

**Description of Transaction; Confirmation of Use of Form 316**

This application is one of two contemporaneously-filed FCC Form 316 applications, both of which request Commission consent to the involuntary *pro forma* transfer of control of Commission licensees.

Currently, MGTf Radio Company, LLC (“MRC”) is the sole member of MGTf Media Company, LLC (“MMC”). MMC is the licensee of four radio stations in Kansas City, Missouri. One application requests Commission consent to the involuntary *pro forma* transfer of control of MMC, from MRC to MRC, as debtor-in-possession.

In addition, currently, WPNT, Inc. (“WPNT”) is the sole member of WPNT Media Subsidiary, LLC (“WMS”). WMS is the licensee of two radio stations in Pittsburgh, Pennsylvania. The second application seeks Commission consent to the involuntary *pro forma* transfer of control of WMS, from WPNT to WPNT, as debtor-in-possession.

On March 20, 2018, MRC and WPNT each submitted voluntary petitions for bankruptcy to the United States Bankruptcy Court, Eastern District of Missouri (“Bankruptcy Court”), seeking relief under the provisions of Chapter 11 of the United States Bankruptcy Code to effectuate a restructuring of the debt obligations of each of MRC and WPNT.<sup>1</sup>

As a result, each of MRC and WPNT is operating as a debtor-in-possession under the Bankruptcy Court’s oversight. Those companies anticipate that they will continue business operations in the ordinary course throughout the Chapter 11 process. A copy of the relevant petition for bankruptcy is included as Exhibit 6 to this application.

This application for consent to *pro forma* transfer of control will not result in a substantial change in control of either MRC (or MMC) or WPNT (or WMS). The ownership structure of each company remains unchanged following the filing of the bankruptcy petitions.

Accordingly, because control of each of MMC and WMS remains unchanged (subject to the jurisdiction and oversight of the Bankruptcy Court), the use of FCC Form 316 is appropriate for this transaction, pursuant to Section 73.3540(f)(4) of the Commission’s rules. *See also 1998 Biennial Regulatory Review – Streamlining of Mass Media Applications, Rules and Procedures*, 13 FCC Rcd 11349, 11375 (1998).

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<sup>1</sup> See *In re MGTf Radio Company, LLC*, Case No. 18-41671 (Chapter 11) (Bankr. E.D. Missouri); and *In re WPNT, Inc.*, Case No. 18-41672 (Chapter 11) (Bankr. E.D. Missouri).