

DESCRIPTION OF THE TRANSACTION

Pursuant to an Asset Purchase Agreement (“Agreement”), dated March 5, 2014, KEZI, Inc. (“KEZI”), Soda Mountain Broadcasting, Inc. (“SMB”) and Oregon TV LLC propose to complete a transaction whereby Oregon TV LLC will acquire from KEZI and SMB certain assets and licenses (the “Transaction”). The Parties specifically plan to assign the following earth station licenses and registrations to Oregon TV’s wholly owned subsidiary, Oregon TV License Company LLC (“Oregon TV” or “Assignee”):¹

| Call Sign | License Holder | Class of License | Type of Facility |
|-----------|----------------------------------|---------------------|------------------|
| E980172 | KEZI, Inc. | Fixed Earth Station | Transmit/Receive |
| E040403 | KEZI, Inc. | Fixed Earth Station | Receive Only |
| E040426 | Soda Mountain Broadcasting, Inc. | Fixed Earth Station | Receive Only |

KEZI is the owner/licensee of TV Station KEZI, Eugene, Oregon, and SMB is the owner/licensee of TV Stations KDRV, Medford, Oregon and KDKF, Klamath Falls, Oregon. KEZI and SMB have agreed to sell their respective TV Stations and assign each of their respective FCC licenses to Assignee. Thus, two separate FCC Form 314 applications are being filed for consent to the assignment of broadcast station licenses, and a FCC Form 603 is being filed for consent to the assignment of wireless radio station licenses. In addition, two separate FCC Form 312 applications are being filed for consent to the assignment of the above-described earth station licenses.

Oregon TV is a newly-formed entity that intends to purchase and operate the KEZI, KDRV, and KDKF TV stations. Upon completion of the Transaction, Oregon TV will provide broadcast services pursuant to broadcast television, wireless radio station, and earth station licenses.

PUBLIC INTEREST STATEMENT

The proposed Transaction will serve the public interest. Oregon TV has the technical, managerial, and financial qualifications to hold the licenses and operate the business being acquired.

¹ E980172 is authorized as a transmit-receive earth station whereas E040403 is authorized as a receive-only earth station. Because the Form 312 only allows Applicants to identify whether an earth station is transmit-receive or receive-only, even in instances where multiple earth stations are affected, KEZI has checked the data field for transmit-receive on the underlying Form 312 involving the assignment of E980172 and E040403.