

Exhibit

DESCRIPTION OF TRANSACTION

This application requests the Commission's consent to a *pro forma* transfer of control of Outside Waves, LLC ("Outside Waves"), licensee of the following Class A and Low Power Television Stations (the "Stations"):

Call Sign	Facility ID	Service
K36DB-CD	23179	Class A
K28HI-D	67433	LPTV
K26GY-D	67431	LPTV
K24NS-D	125590	LPTV
K31KH-D	125591	LPTV

At present, Outside Waves is wholly owned and controlled by its parent corporation, Outside Interactive, Inc. ("Outside Interactive"). In the proposed transaction, Outside Interactive would transfer its equity and voting interest in Outside Waves to a subset of the present shareholders of Outside Interactive, spinning off its ownership and voting interests as follows:

Owner	Percentage Voting and Equity Interest in Outside Waves
SCHF (M) PV, L.P.	48.91%
18.8 Ventures LLC	15.09%
Crankstart Foundation	27.46%
Kelson Foundation	3.43%
Loud Hound Foundation	3.43%
Thurston Living Trust	1.67%

As a result of the transaction, Outside Interactive no longer would control Outside Waves or be the parent company of a Commission broadcast licensee. This change would give Outside Interactive – which is principally a non-broadcast business in the publishing, programming and entertainment spheres — more flexibility and efficiency in raising capital and seeking acquisition and merger partners, while allowing Outside Waves, under control of the proposed transferees, to focus specifically on its television broadcasting business. Outside Waves will continue to have access to programming from Outside Interactive through a time brokerage agreement that the parties propose to execute at closing.¹

The proposed owners of Outside Waves, taken together, currently hold more than fifty percent of the voting rights in Outside Waves' present parent corporation, Outside Interactive. Thus, the proposed transfer amounts to the transfer of less than a controlling interest in the ultimate control of the licensee. Following the transaction, more than fifty percent of voting

¹ A copy of the proposed time brokerage agreement is included with the other transaction documents in this application.

interests in Outside Waves will remain in the hands of stockholders approved in the prior long form application by which the Commission approved Outside Interactive's acquisition of the Stations (*See* File Numbers 0000137348 and 0000137358).

The transaction thus qualifies for approval through *pro forma* procedures.