

**Purpose of the Transfer Application**

This application seeks consent to the transfer of control of Great Scott Broadcasting ("GSB") that will result from the designation of successor trustees following the death of a co-trustee under certain marital and family trusts created by Herbert Scott and the proposed transfer of limited partnership interests in GSB to certain trusts.

Currently, Great Scott Communications, Inc. owns a 1% partnership interest in and is the sole general partner of GSB. A marital trust for the benefit of Faye Scott, established under deed of trust dated November 6, 1981, by Herbert Scott (the "Marital Trust"), holds an 87.75% non-insulated limited partnership interest in GSB. Until Harold Litvin's death on October 31, 2002, Faye Scott and Harold Litvin served as Co-Trustees of the Marital Trust. A family trust for the benefit of Faye, Marc, Mitchell, Jeffery, Karen, and Todd Scott, established under a deed of trust dated November 6, 1981, by Herbert Scott (the "Family Trust"), holds a 4.25% non-insulated limited partnership interest in GSB. Prior to his death, Harold Litvin also served as Co-Trustee of the Family Trust along with Bernard Eizen. Faye Scott also holds a 7% non-insulated limited partnership interest in Great Scott Broadcasting directly. All of the issued and outstanding stock of Great Scott Communications, Inc. is held by the Marital Trust.

Pursuant to an Assignment of Partnership Redemption Agreement by and among the Family Trust, the Marital Trust, and GSB, dated March 6, 2000 (a copy of which is attached), the Marital Trust will transfer its 87.75% partnership interest in GSB to the Family Trust. In addition, Faye Scott will transfer her 7% partnership interest in GSB to

the Faye Scott Annuity Trust, established under a deed of trust dated March 6, 2002 (the "Annuity Trust"). As a result, following consummation of the assignment of these partnership interests: the Family Trust will hold a 92% non-insulated limited partnership interest in GSB; the Annuity Trust will hold a 7% non-insulated limited partnership interest in GSB; and Great Scott Communications, Inc. will retain its 1% partnership interest and will continue to serve as the sole general partner of GSB.

Pursuant to a Designation of Successor Trustees, Waiver of Accounting, and Release and Indemnification Agreement for the Marital Trust, dated September 20, 2002 (a copy of which is attached), Bernard Eizen will be appointed as a successor Co-Trustee of the Marital Trust, which will continue to hold all of the issued and outstanding stock of Great Scott Communications, Inc.

Similarly, pursuant to a Designation of Successor Trustees, Waiver of Accounting, and Release and Indemnification Agreement for the Family Trust, dated September 20, 2002 (a copy of which is attached), James Worthington will be appointed as a successor Co-Trustee of the Family Trust. In addition, Faye Scott has been approved by the Court of Common Pleas, Montgomery County, Pennsylvania, Orphan's Court Division to serve as Special Trustee of the Family Trust. Faye Scott in her capacity as Special Trustee and Bernard Eizen and James Worthington as Co-Trustees will hold the exclusive right to vote the Family Trust's partnership interest in GSB.