

Description of Transaction

This Form 315 application requests Commission consent to transfer control of JBS, Inc. ("JBS") from Samuel Jacobs ("Jacobs") to Neal A. Rosenbaum ("Rosenbaum").

JBS is the licensee of Class A television station WYSJ-CA, Yorktown, Virginia, and low power television stations WVBN-LP, Virginia Beach, Virginia and WJHJ-LP, Newport News, Virginia. This proposed transaction has been precipitated by recent events involving Jacobs, who holds 70% of JBS's stock (and serves as JBS's president). On April 13, 2012, Jacobs was convicted of having committed felonies by a federal jury following a trial in the United States District Court for the Eastern District of Virginia. More specifically, Jacobs was convicted of 27 counts of mail fraud, money laundering, engaging in transactions using proceeds from the mail fraud, and forgery. Jacobs is scheduled to be sentenced on September 6, 2012. However, Jacobs plans to file an appeal with the United States Court of Appeals for the Fourth Circuit. Thus, the Order of the United States District Court is not final, and it will not become final until after the conclusion of the appeals process.

In the meantime, subject to Commission approval, Jacobs proposes to return his stock to the corporation. Jacobs' intentions are reflected in a Special Power of Attorney and General Power of Attorney he executed after his conviction. Copies of those documents are annexed hereto. After the return of Jacobs' stock, Rosenbaum, who currently holds the remaining 30% of JBS's stock, will hold 100% of JBS's stock.

Jacobs will not receive any money or other consideration for the return of his stock to the corporation.

In short, upon consummation of the proposed transaction, Jacobs will not have any interest or role in JBS.

The transfer of control of JBS to Rosenbaum will serve the public interest. Jacobs is no longer in a position to manage JBS and insure its compliance with the Communications Act of 1934, as amended, or Commission rules and policies. Nor is Jacobs in a position to protect the interests of JBS's innocent creditors, of whom there are many. Only Rosenbaum can continue to operate the business and provide those creditors with some prospect of having their bills paid. Rosenbaum's commitment to protect the interests of those creditors is reflected in the nature of the proposed transaction. The transaction involves a transfer of control of JBS, rather than an assignment of the stations' licenses to a new entity owned solely by Rosenbaum. As a result, the proposed transaction will preserve the rights of those creditors and provide them with some hope that their bills can be paid through the continued operation of the stations or by a later sale of the stations.

The transfer of control will also insure that Rosenbaum will not be unfairly penalized by Jacobs' misconduct. Rosenbaum – who had no role in Jacobs' criminal misconduct – has invested more than \$1.3 million in JBS since its formation. That investment would be completely lost if Rosenbaum were not able to assume control of the corporation.

For all of these reasons, the application should be granted.