

AGREEMENTS RELATING TO STATION
(Second Amended)

In addition to the documents submitted and described in Exhibit 5, which are incorporated by reference, the Assignee, Chena Broadcasting LLC (“Chena”), has entered into an Option Agreement and a Partial Assignment of Asset Purchase Agreement and plans to enter a Shared Services Agreement (SSA) and Joint Sales Agreement (“JSA”) with Tanana Valley Television Company (“TVTV”), an entity that is not a party to this application. Copies of those agreements are attached. TVTV is the licensee of KFXF(TV), Facility ID No. 64597, Fairbanks, Alaska.

Pursuant to the SSA, subject to the direction and control of Chena: 1) TVTV will provide promotional services, continuity and traffic support, cash management services, master control operators, and transmission maintenance and repair; and (2) TVTV shall have the right to provide local news and other programming to Chena, inclusive of the sale of advertising, for not more than 15% of KTVF’s broadcast hours for any week. Chena shall pay TVTV a monthly fee for those services. Chena and TVTV also agree to share studio space, transmission facilities and technical equipment.

The JSA provides that TVTV will sell the available commercial advertising time on KTVF. The net revenues received from advertising will be paid 70% to Chena as the Station Owner, and 30% to TVTV as the Operator.

The Option Agreement between Chena and TVTV requires TVTV to pay Chena an option fee upon execution. The purchase price for the station after option exercise includes an escalation amount within a fixed range that varies based on average broadcast cash flow of the station following Chena’s acquisition of the Station.

The amended Partial Assignment of Asset Purchase Agreement assigns from Chena to TVTV at closing the real property, tangible property, certain station contracts, intangible property, and documents and files. The assets to be retained by Chena include the antennas, transmission lines, receivers and certain other transmission equipment and satellite dishes used in connection with the operation of the Station. In addition, various contracts including the Station’s network affiliation agreement with NBC Television Network, other programming contracts and retransmission consent agreements with the cable company, Dish, and DirecTV will be retained by Chena. The consideration for the partial assignment will be 80% of the purchase price for the station from Seller.

TVTV has not loaned any funds or provided any other guaranties to Chena, other than a general guaranty of Chena’s performance of its obligations under the Asset Purchase Agreement as reflected in Section 11.16. In addition, it is contemplated that at closing TVTV may need to guarantee Chena’s loan to finance the purchase price for the assets Chena retains. The SSA allows for the provision of operating advances to Chena in Section 4.2, but any such advances will be limited so that TVTV does not exceed 32.9% of the equity plus debt of the Station.