

**STATEMENT REGARDING *PRO FORMA* ASSIGNMENT OF LICENSE**

By this FCC Form 316 application, Sinclair Media II, Inc., the new licensee of WFGX(TV), Fort Walton Beach, Florida, seeks Commission consent to the *pro forma* assignment of the station's license to WFGX Licensee, LLC, a newly-formed Nevada limited liability company. The *pro forma* assignment of license contemplated by the instant application involves a corporate reorganization that will not affect a substantial change in the beneficial ownership and control of the station.

Sinclair Media II, Inc. is wholly-owned by Sinclair Communications, LLC, which in turn is wholly-owned by Sinclair Television Group, Inc., a wholly-owned subsidiary of Sinclair Broadcast Group, Inc. The instant assignment of license is to a new subsidiary, WFGX Licensee, LLC, which will be wholly-owned by Sinclair Media II, Inc.

Accordingly, as Sinclair Broadcast Group, Inc. will remain in control of the station following the consummation of the transaction, the contemplated change is *pro forma* in nature and use of an 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 Assets (Debt and Equity)

**WFGX LICENSEE, LLC**

(1)	(2)	(3)	(4)	(5)
Sinclair Media II, Inc. 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Sole Member	100%	100%

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 Assets (Debt and Equity)

**SINCLAIR MEDIA II, INC.**

(1)	(2)	(3)	(4)	(5)
Sinclair Communications, LLC 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	--	100%	100%
David D. Smith 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	President, Director	0%	0%
David B. Amy 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Secretary, Treasurer	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 Assets (Debt and Equity)

**SINCLAIR COMMUNICATIONS, LLC**

(1)	(2)	(3)	(4)	(5)
Sinclair Television Group, Inc. 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Sole Member	100%	100%

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 Assets (Debt and Equity)

**SINCLAIR TELEVISION GROUP, INC.**

(1)	(2)	(3)	(4)	(5)
Sinclair Broadcast Group, Inc. 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	--	100%	100%
David D. Smith 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	President, Director	0%	0%
Steven M. Marks 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Vice President, Chief Operating Officer	0%	0%
Jeffrey W. Sleete 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Vice President/ Marketing	0%	0%
Delbert R. Parks, III 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Vice President/ Engineering & Operations	0%	0%
M. William Butler 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Vice President/ Group Programming & Promotions	0%	0%
David B. Amy 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Secretary	0%	0%
Barry M. Faber 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Vice President/ General Counsel	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 Assets (Debt and Equity)

**SINCLAIR TELEVISION GROUP, INC. (CONT'D)**

(1)	(2)	(3)	(4)	(5)
Gregg Siegel 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Vice President/ National Sales	0%	0%
Darren Shapiro 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Vice President/ Sales	0%	0%
Joe DeFeo 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Vice President/ News Director	0%	0%
Lucy Rutishauser 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Treasurer	0%	0%
Basil A. Thomas 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Director	0%	0%
Lawrence E. McCanna 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Director	0%	0%
Robert E. Smith 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Director	0%	0%
J. Duncan Smith 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Director	0%	0%

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

- (6) Name and Address
- (7) Citizenship
- (8) Positional Interest
- (9) Percentage of Votes
- (10) Percentage of Total Assets (Debt and Equity)

**SINCLAIR TELEVISION GROUP, INC. (CONT'D)**

(1)	(2)	(3)	(4)	(5)
Frederick G. Smith 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Director	0%	0%
Daniel Keith 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Director	0%	0%
Martin R. Leader 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Director	0%	0%

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

- (11) Name and Address
- (12) Citizenship
- (13) Positional Interest
- (14) Percentage of Votes
- (15) Percentage of Total Assets (Debt and Equity)

**SINCLAIR BROADCAST GROUP, INC.**

(1)	(2)	(3)	(4)	(5)
David D. Smith 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	President, CEO, Director	25.4%	28.1%
Frederick G. Smith 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Vice President, Director	19.3%	21.2%
J. Duncan Smith 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Vice President, Secretary, Director	25.6%	28.3%
Robert E. Smith 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Director	19.1%	21.1%
David B. Amy 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	CFO, Executive Vice President	Less than 1%	0%
Lucy Rutishauser 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Treasurer, Vice President of Corporate Finance	Less than 1%	0%
Barry M. Faber 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Vice President/ General Counsel	Less than 1%	0%
Mark E. Hyman 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Vice President/ Corporate Communications & Government Relations	Less than 1%	0%

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

- (6) Name and Address
- (7) Citizenship
- (8) Positional Interest
- (9) Percentage of Votes
- (10) Percentage of Total Assets (Debt and Equity)

**SINCLAIR BROADCAST GROUP, INC. (CONT'D)**

(1)	(2)	(3)	(4)	(5)
Donald H. Thompson 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Vice President/ Human Resources	Less than 1%	0%
Tom Waters 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Vice President/ Purchasing	Less than 1%	0%
David R. Bochenek 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Chief Accounting Officer, Corporate Controller	Less than 1%	0%
Basil A. Thomas 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Director	Less than 1%	0%
Lawrence E. McCanna 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Director	Less than 1%	0%
Daniel C. Keith 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Director	Less than 1%	0%
Martin R. Leader 10706 Beaver Dam Road Cockeysville, MD 21030	U.S.	Director	Less than 1%	0%