



**CBS**  
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**HOWARD F. JAECKEL**  
VICE PRESIDENT AND ASSOCIATE GENERAL COUNSEL

Ms. JoAnn Urofsky  
WUSF  
University Of South Florida  
4202 E. Fowler Ave. WRB219  
Tampa, FL 33620

Dear Urofsky:

July 15, 2005

The purpose of this letter is to memorialize the agreement of the University of South Florida ("University"), licensee of digital television station WUSF-DT, Tampa, Florida, to accept interference from digital television station WTVX-DT, Fort Pierce, Florida, in order to allow WTVX to operate on the channel it has elected for post-transition digital operations. We very much appreciate your accommodation in this regard.

As you know, WUSF is licensed to operate on NTSC Channel 16 and on digital television ("DTV") Channel 34. In the first round of the FCC's DTV channel election process, University elected Channel 34 for WUSF's post-transition digital operations.

WTVX is licensed to C-34 FCC Licensee Subsidiary, LLC ("C-34"), a wholly owned subsidiary of Viacom Inc. ("Viacom").<sup>1</sup> WTVX is licensed to operate on NTSC Channel 34 and on DTV Channel 50. In the first round of the FCC's DTV channel election process, C-34 elected its NTSC Channel 34 for WTVX's post-transition DTV operations.

WTVX has been notified by the FCC that its proposed digital operation on its elected NTSC Channel 34 would result in 0.2 % interference to WUSF-DT's proposed operation on its elected DTV Channel 34.

C-34 wishes to retain its first round DTV channel election for WTVX, and University, believing the resulting interference to WUSF to be insignificant, is willing to accommodate C-34's election. Accordingly, University hereby agrees to accept the interference which would result from WTVX-DT's currently proposed operation on NTSC Channel 34 and WUSF-TV's currently proposed digital operation on DTV Channel 34.

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<sup>1</sup> CBS Broadcasting Inc. is also a wholly-owned subsidiary of Viacom.

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No consideration is being paid or promised by either party in connection with the above agreement.

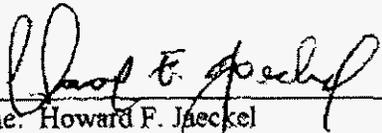
It is our mutual intent to seek FCC approval of this agreement by submission of an FCC Form 383 ("Digital Channel Election for Television Broadcast Station: First Round Conflict Decision") by August 8, 2005, in connection with which a copy of this letter may be provided to the Commission.

Please indicate your acceptance of the foregoing by signing the enclosed copies of this letter, and returning one to me.

Once again, thank you very much for your courtesy.

Sincerely,

C-34 FCC LICENSEE SUBSIDIARY, LLC

By:   
Name: Howard F. Jaeckel  
Title: Assistant Secretary

ACCEPTED AND AGREED:

UNIVERSITY OF SOUTH FLORIDA

By:   
Name: Michael Rierson University of South Florida, Board of Trustees,  
Title: President a public body corporate, for its WUSF Public Broadcasting.

APPROVED AS TO  
FORM AND LEGALITY  
  
HENRY W. LALONDERA  
ATTORNEY AT LAW