

**DESCRIPTION OF THE TRANSACTION**

By this application, Commission consent is sought to the pro forma assignment of the licenses of WRGT-TV, Dayton, Ohio, and of associated auxiliaries from Sullivan Broadcasting Company III, Inc. ("Sullivan"), as controlled by Glencairn, Ltd. ("Glencairn"), to WRGT Licensee, LLC ("WRGT Licensee"). WRGT Licensee is a newly created, wholly owned subsidiary of Glencairn. Moreover, the Commission has approved the transfer of control of Sullivan from its current shareholders to Glencairn. *See* FCC File No. BTCCT-1999116BDR. Following grant of the instant application, Glencairn plans to consummate, consecutively as part of the same closing, the transfer of control of Sullivan to it and the assignment of WRGT-TV from Sullivan to WRGT Licensee.

WRGT Licensee is a Delaware limited liability company. Its sole member is Glencairn; it has no managers, officers, or directors. Following the assignment proposed herein, the officers, directors, and attributable members of Glencairn will be as follows:

Robert L. Simmons, President, Director (0% of votes; 0% of equity)  
222 North Ocean Blvd.  
Delray Beach, FL 33483

Carolyn C. Smith, CEO, Secretary, Treasurer, Chairman of the Board (100% of votes;  
1343 Ivy Hill Road 7.2% of equity)  
Cockeysville, MD 21030

George Cox, Director (0% of votes; 0% of equity)  
4 North Park Drive  
Hunt Valley, MD 21050

All of these individuals are United States citizens.

As the instant application seeks consent to the assignment of licenses from one wholly owned subsidiary to another, the application is being filed on FCC Form 316.