

**Changes In Interest**

This application is filed as a result of an involuntary transfer of control of Great Scott Broadcasting that occurred upon the death of Ms. Faye Scott on November 7, 2010.

Great Scott Broadcasting is a closely held, family owned, limited partnership. Faye Scott and the Family Trust for the Benefit of Faye, Marc, Mitchell, Jeffrey, Karen, and Todd Scott u/d/t dated November 6, 1981 (the "Family Trust") are non-insulated limited partners of Great Scott Broadcasting. Great Scott Communications, Inc. is the general partner of Great Scott Broadcasting. The ownership interests held by Ms. Scott in Great Scott Broadcasting prior to her death are reflected in the attached chart.

At the time of her death, Ms. Scott was:

- (i) A special trustee of the Family Trust, which holds approximately 92% of Great Scott Broadcasting's equity;
- (ii) A limited partner of Great Scott Broadcasting, holding approximately 7% of its equity in this position; and
- (iii) A beneficiary of the Marital Trust for the Benefit of Faye Scott u/d/t dated November 6, 1981, which holds 100% of the stock of Great Scott Communications, Inc., the general partner of Great Scott Broadcasting.

Control of Great Scott Broadcasting is held by the Family Trust, a non-insulated limited partner, which holds approximately 92% of the equity of Great Scott Broadcasting. Faye Scott, in her role as a special trustee, and James Worthington in his role as co-trustee, each held a 33% voting interest in the Family Trust. *See* FCC File No. BTC-20040416AAZ, Exhibit 2. Charles Mott held the remaining 33% voting interest in the Family Trust at the time of Mrs. Scott's death. Mr. Worthington and Mr. Mott remain co-trustees.

As disclosed in the Assignment of Partnership Redemption Agreement dated as of March 6, 2000 made by and among Great Scott Broadcasting, LTD, the Marital Trust, and the Family Trust, a copy of which was submitted to the Commission as an exhibit to File No. BTC-20030327AHJ, Faye Scott was appointed as a special trustee of the Family Trust "for the limited purpose of reserving to Faye Scott, despite the transfer of the Marital Trust Limited Partnership Interest hereunder [to the Family Trust], a vote on matters concerning the federally regulated broadcasting assets of the Family Trust."

