

DESCRIPTION OF TRANSACTION AND CHANGES IN INTERESTS

This application requests Commission consent to the *pro forma* transfer of control of the Licensee, which is indirectly controlled by CBS Corporation (“CBS”)—or, in the case of WTOG(TV) and WBXI-CD, to the *pro forma* assignment of the licenses for the stations to subsidiaries that will be directly controlled by CBS. Broadly, this application is one of twelve (12) concurrently filed applications seeking consent to a *pro forma* corporate restructuring through which CBS Operations Inc. (“COI”), a wholly owned subsidiary of CBS, ultimately will be merged into CBS, with CBS as the surviving entity with ultimate control of each of the various CBS television station licensees listed in the organizational charts provided as Figures 1 and 2 (each a “CBS Licensee” and together, the “CBS Licensees”).

Specifically:

- COI, an existing CBS Licensee, will contribute the licenses and assets for stations WTOG(DT), St. Petersburg, FL and WBXI-CD, Indianapolis, IN to CBS Operations Investments Inc. and CBS Mass Media Corporation, respectively.
- COI will retain its 80.2% interest in CBS International Inc. which wholly owns the licensee of KTVT(DT), Fort Worth, TX.
- COI will contribute all of its stock and membership interests (other than the stock of CBS International Inc., CBS Mass Media Corporation, and certain other subsidiaries that do not hold licenses) to CBS Operations Investments Inc.
- COI will merge with and into its parent, CBS. As a result, CBS International Inc., CBS Mass Media Corporation—as well as certain other subsidiaries that do not hold licenses—will become direct subsidiaries of CBS.

Figure 1 depicts the organizational structure above the CBS Licensees pre-reorganization, and Figure 2 illustrates the proposed changes to that structure. There are no written agreements relating to the *pro forma* reorganization at this time. The officers and directors of the COI subsidiaries proposed to be included in the ownership structure (each which will be 100% controlled by CBS) are included in Tables 1 and 2. The officers and directors of CBS will remain unchanged as a result of the proposed reorganization.

Because CBS will directly control CBS Operations Investments Inc. and CBS Mass Media Corporation, as it did COI, grant of the instant *pro forma* application will not result in a substantial change in control of the CBS Licensees. Accordingly, the use of FCC Form 316 is appropriate for this transaction. See 47 C.F.R. § 73.3540(f)(4); 1998 Biennial Regulatory Review – Streamlining of Mass Media Applications, Rules and Procedures, 13 FCC Rcd 11349, 11375 (1998). The qualifications of CBS to control FCC licenses are a matter of record before the Commission.

Figure 1

Pre Pro-Forma Reorganization

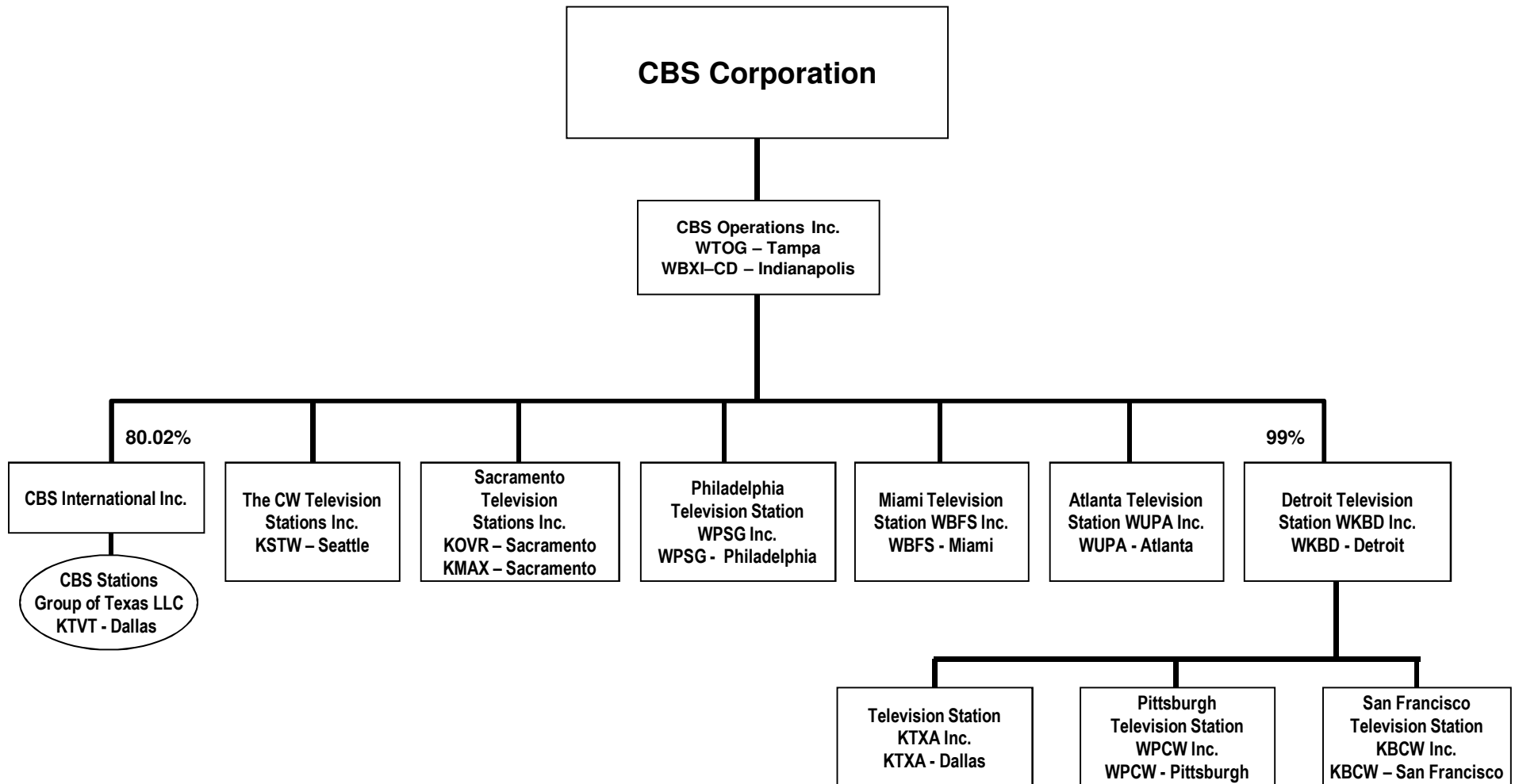
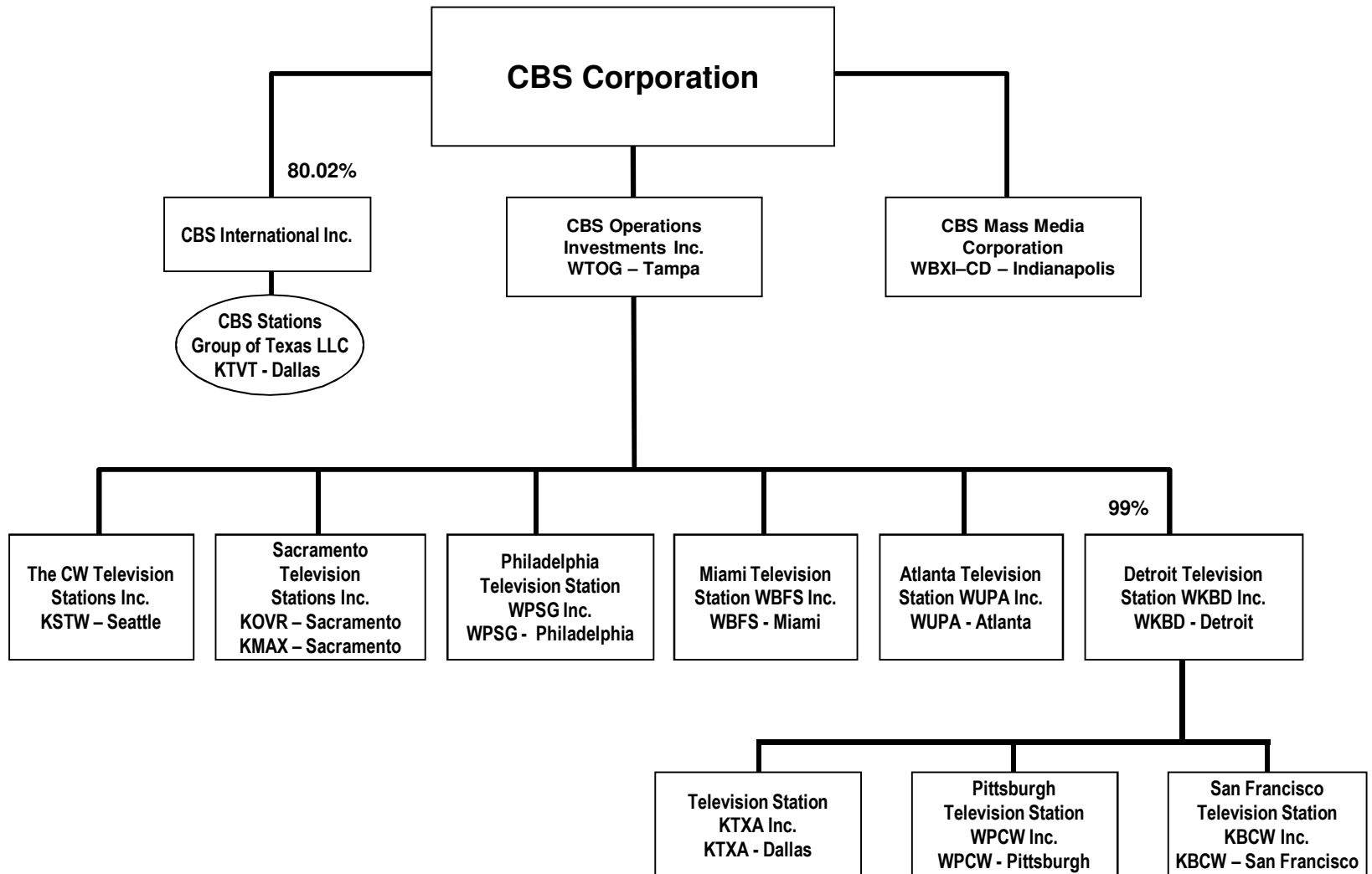


Figure 2

Post Pro-Forma Reorganization



New Attributable Interest Holders

The numbered items below refer to line numbers in the following Tables 1 and 2:

- (1) Name and Address
- (2) Citizenship
- (3) Position Interest
- (4) Percentage of Votes
- (5) Percentage of Equity

Table 1 - CBS Operations Investments, Inc.

(1)	(2)	(3)	(4)	(5)
CBS Corporation 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Shareholder	100%	100%
Jonathan H. Anschell 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Executive Vice President, General Counsel & Secretary	0%	0%
Julie Behuniak 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Rebecca Borden 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Vice President & Assistant Secretary	0%	0%
Craig Brill 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
David Byrnes 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Director/Senior Vice President, Controller & Chief Accounting Officer	0%	0%
Christopher Fontana 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Laura Franco 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Director/President	0%	0%
Mindy Greene 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Jo Ann Haller 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%

(1)	(2)	(3)	(4)	(5)
Richard M. Jones 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Senior Vice President & General Tax Counsel	0%	0%
Michael A. Koczko 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Kenneth F. Koen 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Mallory Levitt 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Christopher Lovejoy 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Anne Lucey 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Vice President & Assistant Secretary	0%	0%
Alissa Makower 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Hazel-Ann Mayers 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Chief Business Ethics & Compliance Officer	0%	0%
Matthew D. Morgeson 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Vice President & Assistant Secretary	0%	0%
James C. Morrison 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Treasurer	0%	0%
Kimberly D. Pittman 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Vice President & Assistant Secretary	0%	0%
Eric Sobczak 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Christina Spade 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Director/Executive Vice President & Chief Financial Officer	0%	0%

(1)	(2)	(3)	(4)	(5)
Naomi Waltman 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Vice President & Assistant Secretary	0%	0%
Syed Ahmer Wasim 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Vice President & Assistant Secretary	0%	0%

Table 2 - CBS Mass Media Corporation

(1)	(2)	(3)	(4)	(5)
CBS Corporation 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Shareholder	100%	100%
Jonathan H. Anschell 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Executive Vice President, General Counsel & Secretary	0%	0%
Julie Behuniak 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Rebecca Borden 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Vice President & Assistant Secretary	0%	0%
Craig Brill 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
David Byrnes 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Director/Senior Vice President, Controller & Chief Accounting Officer	0%	0%
Christopher Fontana 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Laura Franco 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Director/Executive Vice President & Assistant Secretary	0%	0%
Mindy Greene 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Jo Ann Haller 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Joseph R. Ianniello 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	President	0%	0%
Richard M. Jones 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Senior Vice President & General Tax Counsel	0%	0%

(1)	(2)	(3)	(4)	(5)
Michael A. Koczko 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Kenneth F. Koen 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Mallory Levitt 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Christopher Lovejoy 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Anne Lucey 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Vice President & Assistant Secretary	0%	0%
Alissa Makower 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Hazel-Ann Mayers 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Chief Business Ethics & Compliance Officer	0%	0%
Matthew D. Morgeson 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Vice President & Assistant Secretary	0%	0%
James C. Morrison 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Treasurer	0%	0%
Kimberly D. Pittman 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Vice President & Assistant Secretary	0%	0%
Kenneth P. Silver 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Vice President & Assistant Controller	0%	0%
Eric J. Sobczak 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Assistant Secretary	0%	0%
Christina Spade 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Director/Executive Vice President & Chief Financial Officer	0%	0%

(1)	(2)	(3)	(4)	(5)
Naomi Waltman 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Vice President & Assistant Secretary	0%	0%
Syed Ahmer Wasim 1725 Desales Street NW, Suite 501 Washington, DC 20036	U.S.	Vice President & Assistant Secretary	0%	0%