

DESCRIPTION OF TRANSACTION

This application seeks approval of the *pro forma* transfer of control of NVT Birmingham Licensee, LLC (“Licensee”), the licensee of television station WIAT(TV), Birmingham, Alabama (Facility ID #5360) and television translator station W04CB, Sylacauga, Alabama (Facility ID #5362), from the members of NV Media, LLC (“NV Media”) to certain New Members of NV Media, as discussed below.

As reflected on the attached Figure 1, Licensee is wholly owned by NVT Birmingham, LLC, which is wholly owned by NV Broadcasting, LLC, which, in turn is wholly owned by NV Media. NV Media currently has four members: NVT Youngstown, Inc. (“Youngstown, Inc.”) (owning 47.2% of NV Media’s votes and equity), NVT Birmingham, Inc. (“Birmingham, Inc.”) (owning 28.2%), NVT Mason City, Inc. (“Mason City, Inc.”) (owning 7.0%), and NVT Savannah, Inc. (“Savannah, Inc.”) (owning 17.6%). Each of Youngstown, Inc., Birmingham, Inc., Mason City, Inc., and Savannah, Inc. is wholly owned by New Vision Television, LLC (“NVT”).

Upon consummation of the proposed transfer, as reflected on the attached Figure 2, NV Media will add four new members: NVT Hawaii, Inc. (“Hawaii, Inc.”), NVT Portland, Inc. (“Portland, Inc.”), NVT Topeka, Inc. (“Topeka, Inc.”) and NVT Wichita, Inc. (“Wichita, Inc.”) (collectively, the “New Members”). Upon the addition of the New Members, the percentages of votes and equity in NV Media will be distributed as follows:

<u>NV Media Member</u>	<u>Votes and Equity</u>
Hawaii, Inc.	26.5%
Portland, Inc.	34.5%
Topeka, Inc.	5.6%
Wichita, Inc.	10.2%
Youngstown, Inc.	10.9%
Birmingham, Inc.	6.3%
Mason City, Inc.	1.9%
Savannah, Inc.	4.1%

Because the New Members will, in the aggregate, acquire more than fifty percent of the interests in NV Media, consent to the transfer of control of NV Media from the existing members of NV Media to the New Members is being sought by way of this application. Because Hawaii, Inc., Portland, Inc., Topeka, Inc., Wichita, Inc., Youngstown, Inc., Birmingham, Inc., Mason City, Inc., and Savannah, Inc. will each be controlled by NVT, this transaction is *pro forma* and use of Form 316 is appropriate.

As an internal, *pro forma* transfer of control, this transaction does not involve documents of the type described in Section II, Question 6.

Figure 1: New Vision Television, LLC Structure (Pre-Consummation)

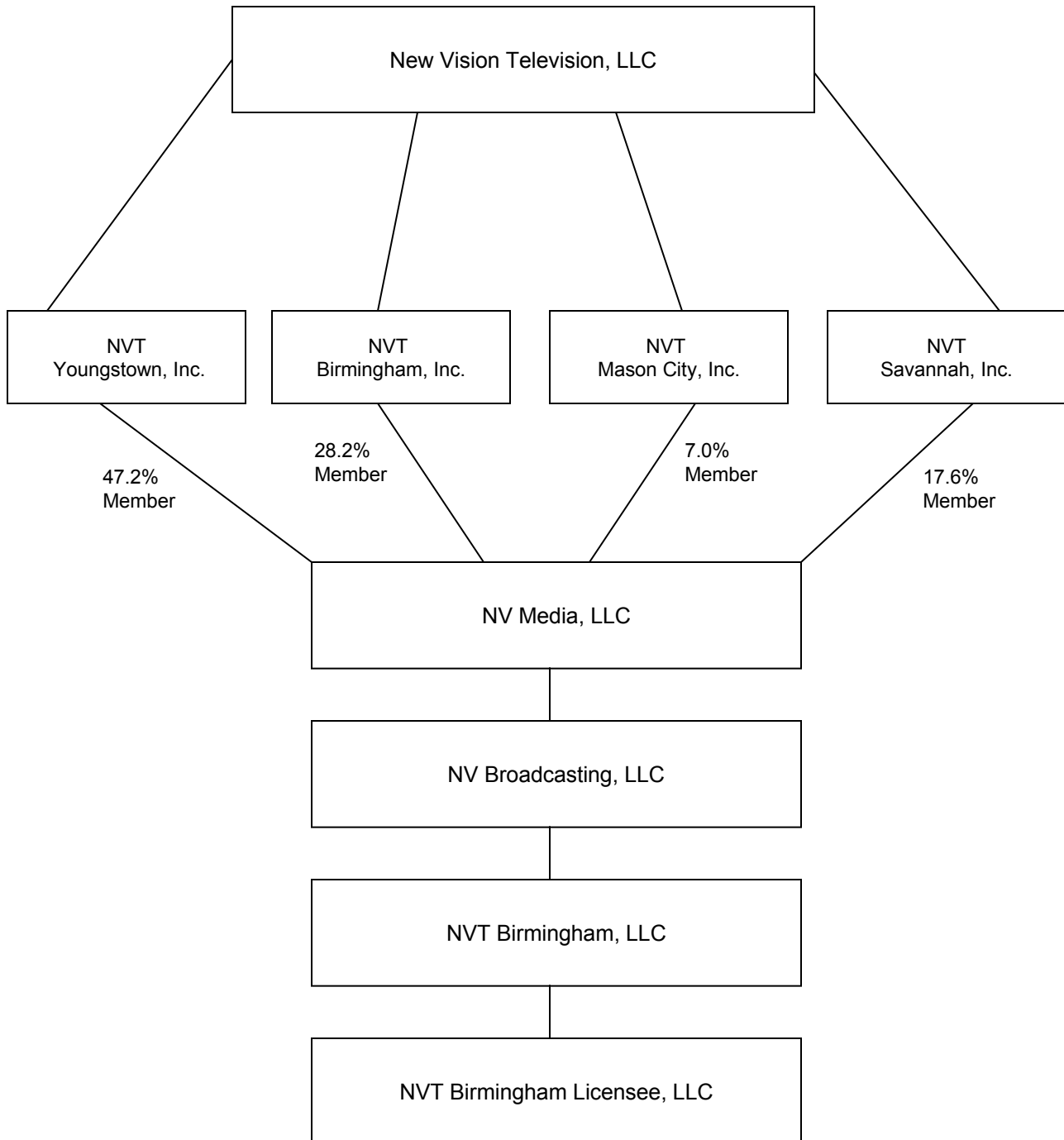


Figure 2: New Vision Television, LLC Structure (Post-Consummation)

