

EXHIBIT 14

REQUEST FOR TEMPORARY WAIVER OF SECTION 73.3555(b) OF THE COMMISSIONS RULES

MMM License II LLC (the “Assignee” or “MMM”) hereby requests a temporary, 180-day waiver of the television duopoly rule, 47 C.F.R. § 73.3555(b), to afford MMM sufficient time to comply with the rule by divesting either KTGF, Channel 16, Great Falls, or KFBB-TV, Channel 5, Great Falls, Montana.

BACKGROUND

Max Media LLC (“Max Media”) is the ultimate parent entity of MMM. Max Media is the licensee of 15 radio and television stations located mostly in small markets. It also holds an interest in two television stations licensed to a minority-controlled company. In the state of Montana, in addition to KTGF-TV in Great Falls, Max Media, through a subsidiary, is the licensee of KWYB-TV, Butte, KTMF-TV, Missoula, KWYB-LP Bozeman, KTMF-LP Kalispell and K47DP Lewiston. Max Media acquired these Montana stations in March of 2001 and immediately set about to improve their operations. It spent over a million dollars on a new master control facility and connected its stations via a two-way digital network. At a time when many small market television stations have canceled local news due to financial constraints, Max Media in October 2002 commenced two 30-minute newscasts at a cost of several hundreds of thousands of dollars a year. The new two-way digital network allows Max Media to cover local news stories and weather even in very small markets like Lewiston and Kalispell.

On August 13, 2003, Max Media, through its subsidiary MMM, entered into an Asset Purchase Agreement (“APA”) with commonly-owned KULR Corporation L.L.C. and KFBB Corporation L.L.C. (collectively the “Assignors”) seeking to acquire multiple television

broadcasting stations in Montana. These full power, low power and translator stations include KFBB-TV, Channel 5, and KFBB-DT, Channel 8, Great Falls, Montana; KHBB-LP, Channel 21, Helena, Montana; K43DC, Channel 43, Lewistown, Montana; KULR-TV, Channel 8 and KULR-DT, Channel 11, Billings, Montana; K66BR, Channel 66, Livingston, Montana; K24FL, Channel 24, Columbus, Montana; and K06FE, Channel 6, Miles City, Montana. In addition, the Assignee would acquire the Assignor's interest in a local marketing agreement whereby it programs full-power station KYUS-TV in Miles City, Montana.

The Assignor desires to exit the television business completely and thus has entered into an agreement to sell the multiple television broadcast stations involved in this transaction. As set forth in Exhibit A, Assignor is a family owned and operated business. It has completed full power digital television build outs in both the Great Falls and Billings markets. The Assignor operates full news divisions in Billings and Great Falls but has recently had to pare down the Great Falls news operations by 34% due to declining economic conditions. After deciding to sell its broadcast properties in Montana, Assignor had its stations appraised. The best offer was from Max Media, which was still below the appraised purchase price. In fact, the purchase price for these stations in this transaction is about 41 percent less than what Assignor paid for them over 20 years ago. Now that the sale has been announced and the assignment applications have been filed, there has been some very natural concerns among the Assignor's employees. Some are looking for new employment; others have announced their departure. The sooner this transaction can close the better it will be for all concerned.

THE GREAT FALLS DMA

The Great Falls market is the 188th ranked DMA. Six full-power television stations are licensed to the DMA. The Great Falls DMA is comprised of 13 counties with a total population

of only 168,000.¹ To cover such a large area broadcasters rely heavily on low power stations and translators. As detailed in Exhibit B attached hereto, there are a total of more than 30 owners of broadcast television outlets in the Great Falls DMA, albeit most are multi-station translator owners. These operators can choose to offer whatever programming they feel best serves their community. The low power and translator stations serve a critical purpose in sparsely populated Montana. For example, low power station KHBB-LP, which is being assigned as part of this transaction, is the sole ABC affiliate in Helena, the state capitol. In Helena, KHBB LP covers 22,111 households which is almost 80% of the DMA (79.9%) compared to 25,058 households or 93.8% of the DMA covered by the full power network affiliate licensed to Helena. Additionally, the station achieves a significant rating in the Helena Nielsen, further proof that the station is viewed favorably in the community.

In addition to conventional over-the-air television coverage, the Great Falls market has multiple video outlets. The Great Falls DMA has approximately 56 percent cable penetration.² In addition, Direct to Home satellite services have a penetration of 28.49 percent in Montana, nearly double the national average (16.58 percent).³ Statistics were not available on the extent of private cable or satellite master antenna television systems in the Great Falls DMA. However, VCR ownership is approximately 90 percent.⁴ While previous waiver grants have often involved larger markets with more stations, the amount of remaining television ownership diversity and competition has not been the determining factor in these grants, and the public interest benefits

¹ Source: *Investing in Television, 3rd Edition*, Great Falls Market Overview, 2003 BIA Financial Network, Inc.

² *Id.*

³ Source: *Sky Trends, Sky Map*, April 1, 2003, Media Business Corp.

⁴ Source: *Investing in Television, 3rd Edition*, Great Falls Market Overview, 2003 BIA Financial Network, Inc.

describe herein, plus the more difficult economic conditions that confront the present small market applicants, support the grant of a waiver here.

**ASSIGNEE IS DETERMINED TO COME INTO COMPLIANCE WITH SECTION
73.3555(b) AS QUICKLY AS POSSIBLE**

The Assignee began to pursue aggressively the sale of KTGF at the time it entered into the APA. Part of the Assignee's business strategy in acquiring Assignor's stations was to increase its ABC network affiliations in Montana by adding the ABC affiliates in Great Falls and Helena to its other ABC outlets in Missoula, Butte, Kalispell and Bozeman.

Specific offers to sell KTGF have been directly communicated by the Assignee to several prospective buyers, and KTGF is listed with major station brokers, including the Minority Media & Telecommunications Council ("MMTC"). Correspondence from Mr. David Honig, Executive Director of MMTC is attached hereto as Exhibit C, and confirms that MMTC was engaged by the Assignee on September 17, 2003. MMTC is actively undertaking to identify and solicit qualified companies, including, in particular, minority-owned companies, to purchase KGTF. As noted in Exhibit C, presently only 23 full powered television stations in the United States are minority owned. According to MMTC, minority owned television companies require some additional time to raise capital to compete as station purchasers.

Subsequent to the execution of the APA, unforeseen developments in the Great Falls DMA occurred, which threaten the future network affiliation of KTGF, substantially impaired its immediate marketability, and narrowed the range of potential buyers. The assignee has recently learned, for the first time, that NBC intends to move its network-affiliation with KTGF-TV to someone else. On the date of execution of the APA, assignee understood that NBC would re-evaluate its affiliation at the end of the current contract in the Great Falls DMA — as is the case in any market with the network exercising its business judgment to determine which station will

be offered the affiliation — and that NBC **might** remove the affiliation from KTGF if certain objectives were met by a third party seeking that affiliation. The Assignee does not believe the objectives have been met by that third party, but NBC states it will remove the affiliation from the Assignee anyway, in favor of a party who does not now own, or operate, facilities capable of providing **comparable over-the-air broadcast distribution** of the NBC network within the Great Falls DMA. The result is that the Assignee is now faced with a much more difficult task to find a buyer for the station.

This request for waiver is not the appropriate forum for vetting the competitive and public policy issues raised by what has occurred between NBC and the Assignee to date. However, Max Media is considering the need to inform the Commission of the details of this matter in a separate submission supplementing the Commission's record on the "*Petition for Inquiry Into Network Practices*" (DA 01-1264).

Attached as Exhibit D is correspondence from Larry Wood of Wood and Company, Inc., another broadcast station broker familiar with the Great Falls market and KTFG. Mr. Wood's commentary reflects the fact that the scope of potential buyers for KTGF has been reduced by the confusion regarding the station's future network affiliation. If the Assignee must sell KTGF **immediately**, it will be impossible for it to obtain **reasonable** value. The assignee believes that it is possible that during the waiver period a buyer may emerge that has the ability to continue the NBC network affiliation with KTGF because of its relationship with the network. Additionally, the assignee will begin talks with an alternative network.

In sum, market conditions in Montana and the uncertainties concerning the network-affiliation in a small market such as Great Falls, make the quick sale of a stand-alone television station a slower than normal proposition. Nevertheless, Assignee is confident that the

programming issues associated with KTFG can be resolved promptly, and, in any event, Assignee commits to completing the necessary sale of KTGF or KFBB within the requested waiver period.

**WAIVER OF THE RULE IS IN THE PUBLIC INTEREST
AND
CONSISTENT WITH PRECEDENT**

The public interest will be served by granting the assignment application and thereby permitting the prompt replacement of the current television ownership of the stations with an entity that is committed to providing a high-quality, state-wide television broadcasting service to Montana. Max Media is experienced in distributing multiple television signals in areas of challenging terrain on a state-wide basis and will use this experience to bring innovative and superior television service to the Montana public.

The public interest would be further served by granting the temporary 180-day waiver to permit Max Media to transfer KTGF to the best-qualified buyer, preferably a minority controlled entity. Max Media the ultimate parent of the Assignee, has an established track record in advancing minority participation in broadcast television ownership. It has achieved recent success in facilitating minority ownership of television stations in two television markets: Portland, Maine, and St. Croix, Virgin Islands. In addition, Max Media has been actively working toward achieving this public interest benefit, if possible, in another television market involving a separate transaction that is under active negotiation. A temporary 180-day waiver would greatly assist Max Media in furthering the substantial public-interest benefits of enhancing minority participation in television ownership in the Great Falls market.

Moreover, grant of the requested temporary waiver will avoid the undesirable effect of delaying a multi-station transaction, and avoid the economic hardship of a forced sale. The

waiver period will give Max Media the necessary time to find a buyer with the ability and commitment to invigorate and diversify a local television market.

Grant of the requested temporary waiver is consistent with precedent. Temporary waivers have been granted in other recent multi-station transactions. The Commission has developed a set of factors when evaluating an applicant's request for waivers of the duopoly rule, including the extent of the overlap, the number of media voices available in the overlap area, the distinctiveness of the respective markets, the independence of the stations' operations, and the concentration of economic power resulting from the combination. Assessment of a temporary waiver request relies on the same factors considered for a permanent waiver, but the factors may be accorded different weight and may be analyzed differently due to the limited duration of the proposed combination.⁵ The Commission is not constrained from granting a temporary waiver where circumstances "will not significantly frustrate the policies underlying the multiple ownership rule."⁶ The Commission has granted waivers where it believes that the waiver request will "promote commerce [and] encourage investment in the broadcast industry."⁷

The current transaction is a multi-station transaction involving full power stations in Billings and Great Falls, as well as the assignment of a time brokerage agreement to program a full power television station in Miles City, Montana. Without this agreement it is doubtful the Miles city community would have full power service as the costs would be too great for the station to stand alone. The transaction also involves the assignment of KHBB-LP, Channel 21, Helena, Montana, the sole ABC affiliate serving the state's capitol, as well as translators offering

⁵ See, e.g. *John H. Phipps, Inc.*, 11 FCC Rcd 13053, 13057 (1996); *Stockholders of CBS Inc.*, 11 FCC Rcd 3733, 3755 (1995).

⁶ *Telemundo Group, Inc., Debtor in Possession*, 10 FCC Rcd 1104, 1106 (1994).

⁷ *Stockholders of CBS Inc.*, 11 FCC Rcd at 3755.

over-the-air service to a number of additional communities. While this is not a large transaction, its timely completion is crucial to the Assignee's state-wide service plan, and delay would defer the initiation of this new service to at least seven separate Montana cities.

The Commission has granted waivers under similar factual circumstance. In particular the Commission has approved temporary waivers in small markets where the station's service areas were practically congruent, as here. In *Providence Journal Company*, 12 FCC Rcd 2883, 2885-88 (1997) the FCC granted a temporary waiver to allow common ownership of two stations in the 12th ranked Seattle-Tacoma DMA, where the Grade B overlap was nearly 100%.⁸ In *Aflac Broadcasting Group, Inc.*, 12 FCC Rcd 3907, 3914-17 (1997) the FCC allowed temporary common ownership of two stations in Savannah the 100th largest DMA, and two stations in the 165th largest DMA (Hattiesburg-Laurel), where Grade A and Grade B overlap was almost complete. The Hattiesburg-Laurel DMA only had two full power television stations located in the market. The Savannah DMA had seven full power stations licensed to the market, which is comparable to the six stations licensed to the Great Falls DMA. In the Savannah DMA, temporary common ownership of two television stations gave the buyer 70.37% of the television advertising revenues in the DMA.

Allowing the temporary waiver proposed herein would temporarily give the Assignee 54.39% of the television advertising revenues in the Great Falls DMA.⁹ The temporary common ownership of both stations by the Assignee will not, however, adversely impact broadcast

⁸ See also, *Argyle Television, Inc.*, 12 FCC Rcd 10737, 10739-42 (1997) (allowing temporary common ownership of stations located in Cincinnati, the 30th ranked DMA, and in Dayton, the 53rd ranked DMA, where Grade B overlap was nearly 100%.

⁹ Television revenues for the Great Falls DMA for 2002 were \$5,700,000. BIA only lists three stations in the market as having any revenues, KRTV the CBS affiliate with \$2.6 million in revenues; KFBB-TV, Assignor's ABC affiliate with \$1.7 million in revenues and KTGF, Assignee's NBC affiliate with \$1.4 million in revenues. Source: *Investing in Television, 3rd Edition*, Great Falls Market Overview, 2003 BIA Financial Network, Inc.

television market competition in the Great Falls DMA, because, as in the above-cited cases, Assignee pledges that the stations' operations will remain independent, with both stations continuing to have their own programming, sales and traffic departments, during the waiver period. Robust competition in the Great Falls DMA video marketplace will remain intact during and after the duopoly period.

For the reasons set forth above, Assignee meets the legal standard for grant of the requested waiver. An agency decision to grant the requested waiver is appropriate if special circumstances warrant a deviation from the general rule and such deviation will serve the public interest. *See generally, WAIT Radio v. FCC*, 418 F.2d 1153 (DC Cir. 1969). Accordingly, the Commission should grant a temporary waiver of Section 73.3555(b) to permit Assignee 180-days from the closing of this multi-station transaction to come into compliance with the rule's requirements.

EXHIBIT A

Statement of Robert Dix

01. My name is Robert Dix, and I am the President of Dix Communications. We've been in broadcasting with radio for 50 years and for more than 20 years in small market television with the stations in Montana. We've been in the communications business for more than 100 years starting out in publishing in Ohio. We currently own radio stations in the Ocala-Gainesville, Fl. market and in the Cumberland-Frostburg, Md. Market.
02. We think we've been solid small market television affiliate broadcasters during the 20 years we've been in the business. We've operated solid news divisions in Billings where we've employed up to 30 people in the news department and in Great Falls where we've employed 20 people until we pared down the news division this past Spring. We now employ 13 people in news in Great Falls/Helena. These news divisions have been financed in good part by the compensation we have received from our respective networks.
03. During our time of operations we've never asked the Commission for special consideration to my knowledge.
04. We have built out full power digital in both Great Falls and in Billings and have generally maintained state-of-the art broadcast facilities.
05. This past spring our family reached a decision to exit the television business. This was partly driven by adverse developments and a marginal future for the small market affiliate television business, as we have known it. We were prepared to deal with a neutral relationship with our networks. But in a meeting with NBC we were informed that we were going to have to fight a battle to stop reverse compensation – charges from the network.
06. We had our stations appraised independently and then hired a broker. The only company who offered near the appraised price was Max Media, which – by the way – is not paying the appraised price. After netting out the capital costs for the digital build-out we have just completed, the deal frankly is not a good one, but it is the best one we could get. For both KULR and KFBB, we are disposing of these properties at less than what we paid for them over 20 years ago.
07. We attribute these developments to the direction that small market television is heading. And while I cannot and will not speak for Max Media they seem to have a business plan to better deal with these issues than we had.
08. We know that Max Media has taken forthright steps to sell the station they currently own in Great Falls, and we are convinced that all they need is a reasonable time to dispose of this property to conform to the Commission rules. We know that the Commission has acted accordingly in some other larger market

transactions. We hope that the Commission will not act differently in this small market transaction.

09. Now that the sales contract has been announced it, and the fact that our people are now aware that we want to exit the business, have caused some natural disruption among our employees. All are nervous. Many are re-evaluating their careers. And some have all ready served notice of their departure. Obviously, the sooner we can close the sale of these stations, the better it will be for everyone involved, and people can once again pick up their professional lives with more certainty.

10. Thank you.

Date: 11/16/03

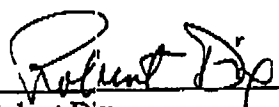

Robert Dix

EXHIBIT B

BROADCAST TELEVISION OWNERSHIP

GREAT FALLS, MONTANA DMA

Owner	Stations	Location
BEAR PAW TV CLUB	K11RY K13QR	Lloyd Lloyd
BIG FLAT TV ASSOC	K60BV K64BQ K66BZ	Turner/Hogeland Turner/Hogeland Turner/Hogeland
BIG SANDY TV CLUB	K07IP K10BK K13OQ	Big Sandy Big Sandy Big Sandy
BLAINE COUNTY PUBLIC TELEVISION INC	K59EM	Chinook
BORDER TV CLUB	K61BZ K63AQ K65DK	Sweetgrass, etc. Sweetgrass, etc. Sweetgrass, etc.
BROWNING PUBLIC SCHOOL	K41HV K57FM	Browning Browning
CONRAD TELEVISION DISTRICT	K06IL K08DT K10DX K12DJ	Conrad Conrad Conrad Conrad
CONTINENTAL TELEVISION NETWORK INC	K52CI	Havre
DAFNER, DEMO J. and DENISE	K56HL	Lewiston
DEL BONITA TV CLUB	K05CZ K10PW	Del Bonita Del Bonita
DENTON TV ASSOCIATION	K10HB K12HP	Denton Denton
EAST BUTTE TV CLUB INC	K36D K38DZ K40DG K54AM	Toole, etc. Toole, etc. Toole, etc. JOPLIN
EAST GLACIER TV ASSOCIATION	K08IU K10MK K13EJ	East Glacier Park East Glacier Park East Glacier Park
FORT BENTON TV CLUB	K09NC	Fort Benton
GARFIELD TV CLUB	K10AU	North Fork, etc.
GERALDINE COMMUNITY TV	K07GH	Geraldine
GRASS RANGE TELEVISION TAX DISTRICT	K07OZ K13BL	Grassrange Grassrange
HARLEM TV CLUB	K10LT	Harlem

HINDSALE TV CLUB	K05IZ K42FP	Hinsdale Hinsdale
KFBB CORPORATION LLC	KFBB-TV K43DC	Great Falls Lewiston
KRTV COMMUNICATIONS INC	KRTV K45CS K48AI	Great Falls Lewiston Joplin
MMM LICENSE LLC	KTGF K47DP	Great Falls Lewiston
MONTANA LICENSE SUB, INC.	KLMN	Great Falls
MOREIRA, AVELINO and KATHY MARIE	K58HI	Glasgow
PHILLIPS COUNTY TV TRANSLATOR DIST.	K07IC K07IB K08FS K09JG K10FC K11IH K11GX K12GP K13GP K13DU K15AS K20BP K34DN K36CW K46BX K53CP K65AH	Malta, etc. Wynot, etc. Dodson/Wagner Loring, etc. Dodson/Wagner Malta, etc. Wynot, etc. Dodson/Wagner Malta, etc. Wynot Malta Phillips County Whitewater Dodson Phillips County Phillips County Loring
RETTIG, MARIE	K56HQ	Armington
SHELBY TV CLUB INC	K08DQ K10EC K12DI	Shelby Shelby Shelby
SILBERMAN, MARK	K56HT K56HR K56HS K58HH K58HK	Chester Dutton Havre Havre Chester
SILVER, SAMUEL Z.	K58HI	Malta
SUNBELT COMMUNICATIONS COMPANY	KBAO KBBJ	Lewiston Havre
TRINITY BROADCASTING NETWORK	K53DW	Great Falls

VALLEY COUNTY TELEVISION DISTRICT #1	K07JG	Glasgow, etc.
	K14AR	Glasgow
	K16AZ	Glasgow
	K18BN	Glasgow
	K39GF	Glasgow
	K43CQ	Valley County
	K45CS	Lewiston
	K47CY	Valley County
	K49CF	Valley County
	K51BA	Fort Peck, etc.
	K57AJ	Tampico
	K69DN	Tampico, etc.
WINIFRED TV TAX DISTRICT	K07OA	Winifred, etc.
	K11NH	Winifred, etc.

EXHIBIT C



Minority Media & Telecommunications Council
3636 16th Street N.W., Suite B-366
Washington, D.C. 20010
Phone: (202) 332-0500 Fax: (202) 332-0503
www.mmtconline.org

David Honig, Executive Director
Phone: (202) 332-7005
Fax: (202) 332-7511
e-mail: dhonig@mmtconline.org

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November 1, 2003

Julian L. Shepard, Esq.
Williams Mullen
A Professional Corporation
1666 K Street N.W., Suite 1200
Washington, D.C. 20006

Dear Mr. Shepard:

RE: Max Media LLC, Great Falls, MT


This will confirm that on September 17, 2003, Max Media LLC engaged the Minority Media and Telecommunications Council ("MMTC") as a seller's broker for the sale of KGTF-TV, Channel 16, Great Falls, MT.

Since opening our media brokerage in 1997, MMTC has participated in transactions valued at \$1.65 billion. In April, 2000, MMTC became the first minority-owned member of the National Association of Media Brokers.

We are undertaking to identify and solicit qualified companies, including minority owned companies, that might compete to purchase KGTF-TV.

Presently, only 23 full powered television stations in the United States are minority owned. In our experience, minority owned television companies require some additional time to raise capital to compete as station purchasers. If a qualified company requests our assistance, we will help that company secure financing on commercially reasonable terms.

Sincerely,



David Honig
Executive Director

/dh

EXHIBIT D

FROM :

FAX NO. :

Nov. 05 2003 11:25AM P2



431 Ohio Pike Suite 210N Cincinnati, Ohio 45255 513-528-7373

5 November 2003
via Facsimile to 804-783-6507

Julian L. Shepard, Esq.
Williams Mullen, P. C.
1666 K Street, NW
Suite 1200
Washington, DC 20006

Re: KTGF(TV)/Great Falls, MT

Dear Mr. Shepard:

With professional experience brokering television and radio station sales since 1979, I have headed Wood & Company, Inc. for the past seventeen years and have handled broadcast station sales totaling hundreds of millions of dollars. My current brokering of the Wooster Republican/Dix Communications interests in their sale of KULR-TV/Billings and KFBB-TV/Great Falls represents the eight and ninth television stations I have sold in Montana.

Max Media's agreement to buy these two stations now brings into play its currently-owned KTGF(TV) also licensed to Great Falls. Unresolved questions relating to the station's affiliation with the NBC Television Network beginning in mid-2005 create uncertainty about its current value. This also limits the number of seriously-interested buyers for KTGF.

I am confident that a buyer for KTGF will be found and, indeed, Max Media has already asked me to help in bringing forward possible candidates. Because of the circumstances, additional time is necessary.

Please do not hesitate to contact me if you have questions about this.

With kindest regards,

A handwritten signature in dark ink, appearing to read "Larry C. Wood", is written over a horizontal line.

Larry C. Wood
President

LCW:cl

EXPERIENCE, INTEGRITY, DISCRETION in every transaction handled