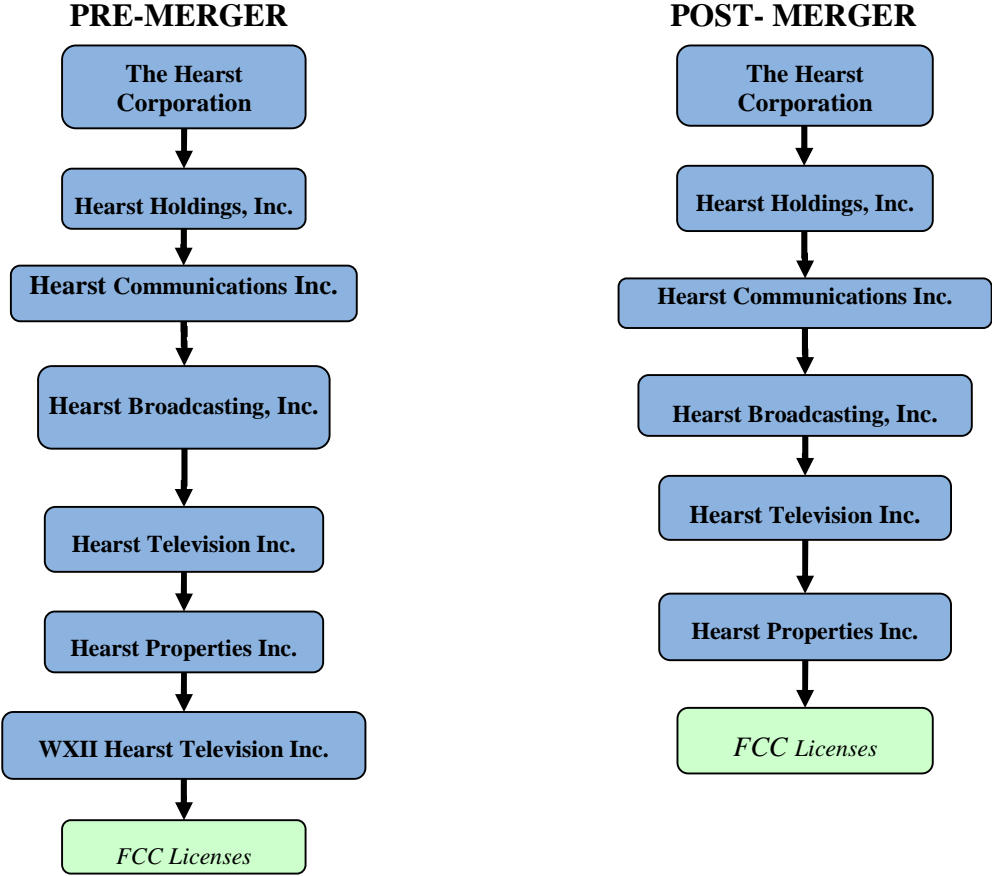


**EXHIBIT E
DESCRIPTION OF *PRO FORMA* TRANSACTION**

The instant Form 312 application serves as notification of the *pro forma* assignment of receive-only earth station license E090077 from WXII Hearst Television Inc. (“WXIIHTV”) to Hearst Properties Inc. (“Hearst Properties”). WXIIHTV is also the licensee of television station WXII-TV, Winston-Salem, North Carolina. A Media Bureau application on FCC Form 316 with respect to WXII-TV has been filed and granted, and the transaction has been consummated.

WXIIHTV 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 WXIIHTV 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
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 earth station E090077 from WXIIHTV 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 WXII-TV.