

**Amended
EXHIBIT 13**

**Agreements for Sale of Station and
Description of Transaction**

The instant application seeks consent to the assignment of the FCC licenses for KCOY-TV, Santa Maria, California (Facility ID No. 63165) (the “Station”) from Cowles California Media Company (“Cowles”) to VistaWest California, LLC (“VistaWest”).

The manager and sole member of VistaWest is Lyle Leimkuhler. Mr. Leimkuhler is also the manager and sole member of VistaWest Media, LLC, licensee of KIDK(TV), Idaho Falls, ID (Facility ID No. 56028), KXPI-LD, Pocatello, ID (Facility ID No. 28231), K07QC-D, Driggs, ID (Facility ID No. 5302), K10AW-D, Challis, ID (Facility ID No. 56026), K11CP-D, Fish Creek, ID (Facility ID No. 56035).

The following agreements are attached to the instant exhibit:

- Executed Assignment and Assumption Agreement, by and between VistaWest and NPG of California, LLC (“NPG”), dated as of December 26, 2013 (the “Assignment and Assumption Agreement”)
- Executed Amended and Restated Side Letter, by and among VistaWest, Lyle Leimkuhler, and NPG, dated as of April 26, 2014 (the “Side Letter”)
- Unexecuted Shared Services Agreement, by and between VistaWest and NPG, intended to be executed and effective as of the date of closing of the proposed transaction (the “Shared Services Agreement”)
- Unexecuted Management Services Agreement, by and between VistaWest and Lyle Leimkuhler, intended to be executed and effective as of the date of closing of the proposed transaction (the “Management Services Agreement”)

Pursuant to that certain Call Option Agreement by and between Cowles and NPG, dated as of September 20, 2013, and attached to the instant application, NPG acquired an option to purchase the Station from Cowles, which, pursuant to the Assignment and Assumption Agreement, has been assigned to and assumed by VistaWest.

Upon consummation of the assignment of licenses as proposed in the instant application, pursuant to the Shared Services Agreement, NPG will provide certain technical, administrative and back-office, sales support and business services for the Station, all under the supervision and control of VistaWest. 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.

To be clear, the instant amendment differs from the application as originally filed in two principal ways: First, the transaction no longer contemplates that VistaWest, Lyle Leimkuhler, and NPG will enter into an option agreement as of the date of closing of the proposed transaction. Second, the transaction no longer contemplates that NPG's affiliated party, BERKS Properties, LLC, will guarantee the indebtedness of VistaWest for the financing necessary to acquire the Station.

With these two changes, it is believed that the transaction ought pass muster under the Media Bureau's March 12, 2014, Public Notice.¹ More specifically, the Public Notice instituted a policy that "the Bureau will closely scrutinize any application that proposes that two (or more) stations in the same market will:

(1) Enter into an arrangement to share facilities, employees, and/or services or to jointly acquire programming or sell advertising, including a Joint Sales Agreement (JSA), a Local Marketing Agreement (LMA), or any other agreement or arrangement (written or oral) that would have the same practical operational or financial effect as any of these agreements,

and

(2) Enter into an option, right of first refusal, put/call arrangement, or other similar contingent interest, or a loan guarantee."²

The transaction as originally conceived and proposed to the Commission included a shared services agreement by and between the Buyer and NPG—which owns a station in the market—(likely falling under enumerated paragraph (1) of the Public Notice, as quoted above) and an option and loan guarantee³ by and between the Buyer and NPG (both falling under enumerated paragraph (2) of the Public Notice, as quoted above).

As reflected in the instant amendment, ***the parties have now restructured the proposed transaction so that there is no option and no loan guarantee by and between the Buyer and NPG*** (nor is there a right of first refusal, a put/call arrangement or any other similar contingent interest).

¹ *Processing of Broadcast Television Applications Proposing Sharing Arrangements and Contingent Interests*, Public Notice, DA 14-330 (released March 12, 2014) ("Public Notice").

² Public Notice, p. 2.

³ In the form the transaction was initially proposed, a loan guarantee provision was included in Section 8 of the Side Letter, and an option was provided in a separate option agreement, and both were included as exhibits in the application as originally filed.

Moreover, while the Buyer and NPG are still proposing to enter into the Shared Services Agreement referenced above, the Buyer and NPG are not proposing to enter into a joint sales arrangement or an LMA. Other than the Shared Services Agreement referenced above, there will be no financial relationship between NPG and VistaWest. As such, VistaWest respectfully requests grant of the instant application since the 30-day public notice period ended on February 17, 2014, and no petitions to deny or informal objections were filed.

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