

DESCRIPTION OF TRANSACTION/CHANGES INTEREST

This application is one of eight related applications on FCC Form 315 filed concurrently seeking the FCC's consent to the transfers of control of the following television station licensees from either USA Television Holdings, LLC ("USA Holdings"), a Delaware limited liability company, or USA Television MidAmerica Holdings, LLC ("USA MidAmerica"), a Delaware limited liability company, to Allen Media Broadcasting Evansville, Inc. ("Allen Media"), a Delaware corporation:

- Oregon TV License Company, LLC, the licensee of television stations KEZI(DT), Eugene, OR (Facility ID No. 34406); KDRV(DT), Medford, OR (Facility ID No. 60736); KDKF(DT), Klamath Falls, OR (Facility ID No. 60740); and associated television translator stations.
- Mississippi TV License Company, LLC, the licensee of television station WTVA(DT), Tupelo, MS (Facility ID No. 74148).¹
- California TV License Company, LLC, the licensee of television station KHSL-TV, Chico, CA (Facility ID No. 24508) and associated television translator stations.²
- Alabama TV License Company, LLC, the licensee of television station WAAY-TV, Huntsville, AL (Facility ID No. 57292).
- Ft. Wayne TV License Company, LLC, the licensee of television station WFFT-TV, Fort Wayne, IN (Facility ID No. 25040).
- Terre Haute TV License Company, LLC, the licensee of television station WTHI-TV, Terre Haute, IN (Facility ID No. 70655).

¹ The licensee's immediate parent company, Mississippi TV, LLC, is party to an Amended and Restated Joint Sales and Services Agreement dated as of July 1, 2017 with Coastal Television Broadcasting Company, LLC, the licensee of WLOV-TV, West Point, MS (the "Mississippi JSSA"). Pursuant to the Commission's Second Report and Order in the 2014 quadrennial review, the Mississippi JSSA is grandfathered through September 30, 2025 and can be transferred or assigned to other parties without terminating grandfathering relief. *See 2014 Quadrennial Regulatory Review – Review of the Commission's Broadcast Ownership Rules & Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, Second Report and Order, 31 FCC Rcd 9864 (2016); *see also* Letter from Barbara A. Kreisman, Chief, Video Division, Media Bureau, FCC to John M. Burgett, Esq. (dated May 10, 2017).

² The licensee's immediate parent company, California TV, LLC, is party to an Amended and Restated Joint Sales and Services Agreement dated as of July 1, 2017 with Maxair Media, LLC, the licensee of KNVN(TV), Chico, CA (the "California JSSA"). Pursuant to the Commission's Second Report and Order in the 2014 quadrennial review, the California JSSA is grandfathered through September 30, 2025 and can be transferred or assigned to other parties without terminating grandfathering relief. *See 2014 Quadrennial Regulatory Review – Review of the Commission's Broadcast Ownership Rules & Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, Second Report and Order, 31 FCC Rcd 9864 (2016); *see also* Letter from Barbara A. Kreisman, Chief, Video Division, Media Bureau, FCC to John M. Burgett, Esq. (dated May 10, 2017).

- Rochester TV License Company, LLC, the licensee of television station KIMT(TV), Mason City, IA (Facility ID No. 66402).
- Lafayette TV License Company, LLC, the licensee of television station WLFI-TV, Lafayette, IN (Facility ID No. 73204).

USA Holdings and USA MidAmerica are affiliated companies with generally common ownership structures. The licensees of the broadcast stations referenced above (collectively, the “Licensee Companies”) are currently 100% controlled by either USA Holdings or USA MidAmerica as set forth below:

- USA Holdings is the sole shareholder of the following corporations: Oregon TV Holdings, Inc.; Mississippi TV Holdings, Inc.; and California TV Holdings, Inc. (collectively, the “Holdings Corporations”).
 - Oregon TV Holdings, Inc. is the sole member of Oregon TV, LLC, which, in turn, is the sole member of Oregon TV License Company, LLC.
 - Mississippi TV Holdings, Inc. is the sole member of Mississippi TV, LLC, which, in turn, is the sole member of Mississippi TV License Company, LLC.
 - California TV Holdings, Inc. is the sole member of California TV, LLC, which, in turn, is the sole member of California TV License Company, LLC.
- USA MidAmerica is the sole shareholder of the following corporations: Alabama TV Holdings, Inc.; Ft. Wayne TV Holdings, Inc.; Terre Haute TV Holdings, Inc.; Rochester TV Holdings, Inc.; and Lafayette TV Holdings, Inc. (collectively, the “MidAmerica Corporations”).³
 - Alabama TV Holdings, Inc. is the sole member of Alabama TV, LLC, which, in turn, is the sole member of Alabama TV License Company, LLC.
 - Ft. Wayne TV Holdings, Inc. is the sole member of Ft. Wayne TV, LLC, which, in turn, is the sole member of Ft. Wayne TV License Company, LLC.
 - Terre Haute TV Holdings, Inc. is the sole member of Terre Haute TV, LLC, which, in turn, is the sole member of Terre Haute TV License Company, LLC.
 - Rochester TV Holdings, Inc. is the sole member of Rochester TV, LLC, which, in turn, is the sole member of Rochester TV License Company, LLC.
 - Lafayette TV Holdings, Inc. is the sole member of Lafayette TV, LLC, which, in turn, is the sole member of Lafayette TV License Company, LLC.

Pursuant to the attached Purchase Agreement dated as of September 23, 2019, Allen Media has agreed to acquire from USA Holdings and USA MidAmerica all of the outstanding stock of the Holdings Corporations and MidAmerica Corporations, respectively, thus resulting in Allen Media acquiring 100% control of the Licensee Companies.

³ USA MidAmerica is also the sole shareholder of St. Joseph TV Holdings, Inc. which, through an intermediate subsidiary, is the parent of St. Joseph TV License Company, LLC, the licensee of KQTV, St. Joseph, MO (Fac. ID No. 20427). This transaction does not involve the transfer of control of KQTV.