

## DESCRIPTION OF THE TRANSACTION / PARTIES TO THE APPLICATION

This application is part of a series of filings submitted concurrently to the Media, International, and Wireless Telecommunications Bureaus to request consent to the assignment of various FCC licenses (collectively, the “Licenses”) from CBS Broadcasting Inc. and its affiliates (“CBS”) to certain affiliates of Cerberus Capital Management, L.P. (“Cerberus”). Specifically, upon consummation of the proposed transaction, the Licenses will be assigned as follows:

<b>Austin, Texas Market</b>			
<b>Call Sign</b>	<b>Facility Type</b>	<b>Current Licensee</b>	<b>Proposed Licensee</b>
KEYE-TV	TV Station	CBS Stations Group of Texas L.P.	Austin TV Licensee Corp.
E030013	Transmit-Only Earth Station	CBS Stations Group of Texas L.P.	Austin TV Licensee Corp.
E890437	Transmit/Receive Earth Station	CBS Broadcasting Inc.	Austin TV Licensee Corp.
KC26155	TV Pickup	CBS Stations Group of Texas L.P.	Austin TV Licensee Corp.
KPJ227	Remote Pickup	CBS Stations Group of Texas L.P.	Austin TV Licensee Corp.
WHS515	STL	CBS Stations Group of Texas L.P.	Austin TV Licensee Corp.
WQAE806	Intercity Relay	CBS Stations Group of Texas L.P.	Austin TV Licensee Corp.
WQAJ202	Intercity Relay	CBS Stations Group of Texas L.P.	Austin TV Licensee Corp.
WPXE710	RS	CBS Stations Group of Texas L.P.	Austin TV Licensee Corp.
WPSJ994	IG	CBS Stations Group of Texas L.P.	Austin TV Licensee Corp.
WPOR975	Intercity Relay	CBS Stations Group of Texas L.P.	Austin TV Licensee Corp.

<b>West Palm Beach, Florida Market</b>			
<b>Call Sign</b>	<b>Facility Type</b>	<b>Current Licensee</b>	<b>Proposed Licensee</b>
WTVX	TV Station	Channel 34 Television Station LLC	WPB TV Licensee Corp.
WTCN-CA	Class A TV Station	Television Station WTCN LLC	WPB TV Licensee Corp.
WWHB-CA	Class A TV Station	Television Station WWHB LLC	WPB TV Licensee Corp.

<b>West Palm Beach, Florida Market</b>			
<b>Call Sign</b>	<b>Facility Type</b>	<b>Current Licensee</b>	<b>Proposed Licensee</b>
KB55435	TV Pickup	Channel 34 Television Station LLC	WPB TV Licensee Corp.
KR9950	TV Pickup	Channel 34 Television Station LLC	WPB TV Licensee Corp.
KR9949	TV Pickup	Channel 34 Television Station LLC	WPB TV Licensee Corp.
WGG780	STL	Channel 34 Television Station LLC	WPB TV Licensee Corp.
WNPM928	STL	Channel 34 Television Station LLC	WPB TV Licensee Corp.

<b>Salt Lake City, Utah Market</b>			
<b>Call Sign</b>	<b>Facility Type</b>	<b>Current Licensee</b>	<b>Proposed Licensee</b>
KUTV	TV Station	KUTV Holdings, Inc.	SLC TV Licensee Corp.
KUSG	TV Station	KUTV Holdings, Inc.	SLC TV Licensee Corp.
K07SC	TV Translator	KUTV Holdings, Inc.	SLC TV Licensee Corp.
K02AW	TV Translator	KUTV Holdings, Inc.	SLC TV Licensee Corp.
K49AS	TV Translator	KUTV Holdings, Inc.	SLC TV Licensee Corp.
K03AL	TV Translator	KUTV Holdings, Inc.	SLC TV Licensee Corp.
K03BF	TV Translator	KUTV Holdings, Inc.	SLC TV Licensee Corp.
K22FS-D	TV Translator	KUTV Holdings, Inc.	SLC TV Licensee Corp.
K41FX	TV Translator	KUTV Holdings, Inc.	SLC TV Licensee Corp.
K43AE	TV Translator Low Power	KUTV Holdings, Inc.	SLC TV Licensee Corp.
K53CF	TV Translator Low Power	KUTV Holdings, Inc.	SLC TV Licensee Corp.
K31FG	TV Translator Low Power	KUTV Holdings, Inc.	SLC TV Licensee Corp.
K09CD	TV Translator	KUTV Holdings, Inc.	SLC TV Licensee Corp.
E9462	Transmit/Receive Earth Station	KUTV Holdings, Inc.	SLC TV Licensee Corp.
KA44271	TV Pickup	KUTV Holdings, Inc.	SLC TV Licensee Corp.
KA44272	TV Pickup	KUTV Holdings, Inc.	SLC TV Licensee Corp.
KC26156	TV Pickup	KUTV Holdings, Inc.	SLC TV Licensee Corp.
KO2230	TV Pickup	KUTV Holdings, Inc.	SLC TV Licensee Corp.
KOZ57	STL	KUTV Holdings, Inc.	SLC TV Licensee Corp.
KR7621	TV Pickup	KUTV Holdings, Inc.	SLC TV Licensee Corp.
KR9933	TV Pickup	KUTV Holdings, Inc.	SLC TV Licensee Corp.
KR9934	TV Pickup	KUTV Holdings, Inc.	SLC TV Licensee Corp.
KX3671	TV Pickup	KUTV Holdings, Inc.	SLC TV Licensee Corp.
WGI276	Intercity Relay	KUTV Holdings, Inc.	SLC TV Licensee Corp.

<b>Salt Lake City, Utah Market</b>			
<b>Call Sign</b>	<b>Facility Type</b>	<b>Current Licensee</b>	<b>Proposed Licensee</b>
WHS316	Intercity Relay	KUTV Holdings, Inc.	SLC TV Licensee Corp.
WGH989	Intercity Relay	KUTV Holdings, Inc.	SLC TV Licensee Corp.
WLP282	Intercity Relay	KUTV Holdings, Inc.	SLC TV Licensee Corp.
WPOP413	Microwave Industrial/ Business Pool	CBS Communications Services Inc.	SLC TV Licensee Corp.
WPOP414	Microwave Industrial/ Business Pool	CBS Communications Services Inc.	SLC TV Licensee Corp.
WPOP415	Microwave Industrial/ Business Pool	CBS Communications Services Inc.	SLC TV Licensee Corp.
WPWR304	Intercity Relay	KUTV Holdings, Inc.	SLC TV Licensee Corp.
WPYC736	STL	KUTV Holdings, Inc.	SLC TV Licensee Corp.
WQCK457	LP –Broadcast Auxiliary	KUTV Holdings, Inc.	SLC TV Licensee Corp.
WQCL440	TV Pickup	KUTV Holdings, Inc.	SLC TV Licensee Corp.
WQCV987	Intercity Relay	KUTV Holdings, Inc.	SLC TV Licensee Corp.
WQCT967	RP	KUTV Holdings, Inc.	SLC TV Licensee Corp.
WQCV988	Intercity Relay	KUTV Holdings, Inc.	SLC TV Licensee Corp.
WHS260	Intercity Relay	KUTV Holdings, Inc.	SLC TV Licensee Corp.
WQCV989	Intercity Relay	KUTV Holdings, Inc.	SLC TV Licensee Corp.
WQFG443	RS	CBS Communications Services Inc.	SLC TV Licensee Corp.

<b>Providence, Rhode Island Market</b>			
<b>Call Sign</b>	<b>Facility Type</b>	<b>Current Licensee</b>	<b>Proposed Licensee</b>
WLWC	TV Station	C-28 FCC Licensee Subsidiary, LLC	Providence TV Licensee Corp.
WPWI334	STL	C-28 FCC Licensee Subsidiary, LLC	Providence TV Licensee Corp.
WPWI254	Intercity Relay	C-28 FCC Licensee Subsidiary, LLC	Providence TV Licensee Corp.

The attached diagram shows the post-transaction control structure for Austin TV Licensee Corp., WPB TV Licensee Corp., SLC TV Licensee Corp., and Providence TV Licensee Corp. (collectively, the “Licensee Entities”). Information concerning the Licensee Entities is as follows:<sup>1</sup>

<sup>1</sup> Unless indicated otherwise, the address for each of the entities and individuals identified herein is c/o Cerberus Capital Management, L.P., 299 Park Avenue, New York, NY 10171.

<b>Austin TV Licensee Corp.</b>				
<b>Individual/Entity</b>	<b>Citizenship</b>	<b>% Votes</b>	<b>% Assets</b>	<b>Positional Interest</b>
Austin TV Stations Corp.	US	100	100	Sole shareholder
Richard Reingold	US	0	0	Director, Vice President
Robert G. Warden	US	0	0	Director
Mark Ploof	US	0	0	Director, Vice President
Kevin P. Genda	US	0	0	Director
Christopher Holt	US	0	0	Vice President

<b>WPB TV Licensee Corp.</b>				
<b>Individual/Entity</b>	<b>Citizenship</b>	<b>% Votes</b>	<b>% Assets</b>	<b>Positional Interest</b>
WPB TV Stations Corp.	US	100	100	Sole shareholder
Richard Reingold	US	0	0	Director, Vice President
Robert G. Warden	US	0	0	Director
Mark Ploof	US	0	0	Director, Vice President
Kevin P. Genda	US	0	0	Director
Christopher Holt	US	0	0	Vice President

<b>SLC TV Licensee Corp.</b>				
<b>Individual/Entity</b>	<b>Citizenship</b>	<b>% Votes</b>	<b>% Assets</b>	<b>Positional Interest</b>
SLC TV Stations Corp.	US	100	100	Sole shareholder
Richard Reingold	US	0	0	Director, Vice President
Robert G. Warden	US	0	0	Director
Mark Ploof	US	0	0	Director, Vice President
Kevin P. Genda	US	0	0	Director
Christopher Holt	US	0	0	Vice President

<b>Providence TV Licensee Corp.</b>				
<b>Individual/Entity</b>	<b>Citizenship</b>	<b>% Votes</b>	<b>% Assets</b>	<b>Positional Interest</b>
Providence TV Stations Corp.	US	100	100	Sole shareholder
Richard Reingold	US	0	0	Director, Vice President
Robert G. Warden	US	0	0	Director
Mark Ploof	US	0	0	Director, Vice President
Kevin P. Genda	US	0	0	Director
Christopher Holt	US	0	0	Vice President

The Licensee Entities, in turn, will be wholly owned and controlled, respectively, by Austin TV Stations Corp., WPB TV Stations Corp., SLC TV Stations Corp., and Providence TV Stations Corp. (collectively, the “Stations Entities”). Information concerning the Stations Entities is set forth below:

<b>Austin TV Stations Corp. WPB TV Stations Corp. SLC TV Stations Corp. Providence TV Stations Corp.</b>				
<b>Individual/Entity</b>	<b>Citizenship</b>	<b>% Votes</b>	<b>% Assets</b>	<b>Positional Interest</b>
TV Stations Holding LLC	US	100	100	Sole shareholder
Richard Reingold	US	0	0	Director, Vice President
Robert G. Warden	US	0	0	Director
Mark Ploof	US	0	0	Director, Vice President
Kevin P. Genda	US	0	0	Director
Christopher Holt	US	0	0	Vice President

Each of the Stations Entities will be wholly owned and controlled by TV Stations Holding LLC, which, in turn, will be wholly owned by TV Stations Acquisition LLC. Information concerning this entity is set forth below:

<b>TV Stations Holding LLC</b>				
<b>Individual/Entity</b>	<b>Citizenship</b>	<b>% Votes</b>	<b>% Assets</b>	<b>Positional Interest</b>
TV Stations Acquisition, LLC	US	100	100	Sole Member

The two members of TV Stations Acquisition LLC will be TV Stations Investors LLC, which will be the managing member, and Richard Reingold. In addition, it is anticipated that other members of management of the Station Entities (all of which are U.S. persons) will be eligible to receive non-managing membership interests in TV Stations Acquisition LLC. Information concerning TV Stations Acquisition LLC is set forth below:

<b>TV Stations Acquisition LLC</b>				
<b>Individual/Entity</b>	<b>Citizenship</b>	<b>% Votes</b>	<b>% Assets</b>	<b>Positional Interest</b>
TV Stations Investors LLC	US	100	Not less than 90	Member, Manager
Richard Reingold	US	0	3.5	Non-managing Member
Other members of management of the Stations Entities (all U.S.)	US	0	Up to 6.5	Non-managing Members

TV Stations Investors LLC will be wholly controlled by non-member manager TV Manager LLC which, in turn, will be controlled by Steven Feinberg, its sole member. The LLC Agreement for TV Stations Investors LLC contains language designed to insulate the members from holding attributable interests in the Licensee Entities under the FCC's attribution standards.<sup>2</sup> Information concerning TV Stations Investors LLC and TV Manager LLC is set forth below:

<b>TV Stations Investors LLC</b>				
<b>Individual/Entity</b>	<b>Citizenship</b>	<b>% Votes</b>	<b>% Assets</b>	<b>Positional Interest</b>
TV Manager LLC	US	100	0	Non-member Manager
Various entities	US <sup>3</sup>	0	100	Insulated Members

<b>TV Manager LLC</b>				
<b>Individual/Entity</b>	<b>Citizenship</b>	<b>% Votes</b>	<b>% Assets</b>	<b>Positional Interest</b>
Stephen Feinberg	US	100	100	Sole Member

As noted above, the Insulated Members of TV Stations Investors LLC are not parties to this application. Nonetheless, the names of entities that hold these non-attributable interests are identified below to give the FCC staff a fuller picture of the proposed

<sup>2</sup> The Partnership Agreements for Cerberus Institutional Partners, L.P. and Cerberus Institutional Partners (America), L.P., respectively, also contain language insulating the limited partners from attribution.

<sup>3</sup> All of the equity of TV Stations Investors LLC is held by US entities except for 8% which is held by a Bahamas entity. The amount of equity of the Licensee Entities attributable to non-US parties is less than 25 percent.

ownership structure of the Licensee Entities. Further, certain members of the general partners of the foregoing may be deemed to have attributable interests in the Licensee Entities and are therefore disclosed herein.

The insulated members of TV Stations Investors LLC will be Cerberus Series Three Holdings, LLC; Cerberus Series Four Holdings, LLC; Cerberus Partners, L.P.; Cerberus International, Ltd.; Cerberus America Series Two Holdings, LLC; Gabriel Assets, LLC; and Ahab Partners, L.P.

The sole member of both Cerberus Series Three Holdings, LLC and Cerberus Series Four Holdings, LLC is Cerberus Institutional Partners, L.P. The general partner of Cerberus Institutional Partners, L.P. is Cerberus Institutional Associates, LLC. Stephen Feinberg is the managing member of Cerberus Institutional Associates, LLC. The non-managing members of Cerberus Institutional Associates, LLC are Feinberg Family Institutional, LLC and Richter Investment Corp. The members of Feinberg Family Institutional, LLC are Stephen Feinberg (managing member) and various Feinberg family trusts. William L. Richter is President and a Director of Richter Investment Corp. The other Director of Richter Investment Corp. is Richard L. Rubin.<sup>4</sup>

The General Partner of Cerberus Partners, L.P. is Cerberus Associates, LLC. The managing member of Cerberus Associates, LLC is Stephen Feinberg. Richter Investment Corp. is the non-managing member of Cerberus Associates, LLC.

The sole member of Cerberus America Series Two Holdings, LLC is Cerberus Institutional Partners (America), L.P. The General Partner of Cerberus Institutional Partners (America), L.P. is Cerberus Institutional Partners (America), LLC. The managing member of Cerberus Institutional Partners (America), LLC is Stephen Feinberg. Richter Investment Corp. is the non-managing member of Cerberus Institutional Partners (America), LLC.

The investment manager of Cerberus International Ltd. is Partridge Hill Overseas Management LLC. Stephen Feinberg is the chairman and managing member of Partridge Hill Overseas Management LLC. The non-managing member of Partridge Hill Overseas Management LLC is William L. Richter.

The investment manager of Gabriel Assets, LLC is Partridge Hill Management LLC. Stephen Feinberg is the managing member of Partridge Hill Management LLC. The non-managing member of Partridge Hill Management LLC is William L. Richter.

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<sup>4</sup> The address for Richter Investment Corp. is 299 Park Avenue, New York, NY 10171. The address for Mr. Richter and Mr. Rubin is c/o Richter Investment Corp., 299 Park Avenue, New York, NY 10171.

# CONTROL OF LICENSEE ENTITITES

