

Description of Transaction

This Form 312 application seeks FCC consent to a *pro forma* transfer of control of Providence Equity Partners VI L.L.C. (“PEP VI LLC” or “Transferor”), which indirectly controls Newport Television License LLC (“Newport”), licensee of digital television stations and the associated satellite earth station licenses listed in this application (“Newport Stations”). As a result of a *pro forma* internal reorganization described below, Messrs. Jonathan M. Nelson, Glenn M. Creamer and Paul J. Salem, the controlling members of PEP IV LLC, continue to control PEP VI LLC but do so indirectly through their control of Transferee Providence Managing Member L.L.C., rather than directly through their direct ownership of PEP VI LLC.¹

As reflected in Diagram A below, before the *pro forma* corporate reorganization, each of Messrs. Nelson, Creamer and Salem held a direct LLC membership interest in PEP VI LLC, with each individually holding the power to bind the Transferor. PEP VI LLC is the sole general partner (holding 100% of the voting interests) of Providence Equity GP VI L.P., which in turn is the sole general partner (holding 100% of the voting interests) of Providence Equity Partners VI (Umbrella US) L.P. Providence Equity Partners VI (Umbrella US) L.P. holds a controlling (54.9%) voting interest in Newport TV HoldCo LLC, which is the indirect parent of the licensees of the Newport Stations.

As reflected in Diagram B below, the *pro forma* reorganization does not alter the ownership structure below PEP VI LLC. Messrs. Nelson, Creamer and Salem continue to control PEP VI LLC, but do so indirectly rather than through their direct ownership of Transferor. Pursuant to the *pro forma* reorganization, the LLC interests of Transferor previously held by Messrs. Nelson, Creamer and Salem are held by Providence Fund Holdco (Domestic ECI) L.P., whose sole general partner (holding 100% of the voting interests) is Providence Managing Member L.L.C.² Transferee Providence Managing Member L.L.C. in turn is owned and controlled by Messrs. Nelson, Creamer and Salem, each sharing the power to bind the company.

Newport is submitting this *pro forma* transfer application on a *nunc pro tunc* basis. The stations that are subject of this application will be used in the same manner and for the same purposes following the *pro forma* transfer of control as they were before the transfer of control. Accordingly, the public interest would be served by prompt grant of this application.

¹ In the course of preparing recently-filed 2011 biennial ownership reports for the Newport Stations, it was determined that, subsequent to the reporting date of the prior ownership reports, the interests of Messrs. Nelson, Creamer and Salem in PEP VI LLC had been restructured in order to streamline the manner in which they hold their controlling interests in several affiliated investment funds which, other than PEP VI LLC, do not hold interests in the Newport Stations.

² Certain other entities directly or indirectly controlled by Messrs. Nelson, Creamer and Salem that also have direct or indirect attributable interests in the Newport Stations, but that are outside the control structure that is the subject of this application and are not affected by the application, are not depicted in Diagram A or Diagram B.

Diagram A - BEFORE

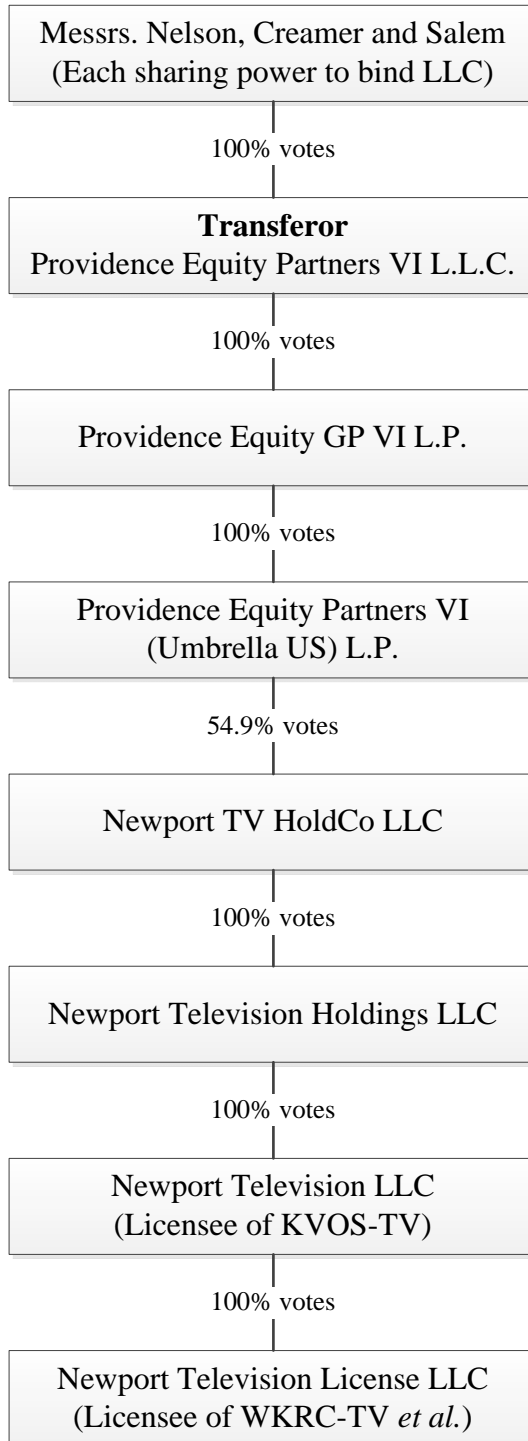
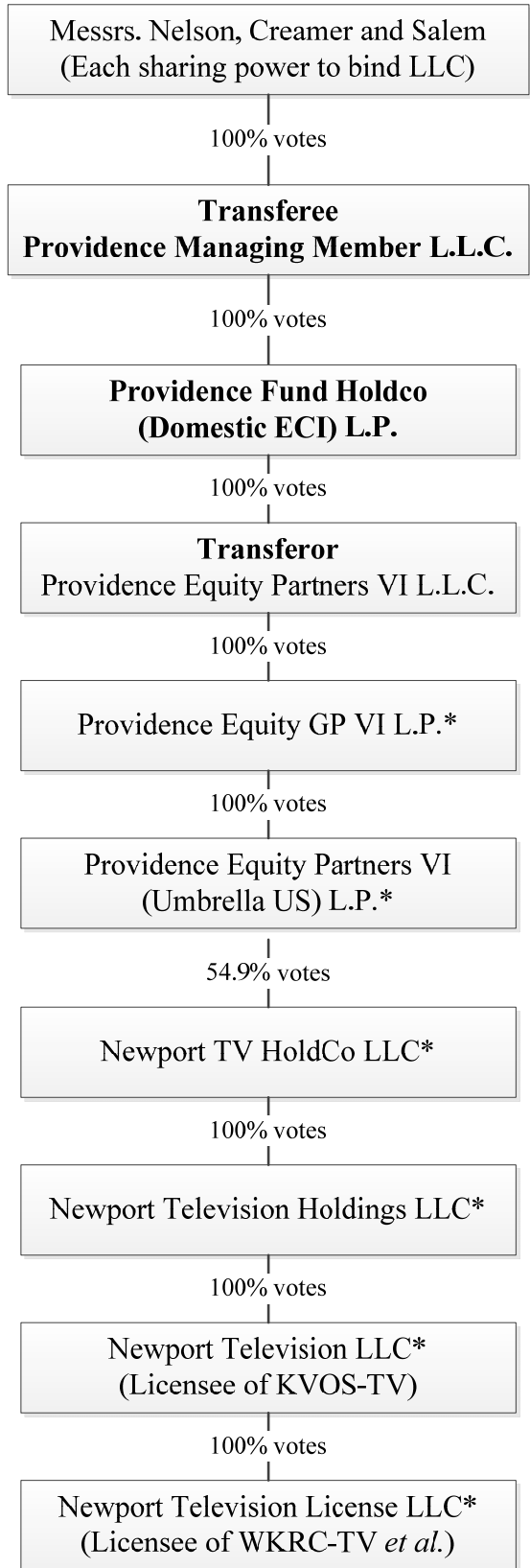


Diagram B - AFTER



* No Change