

**DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT**

The receive-only satellite earth station authorizations that are the subject of this notification are used by CBS Corporation ("CBS") to facilitate broadcasts to the public in connection with its broadcast stations. The Commission has granted its consent to the *pro forma* transfer of control of the broadcast station licenses held by CBS from NAIRI, Inc. ("NAIRI") to its parent, National Amusements, Inc. ("NAI").

Prior to the consummation of the *pro forma* transfer of control, NAIRI controlled CBS by virtue of its ownership of more than 50% of the voting stock of CBS. NAIRI was 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. In connection with an internal reorganization of NAI and certain of its subsidiaries, NAIRI transferred all of the stock of CBS held by it to its parent, NAI. NAI, in turn, transferred a portion of that stock to a newly created wholly-owned subsidiary, NAI Entertainment Holdings LLC. Following the consummation of the transaction, NAI directly owns more than 50% of the voting stock of CBS. Because NAI previously controlled CBS by virtue of its ownership of 100% of the stock of NAIRI, and continues to control CBS as a consequence of its direct ownership of more than 50% of the voting stock of CBS, consummation of this transaction did not result in a substantial change in the ownership or control of CBS. Indeed, the transaction did not result in any change in the ownership of NAI or in the ultimate beneficial ownership of CBS. Organizational charts depicting the prior and current ownership structure of CBS are attached at Exhibit E.

The purpose of this filing is to notify the Commission of the *pro forma* transfer of control of the receive-only satellite earth stations subject of this notification from the transferor, NAIRI, to the transferee, NAI. The *pro forma* transfer of control was consummated on December 10, 2010.

This *pro forma* transfer of control will enable the licensee to continue to use the receive-only satellite earth stations subject to this application to facilitate its broadcasts to the public. The parties to this notification respectfully submit that this *pro forma* transfer of control will therefore serve the public interest, convenience and necessity.