

EXPLANATION OF PRO FORMA TRANSFER

By this FCC Form 316, Licensee seeks Commission consent to the pro forma transfer of control of its station licenses through a merger of Licensee's controlling corporate entity into another newly created corporate entity having the same ultimate ownership as the merging entity.

Specifically, the parties intend to merge Point Broadcasting Company, a California corporation ("PBC-CA") downstream into Point Broadcasting Company, a newly created Nevada corporation ("PBC-NV") which is currently a wholly-owned subsidiary of PBC-CA. When the merger occurs PBC-NV will become the surviving corporation.

No change in the ultimate ownership of the entities and licenses will occur, so this change is *pro forma* in nature and may be accomplished via FCC Form 316.

PBC-CA currently holds the specified ownership interests either directly or indirectly in the following broadcast station licensees: ¹

Gold Coast Broadcasting LLC ("GCB") – 88.51 %
High Desert Broadcasting LLC ("HDB") – 95 %
Rincon Broadcasting LS LLC ("RBLs") – 95 %
Huron Broadcasting LLC ("HB") – 50 %

Accordingly, separate FCC Form 316 applications are being filed simultaneously for each of the above licensees requesting Commission authority to merge PBC-CA into PBC-NV, with PBC-NV being the surviving corporation. As a result of this *pro forma* transfer of control, PBC-NV will acquire the interest in the licensees currently held by PBC-CA. ² After the merger PBC-NV will have the exact same ownership as PB-CA has currently, which ownership is as follows:

Grantor Trust for the Benefit of John Q. Hearne ("Hearne Venture Trust") – 90 %
Jennifer C. Hearne – 3.33 %
Brendan G. Hearne – 3.33 %
Megan E. Hearne – 3.33 %

¹ PBC-CA holds its interests in GCB, HDB and HB directly; however, its interest in RBLs is held through Rincon Broadcasting HC LLC.

² Because PBC-CA is also itself the licensee of KCEL(FM) in California City, CA, a separate Form 316 is also being filed for the pro forma assignment of KCEL(FM) to PBC-NV.