

Description of Transaction and Agreements for Sale of Station

This application seeks Commission consent to the assignment of the FCC licenses and associated authorizations for KCBA(TV), Salinas, CA (the “Station”), from Seal Rock Broadcasters, LLC to VistaWest of Monterey, LLC (“VistaWest”).

Submitted herewith are the following agreements for the sale of the Station:

- Asset Purchase Agreement by and among the applicants dated June 15, 2022
- Shared Services Agreement by and between VistaWest and NPG of Monterey-Salinas CA, LLC (“NPG”) dated as of June 15, 2022
- Option Agreement by and between VistaWest and NPG dated as of June 15, 2022
- Management Services Agreement by and between VistaWest and Lyle Leimkuhler dated as of June 15, 2022

Upon consummation of the assignment of licenses as proposed in this application, pursuant to the Shared Services Agreement, NPG will provide certain technical, administrative, and back-office support and business services for the Station, all under the supervision and control of VistaWest. NPG currently provides such services to the assignor, Seal Rock Broadcasters, LLC, pursuant to an agreement that will be terminated at the closing of the proposed transaction. The Management Services Agreement provides that Lyle Leimkuhler will personally provide management services to VistaWest, including with respect to the finances, programming, and personnel of the Station. Additionally, pursuant to the Option Agreement, upon consummation of the proposed assignment, NPG will have an option, at its election and subject to the prior consent of the Commission, to purchase (i) all equity interests in or with respect to VistaWest, including 100 percent of the membership interests in VistaWest, or (ii) all of VistaWest’s assets relating to the Station.

The following agreements or other documents have been excluded from the application: a standard Confidentiality Agreement between the parties dated as of May 17, 2022, and various Disclosure Schedules and Exhibits included with the Asset Purchase Agreement. The foregoing agreements and other documents have been omitted because they are not germane to the FCC’s public interest evaluation of the Applications and contain confidential, proprietary information. *See LUJ, Inc. and Long Nine, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002). The excluded materials will be made available to Commission Staff upon request.

Following is a complete list of Exhibits and Disclosure Schedules to the Asset Purchase Agreement:

Exhibits	
Exhibit A	Form of Assignment Agreement
Exhibit B	Form of Bill of Sale
Exhibit C	Form of Assignment of Assignment and Assumption of FCC Authorizations
Exhibit D	Notices
Disclosure Schedules	
Schedule 1(a)	FCC Authorizations
Schedule 1(c)	Purchased Intellectual Property
Schedule 1(d)	Tangible Personal Property
Schedule 1(e)	Station Contracts
Schedule 3(c)	Third Party Consents
Schedule 3(f)	Station Contracts; Operative Agreements
Schedule 3(k)	Financial Statements
Schedule 3(l)(i)	Governmental Permits
Schedule 3(l)(iii)	Actions
Schedule 3(n)	Employees of Seller, Consultants and Independent Contractors
Schedule 3(o)	MVPD Notices
Schedule 5(i)	Distribution Matters

Other than as described herein, there are no other agreements for the sale of the Station.

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