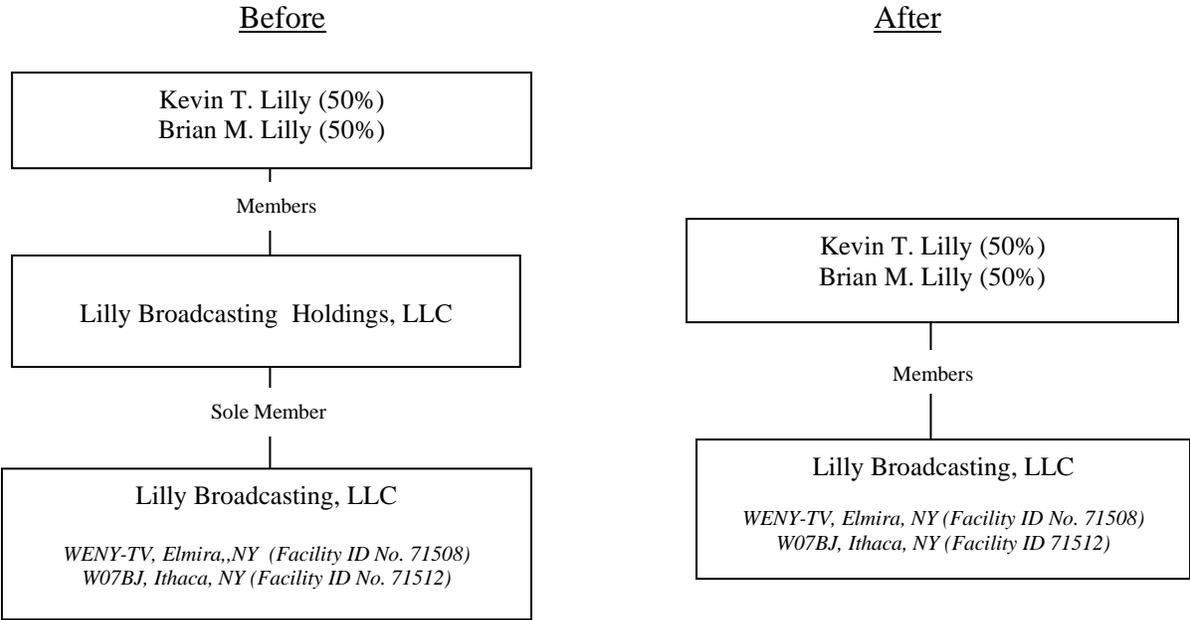


DESCRIPTION OF PROPOSED TRANSACTION AND CHANGES IN INTERESTS

This application seeks the Commission’s consent to the *pro forma* transfer of control of Lilly Broadcasting, LLC (the “Licensee”), which is the holder of the FCC licenses for commercial television broadcast station WENY-TV, Elmira, NY (Facility ID No. 71508) and TV translator station W07BJ, Ithaca, NY (Facility ID 71512) (collectively, the “Stations”), from Lilly Broadcasting Holdings, LLC (“Lilly Holdings”) to Kevin T. Lilly and Brian M. Lilly.

Lilly Holdings is currently the sole member of the Licensee. All of the equity interests in Lilly Holdings are held by Kevin T. Lilly, who holds 50% of such equity interests, and by Brian M. Lilly, who also holds 50% of such equity interests. The proposed transfer will consist of the dissolution of Lilly Holdings, which will then be liquidated and the 100% equity interest it holds in the Licensee distributed in equal shares to each of Kevin T. Lilly and Brian M. Lilly. As a result, Lilly Holdings will cease to exist and the equity interests of the Licensee will be held 50% by Kevin T. Lilly and 50% by Brian M. Lilly. The proposed transaction is a pro forma transfer of control because it constitutes a reorganization which involves no substantial change in the beneficial ownership of the Licensee. 47 C.F.R. §73.3540(f)(4). While the necessary documents to effect the dissolution and liquidation of Lilly Holdings will be filed with the Secretary of State of Pennsylvania, which is the state of formation of Lilly Holdings, there are no written agreements at this time regarding the transfer of the Stations.

The following charts depict the ownership of the Stations before and after the proposed transfer.



OTHER AUTHORIZATIONS

Kevin T. Lilly and Brian M. Lilly hold attributable interests in the following licensees and stations:

<i>Licensee</i>	<i>Call Sign</i>	<i>Community of License</i>	<i>Facility ID</i>
Lilly Broadcasting, LLC	WENY-TV	Elmira, NY	71508
Lilly Broadcasting, LLC	W07BJ	Ithaca, NY	71512
WZMQ, LLC	WZMQ-TV	Marquette, MI	81448
Lilly Broadcasting Ventures, LLC	WCVI-TV	Christiansted, VI	83304
KITV, Inc.	KITV	Honolulu, HI	64548
KITV, Inc.	KMAU	Wailuku, HI	64551
KITV, Inc.	KHVO	Hilo, HI	64544

The Commission has granted consent to the transfer of control of stations KITV, KMAU and KHVO to Allen media Broadcasting Evansville, Inc. (BTCCDT-20200817AAV-AAX). That transfer has not yet been consummated.

Kevin T. Lilly and Brian M. Lilly also hold attributable interests in Skyline Media Holdings, LLC, which is the proposed assignee of the license for station WBRM(AM), Marion, NC (Facility ID 71233) and its associated FM translator W280FP (BAL-20201015AAG). That application is pending before the Commission.

Brian M. Lilly holds an attributable interest in the following licensee and stations:

<i>Licensee</i>	<i>Call Sign</i>	<i>Community of License</i>	<i>Facility ID</i>
SJL of Pennsylvania, Inc.	WICU-TV	Erie, PA	24970
SJL of Pennsylvania, Inc.	WICU-FM	Lawrence Park, PA	189528

Kevin T. Lilly holds an attributable interest in the following licensee and stations:

<i>Licensee</i>	<i>Call Sign</i>	<i>Community of License</i>	<i>Facility ID</i>
Lilly Broadcasting of Pennsylvania, LLC	WSEE-TV	Erie, PA	49711
Lilly Broadcasting of Pennsylvania, LLC	WICU-AM	Warren, PA	34928
Lilly Broadcasting of Pennsylvania, LLC	WRRN (FM)	Warren, PA	34927
Lilly Broadcasting of Pennsylvania, LLC	WNAE (FM)	Clarendon, PA	34929
Lilly Broadcasting of Pennsylvania, LLC	W244DY(FX)	Warren, PA	200153

ACQUISITION OF CONTROL

Kevin T. Lilly and Brian M. Lilly acquired control of WENY-TV and W07BJ pursuant to Commission consent in File Nos. BALCT-19991201ABE and BALTTV-19991201ABG, granted on March 31, 2000.