Description of Transaction

The instant application is one of several being filed simultaneously by subsidiaries of Cunningham Broadcasting Corporation ("CBC") to transfer control of the license subsidiaries of recently-acquired stations from Michael Anderson as the sole trustee of the Carolyn C. Smith Cunningham Trust (the "Trust") to Michael Anderson in his personal capacity. The Commission recently granted such applications for all stations acquired by CBC prior to 2017. Grant of these additional transfer applications for recently acquired stations will allow the approved transfer to go forward and be consummated for all CBC stations.

As the Commission is aware, Michael Anderson serves as the trustee of the Trust, which is the majority shareholder of CBC. In 2013, CBC filed applications seeking the Commission's consent to transfer control of its license subsidiaries from the Trust to Michael Anderson personally. See FCC File Nos. BTCCDT- 20130226AFW/AFX/AFY/AFZ/AGC/AGD/AGE. While those applications were pending, CBC acquired additional stations and thereafter filed applications to transfer control of those license subsidiaries to Michael Anderson as well. See FCC File Nos. BTCCDT-20150206ACP/ACQ/ACR/ACS.

On December 5, 2017, the Commission granted all of the pending applications to transfer control of CBC from the Trust as controlled by Michael Anderson, trustee, to Michael Anderson in his individual capacity. The instant application and those filed concurrently with it seek the Commission's consent to the same transfer of control approved in the applications above for the stations CBC has acquired in 2017 or is about to acquire pursuant to prior Commission approval.[1]

In addition, the instant application seeks to assign the license of KBVU-TV, Eureka, California, from Esteem Broadcasting of California LLC to a newly created subsidiary 100% owned by Esteem Broadcasting of California LLC. The new entity will be a Maryland corporation named Eureka (KBVU-TV) Licensee, Inc. Michael Anderson will be President and sole director and Lisa Asher will be Secretary/Treasurer.

Accordingly, the instant application seeks the Commission's consent to the assignment of license of KBVU-TV, Eureka, California to Eureka (KBVU-TV) Licensee, Inc. and the transfer of control of the licensee from the Trust to Michael Anderson individually.

[1] As previously reported to the Commission, this application is being filed in connection with the settlement of Mrs. Smith's estate and the winding down of the Trust pursuant to its terms. The Trust Agreement provides that upon the death of Mrs. Smith, the shares of CBC held by the Trust will be distributed to her sons. However, the sons have executed a Waiver, Receipt, Release, and Indemnification Agreement ("Waiver"), whereby the shares will instead be transferred to Michael Anderson immediately following their transfer to the sons, pursuant to a Stock Purchase Agreement. Copies of the Waiver and Stock Purchase Agreement were previously submitted to the Commission in the 2013 and 2015 applications discussed above.