

EXHIBIT 12: AGREEMENT FOR SALE OF STATION/REQUEST FOR EXPEDITED PROCESSING

This application seeks the Commission's consent to assign the license for WSAH(TV), Bridgeport, CT, from MTB Bridgeport-NY Licensee LLC, Debtor-in-Possession ("MTB") to NRJ TV NY License Co., LLC ("NRJ LC").

MTB and NRJ LC respectfully request expedited processing of this application. At present, WSAH(TV) is losing over \$50,000 per month, and the debtor-in-possession financing that has been made available to the station is rapidly depleting. An expedited grant of this application and consummation of the proposed transaction will enable WSAH(TV) to emerge from bankruptcy, thereby giving WSAH(TV) access to additional capital and putting the station on a sounder financial footing.

MTB and NRJ LC are filing this assignment of license application following an auction conducted pursuant to Section 363 of the Bankruptcy Act in which NRJ LC and its parent company, NRJ TV NY OpCo, LLC (collectively, "NRJ"), made the highest bid. On January 12, 2012, the United States Bankruptcy Court for the District of Delaware issued an order approving the outcome of the auction and authorizing MTB, NRJ LC, and affiliated companies to enter into an asset purchase agreement for WSAH(TV) (the "APA"). A copy of the APA is attached to this exhibit. A copy of the January 12 bankruptcy court order is included as Exhibit J to the APA.

An objection to the sale of WSAH(TV) to NRJ was filed with the bankruptcy court by disgruntled pre-bankruptcy owners of the station. The objection was filed by two companies, MTB Equity LLC and Multicultural Television Broadcasting LLC (collectively, "MTBL"), that are wholly owned by Arthur Liu and his wife, Yvonne.

MTBL questioned in its objection whether NRJ is qualified to hold FCC licenses, based on the fact that NRJ's affiliates had not brought to the FCC's attention in prior television station assignment of license applications certain financing and related agreements. MTBL's objection referred to a financing agreement NRJ's affiliates entered into with a lender; a warrant that was issued to a fund managed by an affiliate of the lender; and an agreement granting the lender an option to acquire certain LLC interests. The bankruptcy court, in its January 12 order, rejected MTBL's objection.

Although NRJ LC is not addressing in this assignment of license application the terms of the financing agreement, warrant, and option agreement, NRJ's affiliates already have submitted redacted copies of these documents following the affiliates' acquisition of KCNS(TV) and WMFP(TV). The redacted documents are publicly available in the Commission's files.

The filing of an assignment of license application, however, does not, by itself, present an occasion for addressing such matters. In the case of an assignee, the "parties" as to which information is requested in the Commission's television station assignment of license application form, FCC Form 314, are defined as the assignee itself and those with an attributable interest in the assignee.¹ Except in circumstances in which the Commission's "equity debt plus" test is triggered, which is not the case here, lenders do not have an attributable interest in an assignee.² Similarly, holders of warrants that have not been converted and options that have not been exercised do not have an attributable interest in an assignee.³ In this case, the warrant that was issued has not been converted and the option that was granted has not been exercised. Accordingly, there was no reason for NRJ's affiliates to file the financing agreement, warrant, and option agreement in connection with prior assignment of license applications, and there is no reason to file these documents in connection with this application.

¹ See FCC Form 314, Section III, item 4(a).

² Debt is irrelevant for attribution purposes unless a debtholder's interest exceeds 33% of a station's total asset value (*i.e.*, all equity plus all debt) AND the debtholder either (1) has an attributable interest in another media outlet in the same market as the station or (2) supplies over 15% of the total weekly broadcast programming hours of the station. See 47 C.F.R. § 73.3555, Note 2i; FCC Form 314, instructions to Section III, Item 4. Neither NRJ's lender nor any company controlled in common with the lender or any fund managed by the lender or any affiliate of the lender has an attributable interest in a media outlet in the same market as WSAH(TV) or supplies over 15% of WSAH(TV)'s total weekly broadcast programming hours.

³ The interests of the holders of warrants, options, and other instruments that have rights of conversion are not taken into account for attribution purposes unless and until the interests are converted. See 47 C.F.R. § 73.3555, Note 2(e).