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Broadcast advertising revenue is generally higher in even-numbered years due to political election spending and advertising revenue generated from the Olympic Games. Increased consumer advertising in the spring and for the holiday season generates higher advertising revenue in the second and fourth quarters of each year.

Broadcast Regulation

All of the Company's stations are broadcasting a digital signal and are operating with final, full post-digital transition facilities. As a result of the digital transition and the adoption of a digital mobile standard, television broadcast stations can provide mobile digital television in addition to traditional free, over-the-air programming that is now delivered in standard or high definition. The Company believes mobile television can increase its viewership and generate additional revenues; however, the Company expects this to occur slowly over the coming years. The Company is a founding member of a group of local and national broadcasters working to develop over-the-air television for mobile devices in several U.S. markets. The Company is currently providing mobile television service in Tampa, Florida; Raleigh, North Carolina; Columbus, Ohio; and Birmingham, Alabama.

The Company's revenue is primarily driven by advertiser spending, which is generally lower in the first and third fiscal quarters as consumer activity slows during those periods. Additionally, broadcast advertising revenue tends to be higher in even-numbered years, when both political and Olympics advertising occurs. The level of advertising revenue across its television stations is also dependent on a variety of factors including:

- economic conditions and demographics of the Company's markets which are concentrated in the Southeast;
 - the popularity of programming offered by the Company's stations;
 - variability in pricing for local and national advertising;
- the volume of political advertising which may be constrained by campaign finance laws;
- competition from other television broadcasters, websites and other media outlets; and
- the financial health of large advertisers, particularly those in the automotive industry.

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Media General, Inc.
 Condensed Consolidating Statements of Operations and Comprehensive Loss
 Fiscal Year Ended December 26, 2010
 (In thousands)

	Media General Corporate	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Media General Consolidated
Station revenue (less agency commissions)	\$32,356	\$409,603	\$ -	\$(137,161)	\$304,798
Operating costs:					
Station production expenses	-	118,354	-	(312)	118,042
Station, selling, general, and administrative expenses	-	217,982	-	(136,860)	81,122
Corporate and other expenses	33,395	2,412	(233)	-	35,574
Depreciation and software amortization	2,255	20,985	-	-	23,240
Amortization of intangible assets	-	5,253	-	-	5,253
Loss (gain) related to fixed assets, net	(442)	453	-	-	11
Total operating costs	35,208	365,439	(233)	(137,172)	263,242
Operating income (loss)	(2,852)	44,164	233	11	41,556
Other income (expense):					
Interest expense	(65,570)	(27)	-	-	(65,597)
Debt modification and extinguishment costs	(5,450)	-	-	-	(5,450)
Intercompany interest income (expense)	54,659	(54,659)	-	-	-
Investment income (loss) - consolidated affiliates	(7,071)	-	-	7,071	-
Other, net	1,023	(34)	-	-	989
Total other income (expense)	(22,409)	(54,720)	-	7,071	(70,058)
Income (loss) from continuing operations before income taxes	(25,261)	(10,556)	233	7,082	(28,502)
Income tax expense (benefit)	(1,667)	11,710	-	-	10,043
Income (loss) from continuing operations	(23,594)	(22,266)	233	7,082	(38,545)
Discontinued operations (net of tax):					
Loss from discontinued operations	956	14,965	-	(14)	15,907
Net income (loss)	\$(22,638)	\$(7,301)	\$ 233	\$7,068	\$(22,638)
Other comprehensive loss (net of tax)	(9,096)	-	-	-	(9,096)

Comprehensive income (loss)	\$ (31,734)	\$ (7,301)	\$ 233	\$ 7,068	\$ (31,734)
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Media General, Inc.
Condensed Consolidating Statements of Cash Flows
Fiscal Year Ended December 31, 2012
(In thousands)

	Media General Corporate	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Media General Consolidated
Cash flows from operating activities:					
Net cash (used) provided by operating activities	\$(90,932)	\$ 127,338	\$ (17)	\$ -	\$ 36,389
Cash flows from investing activities:					
Capital expenditures	(1,393)	(16,493)	-	-	(17,886)
Collateral deposit related to letters of credit	(4,830)	-	-	-	(4,830)
Net proceeds from sales of discontinued operations	135,642	-	-	-	135,642
Net change in intercompany note receivable	112,788	-	-	(112,788)	-
Other, net	894	906	-	-	1,800
Net cash provided (used) by investing activities	243,101	(15,587)	-	(112,788)	114,726
Cash flows from financing activities:					
Increase in borrowings	13,000	-	-	-	13,000
Repayment of borrowings	(377,298)	-	-	-	(377,298)
Increase in related party borrowings	382,500	-	-	-	382,500
Repayment of related party borrowings	(126,963)	-	-	-	(126,963)
Debt issuance costs	(28,868)	-	-	-	(28,868)
Net change in intercompany loan	-	(112,788)	-	112,788	-
Other, net	200	(9)	17	-	208
Net cash provided (used) by financing activities	(137,429)	(112,797)	17	112,788	(137,421)
Net increase (decrease) in cash and cash equivalents	14,740	(1,046)	-	-	13,694
Cash and cash equivalents at beginning of year	21,674	1,434	-	-	23,108
Cash and cash equivalents at end of period	\$36,414	\$ 388	\$ -	\$ -	\$ 36,802

Media General, Inc.
Condensed Consolidating Statements of Cash Flows
Fiscal Year Ended December 25, 2011
(In thousands)

	Media General Corporate	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Media General Consolidated
Cash flows from operating activities:					
Net cash provided by operating activities	\$ 3,402	\$ 13,173	\$ 88	\$ -	\$ 16,663
Cash flows from investing activities:					
Capital expenditures	(1,772)	(17,281)	-	-	(19,053)
Net change in intercompany note receivable	(4,204)	-	-	4,204	-
Other, net	74	374	-	-	448
Net cash (used) provided by investing activities	(5,902)	(16,907)	-	4,204	(18,605)
Cash flows from financing activities:					
Increase in borrowings	112,500	-	-	-	112,500
Repayment of borrowings	(118,786)	-	-	-	(118,786)
Net change in intercompany loan	-	4,204	-	(4,204)	-
Other, net	(433)	(3)	(88)	-	(524)
Net cash (used) provided by financing activities	(6,719)	4,201	(88)	(4,204)	(6,810)
Net (decrease) increase in cash and cash equivalents	(9,219)	467	-	-	(8,752)
Cash and cash equivalents at beginning of year	30,893	967	-	-	31,860
Cash and cash equivalents at end of period	\$ 21,674	\$ 1,434	\$ -	\$ -	\$ 23,108

Media General, Inc.
Condensed Consolidating Statements of Cash Flows
Fiscal Year Ended December 26, 2010
(In thousands)

	Media General Corporate	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Media General Consolidated
Cash flows from operating activities:					
Net cash (used) provided by operating activities	\$(7,063)	\$92,782	\$ (13)	\$-	\$85,706
Cash flows from investing activities:					
Capital expenditures	(1,489)	(24,993)	-	-	(26,482)
Net change in intercompany note receivable	68,954	-	-	(68,954)	-
Other, net	73	619	-	-	692
Net cash provided (used) by investing activities	67,538	(24,374)	-	(68,954)	(25,790)
Cash flows from financing activities:					
Increase in borrowings	134,156	-	-	-	134,156
Repayment of borrowings	(476,625)	(28)	-	-	(476,653)
Proceeds from issuance of senior notes	293,070	-	-	-	293,070
Debt issuance costs	(12,078)	-	-	-	(12,078)
Net change in intercompany loan	-	(68,954)	-	68,954	-
Other, net	204	-	13	-	217
Net cash (used) provided by financing activities	(61,273)	(68,982)	13	68,954	(61,288)
Net decrease in cash and cash equivalents	(798)	(574)	-	-	(1,372)
Cash and cash equivalents at beginning of year	31,691	1,541	-	-	33,232
Cash and cash equivalents at end of period	\$30,893	\$967	\$ -	\$-	\$31,860

Quarterly Review*

(Unaudited, in thousands, except per share amounts)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2012				
Revenues	\$74,214	\$83,098	\$93,752	\$108,658
Operating income	4,501	17,336	22,503	42,325
Income (loss) from continuing operations	(24,284)	(15,189)	(18,401)	17,917
Income (loss) from discontinued operations	(10,140)	590	(1,038)	(682)
Gain (loss) related to divestiture of discontinued operations	-	(131,697)	(10,894)	401
Net income (loss)	(34,424)	(146,296)	(30,333)	17,636
Income (loss) per share from continuing operations - basic and assuming dilution	(1.08)	(0.67)	(0.81)	0.63
Net income (loss) per share - basic and assuming dilution	(1.53)	(6.48)	(1.34)	0.62
2011				
Revenues	\$65,717	\$70,937	\$66,076	\$77,881
Operating income (loss)	(1,914)	7,259	4,783	16,279
Loss from continuing operations	(20,831)	(12,262)	(11,879)	(3,961)
Income (loss) from discontinued operations	(4,973)	(3,120)	(17,953)	657
Net loss	(25,804)	(15,382)	(29,832)	(3,304)
Loss per share from continuing operations - basic and assuming dilution	(0.93)	(0.54)	(0.53)	(0.18)
Net loss per share - basic and assuming dilution	(1.15)	(0.68)	(1.32)	(0.15)

* In 2012, the Company sold all of its newspapers and associated websites and DealTaker.com, shut down its production services company, and discontinued its NetInformer operations. Blockdot was held-for-sale December 31, 2012 and sold shortly after year-end. The Company recorded a \$142 million after-tax loss related to the divestitures in 2012. The results of these properties have been presented as discontinued operations for all periods presented.

Schedule II - Valuation and Qualifying Accounts and Reserves
Fiscal Years Ended December 31, 2012, December 25, 2011, and December 26, 2010

(in thousands)	Balance at beginning of period	Additions charged to expense-net	Additions charged to other comprehensive loss	Deductions net	Other	Balance at end of period
2012						
Allowance for doubtful accounts (a)	\$ 2,023	\$ 628	\$ -	\$ (909)	\$ -	\$ 1,742
Deferred tax asset valuation allowance (b)	\$ 116,906	\$ 72,086	\$ 12,561	\$ -	\$ (1,130)	\$ 200,423
2011						
Allowance for doubtful accounts (a)	\$ 2,346	\$ 790	\$ -	\$ (1,113)	\$ -	\$ 2,023
Deferred tax asset valuation allowance (b)	\$ 62,275	\$ 36,412	\$ 20,493	\$ -	\$ (2,274)	\$ 116,906
2010						
Allowance for doubtful accounts (a)	\$ 1,839	\$ 1,553	\$ -	\$ (1,046)	\$ -	\$ 2,346
Deferred tax asset valuation allowance (b)	\$ 23,891	\$ 25,202	\$ 3,114	\$ -	\$ 10,068	\$ 62,275

(a) Amounts presented for continuing operations for all periods.

(b) As indicated in Note 4 of Item 8 of this Form 10-K, the Company has a full valuation allowance against its net deferred tax asset. In 2012, 2011 and 2010, the Company's net deferred tax asset valuation increased mainly due to the "naked credit" discussed in Note 4 and the deferred taxes on other comprehensive loss items. In 2010, the Company refined its process to apply the liability method of accounting to better estimate its deferred taxes. This methodology adjusted the 2010 net deferred tax assets as a result of comparing the tax basis balance sheet and the financial accounting balance sheet; net deferred tax assets had a corresponding and offsetting change in the valuation allowance that resulted in no impact to net income. Amounts shown in the "Other" column for 2012, 2011 and 2010 also include various adjustments to deferred taxes identified in preparation of the federal income tax return for the preceding year.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company's management, including the chief executive officer and chief financial officer, performed an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's management, including the chief executive officer and chief financial officer, concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report.

Reports on Internal Control Over Financial Reporting

The Company's report on internal control over financial reporting as of December 31, 2012, and the independent registered public accounting firm's report on internal control over financial reporting as of December 31, 2012, are included in Item 8 of this Form 10-K on pages 27 and 28.

Change in Internal Control Over Financial Reporting

During the fourth quarter, the Company continued to implement a reduction in corporate expense following the sale of its newspapers. The combination of the newspaper sales and the subsequent reduction in corporate staff impacted internal controls over financial reporting. The Company's management took necessary steps to maintain effective internal controls over financial reporting during this time of transition.

Item 9B. Other Information

None

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Incorporated herein by reference from the Company's definitive proxy statement for the Annual Meeting of Stockholders on April 25, 2013, with respect to directors, executive officers, Code of Business Conduct and Ethics, audit committee, and audit committee financial experts of the Company and Section 16(a) beneficial ownership reporting compliance, except as to certain information regarding executive officers included in Part I of this Form 10-K.

Item 11. Executive Compensation

Incorporated herein by reference from the Company's definitive proxy statement for the Annual Meeting of Stockholders on April 25, 2013.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Incorporated herein by reference from the Company's definitive proxy statement for the Annual Meeting of Stockholders on April 25, 2013.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Incorporated herein by reference from the Company's definitive proxy statement for the Annual Meeting of Stockholders on April 25, 2013.

Item 14. Principal Accountant Fees and Services

Incorporated herein by reference from the Company's definitive proxy statement for the Annual Meeting of Stockholders on April 25, 2013.

PART IV

Item 15. Exhibits and Financial Statement Schedules

1	Financial Statements	
	As listed in the Index in “Item 8 – Financial Statements and Supplementary Data.”	26
2	Financial Statement Schedules	
	II - Valuation and qualifying accounts and reserves for the fiscal years ended December 31, 2012, December 25, 2011, and December 26, 2010	65

Schedules other than Schedule II, listed above, are omitted since they are not required or are not applicable, or the required information is shown in the financial statements or notes thereto.

3 Exhibits

Index to Exhibits

Exhibit

Number Description

3.1	Articles of Incorporation of Media General, Inc., amended and restated as of May 28, 2004, incorporated by reference to Exhibit 3(i) of Form 10-Q for the fiscal period ended June 27, 2004.
3.2	Bylaws of Media General, Inc., amended and restated as of February 24, 2009, incorporated by reference to Exhibit 3 (ii) of Form 10-K for the fiscal year ended December 28, 2008.
4.1	Shareholders Agreement, dated as of May 24, 2012, by and among Media General, Inc., Berkshire Hathaway Inc., D. Tennant Bryan Media Trust and the Individual Shareholder identified on the signature pages thereto, incorporated by reference to Exhibit 4.1 of Form 8-K/A filed on May 24, 2012.
10.1	Addendum dated June 19, 1992, to Form of Option granted under the 1987 Non-Qualified Stock Option Plan, incorporated by reference to Exhibit 10.20 of Form 10-K for the fiscal year ended December 27, 1992.
10.2	Shareholders Agreement, dated May 28, 1987, between Mary Tennant Bryan, Florence Bryan Wisner, J. Stewart Bryan III, and as trustees under D. Tennant Bryan Media Trust, and Media General, Inc., D. Tennant Bryan and J. Stewart Bryan III, incorporated by reference to Exhibit 10.50 of Form 10-K for the fiscal year ended December 31, 1987.
10.3	Deferred Income Plan for Selected Key Executives of Media General, Inc., and form of Deferred Compensation Agreement thereunder dated as of December 1, 1984, incorporated by reference to Exhibit 10.29 of Form 10-K for the fiscal year ended December 31, 1989.
10.4	Media General, Inc., Management Performance Award Program, adopted November 16, 1990, and effective January 1, 1991, incorporated by reference to Exhibit 10.35 of Form 10-K for the fiscal year ended December 29, 1991.

- 10.5 Media General, Inc., Deferred Compensation Plan, amended and restated as of January 1, 2012, incorporated by reference to Exhibit 10. 5 of Form 10-K for the fiscal year ended December 25, 2011.

- 10.6 Media General, Inc., ERISA Excess Benefit Plan, amended and restated effective January 1, 2008, incorporated by reference to Exhibit 10.06 of Form 8-K filed on February 6, 2008.
- 10.7 Media General, Inc., 1995 Long-Term Incentive Plan, amended and restated as of April 26, 2007, incorporated by reference to Exhibit 10.13 of Form 10-K for the fiscal year ended December 30, 2007.
- 10.8 Media General, Inc., 1996 Employee Non-Qualified Stock Option Plan, amended as of December 31, 2001, incorporated by reference to Exhibit 10.14 of Form 10-K for the fiscal year ended December 26, 2004.
- 10.9 Media General, Inc., 1997 Employee Restricted Stock Plan, amended as of December 31, 2001, incorporated by reference to Exhibit 10.15 of Form 10-K for the fiscal year ended December 26, 2004.
- 10.10 Media General, Inc., Directors' Deferred Compensation Plan, amended and restated as of November 16, 2001, incorporated by reference to Exhibit 10.16 of Form 10-K for the fiscal year ended December 26, 2004.
- 10.11 Form of an executive life insurance agreement between the Company and certain executive officers (who were participants on or before November 19, 2007), incorporated by reference to exhibit 10.17 of Form 10-K for the fiscal year ended December 29, 2002.
- 10.12 Media General, Inc., Executive Financial Planning and Income Tax Program, amended and restated effective January 1, 2008, incorporated by reference to Exhibit 10.08 of Form 8-K filed on February 6, 2008.
- 10.13 Media General, Inc., Executive Health Program adopted November 22, 2004, incorporated by reference to Exhibit 10.20 of Form 10-K for the fiscal year ended December 26, 2004.
- 10.14 Media General, Inc., Executive Supplemental Retirement Plan, amended and restated effective January 1, 2008, incorporated by reference to Exhibit 10.07 of Form 8-K filed on February 6, 2008.
- 10.15 Media General, Inc., Supplemental Profit Sharing Plan, effective as of January 1, 2007, incorporated by reference to Exhibit 10.02 of Form 8-K filed on February 6, 2008.
- 10.16 Media General, Inc., Retirement Transition Planning Program, effective January 1, 2008, incorporated by reference to Exhibit 10.09 of Form 8-K filed on February 6, 2008.
- 10.17 Form of an executive life insurance agreement between the Company and certain executive officers (who become participants subsequent to November 19, 2007), incorporated by reference to Exhibit 10.03 of Form 8-K filed on February 6, 2008.
- 10.18 Amendment to form of Deferred Compensation Agreement dated as of December 1, 1984, incorporated by reference to Exhibit 10.05 of Form 8-K filed on February 6, 2008.
- 10.19 Amendment to the Media General Inc., Executive Supplemental Retirement Plan dated May 31, 2009, incorporated by reference to Exhibit 10.1 of Form 10-Q for the quarterly period ended June 28, 2009.
- 10.20 Amendment to the Media General Inc., Executive Supplemental Retirement Plan dated September 24, 2009, incorporated by reference to Exhibit 99.1 of Form 8-K filed on September 28, 2009.

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- 10.21 Amendment to the Media General, Inc., ERISA Excess Benefit Plan dated May 31, 2009, incorporated by reference to Exhibit 10.2 of Form 10-Q for the quarterly period ended June 28, 2009.
- 10.22 Media General, Inc., Supplemental 401(k) Plan, amended and restated effective January 1, 2011, incorporated by reference to Exhibit 10.25 of Form 10-K for the fiscal year ended December 26, 2010.
- 10.23 Indenture, dated as of February 12, 2010, among Media General, Inc., the guarantors party hereto and The Bank of New York Mellon, as Trustee (the "Trustee"). The Form of the 11 ³/₄% Senior Secured Notes due 2017 is included as Exhibit A to the Indenture, which is incorporated by reference to Exhibit 10.2 of Form 8-K filed on February 12, 2010.
- 10.24 Credit Agreement, dated as of May 17, 2012 among the Company, BH Finance LLC, as Administrative Agent and a Lender and the other lenders party thereto, incorporated by reference to Exhibit 10.2 of Form 8-K filed on May 17, 2012.
- 10.25 Warrant Agreement, dated as of May 24, 2012, by and between Media General, Inc. and Berkshire Hathaway Inc., incorporated by reference to Exhibit 10.1 of Form 8-K/A filed on May 24, 2012.
- 10.26 Registration Rights Agreement, dated as of May 24, 2012, by and between Media General, Inc. and Berkshire Hathaway Inc. incorporated by reference to Exhibit 10.2 of Form 8-K/A filed on May 24, 2012.
- 10.27* NBC Affiliation Agreement, executed on December 4, 2012, by and between Media General Communications Holdings, LLC and NBC Television Network, a unit of NBCUniversal Media, LLC.
- 10.28 Asset Purchase Agreement by and among Media General, Inc., Media General Operations, Inc., Media General Communications Holdings, LLC and World Media Enterprises Inc., incorporated by reference to Exhibit 10.1 of Form 8-K filed on May 18, 2012.
- 10.29 Amendment No. 1 to Asset Purchase Agreement by and among Media General, Inc., Media General Operations, Inc., Media General Communications Holdings, LLC and World Media Enterprises Inc., incorporated by reference to Exhibit 10.1 of Form 8-K filed on June 29, 2012.
- 10.30 Asset Purchase Agreement by and among Media General Operations, Inc., Media General Communications Holding, LLC and Tampa Media Group, Inc., incorporated by reference to Exhibit 10.1 of Form 8-K filed on October 9, 2012.
- 12.1 Computation of Ratio of Earnings to Fixed Charges.
- 21 List of subsidiaries of the registrant.
- 23.1 Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.
- 31.1 Section 302 Chief Executive Officer Certification.
- 31.2 Section 302 Chief Financial Officer Certification.
- 32 Section 906 Chief Executive Officer and Chief Financial Officer Certification.

101 The following financial information from the Media General, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2012, formatted in XBRL includes: (i) Consolidated Statements of Operations for the fiscal years ended December 31, 2012, December 25, 2011, and December 26, 2010, (ii) Consolidated Statements of Comprehensive Loss for the fiscal years ended December 31, 2012, December 25, 2011, and December 26, 2010, (iii) Consolidated Balance Sheets at December 31, 2012 and December 25, 2011 (iv) Consolidated Statements of Stockholders' Equity (Deficit) for the fiscal years ended December 31, 2012, December 25, 2011, and December 26, 2010, (v) Consolidated Statements of Cash Flows for the fiscal years ended December 31, 2012, December 25, 2011, and December 26, 2010, and (vi) the Notes to Consolidated Financial Statements.

Note: Exhibits 10.1-10.22 are management contracts or compensatory plans, contracts or arrangements.

*Certain portions of this agreement have been omitted in accordance with a request for confidential treatment that the Company has submitted to the SEC. Omitted information has been filed separately with the SEC.

SIGNATURES

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

MEDIA GENERAL, INC.

Date: February 28, 2013

/s/ George L. Mahoney
George L. Mahoney, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ J. Stewart Bryan III J. Stewart Bryan III	Chairman	February 28, 2013
/s/ Marshall N. Morton Marshall N. Morton	Vice Chairman	February 28, 2013
/s/ George L. Mahoney George L. Mahoney	President and Chief Executive Officer	February 28, 2013
/s/ James F. Woodward James F. Woodward	Vice President – Finance and Chief Financial Officer	February 28, 2013
/s/ Timothy J. Mulvaney Timothy J. Mulvaney	Controller and Chief Accounting Officer	February 28, 2013
/s/ Scott D. Anthony Scott D. Anthony	Director	February 28, 2013
/s/ Diana F. Cantor Diana F. Cantor	Director	February 28, 2013
/s/ Dennis J. FitzSimons Dennis J. FitzSimons	Director	February 28, 2013
/s/ Thompson L. Rankin Thompson L. Rankin	Director	February 28, 2013
/s/ Wyndham Robertson Wyndham Robertson	Director	February 28, 2013

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/s/ Rodney A. Smolla
Rodney A. Smolla

Director

February 28, 2013

/s/ Carl S. Thigpen
Carl S. Thigpen

Director

February 28, 2013

/s/ Coleman Wortham III
Coleman Wortham III

Director

February 28, 2013