

Description of Transaction and Public Interest Statement

This application and two related earth station assignment applications are being filed in conjunction with the three recently-approved applications for consent to the transfer of control of McGraw-Hill Broadcasting Company, Inc. (“McGraw-Hill Broadcasting”) from The McGraw-Hill Companies, Inc. to Scripps Media, Inc. (“Scripps”). The lead applications for these three approved transfers of control were File Nos. SES-T/C-20111011-01215, SES-T/C-20111011-01223, and SES-T/C-20111011-01224. The Commission issued Public Notice on November 30, 2011, that it had granted these consents.

When that transfer of control closes as expected near the end of this month, Scripps will take full control of McGraw-Hill Broadcasting and all its satellite earth stations (the “McGraw-Hill Earth Stations”), and Scripps will own 100% of the stock of McGraw-Hill Broadcasting. The instant application and its two companion applications seek Commission consent to the *pro forma* assignment of the McGraw-Hill Earth Stations’ licenses to Scripps.

Scripps intends to consolidate formal ownership of the McGraw-Hill Earth Stations with its other FCC licenses by merging McGraw-Hill Broadcasting into Scripps. For tax and other accounting purposes, Scripps seeks to complete these assignments through merger promptly after consummating the transfer of control and before year-end.

To help Scripps accomplish this goal, McGraw-Hill Broadcasting is filing the instant set of three satellite applications seeking consent to the assignment of the McGraw-Hill licenses to Scripps, *expressly contingent upon the prior closing of the transfer of control of McGraw-Hill Broadcasting to Scripps.*

Because the proposed assignment of the McGraw-Hill Earth Stations’ licenses will occur only after Scripps has taken control of McGraw-Hill Broadcasting, the assignment will not involve any substantive change in the beneficial ownership or control of these stations. Scripps is the corporate entity that the Commission has approved to take control of the McGraw-Hill Earth Stations, and it is the assignee in the proposed *pro forma* assignment.

In accord with the provisions of Section 25.151(c)(5) of the Commission’s rules, public notice of this set of *pro forma* assignment applications is not required or appropriate.

The *pro forma* assignment of these licenses to Scripps will serve the public interest by permitting Scripps to operate the earth stations with a more efficient corporate structure.

In connection with this set of earth station license assignment applications, the parties are filing additional applications for *pro forma* assignment of the broadcast and private radio licenses held by McGraw-Hill Broadcasting.