

Exhibit 1 - Description of the Transaction

This application requests Commission consent for the transfer of control of Lamco Communications, Inc. (“Lamco”), from the Shareholders of Lamco to BlueStone TV Holdings Inc. (“BlueStone Holdings”). The transfer of control will occur as the result of a merger of Lamco and BlueStone Merger Co. (“Merger Sub”), a wholly owned subsidiary of BlueStone Holdings. After the merger, Lamco will be the surviving entity as a wholly owned subsidiary of BlueStone Holdings.

Through its wholly owned subsidiary, the DGH Company (“DGH”), Lamco is the ultimate parent of five Commission licensees: Appalachian Broadcasting Corporation, Abilene-Sweetwater Broadcasting Company, California Broadcasting, Inc. and Eagle Communications, Inc. (the “Lamco Licensees”). 1/ Each of the Lamco Licensees is a wholly owned subsidiary of DGH.

1/ Lamco is also the ultimate parent, through DGH, of Eastern North Carolina Broadcasting Corporation (“Eastern”), licensee of WCTI-TV, New Bern, NC (Facility ID No. 18334) and its paired licensed digital television (“DTV”) station, WCTI-DT (“WCTI”). However, Eastern will assign the WCTI license to Newport Broadcasting Inc. (“Newport”) immediately prior to consummation of the merger of Lamco and Merger Sub and control of the FCC license for WCTI will *not* be transferred as part of the merger proposed in this application. An application on FCC Form 314 seeking consent to the assignment of the WCTI license from Eastern to Newport is being filed either simultaneously with, or shortly after, this application.

The restrictions contained in Section 73.3555(d) of the Commission’s Rules (the “Daily Newspaper Cross-Ownership Rule”) make it necessary for Eastern to assign the WCTI license to Newport because Providence Equity Partners IV L.P., Providence Equity Operating Partners IV L.P. and their affiliated entities, which have attributable interests in BlueStone Holdings (the proposed transferee in this application), also will have attributable interests in Freedom Communications Holdings, Inc., the indirect parent of the proposed licensees of certain television stations in a transaction that is currently pending before the Commission (*see* FCC File Nos. BALCT/BAPLCT-20031223ACV-AEK; BALCT-20031224AAT) (the “Freedom Transaction”). As part of the Freedom Transaction, Providence Equity Partners IV L.P., Providence Equity Operating Partners IV L.P. and their affiliated entities will also acquire attributable interests in daily English-language newspapers serving the same communities as those served by WCTI (*i.e.*, the New Bern Sun Journal, the Jacksonville Daily News, and the Kinston Free Press).

The Lamco Licensees hold the following FCC broadcast licenses:

Appalachian Broadcasting Corporation:

<u>Call Sign</u>	<u>Facility ID #</u>	<u>Ch.</u>	<u>Community of License</u>
WCYB-TV <u>2</u>/	2455	5	Bristol, VA

Abilene-Sweetwater Broadcasting Company:

<u>Call Sign</u>	<u>Facility ID #</u>	<u>Ch.</u>	<u>Community of License</u>
KTXS-TV <u>3</u>/	308	12	Sweetwater, TX
KTXE-LP	309	38	San Angelo, TX
KTES-LP <u>4</u> /	64972	40	Abilene, TX

California Broadcasting, Inc.:

<u>Call Sign</u>	<u>Facility ID #</u>	<u>Ch.</u>	<u>Community of License</u>
KRCR-TV <u>5</u>/	8291	7	Redding, CA
K02FF	8294	2	Lakehead, CA
K03FU	8323	3	Mountain Gate, CA
K04EQ	8242	4	Fort Jones, CA
K04EZ	28552	4	Big Bend, CA
K05BR	8301	5	Dunsmuir, CA
K05DQ	8314	5	Burney, CA
K05EM	8281	5	Paradise, CA

2/ WCYB-TV's paired DTV station, WCYB-DT, is licensed to operate on Channel 28. FCC File No. BLCDT-20020812ACC.

3/ KTXS-TV's paired DTV station, KTXS-DT, operates on Channel 20 pursuant to special temporary authority ("STA"). FCC File No. BEDSTA-20030806AEO.

4/ KTES-LP has an outstanding construction permit to increase power. FCC File No. BMJPTTL-20000830BQN.

5/ KRCR-TV's paired DTV station, KRCR-DT, operates on Channel 34 pursuant to STA. FCC File No. BEDSTA-20030912ADG.

California Broadcasting, Inc. (continued):

<u>Call Sign</u>	<u>Facility ID #</u>	<u>Ch.</u>	<u>Community of License</u>
K05EQ	8279	5	Green Point, CA
K05JK	30207	5	Mineral, CA
K11LD	8282	11	Likely, CA
K12JJ	8244	12	Benbow, CA
K13LO	8311	13	Yreka, CA
K15CX	8256	15	Oroville, CA
K27BH	8280	27	Lake Shastina, CA
K33DI	8300	33	East Weed, CA
K34BW	8255	34	Willow Creek, CA
KAEF(TV) <u>6/</u>	8263	23	Arcata, CA
K20CN	8247	20	Fortuna/Rio Dell, CA
K25CI	8310	25	Klamath, CA
K36BT	8265	36	Blue Lake, CA
K45DS	8267	45	Freshwater, CA
K51EG	8272	51	South Eureka/Loleta, CA

Eagle Communications, Inc.:

<u>Call Sign</u>	<u>Facility ID #</u>	<u>Ch.</u>	<u>Community of License</u>
KECI-TV <u>7/</u>	18084	13	Missoula, MT
K02OL	18080	2	Seeley Lake, MT
K10HC	18064	10	Mullan, ID
K14IU	18067	14	Frenchtown, MT

6/ KAEF(TV)'s paired DTV station, KAEF-DT, operates on Channel 22 pursuant to STA. FCC File No. BEDSTA-20031014AQB.

7/ KECI-TV operates as the parent station of KCFW-TV, Kalispell, Montana. KECI-TV's paired DTV station, KECI-DT, operates on Channel 40 pursuant to STA. FCC File No. BDSTA-20030813AHF. The application for transfer of control of Eagle Communications, Inc. contains a request to continue to operate KCFW-TV as a satellite of KECI-TV pursuant to Note 5 of Section 73.3555 of the Commission's Rules.

Eagle Communications, Inc. (continued):

<u>Call Sign</u>	<u>Facility ID #</u>	<u>Ch.</u>	<u>Community of License</u>
KCFW-TV 8/	18079	9	Kalispell, MT
K02AO	18071	2	Eureka, MT
KTVM(TV) 9/	18066	6	Butte, MT
K09KH	18082	9	Watkins, MT
K10HL	18075	10	Virginia City, MT
K10HZ	18081	10	Pony, MT
K34FI	55698	34	Bozeman, MT
K35DJ	18065	35	Three Forks, MT
K42BZ (Class A)	18083	42	Bozeman, MT
K51DW	18086	51	Dillon, MT

8/ KCFW-TV operates as a satellite station of KECI-TV, Missoula, Montana. KCFW-TV's paired DTV station, KCFW-DT, operates on Channel 38 pursuant to STA. FCC File No. BDSTA-20030611ACC. The application for transfer of control of Eagle Communications, Inc. contains a request to continue to operate KCFW-TV as a satellite of KECI-TV pursuant to Note 5 of Section 73.3555 of the Commission's Rules.

9/ KTVM-TV's paired DTV station, KTVM-DT, operates on Channel 33 pursuant to STA. FCC File No. BEDSTA-20030611ACD.