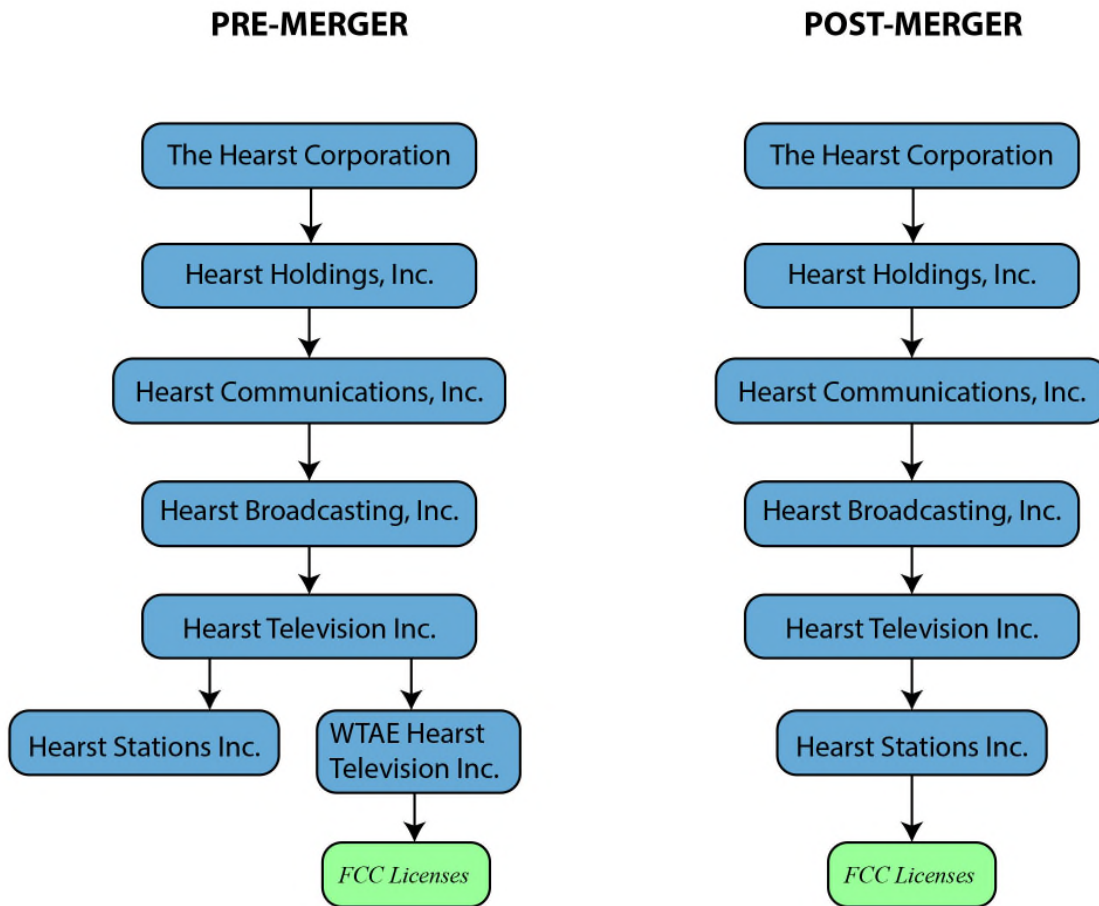


**EXHIBIT E
DESCRIPTION OF *PRO FORMA* TRANSACTION**

The instant Form 312 application serves as notification of the *pro forma* assignment of receive-only earth station license E060024 from WTAE Hearst Television Inc. (“WTAEHTV”) to Hearst Stations Inc. (“Hearst Stations”). WTAEHTV is also the licensee of television station WTAE-TV, Pittsburgh, Pennsylvania. A Media Bureau application on FCC Form 316 with respect to WTAE-TV has been filed and granted, and the transaction has consummated.

WTAEHTV and Hearst Stations are wholly owned subsidiaries 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 WTAEHTV with and into Hearst Stations. Hearst Stations 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 E060024 from WTAEHTV to Hearst Stations Inc. serves the public interest by allowing the licensee to continue to use the facility in its newsgathering operations in connection with the operation of television station WTAE-TV.

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