

Federal Communications Commission

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Account number: 679148

Description: AMEND OF ASSIGNMENT TO TRUST RE TRUST ORDER

Application Reference Number: 20100127ACS

Successfully filed at Feb 18 2010 1:28PM

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Federal Communications Commission Washington, D.C. 20554 <p style="text-align: center;">FCC 316</p>	Approved by OMB 3060-0009 (June 2002)	FOR FCC USE ONLY
<p>APPLICATION FOR CONSENT TO ASSIGN BROADCAST STATION CONSTRUCTION PERMIT OR LICENSE OR TO TRANSFER CONTROL OF ENTITY HOLDING BROADCAST STATION CONSTRUCTION PERMIT OR LICENSE</p> <p>Read INSTRUCTIONS Before Filling Out Form</p>		FOR COMMISSION USE ONLY FILE NO. - 20100127ACS

Section I - General Information

1.	Legal Name of the Licensee/Permittee ALASKA BROADCASTING COMPANY, INC.						
	Mailing Address 1007 W. 32ND AVENUE						
	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:33%; padding: 2px;">City ANCHORAGE</td> <td style="width:33%; padding: 2px;">State or Country (if foreign address) AK</td> <td style="width:33%; padding: 2px;">Zip Code 99503 -</td> </tr> <tr> <td style="padding: 2px;">Telephone Number (include area code) 9072733192</td> <td colspan="2" style="padding: 2px;">E-Mail Address (if available)</td> </tr> </table>	City ANCHORAGE	State or Country (if foreign address) AK	Zip Code 99503 -	Telephone Number (include area code) 9072733192	E-Mail Address (if available)	
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	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:33%; padding: 2px;">FCC Registration Number: 0006160915</td> <td style="width:33%; padding: 2px;">Call Sign KTVA</td> <td style="width:33%; padding: 2px;">Facility ID Number 49632</td> </tr> </table>	FCC Registration Number: 0006160915	Call Sign KTVA	Facility ID Number 49632			
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2.	Contact Representative (if other than licensee/permittee) KENNETH E. SATTEN						
	Firm or Company Name WILKINSON BARKER KNAUER, LLP						
	Mailing Address 2300 N STREET, N.W. SUITE 700						
	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:33%; padding: 2px;">City WASHINGTON</td> <td style="width:33%; padding: 2px;">State or Country (if foreign address) DC</td> <td style="width:33%; padding: 2px;">ZIP Code 20037 -</td> </tr> <tr> <td style="padding: 2px;">Telephone Number (include area code) 2027834141</td> <td colspan="2" style="padding: 2px;">E-Mail Address (if available) KSATTEN@WBKLAW.COM</td> </tr> </table>	City WASHINGTON	State or Country (if foreign address) DC	ZIP Code 20037 -	Telephone Number (include area code) 2027834141	E-Mail Address (if available) KSATTEN@WBKLAW.COM	
City WASHINGTON	State or Country (if foreign address) DC	ZIP Code 20037 -					
Telephone Number (include area code) 2027834141	E-Mail Address (if available) KSATTEN@WBKLAW.COM						
3.	If this application has been submitted without a fee, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114): <input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial Educational Licensee/Permittee <input type="radio"/> Other <input checked="" type="radio"/> N/A (Fee Required)						
4.	a. <input type="radio"/> Voluntary Assignment or Transfer of Control <input checked="" type="radio"/> Involuntary Assignment or Transfer of Control <input checked="" type="radio"/> Amendment to pending application File number of pending application: BALCDT-20100127ACS If an amendment, submit as an Exhibit a listing, by Section and Question Number, of the portions of the pending application that are being revised. [Exhibit 1]						
	b. Applicant certifies that the use of FCC Form 316 is appropriate for this transaction. <input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 2] 						

NOTE: In addition to the information called for in this section, an explanatory exhibit providing full particulars must be submitted for each question for which a "No" response is provided.

Section II - Assignor/Transferor

1. Certification. Assignor/Transferor certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Assignor/Transferor further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.		<input checked="" type="radio"/> Yes <input type="radio"/> No
2. Application for (check one):	<input type="radio"/> Consent to Assign Construction Permit	<input type="radio"/> Consent to Transfer Control of Permittee
	<input type="radio"/> Consent to Assign License	<input type="radio"/> Consent to Transfer Control of Licensee
	<input checked="" type="radio"/> Amendment to pending application	
3. Legal Name of the Assignor/Transferor ALASKA BROADCASTING COMPANY, INC.		
Mailing Address 1007 W. 32ND AVENUE		
City ANCHORAGE	State or Country (if foreign address) AK	Zip Code 99503 -
Telephone Number (include area code) 9072733192		E-Mail Address (if available)
4. Contact Representative (if other than Assignor/Transferor) KENNETH E. SATTEN		Firm or Company Name WILKINSON BARKER KNAUER, LLP
Mailing Address 2300 N STREET, N.W. SUITE 700		
City WASHINGTON	State or Country (if foreign address) DC	Zip Code 20037 -
Telephone Number (include area code) 2027834141		E-Mail Address (if available) KSATTEN@WBKLAW.COM
If more than one Transferor, submit the information requested in Questions 3 and 4 for each transferor. [Exhibit 3]		
5. Authorizations to be Assigned/Transferred. List the authorized stations and construction permits to be assigned/transferred. Provide the Facility Identification Number and the Call Sign, or the Facility Identification Number and the File Number of the Construction Permit, and the location, for each station to be assigned/transferred. Include main stations, FM and/or TV translator stations, LPTV stations, FM and/or TV booster stations.		
[Enter Station Information]		
List the authorized stations and construction permits to be assigned/transferred. Provide the Facility Identification Number and the Call Sign, or the Facility Identification Number and the File Number of the Construction Permit, and the location, for each station to be assigned/transferred. Include main stations, FM and/or TV translator stations, LPTV stations,, FM and/or TV booster stations.		
Facility ID Number 49632	Call Sign KTVA	or Construction Permit File Number -
		City ANCHORAGE
		State AK
Facility ID	Call Sign	or Construction Permit File Number
		City
		State

Number				
49630	K08IZ	-	BP ALASKA CAMP, ETC.	AK
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
49641	K08LW	-	KENAI/SOLDOTNA	AK
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
130473	K11VP	-	HOMER- SELDOVIA	AK
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
49625	K66CF	-	PALMER	AK
6. Agreements for Sale/Transfer of Station. a. If the transaction is voluntary, Assignor/Transferor certifies that: i. it has placed in licensee's/permittee's public inspection file(s) and submitted as an exhibit to this item copies of all agreements for the assignment/transfer of the station(s); ii. these documents embody the complete and final understanding between assignor/transferor and assignee/transferee; and iii. these agreements comply fully with the Commission's rules and policies. b. If the transaction is involuntary, the Assignor/Transferor certifies that court orders or other authorizing documents have been issued and that it has placed in the licensee's/permittee's public inspection file(s) and submitted to the Commission copies of such court orders or other authorizing documents. Exhibit Required			<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A [Exhibit 4] <input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A [Exhibit 5]	
7. Character Issues. Assignor/Transferor certifies that neither licensee/permittee nor any party to the application has or has had any interest in, or connection with: a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or b. any pending broadcast application in which character issues have been raised.			<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 6]	
8. Adverse Findings. Assignor/Transferor certifies that, with respect to the assignor/transferor and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.			<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 7]	
9. Anti-Drug Abuse Act Certification. Assignor/transferor certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.			<input checked="" type="radio"/> Yes <input type="radio"/> No	

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

Typed or Printed Name of Person Signing JOSEPH J. LODOVIC, IV	Typed or Printed Title of Person Signing PRESIDENT
Signature	Date

2/18/2010

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

NOTE: In addition to the information called for in this section, an explanatory exhibit providing full particulars must be submitted for each question for which a "No" response is provided.

Section III - Assignee/Transferee

1.	<p>Certification. Assignee/Transferee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Assignee/Transferee further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.</p>	<input checked="" type="radio"/> Yes <input type="radio"/> No						
2.	<p>Legal Name of the Assignee/Transferee AFFILIATED MEDIA, INC. FCC TRUST</p> <p>Mailing Address C/O JOSEPH J. LODOVIC, TRUSTEE 101 WEST COLFAX AVENUE, SUITE 1100</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">City DENVER</td> <td style="width: 33%;">State or Country (if foreign address) CO</td> <td style="width: 33%;">Zip Code 80202 -</td> </tr> <tr> <td>Telephone Number (include area code) 3039546360</td> <td colspan="2">E-Mail Address (if available)</td> </tr> </table>		City DENVER	State or Country (if foreign address) CO	Zip Code 80202 -	Telephone Number (include area code) 3039546360	E-Mail Address (if available)	
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3.	<p>Contact Representative (if other than Assignee/Transferee) KENNETH E. SATTEN</p> <p>Firm or Company Name WILKINSON BARKER KNAUER, LLP</p> <p>Mailing Address 2300 N STREET, N.W. SUITE 700</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">City WASHINGTON</td> <td style="width: 33%;">State or Country (if foreign address) DC</td> <td style="width: 33%;">Zip Code 20037 -</td> </tr> <tr> <td>Telephone Number (include area code) 2027834141</td> <td colspan="2">E-Mail Address (if available) KSATTEN@WBKLAW.COM</td> </tr> </table>		City WASHINGTON	State or Country (if foreign address) DC	Zip Code 20037 -	Telephone Number (include area code) 2027834141	E-Mail Address (if available) KSATTEN@WBKLAW.COM	
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Telephone Number (include area code) 2027834141	E-Mail Address (if available) KSATTEN@WBKLAW.COM							
	<p>If more than one Transferee, submit the information requested in Questions 2 and 3 for each transferee. [Exhibit 8]</p>							
4.	<p>Agreements for Sale/Transfer of Station. Assignee/Transferee certifies that:</p> <p>a. the written agreements in the licensee/permittee's public inspection file embody the complete and final agreement for the sale or transfer of the station(s); and</p> <p>b. these agreements comply fully with the Commission's rules and policies.</p>	<input type="radio"/> Yes <input checked="" type="radio"/> No [Exhibit 9]						
5.	<p>Changes in interests as a result of assignment/transfer.</p> <p>a. [Enter Changes in Interests Information]</p> <p>_____</p> <p>_____</p> <p>or [Exhibit 10]</p>							
	<p>b. Applicant certifies that equity interests not set forth above are non-attributable.</p>	<input checked="" type="radio"/> Yes <input type="radio"/> No <input type="radio"/> N/A [Exhibit 11]						
6.	<p>Other Authorizations. List call signs, locations, and facility identifiers of all other broadcast stations in which assignee/transferee or any party to the application has an attributable interest.</p>	<input type="checkbox"/> N/A						

		[Exhibit 12]
7.	Acquisition of Control. List the file number and date of grant of FCC Form 301, 314, or 315 application by which the Commission approved the qualifications of the individual or entity with a pre-existing interest in the licensee/permittee that is now acquiring control of the licensee/permittee as a result of the grant of this application.	<input checked="" type="checkbox"/> N/A [Exhibit 13]
8.	Character Issues. Assignee/Transferee certifies that neither assignee/transferee nor any party to the application has or has had any interest in, or connection with: a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or b. any pending broadcast application in which character issues have been raised.	<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 14]
9.	Adverse Findings. Assignee/Transferee certifies that, with respect to the assignee/transferee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.	<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 15]
10.	Alien Ownership and Control. Assignee/Transferee certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments.	<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 16]
11.	Anti-Drug Abuse Act Certification. Assignor/transferor certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.	<input checked="" type="radio"/> Yes <input type="radio"/> No

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations. I hereby waive any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

Typed or Printed Name of Person Signing JOSEPH J. LODOVIC, IV	Typed or Printed Title of Person Signing PRESIDENT
Signature	Date 2/18/2010

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Exhibits

Exhibit 1

Description: PURPOSE OF AMENDMENT

THE PURPOSE OF THIS AMENDMENT IS TO PROVIDE THE COMMISSION A COPY OF THE ATTACHED BANKRUPTCY COURT ORDER ESTABLISHING THE LIQUIDATING TRUST AND APPROVIING THE ASSUMPTION AND ASSIGNMENT OF THE FCC BROADCAST LICENSES TO THE TRUST, SUBJECT TO FCC APPROVAL.

Attachment 1

Description
BANKRUPTCY COURT ORDER ESTABLISHING LIQUIDATING TRUST AND THE ASSIGNMENT OF FCC LICENSES TO TRUST

Exhibit 2

Description: USE OF FCC 316 APPROPRIATE

THE INSTANT APPLICATION INVOLVES THE INVOLUTARY ASSIGNMENT OF THE FCC BROADCAST LICENSES HELD BY THE LICENSEE TO A LIQUIDATING TRUST PURSUANT TO AN ORDER OF THE BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE IN A REORGANIZATION CASE UNDER CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE (THE 'BANKRUPTCY CODE') FOR THE DISTRICT OF DELAWARE. SEE EXHIBIT 10.

Attachment 2

Exhibit 5

Description: ATTACHMENT 5

PREPACKAGED PLAN OF REORGANIZATION OF AFFILIATED MEDIA, INC.

DISCLOSURE STATEMENT DATED DECEMBER 18, 2009 OF AFFILIATED MEDIA, INC.

BANKRUPTCY COURT MOTION TO ESTABLISH LIQUIDATING TRUST AND TO ASSIGN FCC LICENSES TO TRUST

PROPOSED ORDER TO ESTABLISH LIQUIDATING TRUST AND TO ASSIGN FCC LICENSES TO TRUST (EXHIBIT A TO BANKRUPTCY COURT MOTION)

LIQUIDATING TRUST AGREEMENT (EXHIBIT B TO BANKRUPTCY COURT MOTION)

TIME BROKERAGE AGREEMENT (TV)

TIME BROKERAGE AGREEMENT (RADIO)

THE EXHIBITS TO THE PLAN AND THE DISCLOSURE STATEMENT (OTHER THAN THE PLAN ITSELF, WHICH IS EXHIBIT 1 TO THE DISCLOSURE STATEMENT) HAVE NOT BEEN SUBMITTED AS THEY ARE LENGTHY AND NOT GERMANE TO THE COMMISSION'S REVIEW OF THE APPLICATION. THE OMITTED EXHIBITS ARE LISTED IN THE TABLE OF CONTENTS OF EACH DOCUMENT AND WILL BE PROVIDED IF REQUESTED BY THE COMMISSION.

THE MOTION SEEKING BANKRUPTCY COURT APPROVAL TO ESTABLISH THE LIQUIDATING TRUST AND AUTHORIZATION TO ASSIGN FCC LICENSES TO THE LIQUIDATING TRUST HAS BEEN FILED AND A PROPOSED ORDER SUBMITTED, BUT THE COURT HAS NOT YET ISSUED SUCH ORDER. THE MOTION IS EXPECTED TO BE HEARD BY THE BANKRUPTCY COURT ON OR ABOUT FEBRUARY 9, 2010.

Attachment 5

Description
PREPACKAGED PLAN OF REORGANIZATION OF AFFILIATED MEDIA, INC.
DISCLOSURE STATEMENT DATED DECEMBER 18, 2009 OF AFFILIATED MEDIA, INC.
BANKRUPTCY COURT MOTION TO ESTABLISH LIQUIDATING TRUST AND TO ASSIGN FCC LICENSES TO TRUST
PROPOSED ORDER TO ESTABLISH LIQUIDATING TRUST AND TO ASSIGN FCC LICENSES TO TRUST (EXHIBIT A TO BANKRUPTCY COURT MOTION)
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TIME BROKERAGE AGREEMENT (RADIO)

Exhibit 9

Description: EXHIBIT 9

SEE EXHIBIT 5.

Attachment 9

Attachment 10

Description
DESCRIPTION OF TRANSACTION AND CHANGES IN INTERESTS

Exhibit 12

Description: OTHER AUTHORIZATIONS

GRAHAM NEWSPAPERS, INC., A SUBSIDIARY OF AFFILIATED MEDIA, INC. (FORMERLY MEDIANEWS GROUP, INC.), IS THE LICENSEE OF THE FOLLOWING RADIO STATIONS:
 KSWA(AM), GRAHAM, TEXAS (FIN 35644);
 KWKQ(FM), GRAHAM, TEXAS (FIN 35643);
 KROO(AM), BRECKENRIDGE, TEXAS (FIN 7703); AND
 KLXK(FM), BRECKENRIDGE, TEXAS (FIN 7702).

Attachment 12

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

AFFILIATED MEDIA, INC.,

Debtor.

Chapter 11

Case No. 10-10202 (KJC)

Re: D.I. 19, 84

**ORDER PURSUANT TO SECTIONS 105(a), 363(b)
AND 365 OF THE BANKRUPTCY CODE FOR AUTHORITY TO
(I) ESTABLISH THE FCC TRUST AND (II) SUBJECT TO FCC
APPROVAL, ASSUME AND ASSIGN FCC BROADCAST LICENSES**

Upon the motion (the "Motion") of the debtor-in-possession in the above-captioned chapter 11 case (the "Debtor" or AMI"), pursuant to sections 105(a) and 363(b) of the Bankruptcy Code,¹ for authority to (i) establish the FCC Trust (as defined below) and (ii) subject to FCC (as defined below) approval, assume the FCC Broadcast Licenses (as defined below) and assign them to the FCC Trust, all as more fully described in the Motion; and upon consideration of the *Declaration of Ronald A. Mayo, Vice President and Chief Financial Officer of Affiliated Media, Inc., in Support of First Day Relief*; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due and proper notice of the hearing to consider the relief requested herein (the "Hearing") having been provided to: (i) attorneys for the Debtor, Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, NY 10004-1482, Attn.: Kathryn A. Coleman, Esq. and

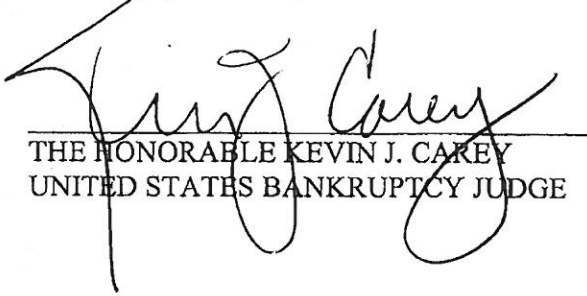
1. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Eric J. Fromme, Esq.; (ii) the co-attorneys for the Debtor, Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, 18th Floor, P.O. Box 1347, Wilmington, DE 19899-1347, Attn.: Derek C. Abbott, Esq. and Daniel B. Butz, Esq.; (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801-3519; (iv) the attorneys for Bank of America, N.A., administrative agent under the Senior Credit Agreement, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017-3904, Attn.: John Fouhey, Esq. and Damian S. Schaible, Esq.; (v) the co-attorneys for Bank of America, N.A., administrative agent under the Senior Credit Agreement, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 19801, Attn.: Mark D. Collins, Esq.; (vi) The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee under each of the Indentures, 700 South Flower Street, Suite 500, Los Angeles, CA 90017-4101, Attn.: Raymond Torres; (vii) the Federal Communications Commission, 445 12th Street SW, Washington, D.C. 20554 and 9300 East Hampton Drive, Capital Heights, MD 20743, Attn: Marlene H. Dortch, Office of the Secretary; (viii) those parties listed on the list of creditors holding the twenty (20) largest unsecured claims against the Debtor, as identified in its chapter 11 petition; and (viii) any persons who have filed a request for notice in this chapter 11 case pursuant to Bankruptcy Rule 2002 (the "Notice Parties") and no further notice being necessary; and the legal and factual bases set forth in the Motion establishing just and sufficient cause to grant the relief requested therein; and the relief granted herein being in the best interests of the Debtor, its estate, creditors, and all parties in interest; and the Court having held the Hearing with the appearances of interested parties noted in the record of the Hearing; and no objection to the Motion having been filed or made at the Hearing on the Motion; and upon all of the proceedings before the Court, the Court hereby ORDERS that:

1. The Motion is GRANTED to the extent set forth herein.
2. The Debtor is authorized and directed to establish a liquidating trust (the "FCC Trust") without further Order of the Court.
3. The Debtor is authorized to cause to be assigned each of the licenses issued by the Federal Communications Commission ("FCC") to Alaska Broadcasting Company, Inc. and Graham Newspapers, Inc. (the "FCC Broadcast Licenses") and the FCC Broadcast License Related Assets as necessary to comply with chapter 5 of title 47 of the United States Code, 47 U.S.C. §§ 151 et seq. (as amended, the "Communications Act") and any regulations or rules promulgated thereunder from Alaska Broadcasting Company, Inc. and Graham Newspapers, Inc. to the Debtor at any time prior to confirmation of the Prepackaged Plan without further Order of this Court, subject to any necessary approval of the FCC.
4. The Debtor is permitted at any time prior to confirmation of the Prepackaged Plan to assign to the FCC Trust the FCC Broadcast Licenses and the FCC Broadcast License Related Assets as necessary to comply with the Communications Act and any regulations or rules promulgated thereunder without further Order of this Court, subject to any necessary approval of the FCC.
5. The FCC Trust shall be subject to the continuing jurisdiction of this Court notwithstanding the confirmation and consummation of any plan of restructuring of the Debtor. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of FCC Trust Agreement or this Order.
6. Notwithstanding any other provision in this Order, no assignment of any rights and interests of the Debtor in any federal license issued by the FCC shall take place prior to the issuance of FCC regulatory approval for such assignment pursuant to the Communications

Act, as amended and the rules and regulations promulgated thereunder. The FCC's rights and powers to take any action pursuant to its regulatory authority, including, but not limited to, imposing any regulatory conditions on such assignments and setting any regulatory fines or forfeitures, are fully preserved, and nothing herein shall proscribe or constrain the FCC's exercise of such power or authority to the extent provided by law.

Dated: February 12, 2010
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE