E859922 ‡
E4931
Pro-Forma Assignment of License from Newschannel 5 Network, L.P. to Newschannel 5 Network, LLC (WTVF(TV), Nashville, TN)

FCC IBFS - Electronic Filing

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Approved by OMB
3060–0678

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File Number: SES–ASG–INTR2008–00341

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENTFCC 312 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only

APPLICANT INFORMATION
Enter a description of this application to identify it on the main menu:
Pro–Forma Assignment of License for Receive–Only Earth Stations E859922 and E4931

1–8. Legal Name of Applicant

Name:	NewsChannel 5 Network, L.P.	**Phone Number:**	615–244–5000
DBA Name:		**Fax Number:**	
Street:	474 James Robertson Parkway	**E–Mail:**	
City:	Nashville	**State:**	TN
Country:	USA	**Zipcode:**	37219 –
Attention:	James R. Bayes, Esq,		

9–16. Name of Contact Representative

Name:	James R. Bayes, Esq.	**Phone Number:**	202–719–7064
Company:	Wiley Rein LLP	**Fax Number:**	202–719–7049
Street:	1776 K Street, N.W.	**E–Mail:**	jbayes@wileyrein.com
City:	Washington	**State:**	DC
Country:	USA	**Zipcode:**	20006–
Attention:		**Relationship:**	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b. ◉ a1. Earth Station ○ a2. Space Station	(N/A) b1. Application for License of New Station (N/A) b2. Application for Registration of New Domestic Receive–Only Station (N/A) b3. Amendment to a Pending Application (N/A) b4. Modification of License or Registration ◉ b5. Assignment of License or Registration ○ b6. Transfer of Control of License or Registration (N/A) b7. Notification of Minor Modification (N/A) b8. Application for License of New Receive–Only Station Using Non–U.S. Licensed Satellite (N/A) b9. Letter of Intent to Use Non–U.S. Licensed Satellite to Provide Service in the United States (N/A) b10. Other (Please specify)

17c. Is a fee submitted with this application?

○ If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R.Section 1.1114).

○ Governmental Entity ○ Noncommercial educational licensee

◉ Other(please explain): Non–feeable application

17d.

Fee Classification A	CNO – Receive Only Earth Station	Quantity 1 (First Station)
Fee Classification B	CFO – Receive Only Earth Station	Quantity 1 (Each Additional Station)

18. If this filing is in reference to an existing station, enter:	19. If this filing is an amendment to a pending application enter:	
(a) Call sign of station:	(a) Date pending application was filed:	(b) File number of pending application:
Not Applicable	Not Applicable	Not Applicable

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- [x] a. Fixed Satellite
- [ ] b. Mobile Satellite
- [ ] c. Radiodetermination Satellite
- [ ] d. Earth Exploration Satellite
- [ ] e. Direct to Home Fixed Satellite
- [ ] f. Digital Audio Radio Service
- [ ] g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Choose only one.

○ Common Carrier ◉ Non–Common Carrier

22. If earth station applicant, check all that apply.

- [x] Using U.S. licensed satellites
- [ ] Using Non–U.S. licensed satellites

23. If applicant is providng INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

○ Connected to a Public Switched Network ○ Not connected to a Public Switched Network ◉ N/A

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- [x] a. C–Band (4/6 GHz)
- [ ] b. Ku–Band (12/14 GHz)
- [ ] c.Other (Please specify upper and lower frequencies in MHz.)

Frequency Lower: Frequency Upper:

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- (●) a. Fixed Earth Station
- ( ) b. Temporary–Fixed Earth Station
- ( ) c. 12/14 GHz VSAT Network
- ( ) d. Mobile Earth Station
- ( ) e. Geostationary Space Station
- ( ) f. Non–Geostationary Space Station
- ( ) g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.

( ) Transmit/Receive ( ) Transmit–Only (●) Receive–Only ( ) N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application.A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.	○ Yes ◉ No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30–34.

29. Is the applicant a foreign government or the representative of any foreign government?	○ Yes ◉ No
30. Is the applicant an alien or the representative of an alien?	○ Yes ◉ No ○ N/A
31. Is the applicant a corporation organized under the laws of any foreign government?	○ Yes ◉ No ○ N/A
32. Is the applicant a corporation of which more than one–fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	○ Yes ◉ No ○ N/A

33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one–fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	○ Yes ◉ No ○ N/A
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	○ Yes ◉ No
36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explination of circumstances.	○ Yes ◉ No
37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explination of circumstances.	○ Yes ◉ No

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attemptiing unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?If Yes, attach as an exhibit, an explanation of circumstances	○ Yes ◉ No
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhinit, an explanation of the circumstances.	○ Yes ◉ No
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.	
41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti–Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	◉ Yes ○ No
42a. Does the applicant intend to use a non–U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.	○ Yes ◉ No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided).
(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

This application seeks a pro-forma assignment of the licenses for receive-only earth stations E859922 and E4931 from Newschannel 5 Network, L.P. to Newschannel 5 Network, LLC.

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- ○ Individual
- ○ Unincorporated Association
- ◉ Partnership
- ○ Corporation
- ○ Governmental Entity
- ○ Other (please specify)

45. Name of Person Signing	46. Title of Person Signing
Deborah F. Turner	President

47. Please supply any need attachments.

Attachment 1:	Attachment 2:	Attachment 3:

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

SATELLITE EARTH STATION AUTHORIZATIONS
FCC Form 312 – Schedule A
FOR OFFICIAL USE ONLY

Select one of the following

- ○ CONSENT TO TRANSFER OF CONTROL
- ○ CONSENT TO ASSIGNMENT OF LICENSE
- ○ NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION
- ◉ NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 – Main Form)

Name:	Newschannel 5 Network, L.P.	**Phone Number:**	615–244–5000
DBA Name:		**Fax Number:**	
Street:	474 James Robertson Parkway	**E–Mail:**	
City:	Nashville	**State:**	TN
Country:	USA	**Zipcode:**	37219 –
Attention:	James R. Bayes, Esq.		

A8. List Callsign(s) of station(s) being assigned or transfered

Callsign: E4931	**Callsign:** E859922	**Callsign:**	**Callsign:**	**Callsign:**	**Callsign:**	**Callsign:**	**Callsign:**

A9. No. of station(s) listed
2

A10. Name of Transferor/ Assignor

Name:	Newschannel 5 Network, L.P.	**Phone Number:**	615–244–5000
Company:		**Fax Number:**	
Street:	474 James Robertson Parkway	**E–Mail:**	
City:	Nashville	**State:**	PA
Country:	USA	**Zipcode:**	37219 –
Attention:		**Relationship:**	

A15. Name of Transferee/ Assignee

Name:	Newschannel 5 Network, LLC	**Phone Number:**	615–244–5000
DBA Name:		**Fax Number:**	
Street:	474 James Robertson Parkway	**E–Mail:**	
City:	Nashville	**State:**	TN
Country:	USA	**Zipcode:**	37219 –
Attention:	James R. Bayes, Esq.		

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity? If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary busienss of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenshihp, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.	◉ Yes ○ No ○ N/A
A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.	

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinenet to Schedule A and all statement made in Schedule A of this application are true, compete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1) Newschannel 5 Network, L.P.	A24. Title (Office Held by Person Signing) President
A26. Printed Name of License Transferor / Assignor (Must agree with A10) Newschannel 5 Network, L.P.	A28. Title (Office Held by Person Signing) President
A26. Printed Name of License Transferee / Assignee (Must agree with A15) Newschannel 5 Network, LLC	A28. Title (Office Held by Person Signing) President

Federal Communications Commission Applications
Fri Feb 15 11:13:46 US/Eastern 2008
Account number: 738389

ATTACHMENT NAME: Exhibit E
DESCRIPTION: Description of Transaction
REMOTE FILENAME: C:\Documents and Settings\bclaydon\My Documents\PDF Output\E859922 & E4931- Exhibit E pro-forma description of transaction.pdf
FILE SIZE = 256702

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