

**FCC Form 345
Description of Transaction
Pro Forma Assignment**

This Application seeks the Commission's consent to a pro forma assignment of Class A television station licenses (the "Licenses") held by The Box Worldwide LLC ("The Box") to Viacom International Inc. ("VII"). There are no written agreements related to this pro forma transfer at this time.

The Box is an indirect, wholly-owned subsidiary of VII, the proposed assignee. Thus, the consummation of the transaction underlying this application will have effect no change in the ultimate ownership or control of the licenses.

Charts depicting the present and proposed organizational structures are attached hereto.

