

REQUEST FOR SPECIAL TEMPORARY AUTHORITY

On September 30, 2010, National Amusements, Inc. (“NAI”) filed applications on FCC Form 312 seeking FCC consent to a *pro forma* transfer of control. NAI is the ultimate parent of CBS Corporation and Viacom Inc. (“Viacom”). Certain direct and indirect wholly-owned subsidiaries of CBS and Viacom hold earth station authorizations (the “Licensees”). By this application, NAI requests Special Temporary Authority (“STA”) to consummate the *pro forma* transfer of control of the Licensees pending FCC action on the following transfer of control applications.

<u>Viacom Licensees</u>	<u>File Number</u>
Black Entertainment Television LLC	SES-T/C-INTR2010-03082
Viacom International Inc.	SES-T/C-INTR2010-03081
<u>CBS Licensees</u>	
Atlanta Television Station WUPA Inc.	SES-T/C-INTR2010-03080
CBS Broadcasting Inc.	SES-T/C-INTR2010-03079
CBS Corporation	SES-T/C-INTR2010-03076
CBS Communications Services Inc.	SES-T/C-INTR2010-03077
CBS Radio East Inc.	SES-T/C-INTR2010-03083
CBS Radio Texas Inc.	SES-T/C-INTR2010-03084
CBS Stations Group of Texas, L.P.	SES-T/C-INTR2010-03085
CBS Television Stations Inc.	SES-T/C-INTR2010-03086
Los Angeles Television Station KCAL LLC	SES-T/C-INTR2010-03087
The CW Television Stations Inc.	SES-T/C-INTR2010-03088

Description of Transaction

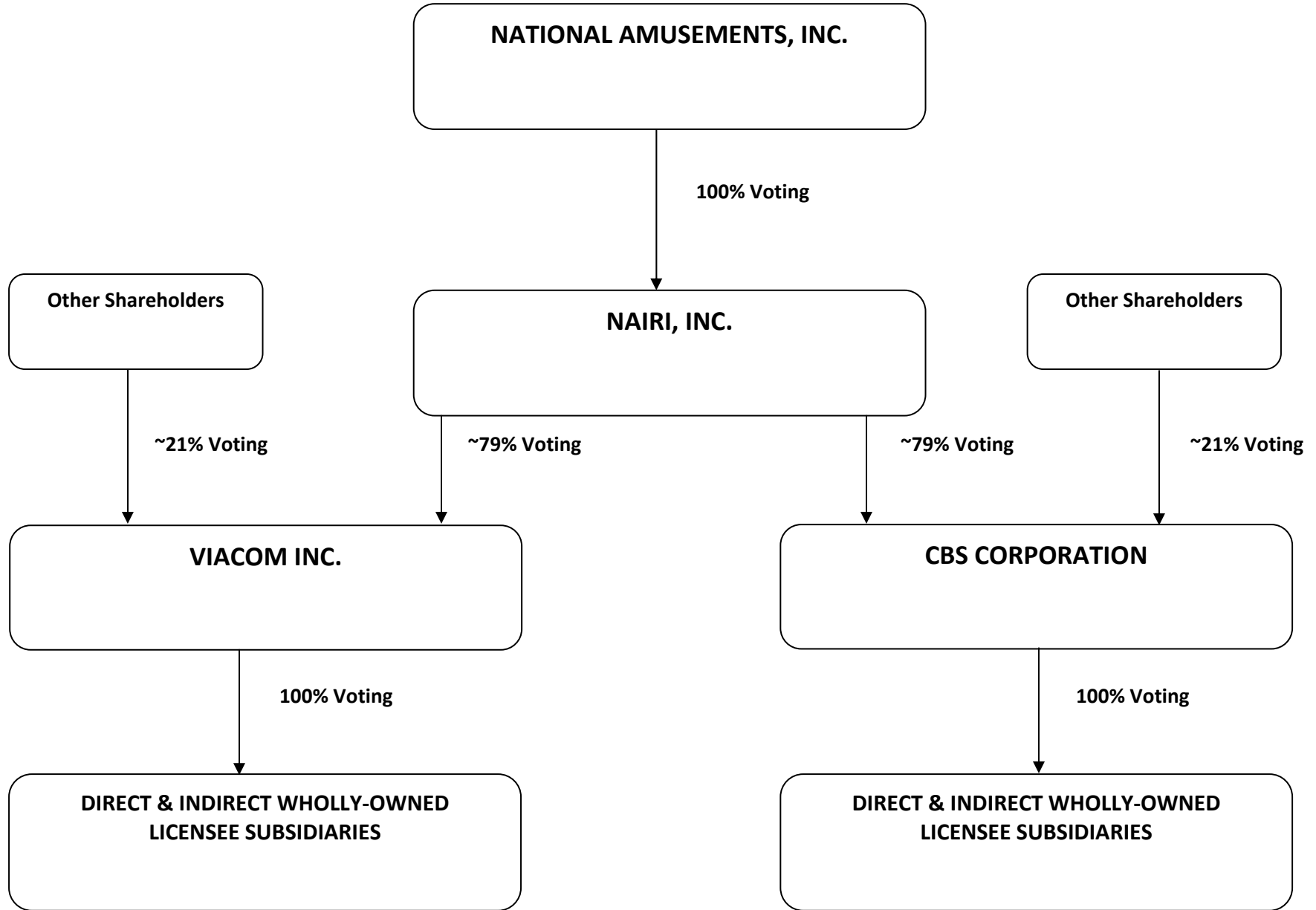
CBS and Viacom are each controlled by a single majority voting shareholder, NAIRI, which owns approximately 79% of the voting stock of each of CBS and Viacom. NAIRI is a wholly-owned subsidiary of NAI, which in turn is controlled by Sumner M. Redstone through the Sumner M. Redstone National Amusements Trust u/d/t dated 6/28/02, which owns approximately 80% of the voting interest of NAI.

In connection with an internal reorganization of NAI and certain of its subsidiaries, NAIRI intends to transfer all of the stock it holds in Viacom and CBS to its parent, NAI. NAI, in turn, intends to transfer a portion of that Viacom and CBS stock to a newly created wholly-owned subsidiary, NAI Entertainment Holdings LLC (“NAI Entertainment”). No other changes in interest are proposed in those applications. Specifically, upon the consummation of the proposed transaction, the Viacom Licensees will remain direct or indirect wholly-owned subsidiaries of Viacom, the CBS Licensees will remain direct or indirect wholly-owned subsidiaries of CBS, and NAI will continue to control, directly or together with its wholly-owned subsidiary NAI Entertainment, a majority of the voting stock of Viacom and CBS. Organizational charts depicting the current and proposed ownership structure of the Licensees are attached.

Public Interest Statement

In addition to the earth station applications referenced in this STA request, NAI has filed applications requesting the *pro forma* transfer of control of certain direct and indirect wholly-owned subsidiaries of CBS and Viacom that hold broadcast and wireless licenses. Due to the different processing times for *pro forma* transfer of control applications among the FCC's Media, Wireless and International Bureaus, NAI expects that FCC approval of the proposed transfers of the broadcast and wireless licenses could be obtained several weeks before approval of the earth station license transfers. Under these circumstances, and in order to avoid unnecessary delay in consummation of this proposed *pro forma* corporate reorganization, NAI has sought this STA to allow it to consummate the earth station transfers at its own risk should approval by the International Bureau in the ordinary course lag behind approval of the transfers of those authorizations in the broadcast and wireless services. It is in the public interest to allow a diverse corporation to consummate under an STA a *pro forma* transaction that will not result in any substantial change in the ownership or control of the Licensees and that has been approved in the ordinary course by other bureaus.

CURRENT OWNERSHIP STRUCTURE



PROPOSED OWNERSHIP STRUCTURE

