

Exhibit F
FCC Form 312
Section A, Question 21
Description of Transaction / Public Interest Statement

This application seeks Commission consent to the *pro forma* transfer of control of the licensee (“Licensee”) of the authorizations (the “Authorizations”) that are the subject of this application.¹

Licensee is a wholly-owned subsidiary of Viacom Inc. (“Viacom”). Viacom is controlled by a single majority voting shareholder, National Amusements, Inc. (“NAI”), which owns, directly and indirectly, 79.8 percent of the voting stock in Viacom. NAI also owns, directly and indirectly, approximately 78.9 percent of the voting stock in CBS Corporation (“CBS”).² Thus, NAI holds *de jure* control over both Viacom and CBS.³ NAI, in turn, is controlled by Sumner M. Redstone, who has sole and exclusive power to vote the voting stock in NAI held by the Sumner M. Redstone National Amusements Trust (“SMR Trust”), which owns

¹ It is intended that the applications filed in connection with the *pro forma* Transaction include all of the licenses and other authorizations held by the respective Licensees. Nevertheless, Viacom and/or its subsidiaries may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities that may be granted before the Commission takes action on the *pro forma* transfer applications. Accordingly, the parties request that any Commission approval of the applications relating to the Transaction include authority for the *pro forma* transfer of control of Viacom with respect to: (1) any authorization issued to Viacom or its subsidiaries while the Transaction is pending before the Commission and during the period required for consummation of the Transaction; (2) any construction permits of Viacom or its subsidiaries that mature into licenses after closing; and (3) any applications filed by Viacom or its subsidiaries that are pending at the time of consummation.

² The remainder of the voting stock in Viacom and CBS is owned by other shareholders, none of which has an attributable interest in either company. If non-voting stock is considered, NAI has approximately 10% economic interest in each of Viacom and CBS.

³ *De jure* control means legal control, or control as a matter of law. Ownership of more than 50 percent of the voting stock of a corporate licensee evidences *de jure* control. See, e.g., *In re Application of Fox Television Stations, Inc.*, Memorandum Opinion and Order, 10 FCC Rcd 8452, 8513-14 ¶¶ 151-153 (1995).

shares representing 80 percent of the voting interests in NAI. The shares representing the other 20 percent of the voting interests in NAI are held by a trust controlled by Shari E. Redstone.

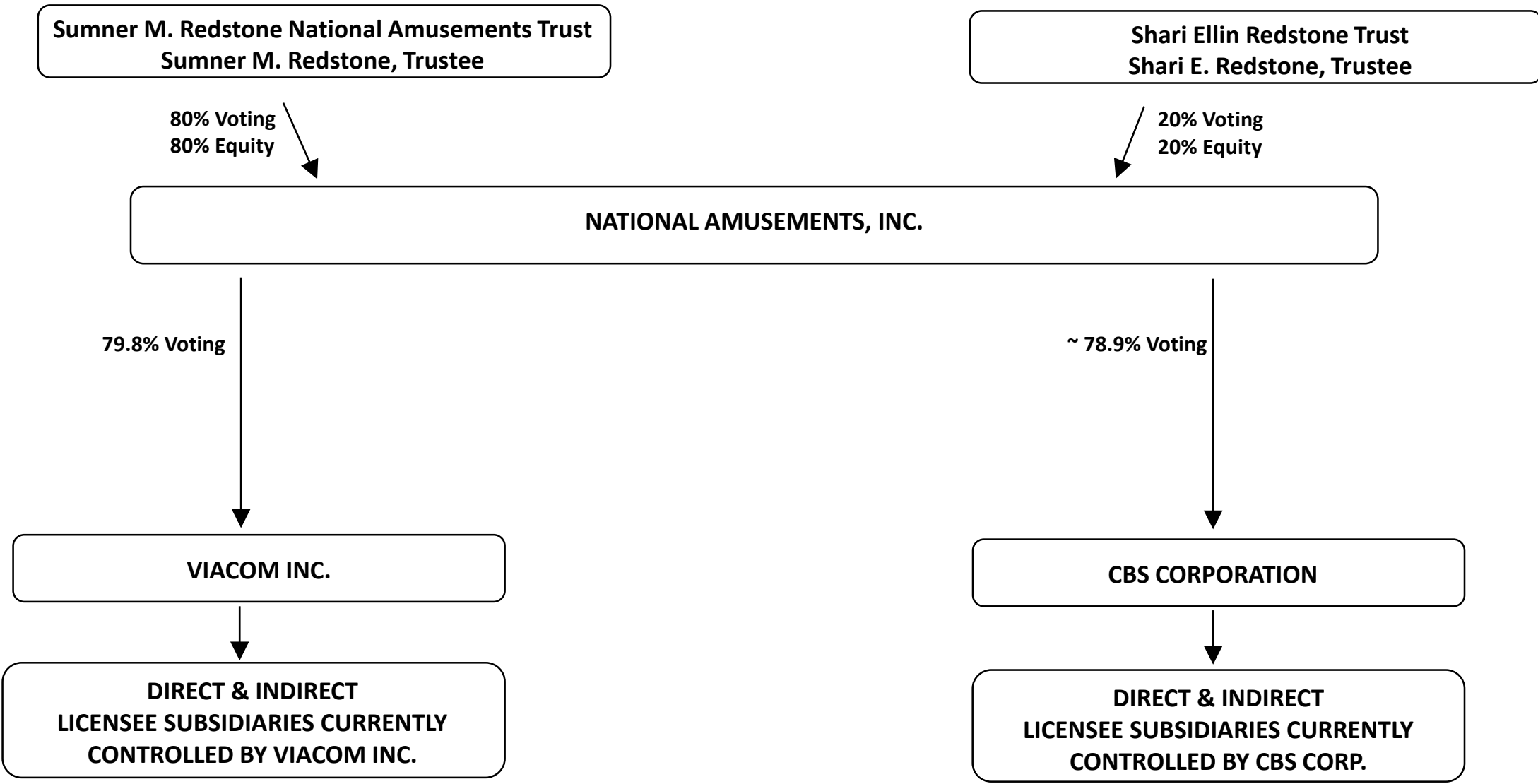
The application is being filed in connection with a transaction (the “Transaction”) pursuant to which Viacom will be merged with and into CBS, with CBS as the surviving entity. At closing, it is anticipated that CBS will be renamed as ViacomCBS Inc. (“ViacomCBS”). Immediately after the closing of the Transaction, NAI will continue to own, directly and indirectly, approximately 80 percent of the voting stock in ViacomCBS. Given that NAI will remain in control of the Licensee after the Transaction, the Transaction constitutes a *pro forma* transfer of control. Organizational charts depicting the current and proposed ownership structure of Licensee are attached.

Allowing the proposed *pro forma* transfer of control of the Licensee will enable the combined entity to continue to use the facilities authorized by the Authorizations for the same purposes as before. Uninterrupted access to these facilities will facilitate the Licensee’s continued business operations. Moreover, there will be no substantial change in ownership or control of Licensee. Accordingly, the public interest would be served by prompt consent to the application.

Attachment A: Depicts the control structure prior to consummation of the Transaction.

Attachment B: Depicts the control structure upon consummation of the Transaction.

Attachment A
Pre-Transaction Ownership Structure



Attachment B
Post-Transaction Ownership Structure

