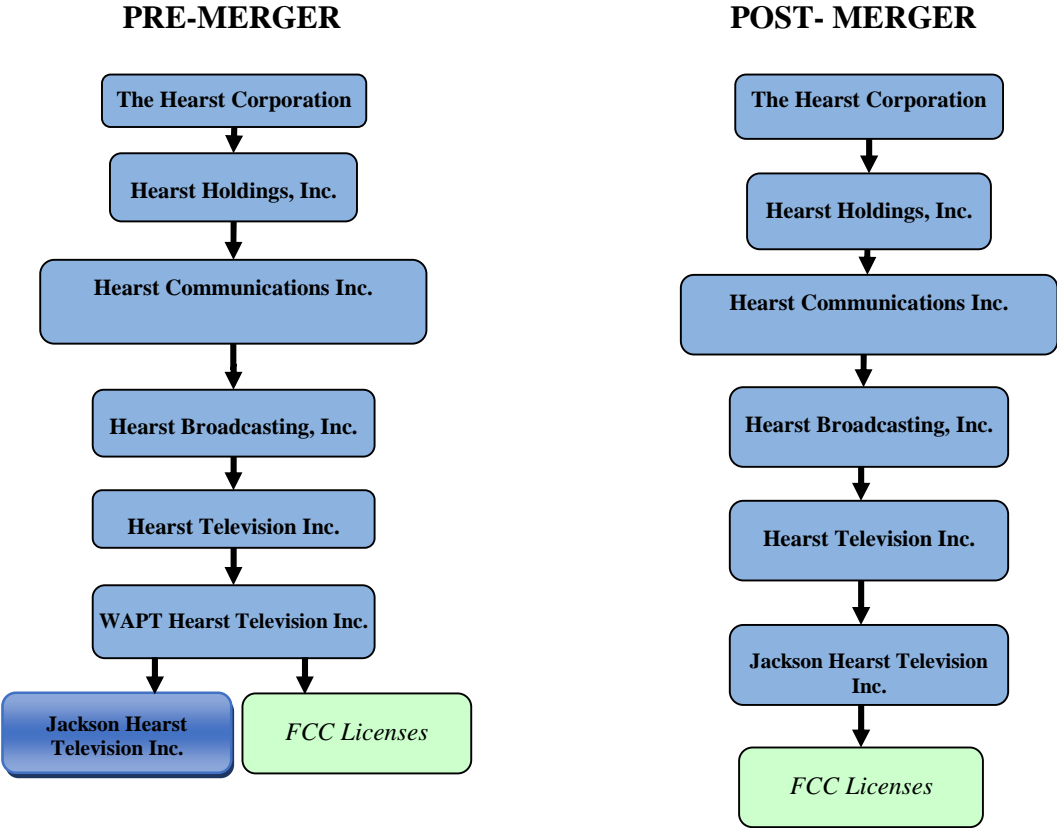


**EXHIBIT E
DESCRIPTION OF *PRO FORMA* TRANSACTION**

The instant Form 312 application serves as notification of the *pro forma* assignment of receive-only earth station license E050316 from WAPT Hearst Television Inc. (“WAPTHTV”) to Jackson Hearst Television Inc. (“Jackson Hearst”). WAPTHTV is also the licensee of television station WAPT(TV), Jackson, Mississippi. A Media Bureau application on FCC Form 316 with respect to WAPT(TV) has been filed and granted, and the transaction has been consummated.

WAPTHTV is a wholly owned subsidiary of Hearst Television Inc. (“Hearst Television”). Hearst Television is owned by Hearst Broadcasting, Inc. (“HBI”); HBI is owned by Hearst Communications, Inc. (“Communications”); Communications is owned by Hearst Holdings, Inc. (“Holdings”); and Holdings is owned by The Hearst Corporation (“Hearst”). For corporate organizational reasons, Hearst has merged WAPTHTV with and into Jackson Hearst. Jackson Hearst is the surviving entity.

Following is a summary depiction of the proposed *pro forma* transaction:



CHANGES IN INTERESTS AS A RESULT OF TRANSACTION

Names and Addresses	Citizenship	Interest Held			
		Before Transaction		After Transaction	
		% of Votes	% of Assets	% of Votes	% of Assets
The Hearst Corporation (Indirect Parent Company of the Parties to the Application)	Domestic Corporation	100%	100%	100%	100%

* * * * *

**EXHIBIT F
PUBLIC INTEREST STATEMENT**

The assignment of the registration for E050316 from WAPTHTV to Jackson Hearst serves the public interest by allowing the licensee to continue to use the facilities in its newsgathering operations in connection with the operation of television station WAPT(TV).

