

## **EXHIBIT F**

This application seeks FCC consent to the assignment of license of the earth station license(s) identified at Item A8 of FCC Form 312 Schedule A (the “Earth Stations”), from WSOC Television, Inc. (the “Assignor”) to WSOC Television, LLC (the “Assignee”). The Earth Stations are used in connection with the broadcast operations of the commonly owned television stations WSOC-TV, Charlotte, North Carolina, and WAXN-TV, Kannapolis, North Carolina, for news gathering and coverage of events of interest to the stations’ local community. An application for the assignment of the licenses of WSOC-TV, Charlotte, North Carolina, and WAXN-TV, Kannapolis, North Carolina, has been concurrently filed with the FCC’s Media Bureau.

The Assignee will continue to use the Earth Stations in the same manner and for the same purpose as before the assignment of the license. Accordingly, grant of this FCC Form 312 would serve the public interest.

## EXHIBIT

### Description of Transaction

By this and other separate but concurrently-filed applications, Cox Media Group, LLC (“CMG”) requests the Commission’s consent to the *pro forma* conversion of three CMG licensee subsidiaries<sup>1</sup> (the “Licensees”) from their current business forms into limited liability companies (the “LLC Conversions”). Organizational charts reflecting the current and proposed structures are attached. CMG is filing the instant applications as “assignment of license” applications to reflect the change in the names and business forms of the Licensees.

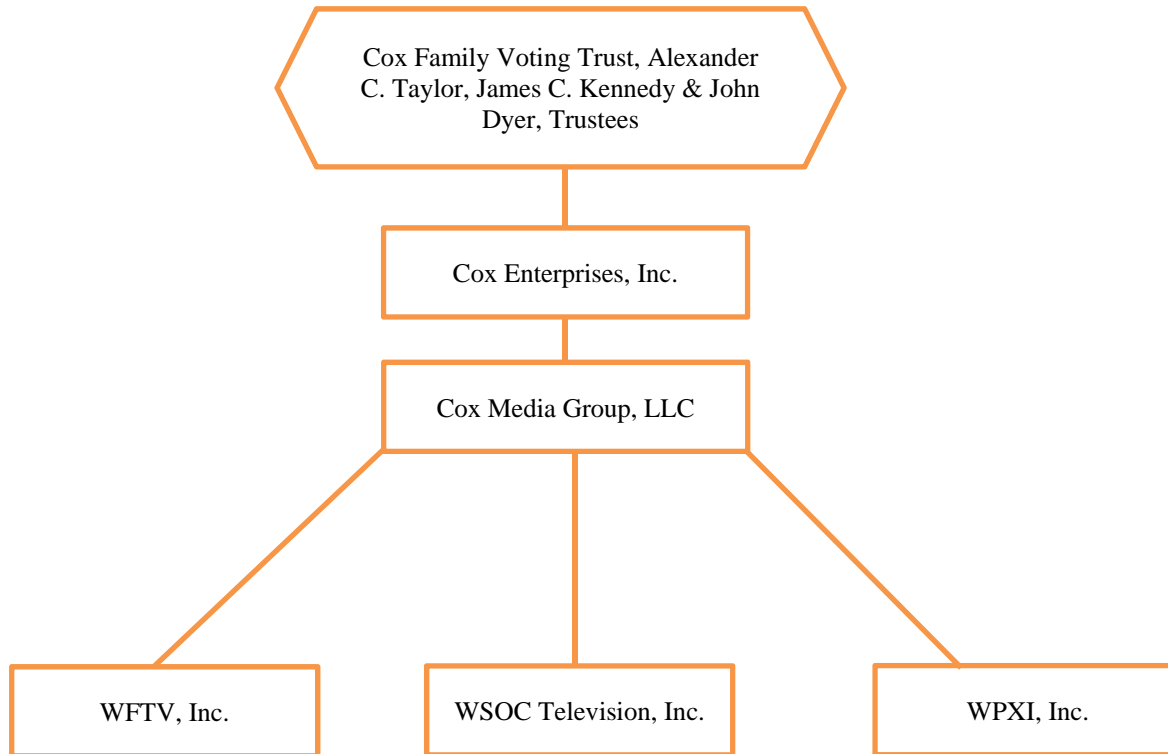
Upon the LLC Conversions, the issued and outstanding shares of capital stock of the Licensees would be exchanged for limited liability company membership interests. The LLC Conversions qualify for *pro forma* treatment because they involve no substantial change in the ownership or control of the Licensees. Currently, CMG controls and owns 100% of the capital stock of the Licensees. Following the LLC Conversion, CMG will control and own 100% of the membership interests in the Licensees. There will be no change in the Licensees’ officers and directors as a result of the LLC conversions.

In connection with this transaction, the parties intend to enter into agreements regarding organization and governance of the converted entities. These agreements, which will comply with the Commission’s rules and policies, have not been finalized but will be filed with the Commission upon execution to the extent required by Section 73.3613 of the Commission’s rules.

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<sup>1</sup> WFTV, Inc., WPXI, Inc., and WSOC Television, Inc.

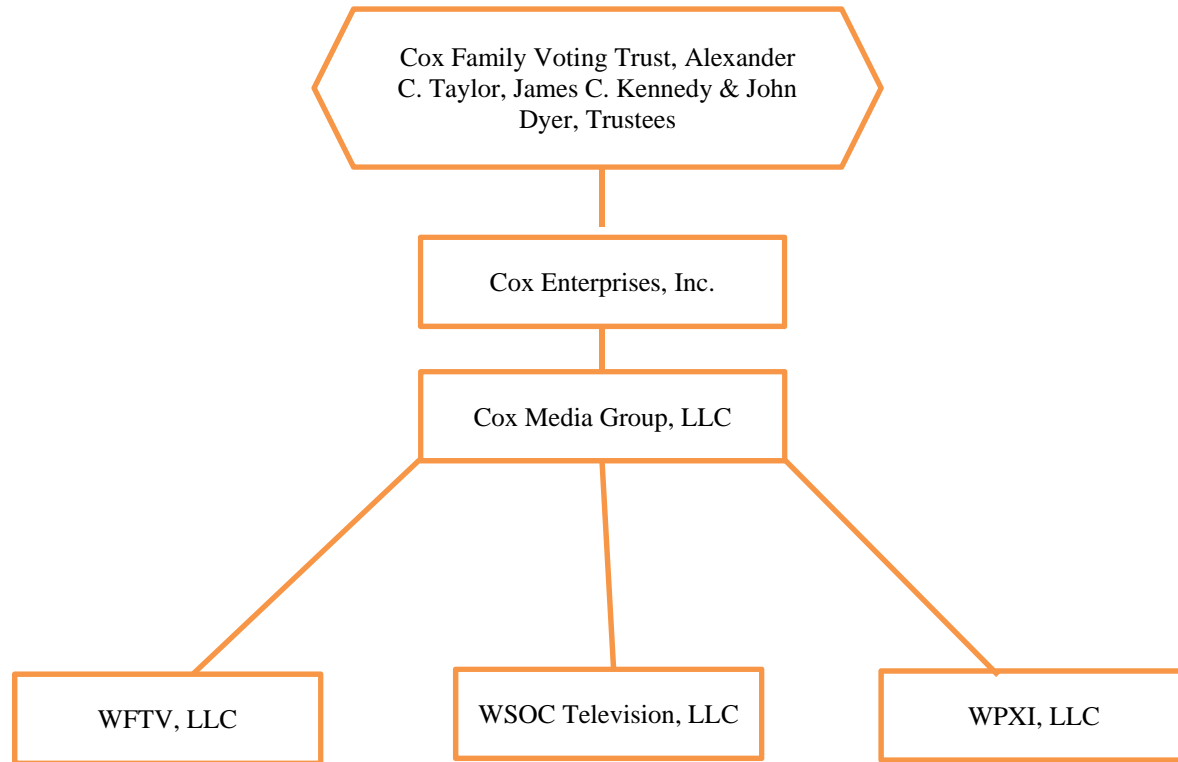
**Current Organizational Chart (Pre-Assignment)<sup>2</sup>**



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<sup>2</sup> Additional indirect subsidiaries of Cox Enterprises, Inc. that are not pertinent to the instant application have been omitted from this chart.  
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**Proposed Organizational Chart (Post-Assignment)<sup>3</sup>**



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<sup>3</sup> Additional indirect subsidiaries of Cox Enterprises, Inc. that are not pertinent to the instant application have been omitted from this chart.  
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