

DESCRIPTION OF TRANSACTION

Ruby Mountain Broadcasting Company ("Ruby Mountain") is the licensee of digital television station KENV-DT, Elko, Nevada. Ruby Mountain is in turn 100% owned by Intermountain West Communications Company ("Intermountain West"). In turn, all of the voting stock of Intermountain West is held by the Beverly Rogers Revocable Trust and the James E. Rogers Revocable Trust. Both Beverly Rogers and James E. Rogers serve as the sole trustees of their respective trusts. The James E. Rogers Trust holds 97.22% of the voting stock in Intermountain West and the Beverly Rogers Trust holds the remaining 2.78% of the voting stock.

Their respective shares in the trust are voted as follows:

James E. Rogers	1,750 shares
Beverly Rogers	50 shares

For business and estate planning purposes, James and Beverly Rogers propose to convert the corporation, Ruby Mountain Broadcasting Company, from a Nevada corporation into a limited liability company organized under the laws of the State of Nevada. The corporation will be converted to an LLC pursuant to the filing of conversion papers with the Nevada Secretary of State. The new entity's name will be Ruby Mountain Broadcasting, LLC. In turn, the LLC will be 100% owned and controlled by Intermountain West as was the corporation, Ruby Mountain Broadcasting Company.

The officers and directors of Intermountain West are set forth below and will remain the same:

James E. Rogers	Director
Beverly Rogers	Director
Ralph Toddre	President; Director
Timothy Yock	Director
Fran Goldberg	Secretary
Douglas R. Hill	Director
Lisa Howland	Director

James E. Rogers and Beverly Rogers are husband and wife.

The members of Ruby Mountain Broadcasting, LLC are:

James E. Rogers	Member
Ralph Toddre	Member
Timothy Yock	Member
Fran Goldberg	Member

After Ruby Mountain's conversion to an LLC two Series of ownership interests in Ruby Mountain Broadcasting, LLC will be issued to Intermountain West. The ownership of the intangible assets, including the FCC license for Station KENV-DT, will be represented by Series I ownership interest. The ownership interest in the remaining (tangible) assets of the LLC will be evidenced by Series II ownership interest.

A second company called Ruby Mountain Broadcasting Holdings, Inc. will be formed. It will also be 100% owned and controlled by Intermountain West. The Series II interest will be transferred from Intermountain West to Ruby Mountain Broadcasting Holdings, Inc. in exchange for 100% of the Ruby Mountain Broadcasting Holdings, Inc. stock. Intermountain West will own the Series II ownership interest.

James E. Rogers, through his role as trustee of his Trust, will continue to exercise majority control of Intermountain West and thus because of his ultimate control of its parent company will have similar control over its subsidiary, Ruby Mountain Broadcasting, LLC. In sum, control of Station KENV-DT remains with James Rogers both before and after the conversion of Ruby Mountain Broadcasting Company to a limited liability company.