

**Newport Television License LLC**

**Exhibit 4  
FCC Form 314  
Section II, Question 3**

**Documents & Summary of Transaction**

This FCC Form 314 application seeks FCC consent to the assignment of the broadcast licenses of television stations KGET-TV, Bakersfield, CA; KGPE, Fresno, CA; KTVX, Salt Lake City, UT; KUCW, Ogden, UT; WTEV-TV, Jacksonville, FL; and WOAI-TV, San Antonio, TX (including associated LPTV/translators) (the “Stations”) from Newport Television License LLC,<sup>1</sup> to High Plains Broadcasting, Inc. (“High Plains”), an entity controlled by long-time broadcaster Mr. James H. Martin.<sup>2</sup>

Assignor is placing in the public inspection file of the Stations, and the parties are submitting with the instant application, copies of the following documents:

- Asset Purchase Agreement among Assignor Newport Television Licensee LLC, its parent Newport Television LLC, and Assignee High Plains pursuant to which Assignee will acquire the Stations pursuant to FCC approval of the instant application.

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<sup>1</sup> The Stations currently are licensed to Newport Television LLC, the direct parent of Newport Television License LLC (together with Newport Television LLC, “Newport”). A recently granted but not yet consummated Form 316 application, however, authorizes the *pro forma* assignment of licenses of certain Newport licenses, including those for the Stations, to Newport Television License LLC. The Newport subsidiary is identified as the Assignor in this Form 314 application because the *pro forma* reorganization will be effectuated before the closing of the Form 314 transaction.

<sup>2</sup> Following Newport’s March 14, 2008 acquisition of 35 full-power television stations (and associated low power stations) from subsidiaries of Clear Channel Communications, Inc. (“Clear Channel”), Mr. Martin, a veteran broadcaster with 27 years of experience in television station operations and advertising sales, has provided certain advisory services to the new licensee in connection with the transition of ownership from Clear Channel. Pending the closing pursuant to FCC grant of the instant application, Mr. Martin, through his consulting firm Martin Media Advisors LLC, plans to continue to provide advisory services, on request by Newport, to certain of the Newport stations.

- Shared Services Agreement pursuant to which Newport, as Service Provider, has agreed to provide certain services to support High Plains' operation of the Stations and subject to the supervision and control of High Plains.
- Joint Sales Agreement pursuant to which Newport, as Sales Agent, has agreed to sell certain advertising time on the Stations and to provide certain news and other programming (which shall be less than 15% of the Stations' broadcast hours for any week) subject to the supervision and control of High Plains.
- Shareholders' Agreement among High Plains, its sole voting shareholder and certain nonvoting shareholders controlled by Providence Equity Partners Inc. ("PEP").<sup>3</sup>

The agreements in this transaction fully comply with the FCC's rules and policies.<sup>4</sup> However, Newport responds "no" to Section II, Question 3 because certain schedules are not being submitted with this application pursuant to FCC policy and practice. *See LUJ, Inc.,*

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<sup>3</sup> As noted in Exhibit 5, Newport is wholly owned by investment funds that are commonly controlled affiliates of PEP, and ultimately is controlled by certain principals of those funds. Any nonvoting equity held by PEP affiliates would constitute a small fraction (less than 1%) of the total asset value (defined as all equity plus all debt) of High Plains and, as nonvoting stock, would otherwise be nonattributable under the rules (*see* Section 73.3555 Note 2(e)). It is anticipated that Newport may guarantee a loan to be obtained by High Plains in connection with the proposed transaction, but such guarantee, if provided, would not contribute to the FCC's equity-plus-debt attribution standard.

<sup>4</sup> As noted in Exhibit 5, certain principals of PEP, through commonly-controlled investment funds, indirectly have a minority, noncontrolling attributable interest in Univision Communications Inc. ("UCI"), which entity owns stations in the markets where the Stations are located with the exception of Jacksonville, Florida. Because of PEP's indirect attributable interest in UCI and because at the time Newport filed its application to acquire WTEV-TV and WAWS in Jacksonville, Florida, from Clear Channel Broadcasting Licenses, Inc., each station was ranked in the top 4, the FCC granted six-month duopoly waivers (from the date of closing) to allow Newport time to sell (i) stations KGET-TV, KGPE, KTVX, KUCW and WOAI-TV (to avoid having a direct attributable interest in those stations while PEP investment funds continue to hold an indirect and minority attributable interest in a same-market UCI station) and (ii) one Jacksonville station. Consummation of the sales of the Stations to High Plains will satisfy the requirements of these temporary waivers.

17 FCC Rcd 16980 (2002). The omitted schedules, identified below, contain propriety information and/or are not germane to the FCC's consideration to this application. However, copies may be provided to the FCC on request. The omitted schedules from the Purchase Agreement include Schedule 2.8 (Purchase Price Allocation); Schedule 3.9 (FCC Licenses); Schedule 3.10 (Litigation); Schedule 3.11 (Labor Matters); and Section 3.13 (Environmental Matters).