

DESCRIPTION OF TRANSACTION

The instant application is one of twelve related FCC Form 316 applications being filed simultaneously seeking Commission consent to the *pro forma* transfer of control of a group of commonly controlled companies currently involved in a bankruptcy proceeding. A list of the debtor license companies and the authorizations each holds is provided below. Specifically, these Form 316 applications seek consent to the transfer of control of the debtor license companies from the principals of the companies as debtors-in-possession to the recently appointed bankruptcy trustee.

By way of background, on May 10, 2008, the debtor license companies, along with several commonly controlled parent or sibling companies that do not hold any FCC authorizations, filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the District of Delaware (“the Court”).¹ On May 13, 2008, the Court entered an Order Approving the Joint Administration of the Chapter 11 cases and on May 20, 2008, a Notice of Appointment of Official Creditor Committee was filed by Office of the United States Trustee. Following the filing of the bankruptcy petitions, and up until the recent appointment of a trustee, the debtor license companies had continued in the management and operation of their businesses and property as debtors-in-possession consistent with the Bankruptcy Code. Previously, the debtor license companies had sought and obtained FCC consent to assign the authorizations held by the debtor license companies to those companies as debtors-in-possession.²

On August 5, 2008, the Court entered an Order Approving the Emergency Motion for Appointment of a Chapter 11 Trustee, and thereafter on August 14, 2008, the Office of the United States Trustee filed an Application for Order Approving the Appointment of Chapter 11 Trustee, asking that E. Roger Williams be approved as the Trustee for the Debtor companies including the debtor license companies’ that are the subject of this filing. On August 18, 2008, the Bankruptcy Court approved that application and appointed E. Roger Williams as Chapter 11 Trustee of the Debtor companies. Copies of the relevant court documents have been attached at Exhibit 5 above.

¹ In addition to the debtor license companies that are the subject of these transfer of control applications, several other related companies also have sought bankruptcy protection as part of the jointly administered bankruptcy cases.

² See FCC File Nos. BALCT-20080523ADY, BALCT-20080523ADD, BALTTA-20080523ADE, BALCT-20080523ADJ, BALTTA-20080523ADK, BALCT-20080523ADT, BALCT-20080527ACK, BALTTA-20080527ACL, BALTVL-20080527ACM, BALTVL-20080527ACN, BALTTL-20080527ACO, BAPTTL-20080527ACP, BALCT-20080609ACG, BALTTA-20080609ACH, BALCT-20080609ACS, BALCT-20080609ACP, BALCT-20080612AAN, BALTTL-20080612AAO, BALCT-20080612ABF, BALTTA-20080612ABG, BALTTL-20080612ABH, BALTT-20080612ABI, BALCT-200806ABO, BALTT-20080612ABP, and BALTVL-20080527ADL.

As this transfer of control involves the transfer of a controlling interest in a licensee or permittee to a court-appointed federal trustee in a bankruptcy proceeding, the use of an FCC Form 316 is appropriate for this transaction.

Applications are being filed simultaneously for the following debtor license companies:

Licensee/Permittee	Call Sign	Service	Facility ID	Community of License
KMPH(TV) License, LLC, Debtor-In-Possession	KMPH-TV	TV	51488	Visalia, CA
	KMPH-CA	CA	51489	Merced-Mariposa, CA
	KMPH-LD	LD	168338	Merced-Mariposa, CA
KFRE(TV), License, LLC, Debtor-In-Possession	KFRE-TV	TV	59013	Sanger, CA
Concord License, LLC, Debtor-In-Possession	KUNO-TV	TV	8378	Fort Bragg, CA
	KDSL-CA	CA	8293	Ukiah, CA
	KDSL-LD	LD	168337	Ukiah, CA
KTNC License, LLC, Debtor-In-Possession	KTNC-TV	TV	21533	Concord, CA
KPTM(TV) License, LLC, Debtor-In-Possession	KPTM(TV)	TV	51491	Omaha, NE
	KKAZ-CA	CA	51492	Omaha, NE
	KKAZ-LD	LD	168251	Omaha, NE
Reno License, LLC, Debtor-In-Possession	KREN-TV	TV	51493	Reno, NV
	KAZR-CA	CA	34577	Reno, Etc., NV
	KBVG-LP	TX	129154	Elko, NV
	KNNC-LD	LD	168340	Battle Mountain, NV
	KNNC-LP	TX	130281	Battle Mountain, NV
	KPMP-LP	TX	129333	Winnemucca, NV
	KREN-LP	TX	130444	Susanville, CA
KDBC License, LLC, Debtor-In-Possession	KDBC-TV	TV	33764	El Paso, TX
	KCWF-CA	TX	33767	Las Cruces, NM
	KCWO-CA	CA	33765	Silver City, Etc., NM
	KKNJ-LP	TX	33766	Alamogordo, NM
KAZH License, LLC, Debtor-In-Possession	KAZH(TV)	TV	70492	Baytown, TX
KPTH License, LLC, Debtor-In-Possession	KPTH(TV)	TV	77451	Sioux City, IA
	KPTP-LD	LD	168169	Norfolk, NE
	KPTP-LP	TX	127666	Norfolk, NE
WCWG License, LLC, Debtor-In-Possession	WCWG(TV)	TV	35385	Lexington, NC
KCWK License, LLC, Debtor-In-Possession	KCWK(TV)	TV	84238	Walla Walla, WA
	KCWK-LD	LD	168392	Yakima, WA
	KCWK-LP	TX	12730	Yakima, WA
Pappas Telecasting of Nevada, LP, Debtor-In-Possession	KBVE-LP	TX	130302	Hawthorne, NV
	KBVH-LP	TX	129301	Ely, NV