

EXHIBIT 10

Parties to the Application

As described in Exhibit 2, the licensee requests the FCC's consent to the *pro forma* transfer of control of Cox Enterprises, Inc., which is the ultimate parent company of the licensee. The changes in interests resulting from the proposed transfer of control is described in Section II at page 17 of this exhibit.

I. Description of current ownership and parties to the application.

Ownership of KTVU Partnership

KTVU Partnership ("KTVU") is a Georgia Partnership. The address for KTVU and the contact address for the partners of KTVU listed herein is: 6205 Peachtree Dunwoody Road, Atlanta, GA 30328, unless otherwise indicated. The partners of KTVU with a five percent or greater stock interest in KTVU are as follows:

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (1.) | (2.) | (3.) |
|----|---|---|---|
| 1. | KTVU, Inc. Two Jack London Square Oakland, CA 94607 | ACC Family Partnership, L.P. 6205 Peachtree Dunwoody Rd Atlanta, GA 30328 | Anthony Family Partnership 6205 Peachtree Dunwoody Rd Atlanta, GA 30328 |
| 2. | Delaware corporation | Delaware limited partnership | Delaware general partnership |
| 3. | N/A | N/A | N/A |
| 4. | N/A | N/A | N/A |
| 5. | 55% ¹ | 22.5% | 22.5% |

¹ The respondent interprets Question 5 as seeking information about any parties, whose interests are otherwise non-attributable, who acquire attributable status as a result of operation of the "equity debt plus" rule (47 C.F.R. § 73.3555, Note 2(j)). There are no such parties in the reporting entity. As a result, Line 5 has been answered "N/A," unless there is a positional interest to report. Where applicable, the figure represents the percentage of equity the party holds in the entity.

Ownership of KTVU, Inc.

KTVU, Inc. ("KTVUI") is a Delaware Corporation that has one class of common stock, 100 shares of which are issued and outstanding. The address for KTVUI and the contact address for the officers and directors of KTVUI listed herein is: 6205 Peachtree Dunwoody Road, Atlanta, GA 30328, unless otherwise indicated. The officers and directors of KTVUI and those stockholders with a five percent or greater stock interest in KTVUI are as follows:

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (1.) | (2.) | (3.) |
|----|---|------------------|--------------------|
| 1. | KTVU, Inc. 6205 Peachtree Dunwoody Rd Atlanta, GA 30328 | Andrew S. Fisher | Preston B. Barnett |
| 2. | Delaware Corporation | USA | USA |
| 3. | N/A | President | Vice President |
| 4. | N/A | 0% | 0% |
| 5. | N/A | N/A ² | N/A |

| | (4.) | (5.) | (6.) |
|----|------------------|-----------------------------|--|
| 1. | Andrew A. Merdek | John G. Boyette | Adina B. Pasto |
| 2. | USA | USA | USA |
| 3. | Secretary | Vice President and Director | Assistant Secretary and Assistant Treasurer |
| 4. | 0% | 0% | 0% |
| 5. | N/A | N/A | N/A |

| | (7.) | (8.) | (9.) |
|----|---|---|---|
| 1. | Timothy G. McVay | Thomas A. Raponi | Henry J. Witte, Jr. |
| 2. | USA | USA | USA |
| 3. | Vice President and General Manager - KTVU-TV | Vice President and General Manager - KICU-TV | Vice President and General Manager - KFOX-TV |
| 4. | 0% | 0% | 0% |
| 5. | N/A | N/A | N/A |

² The respondent interprets Question 5 as seeking information about any parties, whose interests are otherwise non-attributable, who acquire attributable status as a result of operation of the "equity debt plus" rule (47 C.F.R. § 73.3555, Note 2(j)). There are no such parties in the reporting entity. As a result, Line 5 has been answered "N/A," unless there is a positional interest to report. Where applicable, the figure represents the percentage of equity the party holds in the entity.

Ownership of KTVU, Inc. (cont'd)

| | (10.) | (11.) | (12.) |
|----|------------------------|----------------------------------|---------------------|
| 1. | Richard J. Jacobson | Mindy Riddle | Shauna J. Sullivan |
| 2. | USA | USA | USA |
| 3. | Treasurer and Director | Assistant Secretary and Director | Assistant Secretary |
| 4. | 0% | 0% | 0% |
| 5. | N/A | N/A | N/A |

| | (13.) | (14.) | (15.) |
|----|---------------------|-----------------------------|---|
| 1. | Carol L. Lerner | Amelia L. DiVenere | Cox Broadcasting, Inc. 6205 Peachtree Dunwoody Rd Atlanta, GA 30328 |
| 2. | USA | USA | Delaware Corporation |
| 3. | Assistant Treasurer | Vice President and Director | N/A |
| 4. | 0% | 0% | 100% |
| 5. | N/A | N/A | N/A |

Ownership of Anthony Family Partnership

Anthony Family Partnership (“AFP”) is a Georgia Partnership. The address for AFP and the contact address for the partners of AFP listed herein is: 6205 Peachtree Dunwoody Road, Atlanta, GA 30328, unless otherwise indicated. The partners of AFP with a five percent or greater stock interest in AFP are as follows:

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (1.) | (2.) | (3.) |
|----|-----------------------------|----------------------|----------------------|
| 1. | Anthony Family Partnership | KTVU-BCA, Inc. | KTVU-JCK, Inc. |
| 2. | Georgia General Partnership | Delaware Corporation | Delaware Corporation |
| 3. | N/A | General Partner | General Partner |
| 4. | N/A | N/A | N/A |
| 5. | N/A | 5% ³ | 14.84% |

| | (4.) | (5.) | (6.) |
|----|--|---|--|
| 1. | The Kennedy Children’s Trust, James C. Kennedy and R. Dale Hughes, Trustees c/o Cox Enterprises, Inc. | The Blair D. Parry-Okeden Trust, James C. Kennedy and R. Dale Hughes, Trustees c/o Cox Enterprises, Inc. | The Parry-Okeden Children’s Trust, Blair K. Parry-Okeden and R. Dale Hughes, Trustees c/o Cox Enterprises, Inc. |
| 2. | N/A | N/A | N/A |
| 3. | General Partner | General Partner | General Partner |
| 4. | N/A | N/A | N/A |
| 5. | 39.19% | 14.84% | 26.13% |

³ The respondent interprets Question 5 as seeking information about any parties, whose interests are otherwise non-attributable, who acquire attributable status as a result of operation of the “equity debt plus” rule (47 C.F.R. § 73.3555, Note 2(j)). There are no such parties in the reporting entity. As a result, Line 5 has been answered “N/A,” unless there is a positional interest to report. Where applicable, the figure represents the percentage of equity the party holds in the entity.

Ownership of ACC Family Partnership, L.P.

ACC Family Partnership, L.P. (“ACCFP”) is a Delaware Partnership. The address for ACCFP and the contact address for the partners of ACCFP listed herein is: 6205 Peachtree Dunwoody Road, Atlanta, GA 30328, unless otherwise indicated. The partners of ACCFP with a five percent or greater stock interest in ACCFP are as follows:

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (1.) | (2.) | (3.) |
|----|------------------------------|----------------------|------|
| 1. | ACC Family Partnership, L.P. | KTVU-ACC, Inc. | |
| 2. | Delaware Limited Partnership | Delaware Corporation | |
| 3. | N/A | Sole General Partner | |
| 4. | N/A | N/A | |
| 5. | N/A | 5.02% ⁴ | |

⁴ The respondent interprets Question 5 as seeking information about any parties, whose interests are otherwise non-attributable, who acquire attributable status as a result of operation of the “equity debt plus” rule (47 C.F.R. § 73.3555, Note 2(j)). There are no such parties in the reporting entity. As a result, Line 5 has been answered “N/A,” unless there is a positional interest to report. Where applicable, the figure represents the percentage of equity the party holds in the entity.

Ownership of KTVU-ACC, Inc.

KTVU-ACC, Inc. ("KTVU-A") is a Georgia Corporation that has [one class of common stock, 100 shares of which are issued and outstanding]. The address for KTVU-A and the contact address for the officers and directors of KTVU-A listed herein is: 6205 Peachtree Dunwoody Road, Atlanta, GA 30328, unless otherwise indicated. The officers and directors of KTVU-A and those stockholders with a five percent or greater stock interest in KTVU-A are as follows:

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (1.) | (2.) | (3.) |
|----|----------------------|------------------------|------------------------------|
| 1. | KTVU-ACC, Inc. | Anne Cox Chambers | John G. Boyette |
| 2. | Delaware Corporation | USA | USA |
| 3. | N/A | President and Director | Vice President and Secretary |
| 4. | N/A | 100% | 0% |
| 5. | N/A | N/A ⁵ | N/A |

| | (4.) | (5.) | |
|----|------------------------------|--|--|
| 1. | Richard J. Jacobson | Fred H. Beerman c/o Dow, Lohnes & Albertson One Ravinia Drive, Suite 1600 Atlanta, GA 30346 | |
| 2. | USA | USA | |
| 3. | Vice President and Treasurer | Assistant Secretary | |
| 4. | 0% | 0% | |
| 5. | N/A | N/A | |

⁵ The respondent interprets Question 5 as seeking information about any parties, whose interests are otherwise non-attributable, who acquire attributable status as a result of operation of the "equity debt plus" rule (47 C.F.R. § 73.3555, Note 2(j)). There are no such parties in the reporting entity. As a result, Line 5 has been answered "N/A," unless there is a positional interest to report. Where applicable, the figure represents the percentage of equity the party holds in the entity.

Ownership of KTVU-BCA, Inc.

KTVU-BCA, Inc. ("KTVU-B") is a Georgia Corporation that has [one class of common stock, 100 shares of which are issued and outstanding]. The address for KTVU-B and the contact address for the officers and directors of KTVU-B listed herein is: 6205 Peachtree Dunwoody Road, Atlanta, GA 30328, unless otherwise indicated. The officers and directors of KTVU-B and those stockholders with a five percent or greater stock interest in KTVU-B are as follows:

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (1.) | (2.) | (3.) |
|----|----------------------|------------------------|------------------------------|
| 1. | KTVU-BCA, Inc. | Barbara Cox Anthony | John G. Boyette |
| 2. | Delaware Corporation | USA | USA |
| 3. | N/A | President and Director | Vice President and Secretary |
| 4. | N/A | 100% | 0% |
| 5. | N/A | N/A ⁶ | N/A |

| | (4.) | (5.) | |
|----|------------------------------|---|--|
| 1. | Richard J. Jacobson | R. Dale Hughes c/o Dow, Lohnes & Albertson One Ravinia Drive, Suite 1600 Atlanta, GA 30346 | |
| 2. | USA | USA | |
| 3. | Vice President and Treasurer | Assistant Secretary | |
| 4. | 0% | 0% | |
| 5. | N/A | N/A | |

⁶ The respondent interprets Question 5 as seeking information about any parties, whose interests are otherwise non-attributable, who acquire attributable status as a result of operation of the "equity debt plus" rule (47 C.F.R. § 73.3555, Note 2(j)). There are no such parties in the reporting entity. As a result, Line 5 has been answered "N/A," unless there is a positional interest to report. Where applicable, the figure represents the percentage of equity the party holds in the entity.

Ownership of KTVU-JCK, Inc.

KTVU-JCK, Inc. (“KTVU-J”) is a Georgia Corporation that has [one class of common stock, 100 shares of which are issued and outstanding]. The address for KTVU-J and the contact address for the officers and directors of KTVU-J listed herein is: 6205 Peachtree Dunwoody Road, Atlanta, GA 30328, unless otherwise indicated. The officers and directors of KTVU-J and those stockholders with a five percent or greater stock interest in KTVU-J are as follows:

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (1.) | (2.) | (3.) |
|----|----------------------|------------------------|------------------------------|
| 1. | KTVU-JCK, Inc. | James C. Kennedy | John G. Boyette |
| 2. | Delaware Corporation | USA | USA |
| 3. | N/A | President and Director | Vice President and Secretary |
| 4. | N/A | 100% | 0% |
| 5. | N/A | N/A ⁷ | N/A |

| | (4.) | (5.) | |
|----|------------------------------|---|--|
| 1. | Richard J. Jacobson | R. Dale Hughes c/o Dow, Lohnes & Albertson One Ravinia Drive, Suite 1600 Atlanta, GA 30346 | |
| 2. | USA | USA | |
| 3. | Vice President and Treasurer | Assistant Secretary | |
| 4. | 0% | 0% | |
| 5. | N/A | N/A | |

⁷ The respondent interprets Question 5 as seeking information about any parties, whose interests are otherwise non-attributable, who acquire attributable status as a result of operation of the “equity debt plus” rule (47 C.F.R. § 73.3555, Note 2(j)). There are no such parties in the reporting entity. As a result, Line 5 has been answered “N/A,” unless there is a positional interest to report. Where applicable, the figure represents the percentage of equity the party holds in the entity.

Ownership of Cox Broadcasting, Inc.

Cox Broadcasting, Inc. (“CBI”) is a Delaware corporation that has one class of common stock, 100.07 shares of which are issued and outstanding. The address for CBI and the contact address for the officers and directors of CBI listed herein is: 6205 Peachtree Dunwoody Road, Atlanta, GA 30328, unless otherwise indicated. The officers and directors of CBI and those stockholders with a five percent or greater stock interest in CBI are as follows:

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (1.) | (2.) | (3.) |
|----|------------------------|---|--|
| 1. | Cox Broadcasting, Inc. | Andrew S. Fisher | Bruce R. Baker |
| 2. | Delaware Corporation | USA | USA |
| 3. | N/A | President – Cox Television and Director | Executive Vice President – TV Affiliates |
| 4. | N/A | 0% | 0% |
| 5. | N/A | N/A ⁸ | N/A |

| | (4.) | (5.) | (6.) |
|----|--------------------|------------------------------|---------------------|
| 1. | Preston B. Barnett | Sterling E. Davis | Richard J. Jacobson |
| 2. | USA | USA | USA |
| 3. | Vice President | Vice President – Engineering | Treasurer |
| 4. | 0% | 0% | 0% |
| 5. | N/A | N/A | N/A |

⁸ The licensee interprets this question as seeking information about any parties, whose interests are otherwise non-attributable, who acquire attributable status as a result of operation of the “equity debt plus” rule (47 C.F.R. § 73.3555, Note 2(i)). There are no such parties in the entity. As a result, this question has been answered “N/A,” unless there is a positional interest to report. Where applicable, the figure represents the percentage of equity the party holds in the entity

Officers, Directors, and Stockholders of Cox Broadcasting, Inc. (cont')

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (7.) | (8.) | (9.) |
|----|------------------------|--|---------------------|
| 1. | Andrew A. Merdek | Amelia L. DiVenere | Carol L. Larner |
| 2. | USA | USA | USA |
| 3. | Secretary and Director | Vice President – Finance & Administration and Director | Assistant Treasurer |
| 4. | 0% | 0% | 0% |
| 5. | N/A | N/A | N/A |

| | (10.) | (11.) | (12.) |
|----|----------------------------------|---------------------|------------------------------------|
| 1. | Deborah A. Thomas | Shauna J. Sullivan | William M. Spell |
| 2. | USA | USA | USA |
| 3. | Vice President – Human Resources | Assistant Secretary | Vice President – Marketing & Sales |
| 4. | 0% | 0% | 0% |
| 5. | N/A | N/A | N/A |

| | (13.) | | |
|----|--|--|--|
| 1. | Cox Holdings, Inc. 3993 Howard Hughes Parkway Suite 250 Las Vegas, NV 89109 | | |
| 2. | Delaware Corporation | | |
| 3. | Shareholder | | |
| 4. | 100% | | |
| 5. | N/A | | |

Ownership of Cox Holdings, Inc.

Cox Holdings, Inc. (“CHI”) is a Delaware corporation that has one class of common voting stock, 100,000 shares of which are issued and outstanding. The address for CHI and the contact address for the officers and directors of CHI listed herein is: 3993 Howard Hughes Parkway, Suite 250, Las Vegas, NV 89109, unless otherwise indicated. The officers and directors of CHI and those stockholders with a five percent or greater interest in CHI are as follows:

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (1.) | (2.) | (3.) |
|----|----------------------|------------------|--------------------|
| 1. | Cox Holdings, Inc. | G. Dennis Berry | Preston B. Barnett |
| 2. | Delaware Corporation | USA | USA |
| 3. | N/A | President | Vice President |
| 4. | N/A | 0% | 0% |
| 5. | N/A | N/A ¹ | N/A |

| | (4.) | (5.) | (6.) |
|----|------------------------|------------------------|----------------------------------|
| 1. | Andrew A. Merdek | Richard J. Jacobson | Mindy Riddle |
| 2. | USA | USA | USA |
| 3. | Secretary and Director | Treasurer and Director | Director and Assistant Secretary |
| 4. | 0% | 0% | 0% |
| 5. | N/A | N/A | N/A |

¹ The licensee interprets this question as seeking information about any parties, whose interests are otherwise non-attributable, who acquire attributable status as a result of operation of the “equity debt plus” rule (47 C.F.R. § 73.3555, Note 2(i)). There are no such parties in the entity. As a result, this question has been answered “N/A,” unless there is a positional interest to report. Where applicable, the figure represents the percentage of equity the party holds in the entity.

Officers, Directors and Stockholders of Cox Holdings, Inc. (cont')

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (7.) | (8.) | (9.) |
|----|---------------------|---------------------|---|
| 1. | Shauna J. Sullivan | Carol L. Larner | Cox Enterprises, Inc. 6205 Peachtree Dunwoody Rd. Atlanta, GA 30328 |
| 2. | USA | USA | Delaware Corporation |
| 3. | Assistant Secretary | Assistant Treasurer | N/A |
| 4. | 0% | 0% | 100% |
| 5. | N/A | N/A | 100% |

Ownership of Cox Enterprises, Inc.

Cox Enterprises, Inc. ("CEI") is a Delaware corporation that has one class of common voting stock (Class A Common) 604,516,641 shares of which are issued and outstanding. The address for CEI and the contact address for the officers and directors of CEI listed herein is: 6205 Peachtree Dunwoody Road, Atlanta, GA 30328, unless otherwise indicated. The officers and directors of CEI and those stockholders with a five percent or greater interest in CEI are as follows:

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (1.) | (2.) | (3.) |
|----|-----------------------|---|----------------------------|
| 1. | Cox Enterprises, Inc. | James C. Kennedy | David E. Easterly |
| 2. | Delaware Corporation | USA | USA |
| 3. | N/A | Chairman, Chief Executive Officer, and Director | Vice Chairman and Director |
| 4. | N/A | * | * |
| 5. | N/A | N/A ¹ | N/A |

| | (4.) | (5.) | (6.) |
|----|---|---|--|
| 1. | G. Dennis Berry | Robert C. O'Leary | Timothy W. Hughes |
| 2. | USA | USA | USA |
| 3. | President, Chief Operating Officer and Director | Executive Vice President, Chief Financial Officer, and Director | Senior Vice President – Administration |
| 4. | * | * | * |
| 5. | N/A | N/A | N/A |

¹ The licensee interprets this question as seeking information about any parties, whose interests are otherwise non-attributable, who acquire attributable status as a result of operation of the "equity debt plus" rule (47 C.F.R. § 73.3555, Note 2(i)). There are no such parties in the entity. As a result, this question has been answered "N/A," unless there is a positional interest to report. Where applicable, the figure represents the percentage of equity the party holds in the entity.

*Owners individually of less than one percent of Class A Common Stock.

Officers, Directors, and Stockholders of Cox Enterprises, Inc. (cont')

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (7.) | (8.) | (9.) |
|----|---------------------|---------------------|--|
| 1. | Shauna J. Sullivan | Carol L. Larner | Alexander V. Netchvolodoff |
| 2. | USA | USA | USA |
| 3. | Assistant Secretary | Assistant Treasurer | Senior Vice President - Public Policy |
| 4. | * | 0% | * |
| 5. | N/A | N/A | N/A |

| | (10.) | (11.) | (12.) |
|----|--------------------------------|-------------------------------------|-----------------------------|
| 1. | Alexandra M. Wilson | Marybeth H. Leamer | Barbara Cox Anthony |
| 2. | USA | USA | USA |
| 3. | Vice President – Public Policy | Vice President - Human Resources | Vice President and Director |
| 4. | * | * | 0% |
| 5. | N/A | N/A | N/A |

| | (13.) | (14.) | (15.) |
|----|-----------------------------|---|-----------------------------------|
| 1. | Anne Cox Chambers | Preston B. Barnett | Maria L. Friedman |
| 2. | USA | USA | USA |
| 3. | Vice President and Director | Vice President and General Tax Counsel | Assistant Vice President – Tax |
| 4. | 0% | * | * |
| 5. | N/A | N/A | N/A |

Officers, Directors, and Stockholders of Cox Enterprises, Inc. (cont')

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (16.) | (17.) | (18.) |
|----|---|------------------------------|--|
| 1. | Andrew A. Merdek | Richard J. Jacobson | Michael J. Mannheimer |
| 2. | USA | USA | USA |
| 3. | Vice President – Legal Affairs, General Counsel and Corporate Secretary | Vice President and Treasurer | Vice President - Materials Management |
| 4. | * | * | 0% |
| 5. | N/A | N/A | N/A |

| | (19.) | (20.) | (21.) |
|----|---|-----------------------------|--------------------------------------|
| 1. | Gregory B. Morrison | John C. Williams | Thomas B. Whitfield |
| 2. | USA | USA | USA |
| 3. | Vice President & Chief Information Officer | Vice President of Marketing | Vice President – Direct Marketing |
| 4. | 0% | * | 0% |
| 5. | N/A | N/A | N/A |

| | (22.) | (23.) | (24.) |
|----|-----------------|---------------|-----------------|
| 1. | Arthur M. Blank | Carl R. Gross | Thomas O. Cordy |
| 2. | USA | USA | USA |
| 3. | Director | Director | Director |
| 4. | 0% | * | 0% |
| 5. | N/A | N/A | N/A |

Officers, Directors, and Stockholders of Cox Enterprises, Inc. (cont')

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

| | (25.) | (26.) | (27.) |
|----|--|---------------|-----------------------|
| 1. | Sanford H. Schwartz | Paul J. Rizzo | Richard L. Braunstein |
| 2. | USA | USA | USA |
| 3. | Vice President of Business Development | Director | Director |
| 4. | 0% | 0% | * |
| 5. | N/A | N/A | N/A |

| | (28.) | (29.) | (30.) |
|----|-------------------------------|--|--|
| 1. | Richard D. Huguley | John G. Boyette | Anne Cox Chambers Atlanta Trust, Barbara Cox Anthony, Trustee c/o Cox Enterprises, Inc. 6205 Peachtree Dunwoody Rd. Atlanta, GA 30328 |
| 2. | USA | USA | N/A |
| 3. | Vice President of Development | Senior Vice President – Investments & Administration | N/A |
| 4. | 0% | 0% | 28.94032% |
| 5. | N/A | N/A | N/A |

| | (31.) | (32.) | |
|----|--|---|--|
| 1. | Barbara Cox Anthony Atlanta Trust, Anne Cox Chambers, Trustee c/o Cox Enterprises, Inc. 6205 Peachtree Dunwoody Rd. Atlanta, GA 30328 | Dayton Cox Trust - A, Barbara Cox Anthony, Anne Cox Chambers and Richard L. Braunstein, Trustees c/o Cox Enterprises, Inc. 6205 Peachtree Dunwoody Rd. Atlanta, GA 30328 | |
| 2. | N/A | N/A | |
| 3. | N/A | N/A | |
| 4. | 28.94032% | 41.06368% | |
| 5. | N/A | N/A | |

II. Description of Proposed Changes In Interest As a Result of the Transfer.

As described, Cox Enterprises, Inc. ("CEI") is a privately-held company that is controlled by Barbara Cox Anthony and Anne Cox Chambers through their voting stock interests in three trusts. Barbara Cox Anthony and Anne Cox Chambers have controlled Cox Enterprises since 1974. By this transaction, Cox Enterprises, Inc. proposes a restructuring that reclassifies the outstanding stock and reallocates the voting stock to one of the three trusts.

Barbara Cox Anthony and Anne Cox Chambers now control a majority of the vote of CEI through their control of the three trusts and, after consummation, they will continue to control a majority of the vote of CEI through their control of one of the trusts.

Cox Enterprises, Inc. currently has one class of common voting stock (Class A common). By this transaction, Cox Enterprises, Inc. would issue two new classes of common stock that would replace the Class A common stock. These new classes of stock will be Class B common voting stock and Class C common non-voting stock. After the proposed restructuring, the voting rights would be allocated as illustrated below. The trustees of Dayton Cox Trust-A would continue to have voting rights in the stock, and thus Barbara Cox Anthony and Anne Cox Chambers would continue to be the controlling shareholders of Cox Enterprises Inc. No new shareholders, officers, or trustees are being introduced as a result of this transaction.

Please see the charts included in Exhibit 2 for a detailed description of the votes and equity interests before and after the transaction.

As described, after the proposed transaction, Barbara Cox Anthony and Anne Cox Chambers, who have been in control of Cox Enterprises, Inc. since 1974, will continue to be in control of Cox Enterprises, Inc.