

### EXPLANATION OF TRANSACTIONS

By this application, the Commission's approval is respectfully requested for a *pro forma* assignment of the license of Station WVAG(TV), Valdosta, Georgia (Facility ID No. 28155) from Padon Communications, Inc. to P.D. Communications, LLC.

As authorized by the Commission's approval of FCC File No. BTCCT-20030410AAO, granted May 29, 2003 and consummated effective June 10, 2003, control of the licensee has been vested in Dr. Paul E. Shok, who currently owns 66 percent of the licensee corporation and serves as its President, Chairman and Director, and Donald W. Meinke, who owns 33 percent of the corporation and serves as its Secretary-Treasurer and Director.

In connection with the issuance of funding for the implementation of the station's digital broadcasting facilities and other business purposes, the two principal shareholders have formed a Georgia limited liability company, P.D. Communications, LLC, and desire to have the license for Station WVAG (TV) formally assigned to the new entity. Ownership of the equity of the licensee will continue to be held substantially by Dr. Shok and Mr. Meinke, as indicated below, allowing this transaction to be approved as *pro forma* assignment of license on FCC Form 316 in accordance with the provisions of Section 73.3540(f) of the Commission's rules. Following the approval of this application, the ownership of the licensee will be as follows:

<u>Name/Address</u>	<u>Position</u>	<u>Percentage of Equity</u>
Dr. Paul E. Shok 296 Chestnut Street Meadville, PA 16335	Manager	66%
Donald W. Meinke 45 Bone Mill Road East Haddam, CT 06423	Member	33%
Rick Jones 20 North Main Street Moultrie, GA 31768	Member	1%

The interests of the other former shareholders of Padon Communications, Inc. have been purchased or otherwise retired and none of them will hold any interest in the new licensee. Rick Jones is the General Manager of Station WVAG(TV).