

Description of the Transaction

By this application, the parties seek the Commission's consent to the assignment of the licenses for television broadcast station WTEV-TV, Jacksonville, Florida (Facility ID No. 35576) from High Plains Broadcasting License Company LLC ("High Plains") to Bayshore Television, LLC ("Bayshore").

On July 19, 2012, High Plains Television LLC, Newport Television, LLC, and Cox Media Group, LLC ("CMG") entered into an Asset Purchase Agreement (the "Agreement"). Pursuant to the Agreement, CMG agreed that it or its permitted assignees would purchase the Federal Communications Commission ("FCC") licenses and other assets of the following television broadcast stations:

WTEV-TV, Jacksonville, Florida;
WAWS(TV), Jacksonville, Florida;
KOKI-TV, Tulsa, Oklahoma; and
KMYT-TV, Tulsa, Oklahoma.

This application is one of three applications for assignment of license on Form 314 filed for consent to transactions described in the Agreement. CMG has assigned its rights under the Agreement for the purchase of WTEV-TV to Bayshore.¹

Bayshore's sole member is Bruce R. Baker, a distinguished and experienced broadcaster. Neither Bayshore nor Mr. Baker is affiliated with CMG or its subsidiaries and affiliates,² and CMG does not have an attributable interest in Bayshore. Bayshore and CMG will enter into several agreements, pursuant to which CMG or an affiliated entity will guarantee the loan with which Bayshore will finance its acquisition of WTEV-TV; provide certain sales and other services to Bayshore; and obtain an option to acquire the assets of WTEV-TV under specified circumstances and following Commission approval. These agreements are consistent with similar agreements that have been approved by the Media Bureau. Copies of the option and the sales and services agreements are being supplied to the Commission.³

¹ A copy of the Assignment and Assumption Agreement under which CMG has assigned its rights to Bayshore is being supplied to the Commission. CMG has assigned its rights under the Agreement for the purchase of WAWS(TV) to an affiliated entity.

² Mr. Baker previously managed the television stations owned by CMG affiliates, as well as the Cox Washington News Bureau. Aside from his right to pension and other retiree benefits, he does not have any current affiliation with or role in CMG or any of its affiliated companies.

³ Certain schedules and other proprietary information which are not germane to the Commission's consideration in these agreements have been omitted. *See LUJ, Inc.*, 17 FCC Rcd 16980 (2002). The omitted schedules and other information will be provided to the Commission upon request.

Pending Renewal Applications: Television station WTEV-TV is due to file an application for renewal of license by October 1, 2012. Accordingly, this statement is submitted in furtherance of the Commission's policy permitting processing of long-form applications for multiple stations that involve a subset of stations with pending renewal applications where (1) no basic qualifications issues against the seller and buyer were raised or, if raised, were resolved favorably, and (2) the assignee explicitly assents to standing in the stead of the assignor in any renewal proceeding that is pending at the time of consummation of the change of control. The parties hereby request that the Commission apply that policy in the event that the transactions described in this application have not been consummated by the date of the filing of the WTEV-TV renewal applications.

In accordance with the Commission's requirements for applying its policy, Bayshore hereby agrees to succeed to the position of High Plains in any renewal applications pending for WTEV-TV as of the consummation of the transaction described herein, consistent with the procedures set forth in *Shareholders of CBS Corporation*, 16 FCC Rcd 16072, 16072-73, para. 3 (2001) ("The Commission repeatedly has held that, in multi-station transactions, it will grant the transfer of control application while the renewal application is pending as long as there are no basic qualification issues pending against the transferor or transferee that could not be resolved in the context of the transfer proceeding, and the transferee explicitly assents to standing in the stead of the transferor in the pending renewal proceeding.").