

**DESCRIPTION OF THE TRANSACTION**

This application seeks FCC consent to the *pro forma* transfer of control of the licensee (“Licensee”) of the earth station authorization(s) that is/are the subject of this application. Licensee is an indirect, wholly-owned subsidiary of CBS Corporation (“CBS”). CBS is controlled by a single majority voting shareholder, NAIRI, Inc. (“NAIRI”), which owns approximately 79% of the voting stock CBS. NAIRI is a wholly-owned subsidiary of National Amusements, Inc. (“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 of CBS held by it to its parent, NAI. NAI, in turn, intends to transfer a portion of that stock to a newly created wholly-owned subsidiary, NAI Entertainment Holdings LLC (“NAI Entertainment”). No other changes in interest are proposed herein. Specifically, upon the consummation of the proposed transaction, Licensee will remain an indirect, wholly-owned subsidiary 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 CBS. Organizational charts depicting the current and proposed ownership structure of Licensee are attached at Exhibit E.