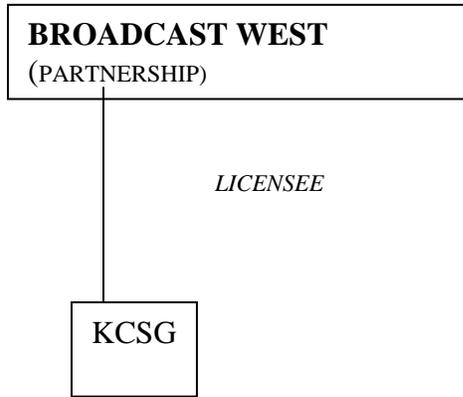
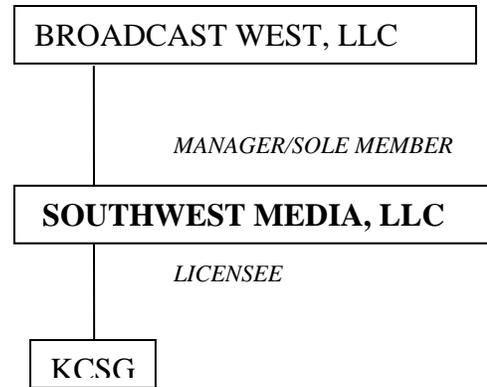


## THE TRANSACTION

### CURRENT



### PROPOSED



ABOVE IS A DIAGRAM OF THE PROPOSED TRANSACTION.

THE CURRENT LICENSEE IS A UTAH GENERAL PARTNERSHIP OF DANIEL MATHESON AND STEPHEN WADE, DBA **BROADCAST WEST (ASSIGNOR)**. MATHESON IS A 10% OWNER (DEBIT/EQUITY/VOTING), OF THE PARTNERSHIP AND WADE OWNS 90% (DEBT/EQUITY/VOTING) OF THE PARTNERSHIP.

UPON FCC APPROVAL, KCSG'S LICENSE WILL BE ASSIGNED TO A NEW ENTITY, **SOUTHWEST MEDIA, LLC (ASSIGNEE)**, WHOSE SOLE MEMBER AND THE HOLDER OF 100% MEMBERSHIP INTEREST WILL BE ANOTHER NEW ENTITY, **BROADCAST WEST, LLC**. BOTH ENTITIES ARE UTAH LIMITED LIABILITY COMPANIES.

**BROADCAST WEST, LLC** IS AN ENTITY OWNED BY STEPHEN W. WADE AND MEMBERS OF HIS FAMILY. MR. WADE WILL SERVE AS THE COMPANY'S MANAGER. THE OTHER MEMBERS OF BROADCAST WEST WILL BE "EXEMPT MEMBERS." EXEMPT MEMBERS WILL BE INSULATED AND THEIR INTERESTS IN BROADCAST WEST WILL BE NON-ATTRIBUTABLE.

SPECIFICALLY, BROADCAST WEST'S OPERATING AGREEMENT ESTABLISHES A SEPARATE CLASS OF "EXEMPT MEMBERS" EACH OF WHOM IS BARRED FROM:

1. ACTING AS AN EMPLOYEE OF THE COMPANY;
2. SERVING IN ANY MATERIAL CAPACITY, AS AN INDEPENDENT CONTRACTOR OR AGENT WITH RESPECT TO THE COMPANY'S MEDIA BUSINESS;

3. COMMUNICATING WITH THE COMPANY OR WITH THE MANAGER WITH RESPECT TO MATTERS PERTAINING TO THE DAY-TO-DAY OPERATIONS OF THE COMPANY'S BUSINESS;

4. VOTING ON THE REMOVAL OF THE MANAGER;

5. PERFORMING ANY SERVICES TO THE COMPANY MATERIALLY RELATED TO THE COMPANY'S MEDIA ACTIVITIES (EXCEPT THAT AN EXEMPT MEMBER MAY MAKE LOANS TO THE COMPANY OR SERVE AS SURETY FOR THE COMPANY'S BUSINESS); OR

6. BECOMING ACTIVELY INVOLVED IN THE MANAGEMENT OR OPERATION OF THE COMPANY'S MEDIA BUSINESS.

IN ADDITION, THE OPERATING AGREEMENT GIVES VETO POWER TO THE MANAGER WITH RESPECT TO THE ADMISSION OF ADDITIONAL MEMBERS.

APPLICANT BELIEVES THAT THIS ASSIGNMENT IS PRO FORMS SINCE MR. WADE, WHO IS A GENERAL PARTNER OF THE CURRENT LICENSEE, WILL RETAIN DE FACTO AND DE JURE CONTROL OVER THE ASSIGNEE BY VIRTUE OF HIS POSITION AS MANAGER OF LICENSEE'S PARENT ENTITY.

THE EXEMPT MEMBERS ARE: MARCIA WADE; S. TYLER WADE; CORBIN WADE; CHRISTOPHER WADE; SHERIDAN HARRIS; AND ADAM WADE, ALL OF WHOM ARE U.S. CITIZENS.