

COMPREHENSIVE EXHIBIT

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I. DESCRIPTION OF THE TRANSACTION

This application is one of three concurrently filed applications that seek the Commission's consent to a transaction (the "Transaction") pursuant to which Sinclair Television Group, Inc. ("STG") will acquire all of the outstanding stock of Bonten Media Group Holdings, Inc. ("Bonten"), parent of the license subsidiaries set forth in Section III.A below ("License Subsidiaries").¹ Specifically, the applications seek consent to a long-form transfer of control of the License Subsidiaries from Bonten Media Group LLC ("Bonten Media" or "Transferor," and together with STG the "Applicants") to STG.

STG does not have an attributable interest in any station in any of the Bonten markets. As part of the proposed Transaction, Bonten's rights and obligations in existing shared services agreements ("SSAs"), options, and grandfathered joint sales agreements ("JSAs") that Bonten has with respect to television stations WEMT(TV), Greenville, TN; WFXI(TV), Morehead City, NC; WYDO(TV), Greenville, NC; KVCU(TV), Paradise, CA; and KBVU(TV), Eureka, CA (the "JSA Stations") will be transferred to STG, and such agreements will continue post-Transaction.² All of the JSAs were entered into prior to March 31, 2014 and are therefore grandfathered and not attributable until September 30, 2025, and are permitted to be transferred or assigned without losing their "grandfathered" status pursuant to the Commission's rules.³ No new JSAs, SSAs, or options are being entered into in connection with this Transaction.

Immediately prior to the closing of the Transaction, and in connection with the transactions contemplated by the Transaction, Bonten may undergo a partial reorganization to convert (by conversion or merger) certain of its subsidiaries, including the License Subsidiaries, from corporations to limited liability companies. These transactions will not change the Transferor or the ultimate control of Bonten or of any of the License Subsidiaries. To the extent necessary, the Applicants will amend this application or file applications on Form 316 to effect any such changes.

¹ The Applicants are contemporaneously filing separate applications with the Wireless Telecommunications and International Bureaus seeking Commission consent to the transfer of control of wireless and earth station authorizations from Bonten Media to STG.

² Copies of the JSAs, SSAs, and options are attached hereto as **Exhibit A**. By separate applications, the JSA Stations are being transferred to Cunningham Broadcasting Corporation, which will assume all rights and obligations of the licensees of the JSA Stations under the existing JSAs, SSAs and options.

³ *2014 Quadrennial Regulatory Review — Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, Second Report and Order, 31 FCC Rcd 9864, ¶¶ 62-63 (2016) ("In addition, we are adopting different transition procedures than those adopted in the *Report and Order*. Specifically, we retain the previous effective date for application of the grandfathering relief—March 31, 2014—and we will extend the compliance period through September 30, 2025. Until that time, such grandfathered agreements will not be counted as attributable, and parties will be permitted to transfer or assign these agreements to other parties without terminating the grandfathering relief.").

II. TRANSACTION DOCUMENTS

The Applicants are submitting with this application a copy of the Stock Purchase Agreement, dated as of April 14, 2017, by and among Bonten Media Group LLC, Randall D. Bongarten, Bonten Media Group Holdings, Inc., and Sinclair Television Group, Inc. (the “Agreement”). The following are annexes, exhibits and schedules to the Agreement:

ANNEXES

- A Stations
- B Esteem Stations
- C Reference Statement of Working Capital
- D Low Power TV Stations
- E Esteem Agreements

EXHIBITS

- A Form of Escrow Agreement

SCHEDULES

- 1.01(a)(i) Company’s Knowledge
- Company Disclosure Schedule
- Purchaser Disclosure Schedule

The Applicants have excluded from the application these annexes, exhibits and schedules to the Agreement. The excluded documents contain proprietary information, are not germane to the Commission’s consideration of this application, or duplicate information already included in the application or in the possession of the Commission. *See LUJ, Inc. and Long Nine, Inc.*, 17 FCC Rcd 16980 (2002).

Copies of excluded portions of those documents and other material will be provided to the Commission upon request, subject to the right of the Applicants to ask that the material submitted be held in confidence and not be made available for public inspection pursuant to applicable rules and policies of the Commission that restrict public access to confidential and proprietary information.

III. CHANGES IN INTEREST AND PARTIES TO THE APPLICATION

A. Changes in Interest

Bonten Media is the parent of Bonten and the ultimate parent of licensee subsidiaries Bluestone License Holdings, Inc., North Carolina License Holdings, Inc., and California Broadcasting, Inc.

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The officers, directors, and stockholders of Bluestone License Holdings, Inc. are:

Names and Address	Citizenship	Positional Interest	Interest Held			
			Before Transfer		After Transfer	
			Percentage Vote	Percentage Total Assets	Percentage Votes	Percentage Total Assets
RANDALL D. BONGARTEN EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer and Director	0	0	0	0
STEPHEN M. BASSFORD 280 PARK AVENUE 25 TH FLOOR, EAST TOWER NEW YORK, NY, 10017	U.S.	Officer and Director	0	0	0	0
WILLIAM SCOTT MOODY EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer	0	0	0	0
ANDREW STEWART EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer	0	0	0	0
RICHARD REINGOLD EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer	0	0	0	0
JACK DEMPSEY EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer	0	0	0	0
TAMY WAGNER EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer	0	0	0	0
BLUESTONE TELEVISION INC. EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Sole Stockholder	100	100	100	100

The officers, directors, and stockholders of North Carolina License Holdings, Inc. are:

Names and Address	Citizenship	Positional Interest	Interest Held			
			Before Transfer		After Transfer	
			Percentage Vote	Percentage Total Assets	Percentage Votes	Percentage Total Assets
RANDALL D. BONGARTEN EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer and Director	0	0	0	0

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STEPHEN M. BASSFORD 280 PARK AVENUE 25 TH FLOOR, EAST TOWER NEW YORK, NY, 10017	U.S.	Officer and Director	0	0	0	0
WILLIAM SCOTT MOODY EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer	0	0	0	0
RICHARD REINGOLD EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer	0	0	0	0
NORTH CAROLINA BROADCASTING, INC. EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Sole Stockholder	100	100	100	100

The officers, directors, and stockholders of California Broadcasting, Inc. are:

Names and Address	Citizenship	Positional Interest	Interest Held			
			Before Transfer		After Transfer	
			Percentage Vote	Percentage Total Assets	Percentage Votes	Percentage Total Assets
RANDALL D. BONGARTEN EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer and Director	0	0	0	0
STEPHEN M. BASSFORD 280 PARK AVENUE 25 TH FLOOR, EAST TOWER NEW YORK, NY, 10017	U.S.	Officer and Director	0	0	0	0
WILLIAM SCOTT MOODY EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer	0	0	0	0
ANDREW STEWART EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer	0	0	0	0
THE DGH COMPANY EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Sole Stockholder	100	100	100	100

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The officers, directors, and stockholders of North Carolina Broadcasting, Inc. are:

Names and Address	Citizenship	Positional Interest	Interest Held			
			Before Transfer		After Transfer	
			Percentage Vote	Percentage Total Assets	Percentage Votes	Percentage Total Assets
RANDALL D. BONGARTEN EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer and Director	0	0	0	0
STEPHEN M. BASSFORD 280 PARK AVENUE 25 TH FLOOR, EAST TOWER NEW YORK, NY, 10017	U.S.	Officer and Director	0	0	0	0
WILLIAM SCOTT MOODY EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer	0	0	0	0
BONTEN MEDIA GROUP INC. EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Sole Stockholder	100	100	100	100

The officers, directors, and stockholders of The DGH Company are:

Names and Address	Citizenship	Positional Interest	Interest Held			
			Before Transfer		After Transfer	
			Percentage Vote	Percentage Total Assets	Percentage Votes	Percentage Total Assets
RANDALL D. BONGARTEN EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer and Director	0	0	0	0
STEPHEN M. BASSFORD 280 PARK AVENUE 25 TH FLOOR, EAST TOWER NEW YORK, NY, 10017	U.S.	Officer and Director	0	0	0	0
WILLIAM SCOTT MOODY EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer	0	0	0	0
BLUESTONE TELEVISION INC. EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Sole Stockholder	100	100	100	100

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The officers, directors, and stockholders of Bluestone Television Inc. are:

Names and Address	Citizenship	Positional Interest	Interest Held			
			Before Transfer		After Transfer	
			Percentage Vote	Percentage Total Assets	Percentage Votes	Percentage Total Assets
RANDALL D. BONGARTEN EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer and Director	0	0	0	0
STEPHEN M. BASSFORD 280 PARK AVENUE 25 TH FLOOR, EAST TOWER NEW YORK, NY, 10017	U.S.	Officer and Director	0	0	0	0
WILLIAM SCOTT MOODY EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer	0	0	0	0
JAMES ALIC EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Director	0	0	0	0
BONTEN MEDIA GROUP INC. EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Sole Stockholder	100	100	100	100

The officers, directors, and stockholders of Bonten Media Group, Inc. are:

Names and Address	Citizenship	Positional Interest	Interest Held			
			Before Transfer		After Transfer	
			Percentage Vote	Percentage Total Assets	Percentage Votes	Percentage Total Assets
RANDALL D. BONGARTEN EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer and Director	0	0	0	0
STEPHEN M. BASSFORD 280 PARK AVENUE 25 TH FLOOR, EAST TOWER NEW YORK, NY, 10017	U.S.	Officer and Director	0	0	0	0
WILLIAM SCOTT MOODY EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer	0	0	0	0
JAMES ALIC EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Director	0	0	0	0
BONTEN MEDIA GROUP	U.S.	Sole	100	100	100	100

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HOLDINGS, INC. EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118		Stockholder				
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The officers, directors, and owner of Bonten Media Group Holdings, Inc. are:

Names and Address	Citizenship	Positional Interest	Interest Held			
			Before Transfer		After Transfer	
			Percentage Vote	Percentage Total Assets	Percentage Votes	Percentage Total Assets
RANDALL D. BONGARTEN EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer, Director, and Stockholder	0	0	0	0
STEPHEN M. BASSFORD 280 PARK AVENUE 25 TH FLOOR, EAST TOWER NEW YORK, NY, 10017	U.S.	Officer and Director	0	0	0	0
WILLIAM SCOTT MOODY EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Officer	0	0	0	0
JAMES ALIC EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Director	0	0	0	0
BONTEN MEDIA GROUP LLC EMPIRE STATE BUILDING 350 FIFTH AVE., SUITE 5340 NEW YORK, NY 10118	U.S.	Owner	99	99	0	0

The pre- and post-Transaction ownership structure of Bonten is detailed in **Exhibit B**.

B. Parties to the Application

Following the Transaction, STG will be the sole stockholder of Bonten. Sinclair Broadcast Group, Inc. (“SBG”) is the sole stockholder of STG.

Officers, Directors, and Attributable Stockholders of STG				
Names and Addresses of Any Party to Application Holding an Attributable Interest	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
SINCLAIR BROADCAST GROUP, INC. (“SBG”) C/O PILLSBURY – M. MASON 1200 SEVENTEENTH STREET, NW	U.S.	Sole Stockholder of STG	100	100

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WASHINGTON, DC 20036				
STEVEN M. MARKS 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
STEPHEN J. PRUETT 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
ROBERT D. WEISBORD 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Office	0	0
CHRISTOPHER RIPLEY 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
DAVID B. AMY 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
LUCY RUTISHAUSER 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
BARRY M. FABER 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
ROBERT MALANDRA 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
MARK AITKEN 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
DAVE HOWITT 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
TAMMY DUPUY 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
JONATHAN D. SPAET 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
JOSEPH A. KOFF 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
MIKE KRALEC 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
I. SCOTT LIVINGSTON 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
DAVID F. SCHWARTZ 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
M. WILLIAM BUTLER 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
GREGG L. SIEGEL 10706 BEAVER DAM RD	U.S.	Officer	0	0

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COCKEYSVILLE, MD 21030				
DELBERT R. PARKS, III 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
DAVID D. SMITH 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer and Director	0	0
J. DUNCAN SMITH 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Director	0	0
FREDERICK G. SMITH 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Director	0	0
ROBERT E. SMITH 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Director	0	0
LAWRENCE E. MCCANNA 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Director	0	0
DANIEL C. KEITH 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Director	0	0

Officers, Directors, and Attributable Stockholders of SBG				
Names and Addresses of Any Party to Application Holding an Attributable Interest	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
STEVEN M. MARKS 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
STEPHEN J. PRUETT 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
ROBERT D. WEISBORD 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
CHRISTOPHER RIPLEY 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
DAVID B. AMY 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
LUCY RUTISHAUSER 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
BARRY M. FABER 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
DAVID D. SMITH 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer, Director, Stockholder	25	1
J. DUNCAN SMITH	U.S.	Officer, Director,	23	1

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10706 BEAVER DAM RD COCKEYSVILLE, MD 21030		Stockholder		
FREDERICK G. SMITH 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer, Director, Stockholder	13	1
ROBERT E. SMITH 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Director	0	0
JUSTIN BRAY 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
JAMIE DEMBECK 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
PAUL E. NESTEROVSKY 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
DONALD H. THOMPSON 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
THOMAS I. WATERS 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
DAVID R. BOCHENEK 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
REBECCA HANSON 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Officer	0	0
LAWRENCE E. MCCANNA 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Director	0	0
DANIEL C. KEITH 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Director	0	0
MARTIN R. LEADER 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Director	0	0
HOWARD F. FRIEDMAN 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	U.S.	Director	0	0

IV. COMPLIANCE WITH OWNERSHIP RULES

- A. No Overlap Markets; No Attributable JSAs.** Bonten and STG do not own any full-power television stations in the same Designated Market Areas (“DMA”). As set forth in Section I above, no new JSAs will be entered into in connection with this Transaction. The JSAs that STG is assuming as part of this Transaction were all entered into before March 31, 2014 and are not attributable.
- B. Reauthorization of Existing Satellite Exemption.** In the Missoula, Montana DMA, station KCFW-TV is a long-time satellite of KECI-TV pursuant to a

satellite waiver most recently granted on April 24, 2007. The Applicants request continuation of satellite authority for KCFW pursuant to the satellite waiver request attached to the application as **Exhibit C**.

- C. The National Television Ownership Cap.** On April 20, 2017, the Commission adopted an Order on Reconsideration that, among other things, reinstated the UHF discount (“UHF Discount”), which provides that a UHF station is deemed to reach 50% of the television households in its DMA for purposes of calculating compliance with the FCC’s 39% national audience reach cap (“National Cap”).⁴ The reinstatement of the UHF Discount will become effective 30 days after publication of the amended rule in the Federal Register, which is pending at this time. With the UHF Discount, the proposed Transaction would comply with the National Cap because STG, upon consummation of the proposed Transaction, would reach less than 39% of U.S. television households. To the extent necessary (*i.e.*, if the restoration of the UHF Discount has not yet become effective), the Applicants request a waiver of the National Cap until such time as the *UHF Discount Recon Order* becomes effective.⁵

V. OTHER AUTHORIZATIONS

STG is a wholly-owned subsidiary of SBG. STG and/or SBG have attributable interests in the following broadcast stations:

	CALL SIGN	FAC ID	SERVICE	COMMUNITY OF LICENSE
1.	KAAS-TV	11912	DT	Salina, KS
2.	KABB(TV)	56528	DT	San Antonio, TX
3.	KATU(TV)	21649	DT	Portland, OR
	(a) K18HH-D	21657	LD	The Dalles, OR
	(b) K26DB	21650	TX	Astoria, OR
	(c) K35LD-D	21651	LD	Prineville, OR
	(d) K38GS-D	21653	LD	Grays River, Lebam, WA

⁴ See Amendment of Section 73.3555(e) of the Commission’s Rules, National Television Multiple Ownership Rule, Order on Reconsideration, MB Docket No. 13-236, FCC 17-40, at ¶ 1 & App’x A (rel. April 21, 2017) (the “*UHF Discount Recon Order*”).

⁵ Without the UHF Discount, upon consummation of the Transaction, STG would exceed the National Cap by less than 1%.

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	CALL SIGN	FAC ID	SERVICE	COMMUNITY OF LICENSE
	(e) K42CZ-D	21660	LD	Lincoln City, etc., OR
	(f) 43EJ-D	21662	LD	Tillamook, OR
	(g) K47OP-D	21648	TX	Corvallis, OR
4.	KATV(TV)	33543	DT	Little Rock, AR
5.	KBAK-TV	4148	DT	Bakersfield, CA
	(a) KBFX-CD	51501	DC	Bakersfield, CA
6.	KBOI-TV	49760	LD	Boise, ID
	(a) KYUU-LD	190303	DT	Boise, ID
7.	KBSI(TV)	19593	DT	Cape Girardeau, MO
8.	KCBY-TV	49750	DT	Coos Bay, OR
9.	KDBC-TV	33764	DT	El Paso, TX
	(a) KCWF-LP	33767	TX	Las Cruces, NM
	(b) KKNJ-LP	33766	TX	Alamogordo, NM
10.	KDNL-TV	56524	DT	St. Louis, MO
11.	KDSM-TV	56527	DT	Des Moines, IA
12.	KEPR-TV	56029	DT	Pasco, WA
13.	KEYE-TV	33691	DT	Austin, TX
14.	KFDM(TV)	22589	DT	Beaumont, TX
15.	KFOX-TV	33716	DT	El Paso, TX
16.	KFRE-TV	59013	DT	Sanger, CA
17.	KFXL-TV	84453	DT	Lincoln, NE
18.	KGAN(TV)	25685	DT	Cedar Rapids, IA

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	CALL SIGN	FAC ID	SERVICE	COMMUNITY OF LICENSE
19.	KGBT-TV	34457	DT	Harlingen, TX
20.	KHGI-TV	21160	DT	Kearney, NE
	(a) KHGI-CD	168339	CD	North Platte, NE
	(b) KHGI-LD	127682	LD	O'Neil, NE
21.	KHQA-TV	4690	DT	Hannibal, Mo
22.	KIMA-TV	56033	DT	Yakima, WA
23.	KJZZ-TV	36607	DT	Salt Lake City, UT
	(a) K15DI	36603	TX	Vernal, UT
	(b) K18DL-D	36605	LD	Logan, UT
	(c) K21DY-D	36602	LD	Heber City, UT
	(d) K21EZ-D	36610	LD	Price, UT
	(e) K24CY	36598	TX	St. George, UT
	(f) K35EJ-D	36608	LD	Woodland, UT
	(g) K38GO	36599	TX	Roosevelt, UT
	(h) K44EL	36609	TX	Ouray, UT
24.	KLEW-TV	56032	DT	Lewiston, ID
25.	KMPH-TV	51488	DT	Visalia, CA
	(a) KMPH-CD	168338	DC	Merced-Mariposa, CA
26.	KMYU(TV)	35822	DT	St. George, UT
27.	KOCB(TV)	50170	DT	Oklahoma City, OK
28.	KOCW(TV)	83181	DT	Hoisington, KS
29.	KOKH-TV	35388	DT	Oklahoma City, OK

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	CALL SIGN	FAC ID	SERVICE	COMMUNITY OF LICENSE
30.	KOMO-TV	21656	DT	Seattle, WA
31.	KOMO(AM)	21647	AM	Seattle, WA
32.	KPIC(TV)	61551	DT	Roseburg, OR
	(a) K11GH-D	61552	LD	Tri Cities, OR
	(b) K13HM-D	61547	LD	Myrtle Creek, OR
	(c) K26HO-D	61548	LD	Glide, OR
	(d) K29KR-D	190502	LD	Camas Valley, OR
33.	KPLZ-FM	21663	FM	Seattle, WA
34.	KPTH(TV)	77451	DT	Sioux City, IA
	(a) KBVK-LP	127822	LD	Spencer, IA
	(b) KPTP-LD	127666	LD	Norfolk, NE
35.	KPTM(TV)	51491	DT	Omaha, NE
36.	KRCG(TV)	41110	DT	Jefferson City, MO
37.	KRXI-TV	48360	DT	Reno, NV
	(a) K16GM-D	130412	LD	Yerington, NV
	(b) K17CA-D	23029	LD	Carson City, NV
	(c) K17HB-D	130885	LD	Winnemucca, NV
	(d) K22FH-D	127981	LD	Hawthorne, NV
	(e) K22JC-D	127979	LD	Silver Springs, NV
	(f) K33IB-D	127845	LD	Silver Springs, NC
	(g) K36GL-D	131168	LD	Lovelock, NV
	(h) K40DV-D	39364	LD	Yerington, NV

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	CALL SIGN	FAC ID	SERVICE	COMMUNITY OF LICENSE
	(i) K48LA-D	168232	LD	South Lake Tahoe, CA
	(j) K49MD-D	187388	LD	Lake Tahoe, NV
	(k) K51IA-D	130893	LD	Fallon, NV
38.	KSAS-TV	11911	DT	Wichita, KS
	(a) KAAS-LP	11968	LD	Garden City, KS
	(b) KSAS-LP	11967	LD	Dodge City, KS
39.	KSNV(TV)	10179	DT	Las Vegas, NV
40.	KTUL(TV)	35685	DT	Tulsa, OK
41.	KTVL(TV)	22570	DT	Medford, OR
	(a) K18LJ-D	22571	TX	Dunsmuir, etc, CA
	(b) K02EK	22588	TX	Applegate Valley, OR
	(c) K03BZ	22583	TX	Rogue River, OR
	(d) K04JP	22562	TX	Williams, OR
	(e) K14QH-D	22577	LD	Butte Falls, OR
	(f) K04JZ	22558	TX	Gold Hill, OR
	(g) K06KA	22556	TX	Fort Jones, etc, CA
	(h) K15KE-D	22566	TX	Klamath Falls, etc, OR
	(i) K10LR	22564	TX	Brookings, OR
	(j) K15HU-D	168435	LD	Lakeview, OR
	(k) K19HH-D	168444	LD	Midland, etc, OR
	(l) K21JI-D	168438	LD	Cave Junction, etc, OR
	(m) K25JW-D	168439	LD	Hugo, etc, OR

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	CALL SIGN	FAC ID	SERVICE	COMMUNITY OF LICENSE
	(n) K30JS-D	168441	LD	Yreka, CA
	(o) K41KL-D	168440	LD	Glendale, etc, OR
	(p) K45KE-D	168424	LD	Jacksonville, OR
	(q) K47LD-D	168437	LD	Phoenix, Talent, OR
42.	KTVO(TV)	21251	DT	Kirksville, MO
43.	KUNP(TV)	81447	DT	La Grande, OR
	(a) KUNP-LD	34882	LD	Portland, OR
	(b) KUNW-CD	167797	DC	Yakima, WA
	(c) KVVK-CD	25358	DC	Kennewick, WA
	(d) KORX-CD	71072	CA	Walla Walla, WA
44.	KUNS-TV	4624	DT	Bellevue, WA
45.	KUQI(TV)	82910	DT	Corpus Christi
	(a) KTOV-LP	125469	TX	Corpus Christi
	(b) KXPX-LP	14678	TX	Corpus Christi
46.	KUTV(TV)	35823	DT	Salt Lake City, UT
	(a) K02AW	70997	TX	Virgin, UT
	(b) K03AL	70956	TX	Toquerville, UT
	(c) K03BF	71004	TX	Enterprise, UT
	(d) K07SC	70964	TX	Hildale, etc. (AZ), UT
	(e) K08PC-D	186115	LD	Hildale, etc. (AZ), UT
	(f) K09CD	70963	TX	Rockville, UT
	(g) K11VY-D	167551	LD	Toquerville, UT

FORM 315
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	CALL SIGN	FAC ID	SERVICE	COMMUNITY OF LICENSE
	(h) K19HQ-D	167549	LD	Virgin, UT
	(i) K22FS-D	35839	LD	Beaver, etc, UT
	(j) K22JZ-D	184655	LD	Spring Glen, UT
	(k) K31FG	35840	TX	Delta, etc, UT
	(l) K31JX-D	167555	LD	Rockville, UT
	(m)K36JA-D	167558	LD	Enterprise, UT
	(n) K41FX	35838	TX	Spring Glen, UT
	(o) K43AE	35836	TX	Myton, etc, UT
	(p) K44IZ-D	167554	LD	Delta, etc, UT
	(q) K49AS-D	70994	LD	Santa Clara, UT
	(r) K50KG-D	167550	LD	Aurora, etc, UT
47.	KVAL-TV	49766	DT	Eugene, OR
	(a) K15KB-D	49759	TX	Squaw Valley, OR
	(b) K21LY-D	190070	LD	Mapleton, OR
	(c) K21MB-D	49754	LD	Scottsburg, OR
	(d) K33CP-D	49762	TX	Gold Beach, OR
	(e) K39KR-D	182753	LD	Port Orford, OR
48.	KVCW(TV)	10195	DT	Las Vegas, NV
49.	KVI(AM)	35853	AM	Seattle, WA
50.	KVIH-TV	40450	DT	Clovis, NM
	(a) K43BU	40448	TX	Clovis, NM
51.	KVII-TV	40446	DT	Amarillo, TX

FORM 315
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	CALL SIGN	FAC ID	SERVICE	COMMUNITY OF LICENSE
52.	KWNB-TV	21162	DT	Hayes Center, NE
	(a) KWNB-LD	126405	LD	McCook, NE
53.	WABM(TV)	16820	DT	Birmingham, AL
54.	WACH(TV)	19199	DT	Columbia, SC
55.	WBFF(TV)	10758	DT	Baltimore, MD
56.	(a) WBMA-LD	60214	LD	Birmingham, AL
57.	WCGV-TV	71278	DT	Milwaukee, WI
58.	WCHS-TV	71280	DT	Charleston, WV
59.	WCIV(TV)	9015	DT	Charleston, SC
60.	WCWF(TV)	73042	DT	Suring, WI
61.	WCWN(TV)	73264	DT	Schenectady, NY
62.	WDKY(TV)	64017	DT	Danville, KY
63.	WEAR-TV	71363	DT	Pensacola, FL
64.	WFGX(TV)	6554	DT	Ft. Walton Beach, FL
65.	WFXL(TV)	70815	DT	Albany, GA
66.	WGME-TV	25683	DT	Portland, ME
67.	WGXA(TV)	58262	DT	Macon, GA
68.	WHOI(TV)	6866	DT	Peoria, IL
69.	WHP-TV	72313	DT	Harrisburg, PA
70.	WICD(TV)	25684	DT	Champaign, IL
71.	WICS(TV)	25686	DT	Springfield, IL
72.	WJAC-TV	73120	DT	Johnstown, PA

FORM 315
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	CALL SIGN	FAC ID	SERVICE	COMMUNITY OF LICENSE
	(a) W42DG-D	168229	LD	State College, PA
73.	WJAR(TV)	50780	DT	Providence, RI
74.	WJLA-TV	1051	DT	Washington, DC
75.	WKEF(TV)	73155	DT	Dayton, OH
76.	WKRC-TV	11289	DT	Cincinnati, OH
77.	WLFL(TV)	73205	DT	Raleigh, NC
78.	WLOS(TV)	56537	DT	Asheville, NC
	(a) W05AC	56538	TX	Tryon, etc., NC
	(b) W05AE	56529	TX	Sylva, etc., NC
	(c) W05AF	56533	TX	Cherokee, NC
	(d) W05AO	56531	TX	Pickens, SC
	(e) W05AP	56530	TX	Brasstown, etc., NC
	(f) W06AD	56536	TX	Spruce Pine, NC
	(g) W06AL	56544	TX	Oteen/Warren, NC
	(h) W06AN	56547	TX	Sapphire Valley, etc., NC
	(i) W06AP	56534	TX	Maggie Valley, etc., NC
	(j) W06AQ	56535	TX	Bat Cave, etc., NC
	(k) W08AN	56540	TX	Bryson City, etc., NC
	(l) W15DY-D	56542	TX	Marion, etc., NC
	(m) W11AJ	56539	TX	Franklin, NC
	(n) W11AQ	56546	TX	Robbinsville, etc., NC
	(o) W12AQ	56545	TX	Black Mountain, NC

FORM 315
COMPREHENSIVE EXHIBIT

	CALL SIGN	FAC ID	SERVICE	COMMUNITY OF LICENSE
	(p) W12AR	56532	TX	Waynesville, etc., NC
	(q) W12AU	56543	TX	Burnsville, NC
	(r) W12CI	56541	TX	Hot Springs, NC
	(s) W14EG-D	190613	LD	Robbinsville, etc. NC
	(t) W15DR-D	190686	LD	Maggie Valley, etc. NC
	(u) W17DS-D	190616	LD	Sylvia, etc. NC
	(v) W28EP-D	198134	LD	Bat Cave, etc. NC
	(w) W30DX-D	198135	LD	Bryson City, etc. NC
	(x) W31DY-D	190612	LD	Pickens, SC
79.	WLUK-TV	4150	DT	Green Bay, MI
80.	WMSN-TV	10221	DT	Madison, WI
81.	WMYV(TV)	25544	DT	Greensboro, NC
82.	WNWO-TV	73354	DT	Toledo, OH
83.	WNYO-TV	67784	DT	Buffalo, NY
84.	WOAI-TV	69618	DT	San Antonio, TX
85.	WPBN-TV	21253	DT	Traverse City, MI
86.	WPDE-TV	17012	DT	Florence, SC
87.	WPEC(TV)	52527	DT	West Palm Beach, FL
88.	WPGH-TV	73875	DT	Pittsburgh, PA
89.	WPNT(TV)	73907	DT	Pittsburgh, PA
90.	WRDC(TV)	54963	DT	Durham, NC
91.	WRGB(TV)	73942	DT	Schenectady, NY

FORM 315
COMPREHENSIVE EXHIBIT

	CALL SIGN	FAC ID	SERVICE	COMMUNITY OF LICENSE
92.	WRLH-TV	412	DT	Richmond, VA
93.	WSBT-TV	73983	DT	South Bend, IN
94.	WSET-TV	73988	DT	Lynchburg, CA
	(a) W05AA-D	73989	LD	Roanoke, VA
95.	WSMH(TV)	21737	DT	Flint, MI
96.	WSTM-TV	21252	DT	Syracuse, NY
	(a) WSTQ-LP	10320	TX	Syracuse, NY
97.	WSYX(TV)	56549	DT	Columbus, OH
98.	WTGS(TV)	27245	DT	Hardeeville, SC
99.	WTOM-TV	21254	DT	Cheboygan, MI
100.	WTOV-TV	74122	DT	Steubenville, OH
101.	WTTO(TV)	74138	DT	Homewood, AL
102.	WTVC(TV)	22590	DT	Chattanooga, TN
103.	WTVX(TV)	35575	DT	Fort Pierce, FL
	(a) WTCN-CA	70865	CA	Palm Beach, FL
	(b) WWHB-CA	63557	CA	Stuart, FL
104.	WTVZ-TV	40759	DT	Norfolk, VA
105.	WTWC-TV	66908	DT	Tallahassee, FL
106.	WUCW(TV)	36395	DT	Minneapolis, MN
107.	WUHF(TV)	413	DT	Rochester, NY
108.	WUTV(TV)	415	DT	Buffalo, NY
109.	WUXP-TV	9971	DT	Nashville, TN

FORM 315
COMPREHENSIVE EXHIBIT

	CALL SIGN	FAC ID	SERVICE	COMMUNITY OF LICENSE
110.	WVTV(TV)	74174	DT	Milwaukee, WI
111.	WWMT(TV)	74195	DT	Kalamazoo, MI
112.	WXLV-TV	414	DT	Winston-Salem, NC
113.	WZTV(TV)	418	DT	Nashville, TN

EXHIBIT A

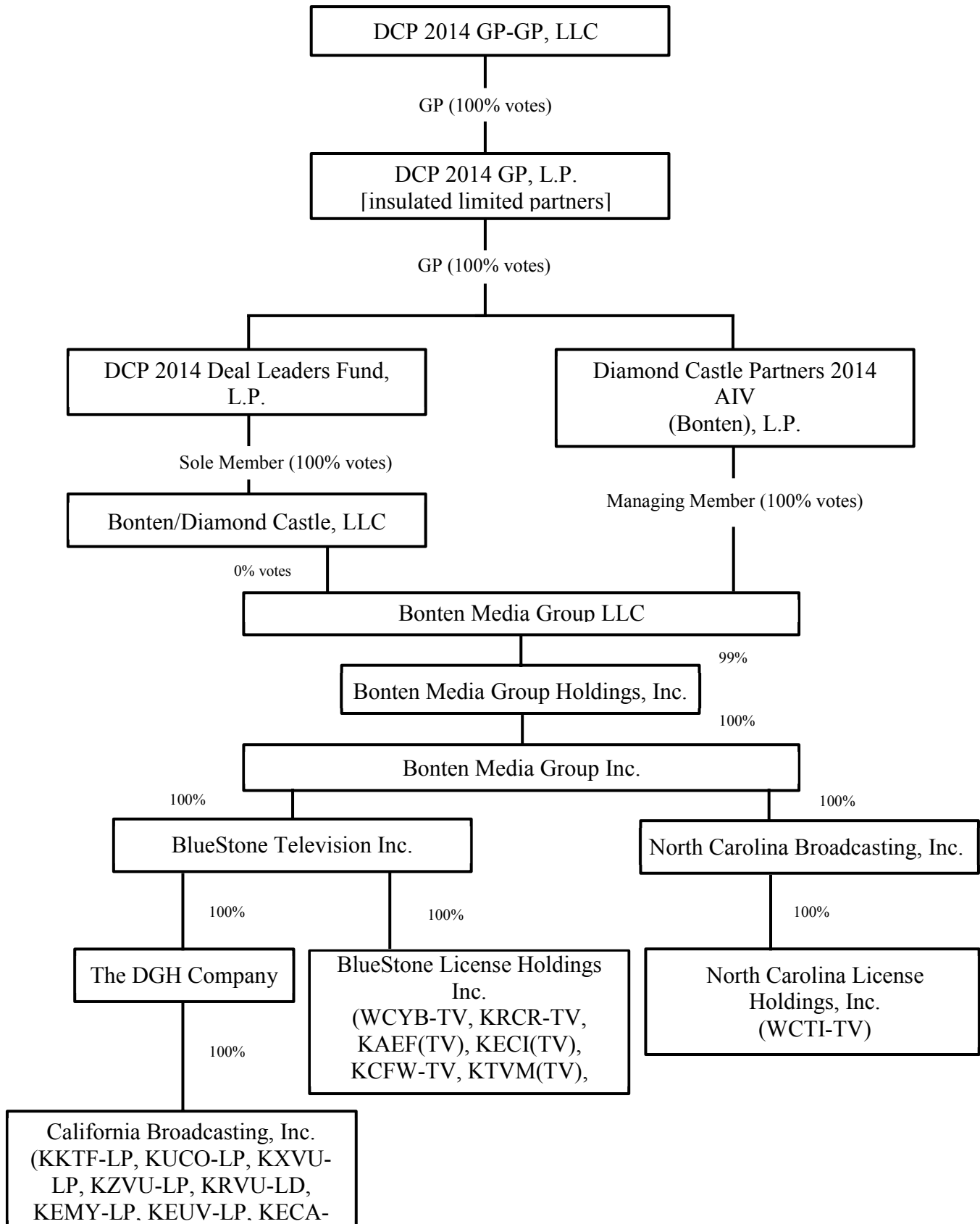
Existing Joint Sales, Shared Services, and Option Agreements

See Exhibit 15 to Form 315

EXHIBIT B

Pre- and Post-Transaction Ownership Structure

Pre-Transaction Bonten Ownership Structure



Post-Transaction Bonten Ownership Structure

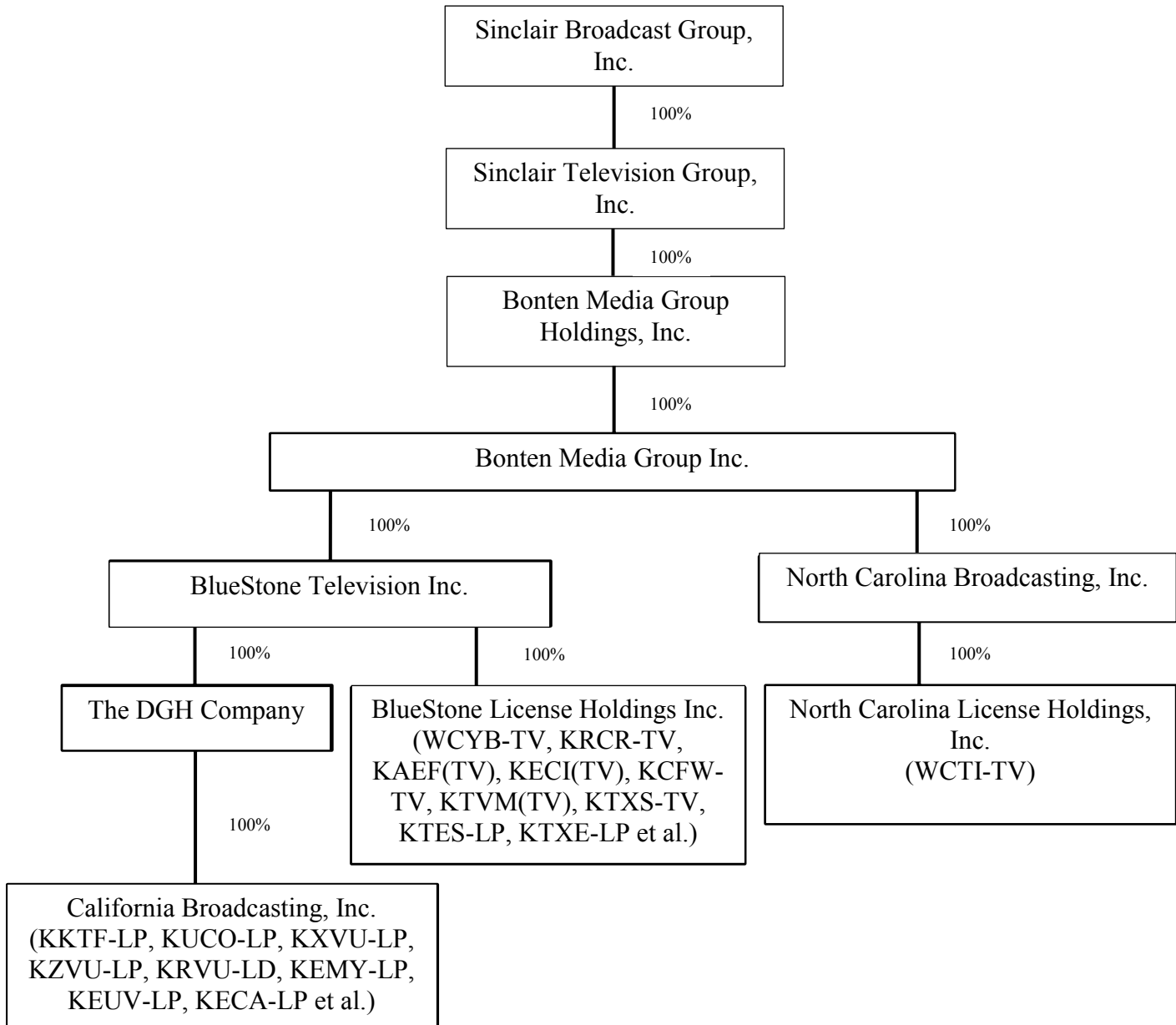


EXHIBIT C

Request for Reauthorization of Existing Satellite Exemption

Request for Reauthorization of Existing Satellite Exemption

Applicants request authorization to continue operating KCFW-TV, Kalispell, Montana as a satellite of KECI-TV, Missoula, Montana pursuant to Note 5 of Section 73.3555 of the Commission's Rules. Under the Commission's satellite station policy, a satellite station will not count towards an entity's ownership limits under the local television multiple ownership rule.¹

Historically, the Commission would treat a station as a satellite of another station and presume that their common ownership was in the public interest where: (1) there was no City Grade overlap between the parent and satellite stations; (2) the proposed satellite would provide service to an underserved area; and (3) no alternative operator was ready and able to construct or purchase and operate the satellite as a full-service station.² Where all three criteria were not met in a particular case, the Commission would evaluate the satellite exemption request on an *ad hoc* basis and grant it where approval is warranted by other compelling circumstances.³

The Commission has since recognized that "there is no digital counterpart to a station's analog city grade contour[.]"⁴ Accordingly, "consistent with case law developed after the digital transition, [the Commission] continue[s] to evaluate all future requests for new or continued satellite status on an *ad hoc* basis."⁵

Applicants acknowledge there was a small overlap of the stations' City Grade analog contours. However, the Commission has approved KCFW's operation as a satellite of KECI on three prior occasions, including when it operated solely with analog facilities.⁶ In each case, the Commission examined the waiver requests under an *ad hoc* analysis, rather than relying on the presumptive criteria of *Television Satellite Stations*, and found that other circumstances warranted satellite authorization.

Just as in those prior decisions, compelling circumstances warrant the continued authorization of KCFW to operate as a satellite of KECI. The station has a "history of operating as [a] satellite[.]" and there is no reason to believe that continued satellite authorization would harm competition in the market.⁷ In fact, granting a satellite exemption would "benefit the public interest by encouraging investment in the broadcast industry and promoting access to broadcast service where without the satellite waiver it may otherwise not be feasible."⁸

¹ 47 C.F.R. § 73.3555 n.5.

² *Television Satellite Stations Review of Policy and Rules*, Report and Order, 6 FCC Rcd 4212, 4213 (1991).

³ *Id.* at 4214.

⁴ *2014 Quadrennial Regulatory Review*, Second Report and Order, 31 FCC Rcd 9864, 9876 n.72 (2016).

⁵ *Id.*

⁶ See *Letter to Bonten Media Group, LLC, et al. from Barbara A. Kreisman, Chief, Video Division, Media Bureau*, April 24, 2007 ("Bonten"). Authority to operate KCFW as a satellite of KECI was also granted in 2004 and 1998. See *Letter to Eagle Communications, Inc. from Barbara A. Kreisman, Chief, Video Division, Media Bureau*, April 29, 2004 ("Eagle"); see also *Precht Communications, Inc.*, 13 FCC Rcd 8659 (MMB 1998) ("Precht").

⁷ *Shareholders of Media Gen., Inc. & Shareholders of Lin Media, LLC*, Memorandum Opinion and Order, 29 FCC Rcd 14798, 14808 (2014).

⁸ *Id.*

KCFW has been operating as a satellite of KECI under Commission authority for almost 50 years, most recently reauthorized in 2007.⁹ In fact, since KCFW began operating in 1968, it has operated solely as a satellite of KECI. The Missoula Designated Market Area (“DMA”) is geographically dispersed over a large area with mountainous terrain, necessitating satellites or translators for the four stations licensed to Missoula—the DMA’s economic center—to provide over-the-air service to the northwest Montana area bordering Canada, including the community of Kalispell.

In addition, KCFW continues to serve an underserved community. An area is “underserved” if it meets one of two tests. KCFW meets the first, the “transmission test,” whereby a proposed satellite’s community of license is underserved if there are two or fewer full-service television stations licensed to the community of license of the proposed satellite station.¹⁰ KCFW is the only full-power commercial television station licensed to Kalispell, MT.¹¹ Accordingly, the community of license for KCFW is underserved.

Lastly, KCFW cannot realistically operate as a full-service, stand-alone station, as demonstrated in the opinion letter of Frank Higney, Vice President of Kalil & Co (“Kalil Opinion”), attached at Exhibit C-1 hereto. In addition to KCFW’s disadvantage in market coverage, the Kalil Opinion identifies several impediments to full-service, stand-alone operation, including (1) the lack of an economy in Kalispell that could support a year-round, standalone, full-power television station; (2) the inability to garner a major network affiliation; and (3) the costs of programing, staffing, and technical support required to convert the station to stand-alone operation.

Accordingly, Applicants request reauthorization of the existing satellite waiver to authorize KCFW to continue operating as a satellite of KECI.

⁹ See n.6, *supra*.

¹⁰ See *Television Satellite Stations Review of Policy and Rules*, 6 FCC Rcd at 4215.

¹¹ The only other full-power station in the community is noncommercial educational TV station KUKL-TV, licensed to Board of Regents of the Montana University System.

EXHIBIT C-1

Kalil & Co. Opinion Letter



Kalil & Co., Inc.

2960 North Swan Road • Suite 134 • Tucson, Arizona 85712 • (520) 795-1050 • FAX (520) 322-0584

May 2, 2017

Mr. David Gibber
VP/Deputy General Counsel
Sinclair Broadcast Group, Inc.
10706 Beaver Dam Road
Hunt Valley, MD 21030

Re: KCFW-TV, Kalispell, Montana
KECI-TV, Missoula, Montana

Dear Mr. Gibber:

Sinclair Broadcast Group, Inc. ("Sinclair") has engaged Kalil & Co., Inc. ("Kalil") to evaluate the prospects for a sale of television broadcast station KCFW-TV, Kalispell, Montana ("KCFW-TV") to an out-of-market buyer.

This letter addresses the feasibility of operating KCFW-TV as a full service, standalone television operation, with no technical, sales, or programming support from a parent station. Currently, KCFW-TV broadcasts as a satellite of KECI-TV, Missoula, Montana, an NBC network affiliate serving the Missoula DMA. Based on our analysis of the market conditions prevailing as of this time, we are of the opinion that it is unlikely that the current licensee of the station would be able to find an alternative operator willing and able to operate the satellite station as a financially viable, full-service, standalone facility.

Qualifications of Kalil: Located in Tucson, Arizona, Kalil & Co., Inc. is a longtime media brokerage firm comprised of nine brokers, whose combined experience totals well over 100 years. Kalil conducts business throughout the United States and is widely recognized as one of the top brokerage organizations in the country. Over the last 10 years, Kalil has brokered well over \$2.5 billion worth of transactions.

My personal experience of over 30 years appraising and brokering broadcast properties gives me a great deal of knowledge of the TV industry. I have been engaged hundreds of times by the owners of stations for both acquisitions and divestitures. I have been involved personally in the acquisition or sale of hundreds of broadcast properties, including stations in small, medium, and large markets.

Background: Currently, Bonten Media Group LLC, operates KECI-TV, Missoula, Montana, as a full-power affiliate of the NBC Television network and KCFW-TV, Kalispell, Montana as a full-power satellite of KECI-TV.

Commission authority to operate the stations as a Parent/Satellite pair can be documented at least as early as 1978 when they were acquired by Precht Communications. Precht held them for 20 years before transferring them to Lamco Communications in 1998. Lamco Communications sold them in 2004 to Bluestone TV Holdings, which then sold these stations to Bonten Media in 2007. In each instance, the stations were sold as a Parent/Satellite pair and approved as such by the FCC.

Analysis: KECI-TV and Satellite KCFW-TV currently operate as the NBC affiliate serving the Missoula DMA. The market is ranked 164th in the nation by Nielsen Media. It is also served by the CBS network, which is affiliated with Cordillera Communication who also operates a Class A Low Power station in Kalispell, and the ABC and Fox networks, which are affiliated with Cowles Communication. Each of the network affiliates also operates low power television or TV Translator stations in and around Kalispell.

BIA/Kelsey reports that the current population of the seven counties that make up the market is approximately 302,600 over a total of 132,300 households. According to the 2010 census, Kalispell has a population of just under 20,000 persons living in 8,638 households. Neighboring Whitefish, the other significant city in the region, showed a population of 6,357 and 2,982 households. Combined, the two make up less than 9% of the market's total. The area is a popular seasonal tourist destination with Glacier National Park and Flathead Lake as draws, but tourist and service personnel traffic is primarily limited to a three month window. Consequently, we do not see an economy that can support a year-round, standalone, full-power television station in Kalispell.

It is significant that in all prior transactions KCFW-TV was included as a satellite and could not be sold individually. Absent the ability to cover Missoula, the main economic center of the DMA, and serving such a small population, KCFW-TV would have no chance to garner a Big Four affiliation. Without a major affiliation, the cost of programming (even without the local news that the station currently provides), staffing, and technical support would be beyond the dollars generated by local and/or national advertising.

Therefore, we see little to no opportunity to sell KCFW-TV on a standalone basis because it would not be viable, as such. Finally, if asked to list the station as a standalone operation, I would decline to take the listing.

Sincerely,

Kalil & Co., Inc.

By: 

Frank J. Higney
Vice President