

Documents & Summary of Transaction

This FCC Form 315 application seeks Commission consent to the transfer of control of 54 Broadcasting, Inc. (“54 Broadcasting”), licensee of CW affiliated television station KNVA (144), Austin, Texas (“KNVA”), from Transferors LS Communications, LTD. (67.42%), Goldberg-Hirsch Ventures, L.P. (16.85%) and Ronnel Oliveira (11.24%) (together the holders of 95.51% of the common stock of 54 Broadcasting and collectively the “Stockholders”), to Transferee Vaughan Media LLC (“Vaughan Media”), an entity owned and controlled by long-time broadcaster Mr. T. J. Vaughan.

The parties are submitting with this application, and KNVA is placing in its public inspection file, a copy of an Amended and Restated Option Agreement, dated as of March 20, 2009 (“Option”), pursuant to which LIN Television of Texas, L.P. (“LIN Texas”) acquired and then assigned to Vaughan Media, an option to purchase the common stock of the Stockholders; under the terms of the Option, Vaughan Media exercised the option to purchase the common stock from Stockholders (subject to FCC approval sought in the instant application).¹ Also being filed herewith are (a) a copy of a Local Marking Agreement, as

¹ The Option amends, restates and supersedes an earlier, similar Option and Put Agreement, dated as of June 24, 1994, by and between the Stockholders and LIN Texas, as amended (the “Original Option”). The execution and delivery of the Option results from settlement of litigation among the Stockholders, LIN Texas and Vaughan Media concerning the Original Option and an assignment thereof to Vaughan Media. (*54 Broadcasting, Inc., et al v. LIN Television of Texas, L.P., et al.*, (W. Dist. Texas) (Civil Litigation No. 1:-8-CV-030 SS) (the “Litigation”). In connection with resolution of the Litigation, LIN Texas has agreed to make an additional option fee payment to Stockholders, payable in monthly installments with the balance due at the Closing. The purchase price to be paid by Vaughan Media under the Option is effectively the same as contemplated under the Original Option.

amended (“LMA”), dated as of June 24, 1994, by and between LIN Texas and 54 Broadcasting, pursuant to which LIN Texas, which is co-owned by the owner of KXAN-TV, Austin, Texas, provides programming, advertising and certain other services to KNVA, (b) an amendment to the LMA (to be entered into, and become effective simultaneously with the Closing under the Option) to reflect that LIN Texas will continue to provide services to KNVA following the Closing,² (c) an option agreement pursuant to which Vaughan Media will grant LIN Texas an option to acquire Vaughan Media’s stock in 54 Broadcasting (also to be entered into and become effective simultaneously with the Closing), and (d) a letter agreement (the “Letter”) between Vaughan Media and LIN Texas which reflects certain understandings by the parties, including indemnification with respect to matters arising from the Litigation, and contemplates certain documents that are intended to be executed at Closing (copies of which are attached to, and filed with, the Letter).³

² While both KXAN-TV and KNVA are located in the Austin TX DMA, the June 24, 1994 LMA is “grandfathered” under the FCC’s multiple ownership rules (14 FCC Rcd 12903 (1999), *clarified*, 16 FCC Rcd 1067 (2001)). Accordingly, the “grandfathered” LMA is freely assignable and does not result in a prohibited attributable interest. Since June 24, 1994, LIN Texas has held a non-attributable 4.49% interest in 54 Broadcasting. Following the Closing, it will continue to hold this non-attributable, minority interest.

³ The Letter also contemplates that if Vaughan Media elects to finance its acquisition of the 54 Broadcasting stock through third-party financing sources, LIN Texas would under certain circumstances provide a guarantee of such third-party indebtedness. Any such guarantee would not contribute to the FCC’s equity-plus-debt attribution standard. While not an agreement between Transferors and Transferee, also being filed herewith is a Management Services Agreement to be entered into with 54 Broadcasting, following Vaughan Media’s acquisition of the 95.51% controlling interest in the licensee, pursuant to which Vaughan Media will provide certain management and back-office services to 54 Broadcasting.