

Plan and Agreement of Merger
Dated July 3, 2002
Among Cunningham Broadcasting Corporation, et al
and Sinclair Broadcast Group, Inc., et al
with respect to television station
WTTE-TV

TERMS AND CONDITIONS

The disclosure Schedules attached hereto are subject to the following terms and conditions:

1. The inclusion of any fact, item, matter, circumstance, transaction or event on a Schedule herein, is not deemed to be an admission or representation that the fact, item, matter, circumstance, transaction or event is or is not "material" or has a value above or below any dollar thresholds set forth in the Plan and Agreement of Merger.
2. The inclusion of any fact or item on a Schedule referenced by a particular section in the Plan and Agreement of Merger shall, should the existence of the fact or item or its contents be relevant to any other section, be deemed to be disclosed with respect to such other section whether or not an explicit cross-reference appears in the Schedules if such relevance is readily apparent from examination of such Schedules.
3. All capitalized terms used herein and not otherwise defined shall have the meaning given such terms in the Plan and Agreement of Merger.

Plan and Agreement of Merger

Schedule Listing

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Schedule 3.4

Governmental Licenses

See attached.

**CURRENT FCC LICENSES AND AUTHORIZATIONS
WTTE(TV) AND ASSOCIATED AUXILIARY STATIONS**

Main Station WTTE(TV), Columbus, Ohio
Facility ID No. 74137
Licensee: Columbus (WTTE-TV) Licensee, Inc.

Type of Authorization	Call Sign	FCC File Number	Grant Date	Current Expiration Date
Extension of Digital Construction Permit Authorization	WTTE-DT	BEPCDT-20020509AAR	05/15/02	11/15/02
Digital Construction Permit Authorization	WTTE-DT	BPCDT-19991029AGZ	04/05/02	11/15/02
Construction Permit Authorization	WTTE(TV)	BPCT-20011018AGK	03/06/02	03/06/05
License Renewal Authorization	WTTE(TV)	BRCT-19970602LX	11/03/97	10/01/05
TV Broadcast Station License	WTTE(TV)	BLCT-19840614KE	12/11/84	10/01/05

Broadcast Auxiliary Stations Associated with
Main Station WTTE(TV), Columbus, Ohio
Facility ID No. 74137

Type of Authorization	Call Sign	FCC File Number	Grant Date	Current Expiration Date
TV Studio Transmitter Link	WPTL293	---	10/24/01	10/01/05
Intercity Relay	WHY810	---	05/16/84	10/01/05

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Schedule 3.5

Real Property

WTTE

Antenna space, 6680 State Route 3, Westerville, Ohio [Commercial Radio]

- (1) Lease, February 14, 1983, The Ohio State University to Commercial Radio Institute, Inc., Delaware County Recorder's Office, Lease Record Vol. 48, page 300, with June 6, 1995 renewal letter (for second ten year term, tenant having right to terminate on six months' notice).*
- (2) Amendment to Lease, August 26, 1983, by and between Commercial Radio Institute, Inc., WTTE, Channel 28, Inc., and The Ohio State University, Delaware County Recorder's Office, Lease Record Vol. 48, page 316
- (3) Assignment of Lease, August 26, 1983, Commercial Radio Institute, Inc., to WTTE, Channel 28, Inc. (n/k/a Sinclair Media II, Inc.), with attached consent by The Ohio State University, Delaware County Recorder's Office, Lease Record 48, page 314.
- (4) Survey, March 31, 1994, by Bock & Clark, Inc.
- (5) Chicago Title Insurance Company Policy No. 36 0092 42 000015
- (6) Amendment No. 1 to Open-End Mortgage, May 24, 1994, WTTE, Channel 28, Inc. to Chase Manhattan Bank, Delaware County Mortgage Record Vol. 731, page 514
- (7) Letter agreement, June 6, 1995, Ohio State University to 28 WTTE Columbus, increasing rent and giving WTTE right to cancel on six months' notice.
- (8) Letter, August 11, 2000, Ohio State University to WTTE Channel 28, stating new rent level.

* Pursuant to §8(a) consent to assignment of tenant's interest required, but not to be unreasonably withheld, and pursuant to §8(f) the sale of the station shall not convey to buyer any interest in lease.

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Studio Space. - WSYX Studio, 1261 Dublin Rd., Columbus, Ohio

- (1) Unwritten month-to-month lease, Sinclair Media II, Inc. to Columbus (WTTE-TV), Inc., for studio/office space.

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Schedule 3.6

Tangible Personal Property

See attached.

GLENCAIRN, LTD.
 WTTTE Fixed Assets

	appraisal	acquisition cost	life	note	1998 depreciation	1999 accum depr @12/31/99	2000 depreciation	accum depr @12/31/00	2001 depreciation	accum depr @12/31/01
WTTTE fixed assets										
Leasehold improvements (xmitr site)										
Tower (at office site)										
Antenna system										
Transmitter equipment										
Technical equipment										
Microwave equipment										
Furniture & fixtures										
Tools										
Sub-Totals - acquired assets										
New Assets:										
	Oct-98									
office equipment	Mar-01									
tsfr Eric's PC to Corp	Nov-99									
office furniture	Jul-00									
pulser system for xmitr	Apr-01									
computer (E.Clarke)	Apr-01									
refurbished modulator										
Totals										551.00

6/18/2002 / jpb

Category 1 : Leasehold Improvements

**WTTE Television Transmitter Site
6131 Highland Lakes Drive
Westerville, Ohio**

	<u>Quantity</u>	<u>Value</u>
<u>TAG</u> <u>NUMBER</u> 2 Carrier 7.5-ton packaged zone air conditioning system including short ductwork and concrete pad	1	
Trane 10-ton packaged zone air conditioning system including short ductwork	1	
32 Electrical switchgear and distribution including 350 ampere/480 volt/3-phase main safety disconnect switch, 50 KVA dry-type step-down transformer, ITE 200 ampere circuit breaker panelboard and conduit cable runs with outlets (in lots)	1	

Category Total:

02/17/99

09:36

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NO. 290

004

Category 2 : Towers

**WTTE(TV) Studio and Office Site
6130 Sunbury Road
Westerville, Ohio**

Quantity Value

NO
TACA

Pirol 75' uniform cross-section triangular self-supporting
steel tower with 5' face and reinforced poured concrete
foundation

1

Category Total:

Category 3 : Television Antenna System

WTTE Television Transmitter Site
6131 Highland Lakes Drive
Westerville, Ohio

NO
TAG

Bogner BUH-Series 28-gain side-mounted UHF television antenna comprised of (9) 8-bay panels, (3) 4-bay panels, power divider complex, and 4" angle-iron tower mounting bracket assembly

Quantity

Value

1

NO
TAG

1,180' of Comark 8 3/16" rigid coaxial transmission line, 90-degree coaxial elbow, gas stop, vertical and horizontal expansion-type transmission line hangers, fixed supports, and tovertop line complex (in lots)

1

1

Category Total:

\$

Category 4 : Television Transmitter Equipment

WTTE(TV) Studio and Office Site 6130 Sunbury Road Westerville, Ohio

	<u>Quantity</u>	<u>Value</u>
257 TFT 701 aural modulation monitor	1	
258 TFT 7830 control and expansion panel	1	
259 TFT 7610 digital remote control system control terminal	1	
Modulation Sciences Stereo Reference Decoder	1	
Modulation Sciences Modminder modulation monitor	1	

WTTE Television Transmitter Site 6131 Highland Lakes Drive Westerville, Ohio

	<u>Quantity</u>	<u>Value</u>
Comark CTT-U-110S 110 kilowatt UHF television transmitter including but not limited to:	1	
57/82 Cabinet with power distribution panel and transmitter control panel	2	*
71 TCR regulated focus power supply	3	*
53 Philips PM5580 IF modulator	1	*
47 Marconi B7500 IF modulator	1	*
48/49 Marconi pulser controller	2	*
54 Upconverter	1	*
58 ICPM IF corrector	1	*
59/61 Dual power supply	2	*
55/60 Dual M3A RF amplifier	2	*
64/73/83 Amperex tube frame with focusing magnets, (4) external tuning cavities, and Bird 500-watt reject load	3	*
Visual rigid coaxial transmission line output complex	2	*
Aural rigid coaxial transmission line output complex	1	*

19/22/23/26	Bird wattmeter and 3 1/8" coaxial sampling line section	4	*
27	6 1/8" RF coaxial patch panel with (5) U-links	1	*
4/5	Aydin Energy 24 KV 8.5A high voltage power supply	2	*
6/7	Liebert 16.5-ton liquid-to-air heat exchanger	2	*
8/9	Worthington 20 horsepower stainless steel pump	2	*
10/11	75 gallon coolant reservoir	2	*
	350 ampere electrical panelboard with (6) circuit breakers	1	*
	350 ampere high voltage supply safety disconnect switch	2	*
	40 ampere safety disconnect switch	4	*
	30 ampere safety disconnect switch	2	*
	Miscellaneous transmitter cooling system piping, cutoffs, flowmeters, and support hardware (in lots)	1	*
	Transmitter system exposed conduit electrical and interconnecting cable runs and support hardware (in lots)	1	*
	EEV K3672 BCD klystron RF vacuum amplifier tube	1	
NO TAG	EEV K3672 BCD klystron RF vacuum amplifier tube	1	
	EEV K3672 BCD klystron RF vacuum amplifier tube	1	
20	Comark/Dielectric Communications UHF waveguide visual/aural diplexer assembly including visual hybrid combiner, both 25 kilowatt and 2.5 kilowatt RF reject loads, and coaxial-to-waveguide transitions (in lots)	1	
24	Altronic Research 25 kilowatt RF termination unit	1	*
25	Altronic Research 80 kilowatt RF termination unit	1	*
12	Comark manual RF waveguide transfer switch and output transmission line complex	1	
44	TFT 7610R digital telemetry and control panel	1	
45	TFT 7630 digital remote control system remote terminal	1	
46	TFT control and expansion panel	1	
50	Scientific-Atlanta 6250 television demodulator with stereo decoder module	1	

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Modulation Sciences STV-784 Television Stereo
Generator

1

Category Total: \$

Category 5 : Technical Equipment

WTTE(TV) Studio and Office Site 6130 Sunbury Road Westerville, Ohio

		<u>Quantity</u>	<u>Value</u>
1053	dbx 166 audio processor	1	
1080	Chyron Codi video character generator	1	
	Sage EAS ENDEC encoder/decoder	1	
	Sage EAS ENDEC receiver	1	
102	Grass Valley Group 3240 video processing amplifier	1	
109	ISI 931 master control switcher panel and switcher electronics rackframe	1	
172/173	Grass Valley Group 3200-Series distribution amplifier	2	
1808	Grass Valley Group SCB-100 sync generator	2	
1007	Grass Valley Group 9550A sync changeover switch	1	
871	Digital Processing Systems, Inc. DPS-220 frame synchronizer	1	
1088?	Personal computer system (in lots)	1	
1093?	Broadcast Tools 10 x 1 stereo audio switcher	1	
1094?	ATI 4 x 16 audio distribution amplifier	1	

WTTE Television Transmitter Site 6131 Highland Lakes Drive Westerville, Ohio

		<u>Quantity</u>	<u>Value</u>
1/3	Kohler 375 KVA diesel-electric automatic emergency generator system including transfer switch, Charles battery charger, battery, 275 gallon steel fuel tank, and associated electrical feed (in lots)	1	
	275 gallons of diesel fuel	1	
2	Comark 6 1/2' powered metal equipment rack with side panels and rear door	1	

43	Panasonic BT-S1400N color video monitor	1
56	Grass Valley Group 3240 video processing amplifier	1
1049	Electro-Voice Sentry 100 loudspeaker	1
1048	Rolls 35-watt amplifier	1
1047	Tektronix 520A vectorscope	1
	Tektronix 1480R waveform monitor	1
104	ADC audio patch panel	1
105	ADC video patch panel	1

Category Total:

Category 6 : Microwave Equipment

WTTE(TV) Studio and Office Site 6130 Sunbury Road Westerville, Ohio

		<u>Quantity</u>	<u>Value</u>
158/159	International Microwave dual-redundant 7 GHz microwave video transmitter with automatic changeover switch	1	
1082	FM Systems 6.5 MHz and 7.5 MHz audio subcarrier modulators (in lots)	1	
NO TAG	Andrew 8' 7 GHz microwave dish antenna system with tower mounting bracket	1	

WTTE Television Transmitter Site 6131 Highland Lakes Drive Westerville, Ohio

		<u>Quantity</u>	<u>Value</u>
51/52	International Microwave dual-redundant 7 GHz microwave video receiver with automatic changeover switch	1	
1082	FM Systems 6.5 MHz and 7.5 MHz audio subcarrier demodulators (in lots)	1	
NO TAG	Andrew 8' 7 GHz microwave dish antenna with tower mounting bracket	1	
	300' of Andrew 7 GHz flexible elliptical waveguide with connectors	1	

Category Total:

02/17/99

09:36

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NO. 290

P12

Category 7 : Furniture and Fixtures

WTTE Television Transmitter Site
6131 Highland Lakes Drive
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4-1 Two-drawer file cabinet

Quantity

Value

1

Category Total:

02/17/99

09:36

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NO.290

P13

Category 8 : Tools

**WTTE Television Transmitter Site
6131 Highland Lakes Drive
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1050	8' fiberglass ladder
1051	5000 lb. hoist

Quantity

Value

1

1

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Schedule 3.8

Intangibles

Call Letters:
WTTE

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Schedule 3.9

Title to Properties

All liens existing pursuant to the Credit Agreement by and between Cunningham Broadcasting Corporation, the Subsidiary Guarantors and JPMorgan Chase Bank, dated March 20, 2002

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Schedule 3.11

Taxes

None.

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Schedule 3.12

Insurance

See attached.

CUNNINGHAM BROADCASTING CORPORATION, et al
GENERAL INSURANCE INFORMATION

PROPERTY: St. Paul's Insurance Company

GENERAL LIABILITY 1 MILLION DOLLAR COMBINED SINGLE LIMIT: St. Paul's Insurance Company

WORKER' COMPENSATION MARYLAND STATE LIMITS: St. Paul's Insurance Company

UMBRELLA POLICY 10 MILLION DOLLAR LIMIT: Chubb

BROADCAST LIABILITY 2 MILLION DOLLAR LIMIT: Chubb

AUTOMOBILE, if any: St. Paul's Insurance Company

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Schedule 3.14

Employees and Compensation

Employee List:

Eric Clarke	-	Public Affairs Director
Briana McKay	-	Administrative Assistant

Employee Benefit Plans:

Legg Mason Wood Walker, Inc. Savings Incentive Match Plan for Employees
("SIMPLE Plan")

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Schedule 3.14(g)

Labor Relations

Employment Agreement between Glencairn Ltd. (n/k/a Cunningham Communications Corporation), its subsidiaries and affiliates, and Robert L. Simmons effective as of January 11, 2002.

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Schedule 3.15

Claims and Legal Action

Peter B. Scovill, Plaintiff vs. WSYX/ABC and Sinclair Broadcast Group, Inc. and Sinclair Communications, Inc. and Sinclair Media II, Inc. and WSYX-TV, and Columbus (WTTE-TV), Inc. and WTTE/WSYX-TV and WTTE-Channel 28, Inc. and David Silverstein, Defendants.

The action is for damages arising from the defendant's unlawful discrimination and harassment of the plaintiff based on his age, and this action also arises from the defendant's breach of promises upon which the plaintiff reasonably relied to his detriment. The plaintiff seeks equitable relief, compensatory and punitive damages and the costs of the action, including reasonable attorney's fees.

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Schedule 3.16

Environmental Compliance

None.

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Schedule 3.17

Compliance with Law

See attached.

ATTACHMENT

1. In its Memorandum Opinion and Order and Notice of Apparent Liability, FCC 01-336, released December 10, 2001, granting, *inter alia*, the application for transfer of control of Sullivan III to Borrower as controlled by Smith, the FCC included the following order:

IT IS FURTHER ORDERED, That, pursuant to Section 503(b) of the Communications Act of 1934, as amended, and Sections 0.283 and 1.80 of the Commission's Rules, Sinclair Broadcasting [sic] Group, Inc., and Glencairn, Ltd. are each hereby NOTIFIED of its [sic] APPARENT LIABILITY FOR A FORFEITURE in the amount of forty thousand dollars (\$40,000) apiece for violation of Section 310(d) of the Communications Act of 1934 and Section 73.3540 of the Commission's Rules.

The Commission required each of the parties to pay the full amount of the forfeiture proposed against it or to file a written statement seeking reduction or cancellation of the proposed forfeiture within 30 days of the release date of the notice. We have been informed by Borrower that it has paid the \$40,000 forfeiture.

2. We have been advised by an FCC staff member that in 1995, prior to Borrower's acquisition of the station, regulatory fees for WBSC-TV (then, WFBC-TV) were not paid.

3. On March 6, 2000, McCain 2000 filed an emergency request for declaratory ruling concerning a political advertisement placed on WTTE(TV) by an organization calling itself Republicans for Clean Air. McCain 2000 alleged that identifying Republicans for Clean Air as the sponsor of the advertisement violated Section 317(a) of the Communications Act, 47 U.S.C. § 317(a), which generally requires a broadcast station to identify the sponsor of any matter that it broadcasts for consideration, and Section 73.1212(e) of the FCC's rules, 47 C.F.R. § 73.1212(e), which requires that such sponsorship identification "in addition to stating the fact that the broadcast matter was sponsored, paid for or furnished, fully and fairly disclose the true identity of the person or persons, or corporation, committee, association or other unincorporated group, or other entity by whom or on whose behalf such payment is made or promised, or from whom or on whose behalf such services or other valuable consideration is received, or by whom the material or services . . . are furnished." Prior counsel for Columbus (WTTE-TV) Licensee, Inc. filed a letter in response to a telephone inquiry from a member of the FCC's staff regarding the advertisement. A copy of that response as well as the emergency request and other documents filed by McCain 2000 with the FCC and letters that McCain 2000 sent to WTTE(TV) and other stations that broadcast the political advertisement are attached.

4. We have been advised by an FCC staff member that an indecency complaint was filed against WVAH-TV on February 25, 2002.

5. On January 9, 2002, Rainbow/Push Coalition sought judicial review of the FCC Consent (Memorandum Opinion and Order and Notice of Apparent Liability, FCC 01-336, released December 10, 2001) with the United States Court of Appeals for the D.C. Circuit in Rainbow/PUSH Coalition v. FCC, Case No. 02-1020.

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Schedule 3.18

Conduct of Ordinary Course of Business

Pursuant to the January 9, 2002 consummation of that certain Stock Redemption Agreement by and between Glencairn, Ltd. (n/k/a Cunningham Broadcasting Corporation) ("Cunningham") and Edwin L. Edwards dated as of November 15, 1999, the stock of Edwin L. Edwards, the majority voting stockholder was redeemed and Carolyn C. Smith after converting her non-voting stock to voting stock became and the majority voting stockholder.

Pursuant to the January 11, 2002 Employment Agreement between Cunningham and its subsidiaries and affiliates and Robert L. Simmons ("RLS"), RLS is employed as the President of Cunningham and receives a salary of not less than () per annum.

On March 20, 2002 Cunningham Broadcasting Corporation, the Subsidiary Guarantors and JPMorgan Chase Bank entered into a Credit Agreement in an aggregate principal amount not exceeding ().

Pursuant to the March 20, 2002 consummation of that certain Agreement and Plan of Merger among Sullivan Broadcasting Company III, Inc., GSAC Corporation, Cunningham, and ABRY Partners, Inc., dated effective as of February 23, 1998, Cunningham acquired Sullivan Broadcasting Company III, Inc. (n/k/a Feddora, Inc.), its three wholly owned subsidiaries, and the following three FCC Licenses: WRGT-TV, WTAT-TV, and WVAH-TV.

Pursuant to the February 1, 2002 consummations of the following agreements:

- Agreement and Plan of Merger by and among Cunningham, Birmingham (WABM-TV), Inc., Sinclair Broadcast Group, Inc., and Sinclair Acquisition IX, Inc. entered into as of the 15th day of November, 1999, as amended by Amendment No. 1, dated November 14, 2001;
- Agreement and Plan of Merger by and among Cunningham, San Antonio (KRRT-TV), Inc., Sinclair Broadcast Group, Inc., and Sinclair Acquisition X, Inc. entered into as of the 15th day of November, 1999, as amended by Amendment No. 1, dated November 14, 2001;
- Agreement and Plan of Merger by and among Cunningham, Raleigh (WRDC-TV), Inc., Sinclair Broadcast Group, Inc., and

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Sinclair Acquisition VIII, Inc. entered into as of the 15th day of November, 1999, as amended by Amendment No. 1, dated November 14, 2001; and

- Agreement and Plan of Merger by and among Cunningham, WVTM, Inc., Sinclair Broadcast Group, Inc., and Sinclair Acquisition VII, Inc. entered into as of the 15th day of November, 1999, as amended by Amendment No. 1, dated November 14, 2001,

Cunningham Broadcasting Corporation disposed of the following entities:

- Birmingham (WABM-TV), Inc.,
- Birmingham (WABM-TV) Licensee, Inc.,
- San Antonio (KRRT-TV) Licensee, Inc.,
- San Antonio (KRRT-TV), Inc.,
- Raleigh (WRDC-TV), Inc.,
- Raleigh (WRDC-TV) Licensee, Inc.,
- WVTM, Inc. and
- WVTM Licensee, Inc.,

and the following FCC Licenses:

- WABM-TV,
- KRRT-TV,
- WRDC-TV, and
- WVTM-TV.

As of the date hereof, pending FCC approval has not yet allowed for the consummation of that certain Agreement and Plan of Merger by and among Cunningham, Anderson (WFBC-TV), Inc., Sinclair Broadcast Group, Inc., and Sinclair Acquisition XI, Inc. entered into as of the 15th day of November, 1999, as amended by Amendment No. 1, dated November 14, 2001, where upon closing Cunningham will dispose of Anderson (WFBC-TV), Inc., Anderson (WFBC-TV) Licensee, Inc., and FCC License WFBC-TV.

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Schedule 3.20

Articles of Organization and Capitalization

None.

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Schedule 5.3

Encumbrances

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Schedule 6.6

Employee Matters

Eric Clarke	-	Public Affairs Director
Briana McKay	-	Administrative Assistant