

Description of *Pro Forma* Transfer of Control

Cox Enterprises, Inc. (“CEI”), the ultimate corporate parent of Georgia Television Company (the “Licensee”), hereby seeks Commission consent to the *pro forma* transfer of control of the Licensee from Cox Media Group, LLC (“CMG LLC”) to CEI. The instant transaction qualifies as a *pro forma* transfer of control because it is part of an internal corporate reorganization that involves no substantial change in the beneficial ownership of the Licensee. As indicated on the attached charts, CEI has and will retain ultimate ownership and control of the Licensee.

Under the current structure, the Licensee is a wholly-owned subsidiary of CMG LLC.¹ As part of the reorganization, 100% of the stock of the Licensee will be distributed by CMG LLC to CEI, and CEI will be the sole stockholder of the Licensee. None of the officers or directors of the Licensee or CEI will change as a result of this *pro forma* transfer of control.

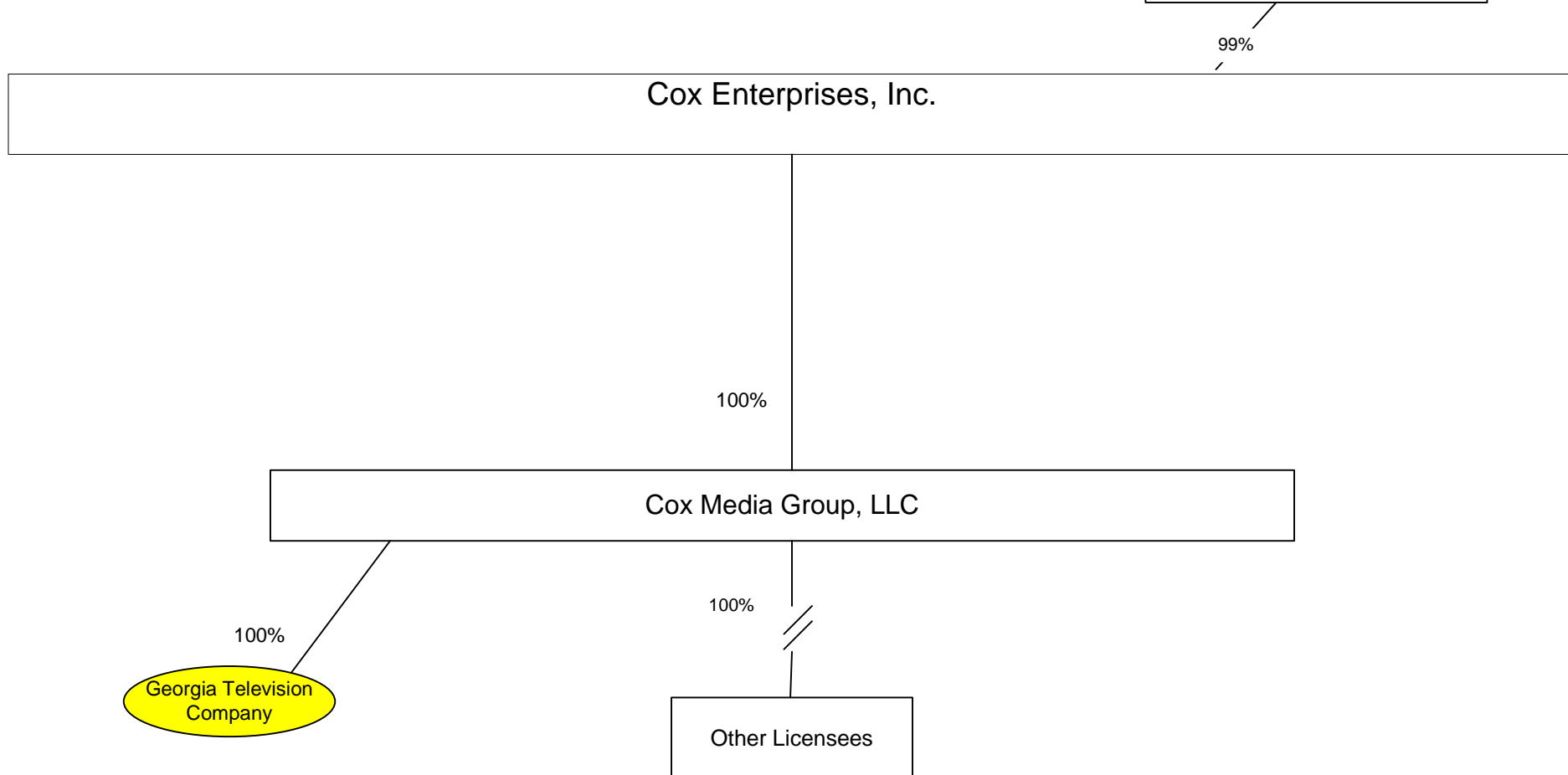
The parties have not exchanged any consideration in connection with the proposed *pro forma* transfer of control, and, other than certain internal corporate agreements that are not germane to the processing of this application, there are no written or oral agreements regarding this *pro forma* transfer of control.

In connection with its internal corporate reorganization, CEI or its subsidiaries are filing concurrently additional applications for the *pro forma* transfer or assignment of authorizations for radio and television broadcast, private radio and common carrier stations.

¹ The pre-transfer chart assumes the FCC consent to and consummation of (1ST) BALCT-20111114BCU (Media Bureau lead file number), IB2011004879, IB2011004880 (International Bureau) and 0004952582 (Wireless Bureau); followed by (2ND) BTCCDT-20111114BFT/BGV/BHE/BHW/BIM/BJG/BJO/BKM and BTC/BTCH-20111114BMU (Media Bureau lead file numbers), IB2011004888/890/891/893-903(International Bureau) and 0004932662 (Lead File Number), 0004932676, 0004932680, 0004932685, 0004932825, 0004932833, 0004932835, 0004932838, 0004932843, 0004938554 (Wireless Bureau); followed by (3RD) BTCCT-20111114BRN (Media Bureau), IB2011004904-905 (International Bureau) and 0004949524 (Wireless Bureau).

Voting Control of Cox Enterprises, Inc.
And Its License Subsidiaries
(Pre *Pro Forma* Transfer)

Dayton-Cox Trust A, Anne Cox
Chambers, James C. Kennedy
& Jimmy W. Hayes, Trustees



Voting Control of Cox Enterprises, Inc.
And Its License Subsidiaries
(Post *Pro Forma* Transfer)

Dayton-Cox Trust A, Anne Cox
Chambers, James C. Kennedy
& Jimmy W. Hayes, Trustees

