

Agreements and Summary of Transaction

In this transaction, California Broadcasting, Inc. (“CBI”), an indirect subsidiary of Bonten Media Group, LLC, seeks to acquire 14 low power television stations and translator stations from Sainte Sepulveda, Inc. (“Sainte Sepulveda”) and Sainte Partners II, L.P. (“Sainte Partners”) (together, “Sainte”).¹ The stations will have affiliations with the CW, Univision, MyNetworkTV, Telefutera, and Telemundo broadcast television networks. CBI also will acquire other assets from Sainte, including a television studio and related real estate in Chico, California, a 50 percent interest in a 26 acre communications site in Chico, California (CBI already owns the other 50 percent interest), and other tangible and intangible property.

A copy of the Asset Purchase Agreement (“APA”) between Sainte and CBI has been submitted by Assignor at Exhibit 4. Exhibit A to the APA is comprised of unexecuted loan documents, specifically, a Security Agreement by CBI for Sainte; a Secured Promissory Note by CBI for Sainte; and a Deed of Trust, Assignment of Rents and Leases, and Fixture Filing by CBI to Sainte. Exhibit B to the APA includes two unexecuted Transitional Services Agreements between CBI and Sainte Partners.

The agreements in this transaction comply with the Commission’s rules and policies. However, in response to Section III, Question 5, CBI has certified “no” because, as noted in Assignor’s Exhibit 4, certain schedules and exhibits to the above-referenced agreements are not being submitted with this application (but will be provided to the FCC upon request). The omitted schedules and exhibits contain information which is proprietary in nature and/or not germane to the FCC’s evaluation of the application. *See, e.g., LUJ, Inc.*, 17 FCC Rcd 16980, 16983 (2002).

Concurrent with the filing of this application, Sainte Sepulveda has filed an application seeking FCC consent to the assignment of the license for K14MN, Fortuna, California, from Sainte Sepulveda to CBI. In addition, each of Sainte Partners and Sainte Sepulveda has filed an application seeking FCC consent to the assignment of a full power license from the pertinent Sainte licensee to Esteem Broadcasting of California LLC.² The parties request that these related applications be processed together.

¹ The instant application seeks FCC consent to the assignment of the licenses for 13 low power and translator stations from Sainte Partners to CBI: K29IR, Eureka, California; KEMY-LP, Eureka, California; KEUV-LP, Eureka, California; K52FK, Eureka, California; KKTF-LD, Chico, California; KUCO-LP, Chico, California; K46HI, Redding, California; KXVU-LP, Chico, California; KZVU-LD, Chico, California; K04QC, Palmero, California; K08NH, Oroville, California; K38FQ, Anderson/Central Valley, California; and KRVU-LD, Redding, California.

² The two full power stations are KBVU(DT), Eureka, California and KCVU(DT), Paradise, California.