

**DESCRIPTION OF TRANSACTION**

SAH-Boston License Corp., licensee of WMFP(TV), Lawrence, MA, is wholly-owned by SAH-Northeast Corporation which, in turn, is wholly-owned by Shop At Home, Inc. ("SATH"). See attached flow chart. As part of an internal reorganization, SATH proposes to merge SAH-Boston License Corp. into a newly-formed entity, SAH License, Inc., which will also be a wholly-owned subsidiary of SAH-Northeast Corporation. Thus, upon completion of this process, SAH License, Inc. will be the licensee of WMFP(TV).

Because both SAH-Boston License Corp., the current licensee of WMFP(TV), and SAH License, Inc., the proposed licensee of WMFP(TV), are ultimately owned by SATH, the assignment qualifies as *pro forma*.