

Section II – Transferor

Question 6 – Agreements for Sale/Transfer of Station

On July 6, 2004, ZGS El Paso Inc. filed an application requesting permission for the assignment of license of KTYO(TV), Las Cruces, New Mexico (FIN: 36916) and K48IK, El Paso, Texas (FIN: 36919) from Council Tree Communications VI, L.P. (“Council Tree”) to ZGS El Paso, Inc. (FCC File No. BALCT-20040706AAW). The application was accepted for filing on July 9, 2004 and is currently pending.

The instant assignment of license application is being filed to request a simultaneous grant of the assignment of license of KTYO(TV) and K48IK from ZGS El Paso, Inc. to ZGS El Paso Television, L.P. This pro forma assignment is provided for in the asset purchase agreement filed in the above referenced assignment application from Council Tree to ZGS El Paso, Inc. and will facilitate closing, financing and tax matters related to the acquisition.

Upon consummation of both assignment of license applications, the ownership structure of KTYO(TV) and K48IK will consist of the following: ZGS Broadcasting Holdings, Inc. will wholly own ZGS El Paso, Inc. ZGS El Paso, Inc. will hold a 1% general partnership interest and ZGS Broadcast Holdings, Inc. will hold a 99% limited partnership interest in ZGS El Paso Television, L.P., the ultimate licensee. A chart depicting this structure is attached hereto.

After

