

## EXHIBIT 6

### Description of Parties and Transaction

KCETLink, a nonprofit viewer-supported public transmedia organization, and KOCE-TV Foundation dba PBS SoCal, the leading PBS organization for Southern California, plan to merge. The historic union of these two storied institutions creates the opportunity to produce more original programs for multiple channels and platforms that will address the needs of the diverse communities of Southern California and the nation, and that provide experiences that educate, inform, entertain, and empower. The combined organization will adopt a new name that will be announced at closing. This application is being filed to seek the FCC's consent required to consummate this transaction.

**KCETLink.** KCETLink is the national independent public media organization formed by the December 2012 merger between KCET and Link TV. KCET is an independent, nonprofit, viewer-supported public television station in Los Angeles with nearly two million viewers each month, making it the second most-watched public television station in the United States. KCET distributes four channels of commercial-free programming in 11 Southern and Central California counties via broadcast and cable, as well as through various digital delivery systems. Link TV is an independent non-commercial programmer, providing unique perspectives on international news, current events, and diverse cultures, and presenting issues not often covered in the U.S. media. Link TV is distributed nationally via satellite on DIRECTV(channel 375) and DISH (channel 9410), and is also available on cable and broadcast television in select markets, as well as digitally.

**PBS SoCal.** PBS SoCal is the licensee of KOCE-TV, the member-supported flagship PBS station for more than 18 million people across six diverse Southern California counties. PBS SoCal delivers four broadcast streams, which include the full schedule of high-quality PBS programs, including programming for children, plus content for, about and by the people of Southern California. PBS SoCal content is accessible for streaming at [pbsocal.org](http://pbsocal.org), on PBS mobile apps, at PBS SoCal's Passport service, and connected television services.

**Transaction.** This application seeks FCC consent to the transfer of control of PBS SoCal. To the extent possible, the combination of KCETLink and PBS SoCal has been designed as a merger of equals. The structure of the transaction, however, is that KOCE-TV Foundation will merger with and into KCETLink, which will be the surviving entity.

The new organization will continue to operate from both KCETLink's and PBS SoCal's existing Southern California locations in Burbank, Costa Mesa and Los Angeles. There will be no immediate changes to broadcast operations or program schedules on any of the stations' channels during the merger transition period. Both stations fully cover both communities of license.

Attached hereto are a series of attachments that describe the Governance of the merged entity (Attachment 1), the proposed Officers and Directors of the merged entity (Attachment 2), biographies of the proposed Directors (Attachment 3) and a demonstration that the merged entity is eligible to be the licensee of a noncommercial educational television station (Attachment 4).

**Governance**

The merged entity will be governed by a 32-person Board of Directors composed of 14 members from the respective boards of KCETLink and PBS SoCal, as well as four new Board appointees who do not serve on either Board. KCETLink Board of Directors Chair Dick Cook will be Board Chair of the merged entity, and PBS SoCal President and CEO Andrew Russell will be President and CEO of the merged entity.

**Exhibit 6, Attachment 2****Parties to the Application**

The proposed assignee, KCETLink, is a California nonprofit public benefit corporation. There are no members of the corporation, and thus no one holds an equity interest in the corporation, headquartered at 2900 West Alameda Avenue, Burbank, CA 91505. The table below lists the officers and Directors of the merged entity, who have been identified to date. The merged entity will have a total of 32 Directors, 14 from each of KCETLink and PBS SoCal and 4 new Directors

<b>Name</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Voting Interest</b>
KCETLink	U.S. (California nonprofit public benefit corporation)	Assignee	n/a
Dick Cook La Canada Flintridge, CA	U.S.	Chair & Director	1/32
Andrew Russell Irvine, CA	U.S.	President & CEO	0
Gordon Bava Los Angeles, CA	U.S.	Director	1/32
Margaret Black Los Angeles, CA	U.S.	Director	1/32
Dr. Jo Ellen Chatham Newport Beach, CA	U.S.	Director	1/32
Judith Garfi-Partridge Fullerton, CA	U.S.	Director	1/32
Anne Gates Van Nuys, CA	U.S.	Director	1/32
Dan German San Francisco, CA	U.S.	Director	1/32
Todd Hollander Newport Beach, CA	U.S.	Director	1/32
Channing D. Johnson Los Angeles, CA	U.S.	Director	1/32
Janet Jones Santa Ana, CA	U.S.	Director	1/32
Jeffrey Levine Los Angeles, CA	U.S.	Director	1/32
Ronald S. Lushing Los Angeles, CA	U.S.	Director	1/32

Mary A. Lyons Newport Beach, CA	U.S.	Director	1/32
Keleen Bixby Mazzo Laguna Beach, CA	U.S.	Director	1/32
Robert McDonald Santa Ana, CA	U.S.	Director	1/32
William O'Hare Costa Mesa, CA	U.S.	Director	1/32
Michael Riley Los Angeles, CA	U.S.	Director	1/32
Robert Romney Irvine, CA	U.S.	Director	1/32
Dr. James Rosser West Covina, CA	U.S.	Director	1/32
Charles Steinmetz Manhattan Beach, CA	U.S.	Director	1/32
Christopher Thompson Rosemead, CA	U.S.	Director	1/32
Joseph Valdes Pasadena, CA	U.S.	Director	1/32
Ernest J. Wilson III Los Angeles, CA	U.S.	Director	1/32
Val Zavala Altadena, CA	U.S.	Director	1/32
David J. Zuercher Redondo Beach, CA	U.S.	Director	1/32

**Biographies of the Proposed Officers and Directors**

As demonstrated by the brief biographies below, the Board of Directors of the merged entity will be local to the service areas of KOCE-TV and KCET and will be broadly representative of the educational, cultural, and civic elements of the Southern California communities served by KCET and KOCE-TV. The members of the Board of Directors designated to date are:

- Dick Cook is the current Board Chair and interim CEO of KCETLink and will be the future Chair of the combined organization's Board. Mr. Cook resides in La Canada Flintridge, California, and is a past chair of The Walt Disney Studios.
- Andrew Russell, current President and CEO of PBS SoCal and future President and CEO of the merged organization, is a 25-year veteran of public broadcasting, having held senior executive leadership positions at PBS and the Corporation for Public Broadcasting. He resides in Irvine, California.
- Gordon Bava, current Secretary of KCETLink's Board, resides in Los Angeles, California, and is co-chair of the law firm Manatt, Phelps & Phillipps LLP.
- Margaret Black, a current KCETLink Board member, resides in Los Angeles, California, and is a retired corporate insurance executive with Marsh & McLennan and Johnson & Higgins.
- Dr. Jo Ellen Chatham, a current member of the PBS SoCal Board, was a college political science professor, President of Eagle Forum of California, a public policy organization, and a gubernatorial appointee to the Board of Governors of the California Bar Association. She resides in Newport Beach, California.
- Judy Garfi-Partridge, a current member of the PBS SoCal Board, is the owner of Summit General Insurance and the founder and CEO of Eastwood Insurance. She resides in Fullerton, California.
- Anne Gates, a current member of the PBS SoCal Board, served as President of MGA Entertainment, the largest privately-held U.S. toy company, and as Executive Vice President and CFO of The Disney Company's Consumer Products Division. She resides in Van Nuys, California.
- Dan German, a current KCETLink Board member, resides in San Francisco, California, and is a founder of Fort Mason Asset Management.
- Todd Hollander, a current member of the PBS SoCal Board, is Executive Vice President of the Business Banking Group at Union Bank and has performed key business and commercial banking roles. He resides in Newport Beach, California.

- Channing D. Johnson, a current KCETLink Board member, resides in Los Angeles, California, and is a partner at the law firm Loeb & Loeb LLP.
- Janet “Jenny” Jones, a current member of the PBS SoCal Board, is the President and owner of Elkins Jones Insurance Agency in West Los Angeles, California, and worked for Lincoln National Life Insurance Company, the predecessor to Elkins Jones. She resides in Santa Ana, California.
- Jeffrey Levine, a current KCETLink Board member, resides in Los Angeles, California, and is an entertainment industry executive.
- Ronald S. Lushing, a current KCETLink Board member, resides in Los Angeles, California, and is a retired real estate executive.
- Mary Lyons, a current member of the PBS SoCal Board, is a former public school teacher, who has received numerous awards for her educational advocacy and philanthropy. She resides in Newport Beach, California.
- Keleen Bixby Mazzo, a current member of the PBS SoCal Board, has chaired the American Celebration for Chapman University, the UC Irvine Medal Awards, UC Irvine Medical Center Gala and the Laguna Beach Boys and Girls Club Gala. She resides in Laguna Beach, California.
- Robert McDonald, a current member of the PBS SoCal Board, is President and Executive Director of the Black Chamber of Commerce in Orange County, California, and has served as a member of the California Cultural and Historical Endowment Board. He resides in Santa Ana, California.
- William O’Hare, a current member of the PBS SoCal Board, is a partner in Snell & Wilmer, a law firm. He resides in Costa Mesa, California.
- Michael Riley, former President and CEO of KCETLink and a current KCETLink Board member, resides in Los Angeles, California, and is General Manager of Ellen Digital Ventures.
- Bob Romney, a current member of the PBS SoCal Board, was the Founder and CEO of Zenographics and the principal architect of its imaging software. He resides in Irvine, California.
- Dr. James Rosser, a current member of the PBS SoCal Board, served for more than three decades as President of California State University, Los Angeles and is a professor of health care management and microbiology at California State University, Los Angeles. He resides in West Covina, California.

- Charles Steinmetz, a current member of the PBS SoCal Board, is President and Director of the Steinmetz Foundation, which supports literacy programs in Southern California, and President of JCA Associates and Tiernay Properties. He resides in Manhattan Beach, California.
- Christopher Thompson, a current member of the PBS SoCal Board, is Vice President for strategic planning at Edison International. He previously served as Chief of Staff to U.S. Senator Dianne Feinstein. He resides in Rosemead, California.
- Joseph “Pep” Valdes, a current member of the PBS SoCal Board, is Vice President and Director of New Business Development at Parking Company of American Management, a private, minority-owned parking company. He resides in Pasadena, California.
- Ernest J. Wilson III resides in Los Angeles, California, and is a full professor and the former Dean of the Annenberg School of Communications at the University of Southern California.
- Val Zavala is a retired KCET news anchor and producer who has won multiple Emmy awards. Ms. Zavala resides in Altadena, California.
- David J. Zuercher, current Treasurer of KCETLink’s Board, resides in Redondo Beach, California, and is a former executive of Wells Fargo & Company.

In addition to their positions in the fields of education, law, recreation, business, minority and ethnic groups, youth organizations and other professions, the Directors of the merged entity are active in a wide range of local charitable, philanthropic, cultural, civic, governmental and educational activities.

**NCE Certification**

KCETLink is a California nonprofit public benefit corporation. As a viewer-supported, 501(c)(3) organization, KCETLink is committed to independent perspectives, global entertainment, engagement with local communities and opportunities for engagement and social action.

KCETLink certifies that it is a non-profit entity, that its governing documents permit its advancement of educational objectives, and that no provision of those documents restrict it from advancing an educational program or complying with any FCC rule, policy, or provision of the Communications Act of 1934, as amended.

As the long-time licensee of a non-commercial educational television station, KCETLink has demonstrated its commitment to, and capability of, providing educational broadcast programming. The merged entity will continue to pursue KCET's educational objectives by ensuring that high quality noncommercial broadcasting is available to the service areas of KCET and KOCE-TV. More specifically, the merged entity will offer a wide variety of educational programming designed to meet the needs and interests of residents within the local community of license, including children's programs and programs examining cultural, economic, and social issues.

The Commission previously granted broadcast applications that found KCETLink qualified as a noncommercial educational entity with a qualifying educational program. *See, e.g.*, FCC File No. BREDT 20140731APU. KCETLink will use KOCE-TV to advance a program similar to that the Commission has found qualifying in KCETLink's previous applications.

As further evidence of KCET's eligibility to serve as transferee of the license of KOCE-TV, it attaches Section II, Items ## 1-7 of FCC Form 340 (Attachment A, hereto) and information about proposed members of the merged entity (See Exhibit 6, Attachment 2, above). In accordance with Worksheet #2 of FCC Form 340, the information contained in the attached biographies demonstrates that the combined Board of KCET will be representative of community elements that will be served by KOCE-TV and KCET.

**FCC Form 340, Section II, Items #1-7**

**SECTION II - Legal and Financial**

<p>1. <b>Certification.</b> Applicant certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Applicant further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>2. <b>Eligibility.</b> Each application must answer "Yes" to one and "No" to two of the three following certifications. An applicant should not submit an explanatory exhibit in connection with these Question 2 "No" responses.</p> <p>The applicant certifies that it is:</p> <p>a. a nonprofit educational institution; or</p> <p>b. a governmental entity other than a school; or</p> <p>c. a nonprofit educational organization, other than described in a. or b.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p> <p><input type="radio"/> Yes <input checked="" type="radio"/> No</p> <p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>3. For applicants checking "Yes" to question 2(c) and applying for a new noncommercial educational television station only, the applicant certifies that the applicant's officers, directors and members of its governing board are broadly representative of the educational, cultural, and civic segments of the principal community to be served.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p> <p><input type="radio"/> N/A</p>
<p>4. a. The applicant certifies that the Commission has previously granted a broadcast application identified here by file number that found this applicant qualified as a noncommercial educational entity with a qualifying educational program, and that the applicant will use the proposed station to advance a program similar to that the Commission has found qualifying in applicant's previous application.</p> <p>b. Applicants who answered "No" to Question 4(a), must include an exhibit that describes the applicant's educational objective and how the proposed station will be used to advance an educational program that will further that objective according to 47 C.F.R. Section 73.503 (for radio applicants) and 47 C.F.R. Section 73.621 (for television applicants).</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p> <p>FCC FileNumber BPED-19851023MA</p> <p>[Exhibit 2]</p>
<p>5. The applicant certifies that its governing documents (e.g., articles of incorporation, by-laws, charter, enabling statute, and/or other pertinent organizational document) permit the applicant to advance an educational program and that there is no provision in any of those documents that would restrict the applicant from advancing an educational program or complying with any Commission rule, policy, or provision of the Communications Act of 1934, as amended.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>6. a. <b>Parties to the Application.</b> List separately each party to the application including, as applicable, the applicant, its officers, directors, five percent or greater stockholders, non-insulated partners, members, and all other persons and entities with attributable interests. If another entity hold an attributable interest in the applicant, list separately, as applicable, its officers, directors, five percent or greater stockholders, non-insulated partners, and board members. Create a separate row for each individual or entity. Attach additional pages if necessary.</p> <p>[Enter Parties/Owners Information]</p> <p>_____</p> <p>_____</p> <p>b. Applicant certifies that equity and financial interests not set forth above are non-attributable pursuant to 47 C.F.R. Section 73.3555 and that there are no agreements or understandings with any non-party that would give influence over the applicant's programming, personnel, or finances to that non-party.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p> <p>[Exhibit 3]</p>
<p>7. <b>Other Authorizations.</b> List call signs, locations, and facility identifiers of all other broadcast stations in which applicant or any party to the application has an attributable interest pursuant to the notes to 47 C.F.R. Section 73.3555.</p>	<p><input type="checkbox"/> N/A</p> <p>[Exhibit 4]</p>