

Changes in Interest as a Result of Transfer

Summit America Television, Inc. (“Summit”), a publicly traded company, wholly owns WSAH, Inc. and WRAY, Inc. WRAY, Inc. is the licensee of KCNS(TV), San Francisco, California (Facility ID No. 71586), WRAY-TV, Wilson, North Carolina (Facility ID No. 10133) and WOAC(TV), Canton, Ohio (Facility ID No. 43870). WSAH, Inc. wholly owns WSAH License, Inc., licensee of WMFP(TV), Lawrence, Massachusetts (Facility ID No. 41436) and WSAH(TV), Bridgeport, Connecticut (Facility ID No. 70493). Summit also has a 30% minority interest in Shop At Home Network, LLC, a joint venture entity in which The E.W. Scripps Company (“Scripps”) owns a 70% controlling interest.

On December 18, 2003, Summit entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Scripps, also a publicly traded company. The Merger Agreement is attached as Section III, Exhibit 6. Pursuant to the Merger Agreement, Scripps will create a wholly owned merger subsidiary (the “Merger Sub”), which will merge with and into Summit. Each outstanding share of Summit’s common stock (voting and non-voting) will be exchanged for the right to receive \$4.05 in cash.¹ Additionally, each outstanding share of Summit Series A Preferred Stock (non-voting) will be exchanged for an amount equal to the liquidation value of such share in accordance with Summit’s Charter, or \$10.00, plus accrued and unpaid dividends.² Finally, each outstanding share of Summit’s Series D Preferred Stock (non-voting), \$10.00 par value per share, all of which are currently held by Scripps, will be converted into one share of equivalent security of the Merger Sub. After consummation of this transaction the Merger Sub will continue to exist as a wholly owned subsidiary of Scripps. A diagram depicting the Summit organization prior to and after the transaction is attached.

Additionally, Summit currently owes \$47,500,000 to Scripps pursuant to a loan made in October 2002 when Scripps acquired its controlling interest in Shop At Home Network, LLC. As part of the consideration for the instant transaction, this loan will not be repaid or extinguished by the Transferor in connection with the merger, but will remain outstanding, thereby becoming intercompany indebtedness for the Transferee until paid or otherwise extinguished.

The proposed merger is subject to approval by certain shareholders of Summit including its two largest shareholders, SAH Holdings, Ltd. and Clinton Investments, Ltd. Gatehouse Equity Management Corporation (“Gatehouse”), which is wholly owned by J.D. Clinton, is the general partner of both of these partnerships. Through these entities Clinton controls approximately 6.4% of the Summit stock, making him Summit’s largest shareholder and, as reported previously, the entity that ultimately exercises control over the company. See, for

¹ As of September 30, 2003, approximately 44,113,385 shares of common stock of Summit were outstanding, resulting in estimated consideration to the holders of common stock of \$178,659,209.

² As of September 30, 2003, 3,718 shares of Series A Preferred Stock were outstanding, resulting in estimated consideration to the holders of Series A preferred Stock of \$37,180, plus accrued and unpaid dividends thereon.

example, BALCT-20020226ABH and BTCCT-20000404AAW. Thus, concurrently with the execution and delivery of the Merger Agreement SAH Holdings, Ltd., Clinton Investments, Ltd. and Gatehouse, as well as certain other shareholders of Summit, executed and delivered to Scripps a Voting Agreement. The Voting Agreement is attached as Section III, Exhibit 6. Under the Voting Agreement, such shareholders have agreed to vote in favor of the merger.