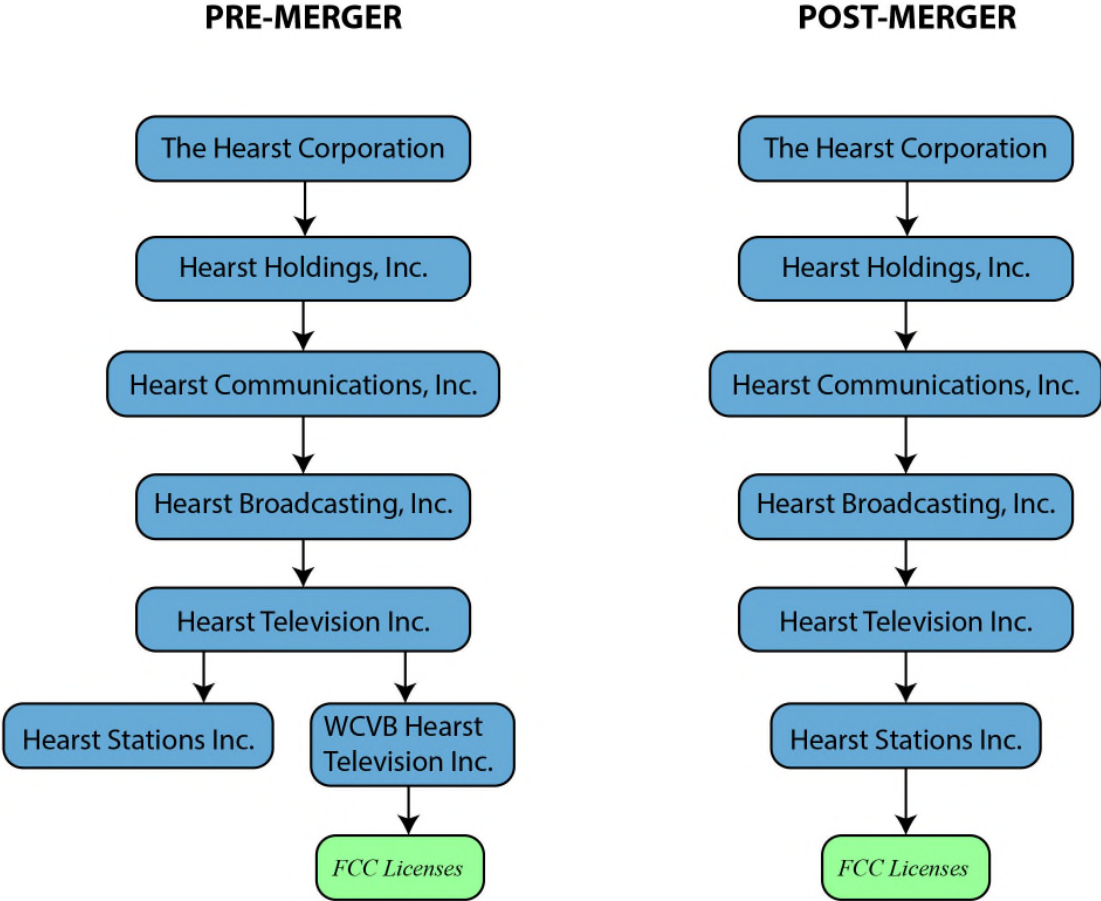


EXHIBIT E
DESCRIPTION OF *PRO FORMA* TRANSACTION

The instant Form 312 application serves as notification of the *pro forma* assignment of receive-only earth station license E860473 from WCVB Hearst Television Inc. (“WCVBHTV”) to Hearst Stations Inc. (“Hearst Stations”). WCVBHTV is also the licensee of television station WCVB-TV, Boston, Massachusetts. A Media Bureau application on FCC Form 316 with respect to WCVB-TV has been filed and granted, and the transaction has consummated.

WCVBHTV 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 WCVBHTV 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 E860473 from WCVBHTV 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 WCVB-TV.

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