

### **Description of Pro Forma Transfer of Control**

Cox Enterprises, Inc. (“CEI”), the ultimate corporate parent of the licensee entity that is the subject of this application (the “Licensee”), hereby seeks Commission consent to the *pro forma* transfer control of the Licensee from Cox Media Group, Inc. (“CMG Inc.”) to Cox Media Group, LLC. 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<sup>1</sup>, CEI has and will retain ultimate ownership and control of the Licensee.

The proposed *pro forma* transfer of control that is the subject of this application arises from two actions that are scheduled to occur on the same day at substantially the same time. First, CEI plans to dissolve its wholly-owned subsidiary, Cox Holdings, Inc. (“CHI”) into CEI, and CHI’s assets, including its ownership interest in CMG Inc., will be distributed to CEI. CHI does not hold any authorizations issued by the Commission. At substantially the same time, CEI plans to convert CMG Inc. into a single member limited liability company, Cox Media Group, LLC (“CMG LLC”). Following this internal reorganization, CEI will be the sole member of CMG LLC, and CEI will continue to retain ultimate ownership and control of the Licensee. None of the officers or directors of the Licensee or any of its parent entities will change as a result of this *pro forma* transfer of control.

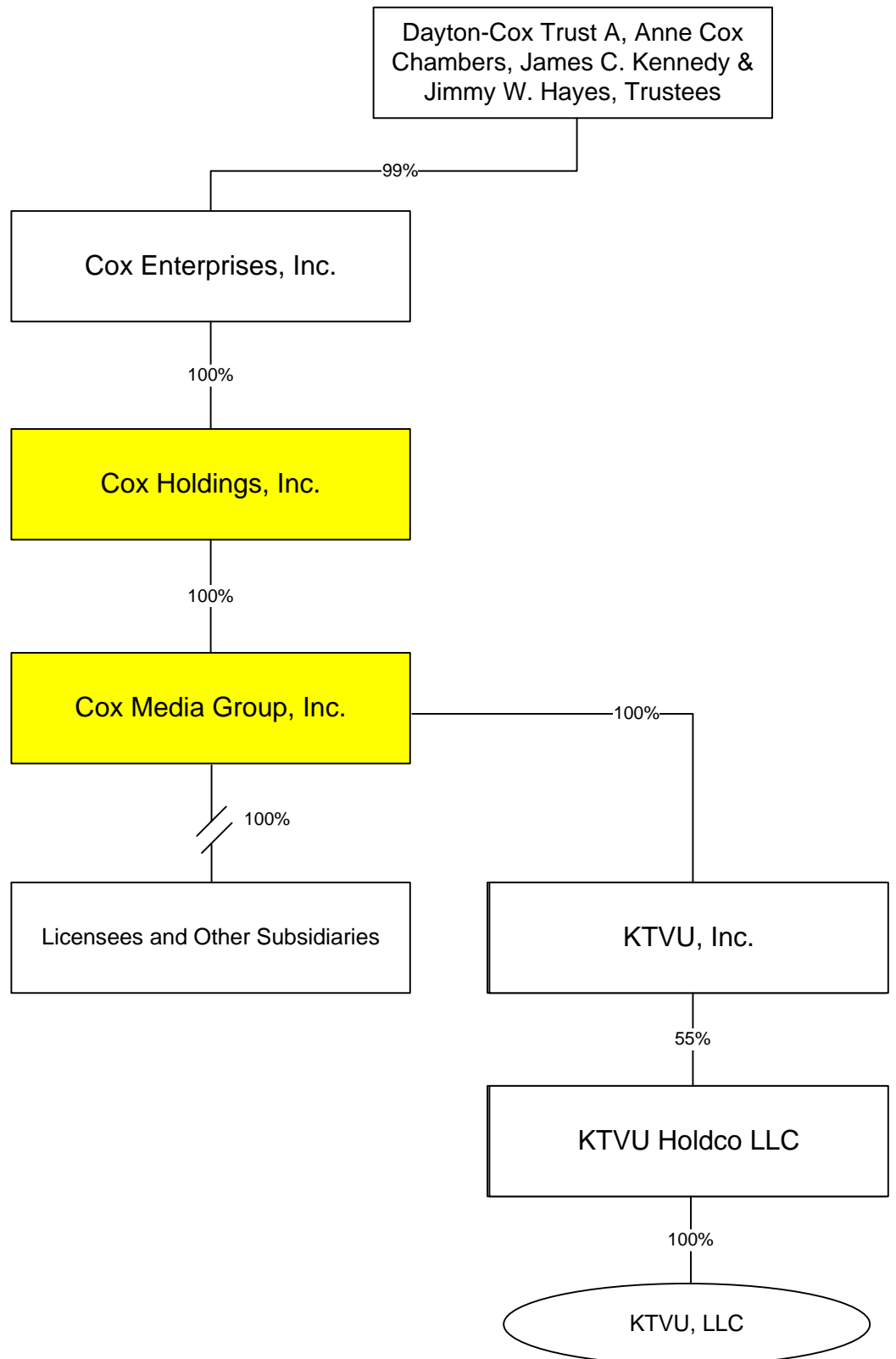
The parties have not exchanged any consideration in connection with the proposed *pro forma* transfer of control, and, other than certain internal corporate agreements that are not germane to the processing of this application, there are no written or oral agreements regarding this *pro forma* transfer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

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<sup>1</sup> The pre-transfer chart assumes the FCC consent to and consummation of BALCT-20111114BCU (Media Bureau lead file number), IB2011004879, IB2011004880 (International Bureau) and 0004952582 (Wireless Bureau).

Cox Enterprises, Inc. Voting Control  
(Before *Pro Forma* Transfer)



Cox Enterprises, Inc. Voting Control  
(After *Pro Forma* Transfer)

