

EXHIBIT 12
DESCRIPTION OF TRANSACTION AND DOCUMENTS

This application seeks Commission consent to the assignment of licenses of three television stations,¹ three television translator stations² and related auxiliary and other facilities (collectively, the “Stations”) from Newport Television, Inc. (“Newport”) to KMTR Television, LLC (“KTLLC”). The manager and sole member of KTLLC is Roberts Media, LLC (“RMLLC”), which is owned and operated by Larry Roberts.³

As detailed in the instant application, KTLLC and Fisher Broadcasting – Oregon TV, L.L.C. (“Fisher” or “Service Provider”), licensee of KCBY-TV, Coos Bay, Oregon, Facility ID 49750, and KVAL-TV, Eugene, Oregon, Facility ID 49766, have entered into a shared services agreement with respect to the Stations. Pursuant to this agreement, the Service Provider will provide certain technical, administrative and back-office, sales support and business services for the Stations in conformity with the Rules and Regulations of the Commission, all under the supervision and control of KTLLC, upon consummation of the assignment of licenses for the Stations following the Commission’s consent.

Additionally, RMLLC and Fisher have entered into an option agreement which grants Fisher, as Option Holder, an option to purchase, at Option Holder’s election and subject to the prior consent of the Commission, (i) all equity interests in or with respect to the KTLLC, including 100% of the Membership Interests in the KTLLC now held or hereinafter acquired by

¹ KMTR(TV), Eugene, Oregon, Facility ID 35189, KTCW(TV), Roseburg, Oregon, Facility ID 35187, and KMCB(TV), Coos Bay, Oregon, Facility ID 35183

² K22GX-D, Tri City, Oregon, Facility ID 35184, K31AE, Sutherlin, Oregon, Facility ID 35172, and K46AS, Coos Bay, Oregon, Facility ID 35188

³ Fisher Broadcasting – Oregon TV, L.L.C. (“Fisher”) agreed to purchase and acquire the licenses and certain assets of the Stations from Newport pursuant to an Asset Purchase Agreement dated November 20, 2012. On November 20, 2012, Fisher assigned its rights to acquire the Stations’ licenses and certain designated assets to KTLLC.

RMLLC or (ii) licenses, authorizations and leases, contracts and agreements, and other assets owned or held by RMLLC or KTLLC or in which RMLLC or KTLLC holds an interest, relating to the operation of the Stations.

The agreements in this transaction comply with the Commission's rules and policies. However, in response to Section III, Question 3, KTLLC has certified "No" because, as noted in Exhibit 12, certain schedules and exhibits to the agreements are not being submitted with this application, but will be provided to the FCC on request.