2008	139,600							139,600
Operating Officer	2007	111,538	25,000						136,538

Employment Agreements

Mission is a party to a management services agreement with David S. Smith and Nancie J. Smith. Under this agreement, David S. Smith is paid up to $0.4 million per year for certain management services and Nancie J. Smith is paid by the hour for certain management services. Effective July 1, 2008, Nancie J. Smith is no longer an employee of the Company.

PRINCIPAL EQUITYHOLDERS

The equity interests of Nexstar Broadcasting are indirectly 100% owned by our ultimate parent company, Nexstar Broadcasting Group, Inc.

David Smith owns 100% of the equity interest in Mission, which comprises 1,000 shares of common stock.

SECURITY OWNERSHIP AND CERTAIN BENEFICIAL OWNERS

The following table sets forth certain information regarding the beneficial ownership of Nexstar s Common Stock as of December 13, 2010 by (i) those persons known to Nexstar to be the beneficial owners of more than five percent of the outstanding shares of Common Stock of Nexstar, (ii) each director of Nexstar, (iii) the Named Executive Officers listed in the Summary Compensation Table and (iv) all directors and executive officers of Nexstar as a group. Under such rules, beneficial ownership includes any shares as to which the entity or individual has sole or shared voting power or investment power and also any shares that the entity or individual had the right to acquire as of February 11, 2011 (60 days after December 13, 2010) through the exercise of any stock option or other right. This information has been furnished by the persons named in the table below or in filings made with the Securities and Exchange Commission. Where the number of shares set forth below includes shares beneficially owned by spouses and minor children, the named persons disclaim any beneficial interest in the shares so included. Unless otherwise indicated, a person s address is c/o Nexstar Broadcasting Group, Inc., 5215 North O Connor Blvd., Suite 1400, Irving, TX 75039.

Beneficial Ownership Table

	Class A Common Stock			Class B Common Stock		Class C Common Stock		Percent of Total	
Name of Beneficial Owner	**Direct Ownership**	**Vested Options**	**Percent**	**Number**	**Percent**	**Number**	**Percent**	**Economic Interest**	**Voting Power**
Beneficial Owners of More Than 5%:									
ABRY (1)	3,490,883		23.2%	13,024,501	97.1%			58.1%	89.7%
FMR Corp. (2)	1,950,200		13.0%					6.9%	1.3%
Amalgamated Gadget, L.P. (3)	1,174,524		7.8%					4.1%	*
Renaissance Technologies LLC (4)	875,900		5.8%					3.1%	*
Bank of America Corp. (5)	957,076		6.4%					3.4%	*
Current Directors and Nominees:									
Royce Yudkoff (6)(7)	3,490,883		23.2%	13,024,501	97.1%			58.1%	89.7%
Perry A. Sook (8)	368,119	1,370,000	11.6%	387,087	2.9%			7.5%	3.8%
Tomer Yosef-Or (7)			*					*	*
Erik Brooks (7)	30,500		*					*	*
Jay M. Grossman (7)	100,000		*					*	*
Brent Stone (7)			*					*	*
Geoff Armstrong		45,000	*					*	*
Michael Donovan	6,700	45,000	*					*	*
I. Martin Pompadur	3,730	45,000	*					*	*
Lisbeth McNabb		15,000	*					*	*
Current Named Executive Officers:									
Thomas E. Carter	697	40,000	*					*	*
Brian Jones	10,500	150,000	1.1%					*	*
Timothy C. Busch	25,214	144,000	1.1%					*	*

Shirley E. Green	18,497	73,000	*			*	*
All current directors and executive officers as a group (20 persons)	4,102,825	2,062,000	41.0%	13,411,588	100.0%	68.8%	94.1%

* Represents less than 1%.

(1) Represents 7,147,964 shares of Class B Common Stock owned by ABRY Broadcast Partners II, L.P.; and 3,490,883 shares of Class A Common Stock and 5,876,537 shares of Class B Common Stock owned by ABRY Broadcast Partners III, L.P., which are affiliates of ABRY Broadcast Partners, LLC. The address of ABRY is 111 Huntington Avenue, 30 th Floor, Boston, MA 02199.

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(2) The number of shares is derived from the Schedule 13G filed with the SEC on February 17, 2009. The address of FMR Corp. is 82 Devonshire Street, Boston, MA 02109.
(3) The number of shares is derived from the Schedule 13G/A filed with the SEC on February 11, 2010. The address of Amalgamated Gadget, L.P. is 301 Commerce Street, Suite 2975, Fort Worth, TX 76102.
(4) The number of shares is derived from the Schedule 13G/A filed with the SEC on February 12, 2010. The address of Renaissance Technologies LLC is 800 Third Avenue, New York, NY 10022.
(5) The number of shares is derived from the Schedule 13G filed with the SEC on February 3, 2010. The address of Bank of America Corporation is 100 North Tryon Street, Charlotte, NC 28255.
(6) Mr. Yudkoff is the sole trustee of ABRY Holdings III, Co., which is the sole member of ABRY Holdings III LLC, which is the sole general partner of ABRY Equity Investors, L.P., the sole general partner of ABRY Broadcast Partners III, L.P. Mr. Yudkoff is also the trustee of ABRY Holdings Co., which is the sole member of ABRY Holdings LLC, which is the sole general partner of ABRY Capital, L.P., which is the sole general partner of ABRY Broadcast Partners II, L.P.
(7) The address of Mr. Yudkoff, Mr. Yosef-Or, Mr. Brooks, Mr. Grossman and Mr. Stone is the address of ABRY.
(8) Represents shares owned by PS Sook Ltd., of which Mr. Sook and his spouse are the beneficial owners.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Related Party Transactions Policy and Procedures

Our board of directors has not adopted a written policy or procedure for the review, approval and ratification of related party transactions, as the Audit Committee Charter already requires the Audit Committee to review all relationships and transactions in which the Company and our employees, directors and officers or their immediate family members are participants to determine whether such persons have a direct or indirect material interest. Based on all the relevant facts and circumstances, our Audit Committee will decide whether the related-party transaction is appropriate and will approve only those transactions that are in the best interests of the Company.

All employees sign a conflict of interest statement annually, and we require our directors and executive officers to complete annually a directors and officers questionnaire which requires disclosure of any related-party transactions. As required under SEC rules, transactions that are determined to be directly or indirectly material to the Company or a related person are disclosed in our periodic filings as appropriate.

Retransmission Agreement

Nexstar is party to a retransmission consent agreement, dated as of December 31, 2008 (the Retransmission Consent Agreement), with an affiliate of Atlantic Broadband Finance, LLC (Atlantic Broadband), a national cable systems operator. FCC rules require Nexstar to enter into either a retransmission consent or must carry agreement with every cable company that operates in any of its markets. Atlantic Broadband operates in the Hagerstown, MD; Erie, PA; Altoona, PA and Wilkes-Barre, PA markets. Accordingly, pursuant to FCC rules, Nexstar entered into the Retransmission Consent Agreements. Revenue from the Retransmission Consent Agreement with Atlantic Broadband for fiscal 2009 and 2008 was approximately $750,000 and $20,000, respectively. For fiscal 2010, the Company estimates that the Retransmission Consent Agreement will result in revenue of approximately $800,000.

Affiliates of ABRY Broadcast Partners, LLC, our largest stockholder, hold a controlling equity stake in Atlantic Broadband. Five of our directors, Messrs. Brooks, Grossman, Stone, Yosef-Or and Yudkoff, hold positions at ABRY. Mr. Yosef-Or is a Vice President of ABRY, Mr. Stone is a Principal of ABRY; Mr. Brooks serves as Partner; and Messrs. Grossman and Yudkoff each serve as Managing Partner of ABRY. Mr. Yudkoff also serves as President of ABRY.

Mission Agreements

We and Mission are party to various local service agreements with Mission-owned stations. Under these agreements, Mission is responsible for certain operating expenses of its stations and therefore may have unlimited exposure to any potential operating losses. Mission will continue to operate its stations under the SSAs and JSAs or TBAs until the termination of such agreements. The SSAs and JSAs generally have a term of ten years. Nexstar indemnifies Mission for Nexstar s activities pursuant to the local service agreements.

For disclosure of the amounts of revenue associated with and the fees incurred by Mission pursuant to the local service agreements Mission s stations have with us, we refer you to Note 21 of our financial sta