

**Exhibits E & F**  
**FCC Form 312**

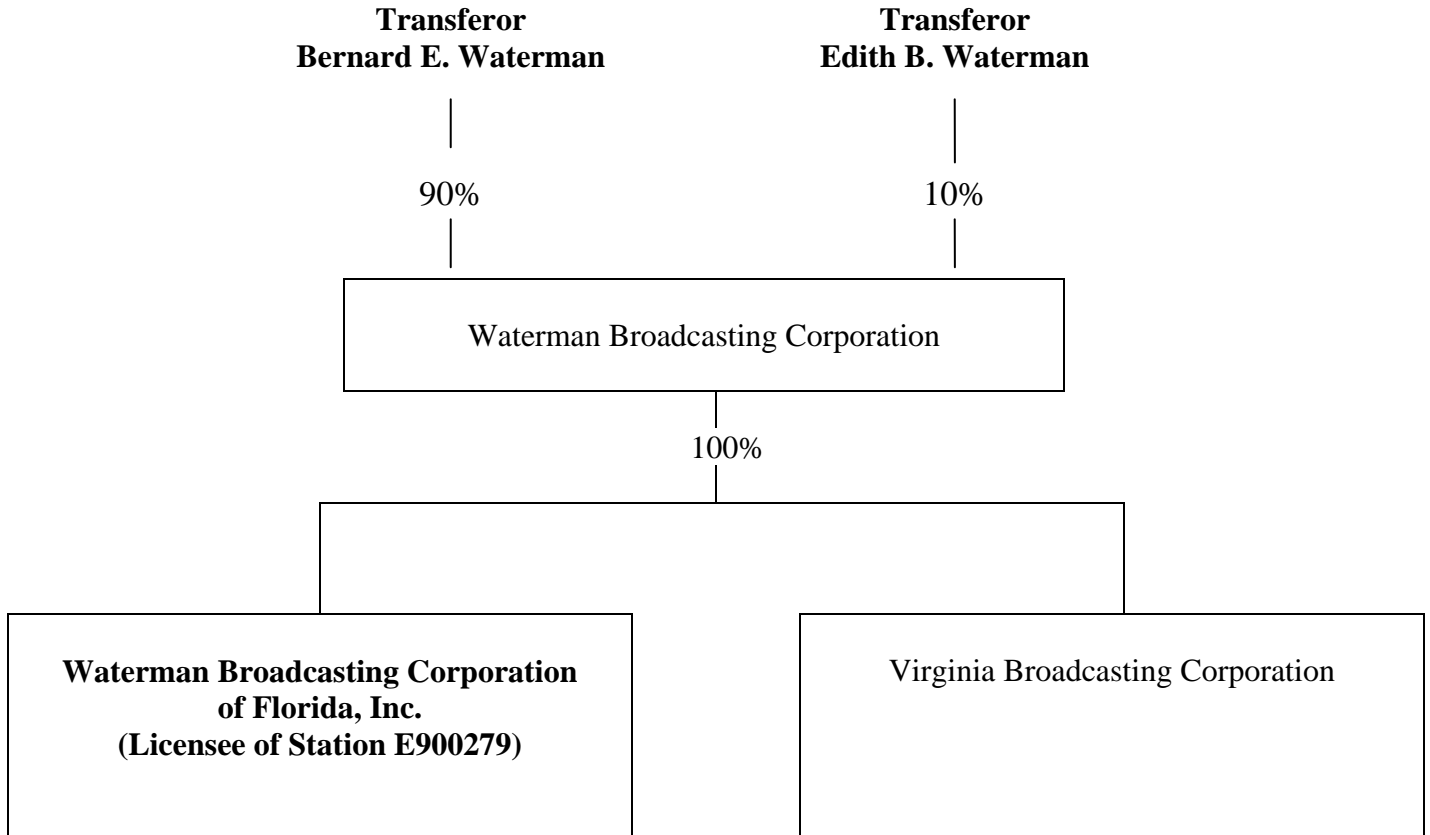
The instant application and a companion Form 316 application seek FCC consent to the *pro forma* transfer of control of the wholly-owned licensee subsidiaries of Waterman Broadcasting Corporation (the “Company”) which will occur as a result of the controlling 90% owner of the Company transferring the stock held by him to his existing revocable trust of which he is the sole trustee.

As reflected in the attached Annex A “Before” diagram, Domestic Satellite Earth Station E900279 authorization (“the Station”) used with television station WBBH-TV, Fort Myers, FL, is licensed to Waterman Broadcasting Corporation of Florida, Inc. (“Waterman Florida”). Waterman Florida is a wholly-owned and direct subsidiary of the Company. Before the *pro forma* reorganization, Mr. Bernard E. Waterman directly holds his 90% controlling interest in the Company, and his wife Edith B. Waterman directly holds the remaining 10% minority interest.

Subject to obtaining prior FCC consent requested in the instant application and companion application, Mr. Waterman will transfer his 90% interest in the Company to The Bernard E. Waterman Trust (dated October 27, 2009) of which he is the sole trustee, and Mrs. Waterman will transfer her 10% minority interest in the Company to The Edith B. Waterman Trust (dated October 27, 2009) of which she is the sole trustee. Thus, as reflected in the Annex B “After” diagram, the *pro forma* reorganization will result in the transfer of Mr. Waterman’s 90% interest in the Company to a trust controlled by Mr. Waterman pursuant to which he will vote the controlling interest as the sole trustee (rather than as before voting as the direct holder of the interest).

The Station that is subject of this application will be used in the same manner and for the same purposes following the pro forma transfer of control as it was before the transfer of control. Accordingly, the public interest would be served by prompt consent to this application.

**Annex A “Before”**



**Annex B “After”**

