

**Applications for *Pro Forma*
Assignments and Transfers of Control**

DESCRIPTION OF THE TRANSACTION

As set forth in: (1) the Contribution Agreement, by and among Valor TV, LLC (“Valor”), the John Mester Income Family Trust (“Trust”), NYTV LLC (“NYTV”), and Hudson TV, LLC (“Hudson”) (“Contribution Agreement”); and (2) the Membership Interests Exchange Agreement by and among the Trust and NYTV (“Exchange Agreement,” and collectively with the Contribution Agreement, the “Agreements”), at present:

A. NYTV and Trust each hold fifty percent (50%) membership interests in Valor, which is the licensee of low power television stations WZPK-LD, Monticello, New York, Facility No. 31646 (“WZPK”) and WZLH-LD, Syracuse, New York, Facility No. 13637 (“WZLH”);

B. NYTV holds a sixty five percent (65%) membership interest in Skywalker Media, LLC, the licensee of WYNB-LD, Ellenville, New York, Facility No. 31643 (“WYNB”), and Trust holds the remaining thirty five percent (35%) membership interest in Skywalker; and

C. Trust and NYTV each own equal, fifty percent (50%) membership interests in EGOT Media, LLC (“EGOT”), the licensee of low power television station WYJH-LD, White Lake, New York, Facility No. 31642 (“WYJH”).

The members of Hudson are: NYTV (51 percent) and Foxwood Partners LLC (“Foxwood”) (49 percent). The sole member of NYTV is an individual, Frank Copsidas and the single majority member of Foxwood also is an individual, Ron Bruno.

Taken together, pursuant to the Agreements, the parties are seeking Commission approval to undertake the below-described transactions. The parties intend to consummate all of the transactions simultaneously. As such, the parties are respectfully requesting that the Commission staff process all of the applications concurrently.

The applications are:

I. For consent to the *pro forma* assignment of WZPK, from Valor to Hudson. This application qualifies for *pro forma* treatment because NYTV is the 50 percent member of Valor (the proposed assignor) and the 51 percent member of Hudson (the proposed assignee). Following Commission approval, as set forth on the below chart, NYTV’s voting interests in the licensee of WZPK will be changing from 50 percent to 51 percent. Because NYTV’s interests are changing only from “negative” control to “positive” control, and the qualifications of NYTV have previously been “passed on” by the Commission (*see, e.g.*, File No. BTC-20201016AAD), use of Form 2100, Schedule 316 is appropriate for this transaction.

<u>Party</u>	<u>Amount Held in WZPK Licensee Before Assignment</u>	<u>Amount Held in WZPK Licensee After Assignment</u>
NYTV LLC	50 percent	51 percent (through Hudson TV, LLC, proposed assignee)
John Mester Income Family Trust	50 percent	0 percent
Foxwood Partners LLC	0 percent	49 percent (through its interest in Hudson TV, LLC, proposed assignee)

II. For consent to the *pro forma* transfer of control of Skywalker, from NYTV to Hudson. This application qualifies for *pro forma* treatment because, at present, NYTV is the 65 percent member of Skywalker, and Trust is the 35 percent member of Skywalker. Pursuant to the Contribution Agreement, Trust is contributing all of its 35 percent interest in Skywalker to Hudson, and NYTV is contributing an amount equal to 35 percent of its 65 percent interest in Skywalker to Hudson. Following Commission approval, as set forth on the below chart, NYTV’s voting interest in Skywalker, the licensee of WYNB, will be changing from 65 percent directly, to a total of 65.7 percent (30 percent directly and 35.7 percent indirectly). Because there will be no change in the beneficial control of the licensee, and the qualifications of NYTV have previously been “passed on” by the Commission (*see, e.g.*, File No. BTC-20201016AAC), use of Form 2100, Schedule 316 is appropriate for this transaction.

<u>Party</u>	<u>Amount Held in Skywalker/WYNB Before Transfer</u>	<u>Amount Held in Skywalker/WYNB After Transfer</u>
NYTV LLC	65 percent	30 percent directly
John Mester Income Family Trust	35 percent	0 percent
Hudson TV, LLC	0 percent	70 percent (35.7 percent indirectly by NYTV and 34.3 percent indirectly by Foxwood)

III. For consent to the *pro forma* transfer of control of Valor, which will, following the simultaneous consummation of all of the applications proposed herein, be the licensee only of WZLH, from NYTV and Trust to Trust. This application qualifies for *pro forma* treatment because, at present, NYTV and Trust each hold equal 50 percent membership interests in Valor. Following Commission approval, as set forth on the below chart, Trust’s voting interest in Valor will become 100 percent. Because the qualifications of Trust have previously been “passed on” by the Commission (*see, e.g.*, File No. 0000191127), use of Form 2100, Schedule 316 is

appropriate for this transaction, consistent with *Metromedia, Inc.*, 98 FCC 2d 300, *reconsideration denied*, 56 RR 2d 1198 (1984) (“Metromedia”).

<u>Party</u>	<u>Amount Held in Valor/WZLH Before Transfer</u>	<u>Amount Held in Valor/WZLH After Transfer</u>
NYTV LLC	50 percent	0 percent
John Mester Income Family Trust	50 percent	100 percent

IV. For consent to the *pro forma* transfer of control of EGOT, from NYTV and Trust to NYTV. This application qualifies for *pro forma* treatment because, at present, NYTV and Trust each hold equal 50 percent membership interests in EGOT. Following Commission approval, as set forth on the below chart, NYTV’s voting interest in EGOT will become 100 percent. Because the qualifications of NYTV have previously been “passed on” by the Commission (*see, e.g.*, File No. BTC-20201016AAB), use of Form 2100, Schedule 316 is appropriate for this transaction, consistent with *Metromedia*.

<u>Party</u>	<u>Amount Held in Valor/WZLH Before Transfer</u>	<u>Amount Held in Valor/WZLH After Transfer</u>
NYTV LLC	50 percent	100 percent
John Mester Income Family Trust	50 percent	0 percent

For the reasons set forth herein, grants of the applications described herein would serve the public interest.