

**Exhibit 5**

This Application seeks Commission consent to the transfer of control of Eagle Creek of Corpus Christi, LLC (“ECCC”), the licensee of Television Station KZTV, Corpus Christi, Texas, from Brian W. Brady (“Brady”) to Alta Communications VIII, L.P., Alta/Eagle Creek Broadcasting Investor Corp., Alta-Comm VIII S By S, LLC, and Alta VIII Associates LLC (collectively, the “Alta Group”).

Eagle Creek Broadcasting LLC (“Eagle Creek”) is the sole Managing Member of ECCC. The sole Preferred Member of ECCC is K-Six Television, Inc. (“K-Six”). K-Six is a wholly-owned subsidiary of Corpus Christi Broadcasting Co., Inc. (“CCBC”), which in turned is wholly-owned by Eagle Creek.

Brady controls Eagle Creek, and therefore ECCC, through his ownership of 100% of the voting Class A membership interest in Eagle Creek. The Alta Group presently holds non-attributable interests in Eagle Creek through their ownership of the following nonvoting, insulated Class A membership interests:

<u>Entity Name</u>	<u>Number of Insulated Class A Non-Voting Units</u>
Alta Communications VIII, L.P.	832,578
Alta/Eagle Creek Broadcasting Investor Corp.	46,353
Alta-Comm VIII S By S, LLC	13,767
Alta VIII Associates LLC	2,039

Pursuant to the Amended and Restated Limited Liability Company Agreement for Eagle Creek Broadcasting LLC dated June 13, 2002, a copy of which is attached hereto as Exhibit 6, upon the consummation of the transaction underlying this Application, the insulated Class A non-voting membership interests held by the Alta Group will be converted to Class A voting membership interests. The post-consummation ownership of the voting Class A membership interests of Eagle Creek shall be as follows:

<u>Entity/Individual Name</u>	<u>Number of Class A Voting Units</u>	<u>% of Class A Voting Units</u>
Alta Communications VIII, L.P.	832,578	86.21%
Alta/Eagle Creek Broadcasting Investor Corp.	46,353	4.80%
Alta-Comm VIII S By S, LLC	13,767	1.43%
Alta VIII Associates LLC	2,039	.21%
Brian W. Brady	71,052.52	7.36%

The post-consummation ownership of Eagle Creek, as a percentage of total assets (debt plus equity)<sup>1</sup>, is set forth below:

<u>Entity Name</u>	<u>Percentage of Total Assets</u>
Alta Communications VIII, L.P.	87.2290%
Alta/Eagle Creek Broadcasting Investor Corp. (individually and through the debt holdings of its affiliate Alta Communications VIII-B, L.P.)	4.8564%
Alta-Comm VIII S By S, LLC	1.4423%
Alta VIII Associates LLC	0.1230%
Brian W. Brady (President, CEO & Director)	4.2857%
Fred L. Levy (Secretary)	1.2698%
Steven J. Pruett	0.7937%
William R. Quarles (Treasurer)	0% <sup>2</sup>

Accordingly, the Alta Group will control 92.65% of the voting Class A membership units and 93.65% of the total assets of Eagle Creek upon consummation of the proposed transaction.

<sup>1</sup> In response to Section II, Question 4, the applicant has reported the percentage of total assets (debt plus equity) held by all parties to the application. However, the applicant submits that such information is not relevant to this application because there is no other relationship that triggers the application of the equity/debt plus rule. *See* 47 C.F.R §73.3555, Note 2(i).

<sup>2</sup> Mr. Quarles holds a non-voting Class B unit membership interest in Eagle Creek. Class B units require no capital contribution and are profit sharing units that presently have no equity value. Class B units will acquire equity value only to the extent that the value of the assets of Eagle Creek appreciate above and beyond the value of contributed capital and associated interest expenses.