

DESCRIPTION OF *PRO FORMA* ASSIGNMENT

This application is being filed to request Commission consent to the *pro forma* voluntary assignment of Class A television station WWDT-CA, Naples, Florida (FIN: 58261), from ZGS Broadcasting Holdings, Inc. (“ZGS Holdings”) to its wholly-owned subsidiary, ZGS of Fort Myers-Naples, Inc. (“ZGS Licensee”).

ZGS Holdings is the approved assignee of WWDT-CA (*see* BALTTA-20031022ABF), and the assignment of WWDT-CA to it and the instant assignment of the station to ZGS Licensee will take place contemporaneously. The officers, directors, and shareholders of ZGS Holdings are as follows:

Ronald Gordon, President, Treasurer, Director, 87.5% shareholder; and
Eduardo Zavala, Director, 12.5% shareholder.

Ronald Gordon is also president, treasurer, and a director and Eduardo Zavala is vice president, secretary, and a director of ZGS Licensee. ZGS Licensee has no other officers or directors. Accordingly, as the proposed assignment is from a corporation to its wholly-owned subsidiary, the assignment is *pro forma* in nature and use of FCC Form 316 is appropriate. Included below is a chart depicting the new corporate structure after the proposed assignment.

The numbered items below refer to line numbers in the following table:

- (1) Name and Address
- (2) Citizenship
- (3) Positional Interest
- (4) Percentage of Votes
- (5) Percentage of Total Equity Plus Debt

ZGS OF FORT MYERS-NAPLES, INC.

(1)	(2)	(3)	(4)	(5)
ZGS Broadcasting Holdings, Inc. 2000 North 14 th Street Suite 400 Arlington, VA 22201	U.S.	Sole Shareholder	100%	100%
Ronald Gordon 2000 North 14 th Street Suite 400 Arlington, VA 22201	U.S.	President, Treasurer, Director	0%	0%
Eduardo Zavala 2000 North 14 th Street Suite 400 Arlington, VA 22201	U.S.	Vice President, Secretary, Director	0%	0%

The numbered items below refer to line numbers in the following table:

- (1) Name and Address
- (2) Citizenship
- (3) Positional Interest
- (4) Percentage of Votes
- (5) Percentage of Total Equity Plus Debt

ZGS BROADCASTING HOLDINGS, INC.

(1)	(2)	(3)	(4)	(5)
Ronald Gordon 2000 North 14 th Street Suite 400 Arlington, VA 22201	U.S.	President, Treasurer, Director	87.5%	Less than 1%
Eduardo Zavala 2000 North 14 th Street Suite 400 Arlington, VA 22201	U.S.	Director	12.5%	Less than 1%