

Description of the Proposed Transaction

This application seeks the Commission's consent to the *pro forma* transfer of control of Blackhawk Broadcasting LLC ("Blackhawk") from Brian Brady to Bryson Broadcast Holdings LLC ("Bryson"). Blackhawk is the licensee of stations KSWT(DT), Yuma, Arizona (FIN 33639), and KYMA-DT, Yuma, Arizona (FIN 74449) (the "Stations").

The proposed transaction will be effectuated in two steps as follows:

1. Brian Brady will contribute 50.1% of the membership units that he holds in Blackhawk to NBI Holdings LLC ("NBI") and transfer his remaining 49.9% membership units to a member that is insulated with respect to the Stations. Brian Brady is the sole member of NBI.
2. NBI and the insulated member will then contribute their membership units in Blackhawk to Bryson. In turn, Bryson will become the sole member of Blackhawk. NBI will then hold 50.1% of the membership units of Bryson and the insulated member will hold the remaining 49.9%.

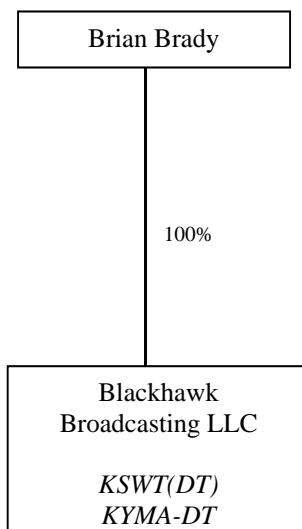
The two steps will occur in a continuous, uninterrupted series. The Commission has previously held that one application may be used to seek approval of a multi-step transaction of this nature. See *John H. Phipps, Inc.*, 11 FCC Rcd 13053, 13056 (1996).

The use of FCC Form 316 is appropriate because Brian Brady currently controls, and will continue to ultimately control, the Stations following the proposed transaction.

The transactions described herein will involve various Contribution Agreements, which have not yet been executed. Once executed, they will be filed with the Commission to the extent required by Section 73.3613 of the Commission's rules.

The following charts depict the before and after ownership of the Stations.

Current Structure



Proposed Structure

