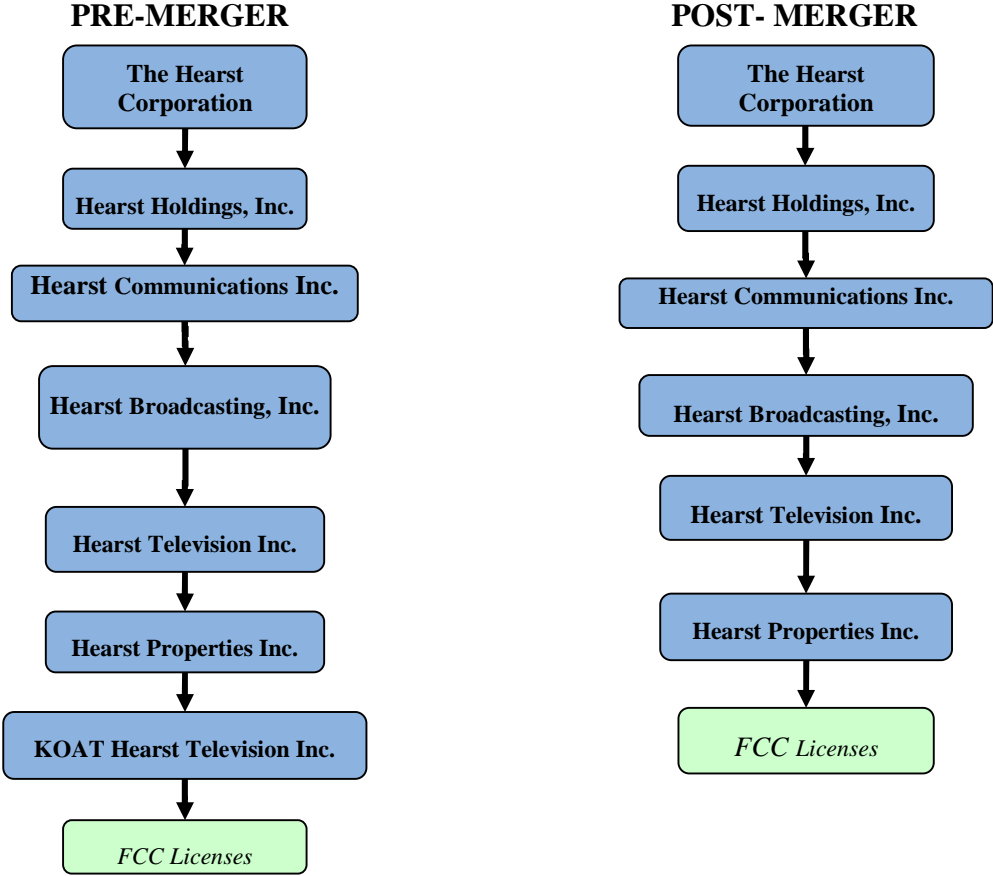


**EXHIBIT E  
DESCRIPTION OF PRO FORMA TRANSACTION**

The instant Form 312 application serves as notification of the *pro forma* assignment of receive-only earth station license E060204 from KOAT Hearst Television Inc. (“KOATHTV”) to Hearst Properties Inc. (“Hearst Properties”). KOATHTV is also the licensee of television station KOAT-TV, Albuquerque, New Mexico. A Media Bureau application on FCC Form 316 with respect to KOAT-TV has been filed and granted, and the transaction has been consummated.

KOATHTV is a wholly owned subsidiary of Hearst Properties, and Hearst Properties 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 liquidated and distributed KOATHTV with and into Hearst Properties. Hearst Properties 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
<b>The Hearst Corporation</b> (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 earth station E060204 from KOATHTV to Hearst Properties Inc. 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 KOAT-TV.