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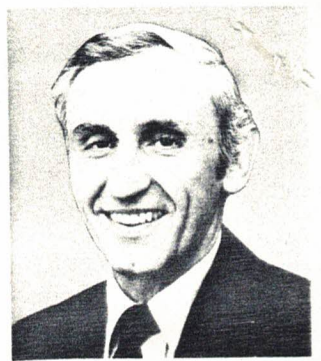
118430	MEMO	ROBERT MCFARLANE TO PATRICK BUCHANAN RE VIETNAM - TEN YEARS LATER (W/NOTATIONS)	2	4/11/1985	B1
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The above documents were not referred for declassification review at time of processing

Freedom of Information Act - [5 U.S.C. 552(b)]

- B-1 National security classified information [(b)(1) of the FOIA]
- B-2 Release would disclose internal personnel rules and practices of an agency [(b)(2) of the FOIA]
- B-3 Release would violate a Federal statute [(b)(3) of the FOIA]
- B-4 Release would disclose trade secrets or confidential or financial information [(b)(4) of the FOIA]
- B-6 Release would constitute a clearly unwarranted invasion of personal privacy [(b)(6) of the FOIA]
- B-7 Release would disclose information compiled for law enforcement purposes [(b)(7) of the FOIA]
- B-8 Release would disclose information concerning the regulation of financial institutions [(b)(8) of the FOIA]
- B-9 Release would disclose geological or geophysical information concerning wells [(b)(9) of the FOIA]

C. Closed in accordance with restrictions contained in donor's deed of gift.



Romano L. Mazzoli
of Louisville (3d Dist.)
Democrat—7th term

*discuss
with 77*



HOUSE OF REPRESENTATIVES
WASHINGTON, D. C. 20515

ROMANO L. MAZZOLI
THIRD DISTRICT
KENTUCKY

March 18, 1985

Dear Mr. Deane—

I have earlier written to
urge the President to force a
cancellation of the BMW sales.

Perhaps articles such as
the one by Mr. Safire will cause
you to rethink the whole affair
since it now looks as if Mr. Reagan
will not prevent the sale.

For what it's worth, several
audiences have made it clear to
me — without any encouragement
at all — That the arrangement

has a distinct odor of the tawdry
and is embarrassing to the White
House.

"Unseemly" is a distinct
understatement. I hope you
will terminate the transaction
whenever.

R. L. Mazzoli

ESSAY | William Safire NY T 3/18/85

It Seems 'Unseemly'

WASHINGTON

Unseemly" is not a word used often these days. If it's not illegal, goes the post-post-Watergate morality, it's not wrong. To denounce an action as *unethical* draws a smirk, and *improper* a shrug; the weakest of these, *unseemly*, carries as little sting as *inappropriate*.

I animadvert on what Washington observers have come to call, with world-weary amusement and not the slightest pricking of conscience, "the BMW affair."

As scandals go, it's no big deal. A crew of White House aides, advance men and members of the Secret Service went to West Germany to make arrangements for President Reagan's trip to the Bonn economic summit. While there, many of the Americans proceeded to make excellent arrangements for themselves, using their diplomatic passports and their Reagan association to purchase BMW automobiles at a 20 percent discount.

Now, a few of us — bluenoses, stiffs, sensation-seeking ethicists — think it worthy to note the irony in the President's men's paving the way for his economic discussions about the overvalued dollar by taking the time to ship home German-made cars for their personal use in the U.S.

Some doubt that it is fitting for White House aides, whose transportation to Europe was paid by the taxes of auto workers in Detroit, to take advantage of that taxpayer-subsidized travel to buy the products of those who compete with American auto workers.

A few others lift an eyebrow at the propriety of U.S. Government officials getting something for nothing. In the case of Michael Deaver, the Presidential aide who rose to great heights on the basis of his sensitivity to public opinion, his "perk" was a saving of about \$8,000 on a large (Model 733-I) BMW sedan. What did the Bavarian Motor Works expect to receive in return for this largesse?

Ordinary American tourists and tax-harassed executives could ask: When these cars are resold in the U.S. as new or used, should this discount, available only to some special Americans with black diplomatic passports, be reported to the I.R.S. as a taxable fringe benefit?

After Newsweek unveiled the deal, The Washington Post's Howard Kurtz was assured by a Secret Service spokesman that none of its agents were involved; a BMW official, asked if the special discount would be available if any White House officials planned to resell the cars, responded, "I'm in the car business, I'm not in the morality business."

How did President Reagan react to the private dealings of advance men sent abroad on the public's business? His was the classic everybody-did-it response: "You're talking about something that has gone on for a great many years, that exists in our embassies in all other countries. It's a standard practice..."

White House counsel Fred Fielding was then called upon to give his imprimatur to the car-buying scheme. The role of White House counsel has degenerated into (1) publicly condoning the tawdry acts, short of outright graft, of staffers; (2) ducking embarrassing inquiries, and then (3) writing a new regulation to prevent others from doing it again.

True to form, Mr. Fielding put out a statement that he found "nothing *per se* illegal or unethical" about the purchases of the nine luxury cars on the Bonn advance, and then distributed a

The irony in *L'affaire* BMW

directive forbidding future abuse of the diplomatic passport by advance men. (Who steals my *per se* steals trash...)

The Secret Service spokesman, it turns out, had been misinformed; some agents did purchase the BMW cars. White House aides who drive rickety American-made vehicles charge that this deal was bruited about for months by members of the Secret Service White House detail. The new Treasury Secretary should ask: Granted, such acceptance of foreign favors is not unlawful, but isn't it unseemly for these brave men to be touting foreign-car discounts or other perks on the side?

Ah, there's that word *unseemly*. When something gives you a creepy feeling; when the President of the United States is forced by the dictates of personal loyalty to uphold a practice he knows demeans his aides and his office; when the lawyer on the premises says it was okay up till now, but not to worry, it won't happen again — then we have an example of unseemliness.

People in high places tend to feel that an admission of unseemliness weakens them. Not so; Mr. Reagan would have been better advised to say: "I know it's been done all along, but that sort of thing doesn't set right with me. I told them to cut it out." □

Harold Burson

File

26 March 1985

Mike:

You have my best wishes for the launch of your new business. While I am disappointed you won't be one of us at Burson-Marsteller, I hope all that is good comes to you. I hope, too, that we will continue to stay in touch. Over two years (or so) of "courtship" leave me with a good feeling - I have appreciated your candor + valued your confidence. Though I regret the outcome, I really enjoyed the process - I only wish I had been a better salesman!

Harold.

Roger Sandler
photojournalism

15963 Valley Vista Boulevard
Encino, California 91436
(213) 275-9837
Washington, D.C.
(202) 296-0070

*John
Call*

21 March 1985

Mike Deaver
THE WHITE HOUSE
Washington DC

Mike,

I guess no news is bad news, but I am brave
enough to want to know why ...

Please give me a call when you have a moment. I'll
appreciate it.

Thank you very much.

My regards,

Roger

THE WHITE HOUSE
WASHINGTON

RR
FYI

*Bul
where are we
on this?*

March 18, 1985

MEMORANDUM FOR BOB TUTTLE

FROM: AUDREY PATRONE

SUBJECT: VICTOR GOODMAN - CANDIDATE FOR 6th CIRCUIT COURT
OF APPEALS

John Richardson (of the Attorney General's office) will arrange for Victor Goodman to be interviewed by the Office of Legal Policy at DOJ for a 6th Circuit judgeship position. DOJ feels they need to take a closer look at his candidacy.

they at A.G. will tell u/

Roy M. Brewer
4230 Jubilo Drive
Tarzana, California 91356



March 5, 1985

Dear Ron:

I am advised that N. Victor Goodman who is a member of the Federal Service Impasses Panel is being considered for appointment to the U.S. Circuit Court of Appeals for the Sixth District of Ohio. He seems to come very well recommended from the people in Ohio.

My only interest is that he is a member of the Panel. I know him as a good person and I know also that he worked very hard in the campaign among the Jewish groups in Ohio. I am sure that he will be a good man, if you see fit to appoint him. I fully understand that there are many other considerations which might take precedence so what I say is just for your information only.

Best wishes.

Sincerely,

file

6008 Loretto Street
Springfield, Virginia 22150
17 April 1985

Dear Michael,

I promised more than two years ago that I would never write another "Dear Michael" letter; but here it is — I lied !!!

We met at Ambassador Galbraith's residence when you were preparing the President's trip to Paris in 1982.

It was a terrible day for me; but you brightened the meeting by being so kind.

A few weeks later, I wrote the "Dear Michael" letter telling you that I was going to ask the President to posthumously promote my husband to Colonel. Well, you know the rest.

I shall always be grateful for your help and kindness to me.

As an American, I thank you for all that you've done for our government at great personal expense. I wish you health and happiness in your new career.

Very sincerely,

Sharon Ray

Widow of Col. Charles R. Ray, assassinated Paris
18 January 1982.

P.S. / Read your bio in The Post.

6008 Locust Street
Springfield, Virginia 22150
14 April 1985

Wife

I was born and raised in San Jose
California, attended San Jose State, and
my greatest talent is playing the piano;
and recognizing men of quality and
class.

SP

When you were preparing the President's trip
to Paris in 1985.
It was a terrible day for me; but you might not
The meeting of being so kind.
A few weeks later, I wrote the "Dear Mr. President"
letter telling you that I was going to ask the
President to personally promote my
husband to Colonel. Well, you know the rest.
I shall always be grateful for your help
and kindness to me.
As an American, I thank you for all that
you have done for our government and our people.
I wish you health and happiness
in your new career.

Very sincerely,
Barbara Ford

Wife of Col. Charles R. Ford, Assistant to the President
18 January 1985
P.S. Read your bio in the Post.

CHICAGO MERCANTILE EXCHANGE

April 16, 1985

Mr. Mike Deaver
Assistant to the President
Deputy Chief of Staff
The White House
Washington, D.C. 20500

Dear Mike:

Just a quick note to thank you profusely for all the personal support on the USTR nomination. Without your involvement it would never have happened, and I am deeply grateful.

Good luck at the Bonn summit, and then in your private sector ventures. I will observe both with much interest, and will help in the latter in any way that I can.

Cordially,



Clayton Yeutter

CY/bac

cc: Jim Lake

CHARLES PASHAYAN, JR.
17TH DISTRICT, CALIFORNIA

129 CANNON BUILDING
WASHINGTON, D.C. 20515
(202) 225-3341



COMMITTEE ON
INTERIOR AND INSULAR
AFFAIRS

COMMITTEE ON
POST OFFICE AND CIVIL
SERVICE

CONGRESS OF THE UNITED STATES
HOUSE OF REPRESENTATIVES

April 15, 1985

file

Mr. Michael K. Deaver
Deputy Chief of Staff and
Assistant to the President
The White House
Washington, D.C. 20500

Dear Mike:

It is my understanding that an ambassadorial position is being sought by Greg Newell. According to what I have heard, he would be a good Reagan loyalist for such a job.

But I think that it would be redundant to put Greg in Sweden, because our Ambassador there, Frank Forsberg, is already a staunch Reagan supporter. Would it not make more sense to kill two birds with one stone, by leaving Ambassador Forsberg in Sweden and putting Greg Newell in an ambassadorial post that does not have a Reagan supporter as its incumbent?

I hope this makes sense to you that it is better to have two Reagan supporters in two ambassadorial posts than to replace one with another. Congratulations on your new endeavor, and I hope to see you more often.

Best regards,

Member of Congress

PLEASE REPLY TO:

☐ WASHINGTON OFFICE

☐ HOME OFFICE, FRESNO COUNTY
1702 EAST BULLARD AVE., SUITE 103
FRESNO, CALIFORNIA 93710
(209) 487-5500

☐ HOME OFFICE, KINGS COUNTY
804 NORTH IRWIN
HANFORD, CALIFORNIA 93230
(209) 582-2896

☐ HOME OFFICE, TULARE COUNTY
831 WEST CENTER STREET
VISALIA, CALIFORNIA 93291
(209) 627-2700

☐ HOME OFFICE, KERN COUNTY
201 HIGH STREET
DELANO, CALIFORNIA 93215
(805) 725-7371

671-1652

2602A Arlington Mill Drive
Arlington, Virginia 22206
April 15, 1985

file

Dear Mr. Deaver:

The timing of this note is triggered by the article in Today's Post, since I have hoped to "meet" you for some time.

As one born and raised in Bakersfield (until age 13), it's great to see the old hometown claim famous citizens such as Gifford, Haggard, Ralston (my Emerson Jr. Hi. classmate), Nofziger, and Deaver !!!

When I first met Lyn Nofziger in 1981 and tumbled into his Bakersfield heritage, he then told me that you were also from Grapes of Wrath Country.

Perhaps you knew my sister, Gail Ellsworth Kirkman (46), a contemporary of yours who went to Bakersfield High? She now is a GOP activist in San Antonio.

After leaving Bakersfield, our family went to Houston, which says something as to why I was George Bush's first Congressional Intern in 1967. In 1980, I served on the National Reagan Lawyers' Committee and as a Reagan Coordinator here in Arlington.

Best of luck with the new firm.

Sincerely yours,
Terry Ellsworth

file

CHARLIE
PERLA

IS YOUR
decoration w/
Seape Assoc.

Who is
this?

Mr. Deaver,

I would like to thank you for the wonderful lunch
at the White House yesterday, and for the delight
in meeting your lovely wife.

Your reminiscences of the day the President was shot
helped me to comprehend the daily pressures under
which you have to work. I believe that we should
extend to you the same courtesies normally reserved
for our veterans for it seems that you have given
much of yourself in service to this great country.

Thank You

Charlie Perla

16 APR 85

TAC INTERNATIONAL, INC.

1511 K Street, N.W.
Washington, D. C. 20005

ANNA C. CHENNAULT
PRESIDENT

Telex 892749
(202) 347-0516



April 11, 1985

The Honorable
Michael K. Deaver
Assistant to the President
The White House
Washington, D.C.

Dear Mike:

This is just a follow up to the correspondence
already given to you. The enclosed is an
endorsement from some of my Senator friends.

I hope I will be able to be of some assistance
to this administration.

Sincerely,



Anna Chennault
Enclosure

senate steering committee

March 27, 1985

The President
The White House
Washington, DC 20500

Dear Mr. President:

We are honored to write to you on behalf of an extraordinary individual who has served your Administration well in the past four years.

As you know, Mrs. Anna Chennault is a tireless promoter of U.S. trade interests in the Far East. Because of her personal relationships with heads of Eastern governments and industry, and the respect they hold for her, she is often called upon by United States government and business leaders to smooth the way for meetings and negotiations. Mrs. Chennault is currently Vice Chairman of the President's Export Council. In addition, she has represented the Departments of Defense and Commerce abroad, and has travelled on your behalf as good-will ambassador to inaugurations and other official events overseas. Mrs. Chennault frequently travels for our government or industries without compensation, and without benefit of an official title.

Anna Chennault has also worked with our Republican Party for twenty years, serving as Co-Chairman of the Finance Committee, on three inaugural committees, with no fewer than 16 other committees and auxiliaries, and most recently as delegate to the 1984 GOP Convention.

In view of her extensive contributions to both the Republican Party and our country, we urge you to consider appointing Mrs. Chennault to be Ambassador-at-Large, or to a similarly appropriate ambassador-level position. Our country would be fortunate to have in its official service an individual who has given so much personal service on behalf of our government and industries.

Thank you for your consideration of Mrs. Chennault's qualifications.

Sincerely,

Strom Thurmond Jesse Helms

Steve Symms

Chic Hecht

Jim M. Chave

Chuck Griesley

John Warner

Pete Wilson

John P. East

Paula Hawkins

Jim Abdnor

Bar Cunningham

Malcolm Wallop

Mitch M. McConnell

Phil Gramm

Quinn Tamm

Don Nickles

WITHDRAWAL SHEET

Ronald Reagan Library

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	<i>Document Description</i>	<i>pages</i>		<i>tions</i>

118430 MEMO

2 4/11/1985 B1

ROBERT MCFARLANE TO PATRICK BUCHANAN
RE VIETNAM - TEN YEARS LATER
(W/NOTATIONS)

The above documents were not referred for declassification review at time of processing

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B-9 Release would disclose geological or geophysical information concerning wells [(b)(9) of the FOIA]

C. Closed in accordance with restrictions contained in donor's deed of gift.

TAC INTERNATIONAL, INC.

1511 K Street, N. W.
Washington, D. C. 20005

ANNA C. CHENNAULT
PRESIDENT

Telex 892749
(202) 347-0516

April 11, 1985

The Honorable
Susan Borchard
Associate Director - Presidential
Personnel
The White House
Washington, D.C.

Dear Susan:

Today I was at Mike Deaver's office. He told me a few of the appointments to the Export Council have been announced. I am anxious to know what the latest decision is.

David Scott was in my office the other day and told me that he and I might be asked to serve on a new advisory committee, which I am not aware of. I would appreciate it if you would keep me posted.

Warmest regards,

Anna Chennault

cc: Mike Deaver
David Scott

US Navy World War 2

USS Hornet CV8

USS Lexington CV16

USS Remble AM126

4-18-85

Dear Mr Deaver,

43 years ago today, I was aboard
the USS Hornet (CV8) when General
James Doolittle and his Raiders took
off to bomb Japan. What little
navy we had then STOOD PROUD!

I was and still am proud to be an
American.

But your planning for the
President of the UNITED STATES OF
AMERICA to visit a German Nazi
military cemetery — STINKS!

I hope you are hanging your head in
shame or degrading this country.

Sincerely

Herold Cohen #3307
9220 SW 14th St
Boca Raton FL
33428

2 HIGH NOON ROAD
WESTON, CONNECTICUT 06883

April 18, 1985

Dear Mr. Deaver:

If it was your idea to have President Reagan visit the German and SS veterans cemetery, it doesn't show great public relations acumen.

Since Mr. Reagan seems so eager to meet with Soviet leader Gorbachev, why not have them meet on the Elbe and honor the millions to Russian war dead. We seldom acknowledge how great was the Soviet contribution to victory in Europe.

It is very wrong to honor German war dead, without honoring Nazi victims of all nationalities and religions.

I remember the war and I am sure there are many Germans who do also, contrary to what the President said.

Very sincerely yours,

Margaret Ruedd Ryan

Mrs. Margaret R. Ryan

You are taking us down a dangerous path in Central America too. The Contras are not freedom fighters, they are led by Somozistas. Support negotiation, not invasion!

ROBERT W. ROSS
VICE PRESIDENT - GENERAL COUNSEL
(202) 293-0780

Turner Broadcasting System, Inc.

WASHINGTON CORPORATE OFFICE
1140 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20036

EXHIBIT NO. 2

NARRATIVE STATEMENT DESCRIBING TRANSACTION
(Responses to Section I, Part I, Item 5
and Section II, Item 9)

At present, CBS Inc. is the licensee of the broadcast stations, and related licensed facilities, that are the subject of this application. TBS proposes to obtain control of CBS Inc. (and its licensed facilities) through a single transaction comprised of a number of steps. First, TBS intends to acquire at least 21,000,000 shares of CBS Inc. common (voting) stock, representing 67 percent of the outstanding voting power of CBS Inc., by offering existing CBS Inc. shareholders a package of TBS securities in exchange for their stock (the "exchange offer"). The exchange offer will be conditioned on several factors, including receipt of prior FCC approval. Second, TBS presently intends to effect a merger of a subsidiary of TBS into CBS Inc. By this application, TBS seeks the Commission's consent to the transfer of control of CBS Inc. to TBS.

TBS has had previous discussions with CBS Inc. regarding a merger between the two companies, but they were preliminary in nature and were not pursued. More recently, in early 1985, Ted Turner, the President of TBS, initiated discussions with CBS

Inc.'s Board Chairman and Chief Executive regarding a business combination between the companies. Management of CBS Inc. expressed no interest in such a combination and no substantive discussions were held. Recent press reports also indicate that CBS Inc. management would rebuff any TBS merger proposal. Therefore, this application has not been executed by any officer of CBS Inc. and the Commission can expect that CBS Inc. management will oppose a grant of the application.

The balance of this Exhibit No. 2 is devoted to a brief description of the transaction, the actions required of the Commission, and the public interest benefits to be gained from Commission approval.

The Transaction.

The details concerning the Exchange Offer are set forth in full in the attached Registration Statement and summarized below.

TBS will offer to exchange, on the terms and conditions set forth in the attached Registration Statement, a unit of its securities ("TBS Unit") for each share of CBS Inc. common (voting) stock.

To implement the exchange, TBS will establish the following mechanisms. An Exchange Agent will be appointed to manage the logistics of the actual exchange. A number of special accounts will be established in several independent depository institutions to hold the shares. Those CBS stockholders wishing to take advantage of the exchange offer will deliver the certificates for

his or her shares and a completed letter of transmittal to the Exchange Agent. The Exchange Agent will hold the certificates representing the CBS Inc. shares in an account until the exchange offer expires, is revoked, or is consummated. Comparable procedures will be established for tenders of shares by electronic book-entry transfers. During this period there will be no change in ownership of the CBS shares tendered; the shareholder retains all rights of ownership, including voting rights and rights to dividends. CBS Inc. shares tendered in this manner may be withdrawn, pursuant to procedures designed solely to eliminate confusion as to the status of those shares, at any time before the exchange offer is consummated. Those shares may be retendered at any time the exchange offer remains effective. Thus, CBS shareholders retain complete control over any tendered shares prior to the actual consummation of the exchange offer.

Upon Commission approval and satisfaction of the other conditions of the exchange offer, TBS will exchange the TBS Units for the tendered CBS Inc. stock, thereby consummating the exchange offer. As soon as practicable after consummation, TBS will seek the maximum representation obtainable on the CBS Board of Directors. It will then seek approval of a merger of a subsidiary of TBS into CBS Inc. Pursuant to the merger, CBS common stock would be converted into TBS securities on the same basis as is available in the exchange offer. The new directors of CBS Inc. that TBS will elect will be the existing directors of TBS, whose qualifications are set forth in Part III of this application. The

FCC already has found them to be qualified to be directors of a broadcast licensee in connection with their position with TBS.

After consummation of the exchange offer and the merger, TBS intends to conduct a detailed review of CBS Inc. and its assets, operations, business, property and policies and to consider what, if any, changes would be desirable in light of the circumstances existing at that time. At present, not having had the cooperation of CBS Inc.'s management, TBS has only limited knowledge of the precise details of the inner workings of CBS Inc. Accordingly, some of TBS' plans for CBS Inc. may change in light of the additional detailed information that will be available to TBS after consummation of the exchange offer. At present, however, TBS plans to leave relatively unchanged the programming and operations of CBS Inc.'s owned and operated television stations. TBS will review carefully CBS Inc.'s present activities in fields outside of its primary activity of broadcasting.

TBS intends to divest CBS Inc. of its non-broadcast activities, so that management can concentrate on the broadcast services upon which the public relies. TBS also will move to bring CBS Inc. into compliance with policy and rules regarding multiple ownership of broadcast stations which the FCC adopted years ago but which have not been applied to CBS Inc. because of the company's "grandfathered" position. This will involve the sale of CBS Inc.'s radio stations in markets in which it also owns television stations, as well as CBS Inc.'s other radio stations, and the sale or "swap" of WCAU-TV, Philadelphia, Pennsylvania, to

eliminate the severe overlap of the Grade B contours of that station with WCBS-TV, New York City.

Finally, TBS will modify its own business operations to remove any possible question about the combined operation of TBS and CBS Inc. Namely, TBS will sell its program syndication subsidiary--Turner Program Services, Inc.--and will withdraw CNN-Headline News from distribution to broadcast stations.

Through these actions, TBS will effectuate the Commission's longstanding policies favoring media diversity in the operation of the broadcast industry at both the local and national levels.

FCC Actions.

As discussed above, there are a number of steps in the process of TBS taking control of CBS Inc. Despite what may be an extended process, TBS has chosen not to delay seeking and obtaining regulatory review and public comment. Rather, TBS has chosen to submit this application to seek approval for the entire transaction at the outset. TBS will not consummate the exchange offer without the express prior approval of the FCC and full opportunity for public comment upon the application and participation in the FCC's proceedings.

TBS, thus, has taken pains to structure this transaction to enable the Commission to use its resources efficiently by reviewing a single application that presents all of the issues involved in the transfer of control and by maximizing public participation in that review. TBS is not asking the FCC to take

sides in the ultimate outcome; it merely seeks to have the Commission pass upon TBS' qualifications and the public interest factors supporting a grant of the application while the CBS shareholders are tendering their shares. In this way the FCC's procedures will be used only in furtherance of its statutory obligations to assess the public interest and will not intrude into the marketplace determinations.

TBS also has taken pains to keep the transaction as uncomplicated as possible. TBS, as a Commission licensee, already has had its basic qualifications reviewed and approved by the Commission. Moreover, TBS is seeking no permanent waivers of Commission Rules. Soon after consummation of the transactions contemplated by this application, the combined TBS-CBS operations will be in full compliance with all relevant rules and regulations.

Accordingly, TBS has created a framework for review of this transaction that will enable the Commission to meet fully its statutory responsibilities and, consistent with those responsibilities, consider and grant this application on an expedited basis.

Recent press reports indicate that the present management of CBS Inc. may make every effort to oppose the application and protract the period of time otherwise necessary for FCC disposition of this application. TBS urges the Commission to resist any effort to have its procedures be used to obstruct marketplace forces and thwart the will of the CBS Inc. stockholders. Therefore, TBS urges the Commission to act expeditiously.

In addition to this general need for expedition, TBS also urges the Commission to take the following specific steps:

- grant TBS one year following grant to consummate the entire transaction contemplated by this application, in the event that the present management of CBS Inc. seeks to block TBS from electing its candidates to the Board, even though TBS will have a majority of the voting stock;
- grant TBS two years to dispose of the CBS Inc. radio stations, WCAU-TV, and Turner Program Services, Inc., and to terminate the CNN Headline News agreements with broadcast stations.

Public Interest.

In approving this application, the Commission will allow the transfer of control to go forward in a manner consistent with the Commission's responsibilities under the Communications Act and consistent with the interests of CBS Inc.'s shareholders.

The application contains sufficient information to support a finding by the Commission that the public interest, convenience and necessity will be served by a grant of the application. Specifically, the Commission can find that the public interest will be served by the reduction in CBS Inc.'s present concentration of control over various broadcast outlets of expression, particularly commonly-owned radio and television

stations and the overlap of its Philadelphia and New York City television stations. The Commission will be able to realize a long-sought goal of decreasing local concentration of control of broadcast outlets in the largest markets in the U.S. TBS will divest AM and FM radio stations in New York City, Chicago, Los Angeles, Philadelphia and St. Louis, which are owned in common with CBS Inc.'s television stations in those markets, as well as radio stations in San Francisco and Boston. The unshackling of these stations will provide for unprecedented new entry into radio broadcasting in the most substantial radio markets. Moreover, the divestiture of WCAU-TV will remove an ordinarily forbidden duopoly from the New York City-Philadelphia corridor--the most heavily populated area in the U.S. Thus, there will be an opportunity for new entry of a television entrepreneur in the fourth largest television market.

The application also enables the Commission to find that TBS possesses the requisite qualifications to operate the CBS Inc. broadcast facilities. In fact, TBS' qualifications go far beyond the requirements established by the Commission's policies, rules and precedents. TBS has the ability and determination to revitalize one of the major television broadcast enterprises in this country, at a time when its nature and role are on the verge of undergoing profound changes.

TBS is one of the leading innovators in the electronic communications industry. It developed the Superstation, an independent UHF television station in Atlanta, Georgia into a

successful cable programming source now available to almost 40 percent of all television households. It created the first 24-hour-a-day news channel. TBS has demonstrated its skill at using new technology to develop a wide variety of new and diverse services for the American public. TBS has led the industry in expanding the reach of its services beyond our borders and using news and program sources outside the U.S. to enrich the information and entertainment offered the American public. TBS has shown that it is willing to innovate and that an entrepreneurial spirit is what is required at times of technological change to create and expand new services for the public. TBS' management is skilled at successfully operating in an environment characterized by change and uncertainty.

TBS believes that the management of CBS Inc. has not maximized its shareholders' investment in the company or the public benefit to be derived from operation of the broadcast enterprise.

As to maximizing the shareholders's interest, TBS' plan is designed to take advantage of underutilized debt capacity available in the CBS Inc. television broadcast and unregulated network businesses and thereby effect a distribution of value that would not otherwise be available to the CBS shareholders. TBS' management is well equipped to operate a communications company structured in this way in an innovative fashion. By increasing leverage, and focusing on television activities, TBS managers will further increase the return to CBS shareholders.

As to maximizing the public benefit, TBS' plan will create a company that will serve the public efficiently and with high-quality, innovative programming. This will result not only from the economies that will be available to the combined CBS-TBS operations, but from the infusion of the TBS entrepreneurial spirit and technical innovation into an established media enterprise. Broadcast viewers and cable viewers alike can expect increased attention to news and public affairs programs, to children's programs, and to a wide range of cultural and entertainment programming, as well as to new services exhibiting a devotion to covering issues of significance at the local and national levels, as well as on a world-wide basis.

In sum, a grant of this application will enable the Commission to realize the public interest policy goals it has expressed time and time again, while at the same time enabling corporate democracy to work in the best interests of the shareholders of CBS Inc. and TBS.

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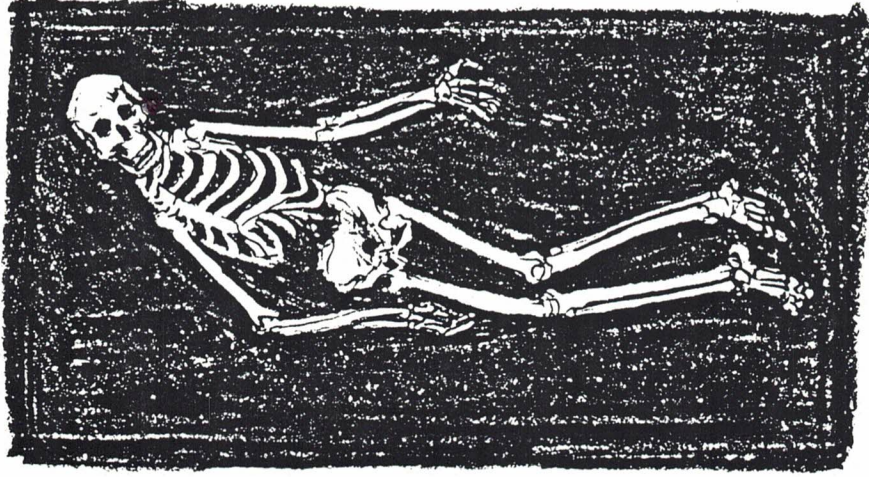
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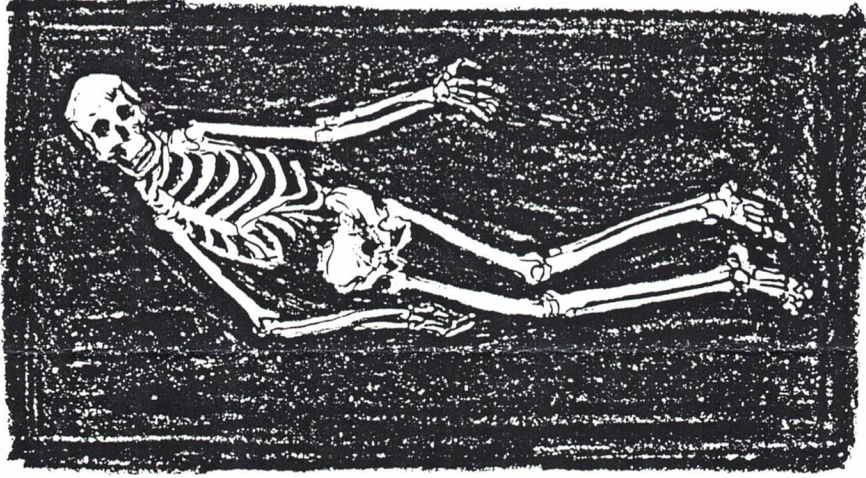
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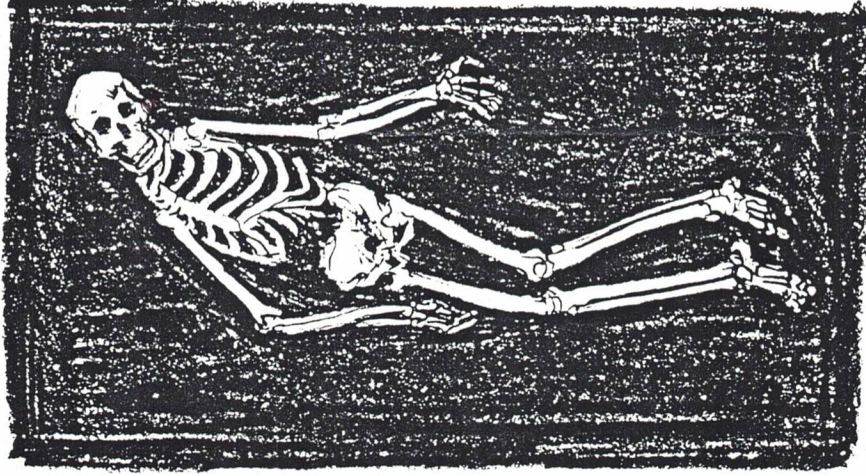
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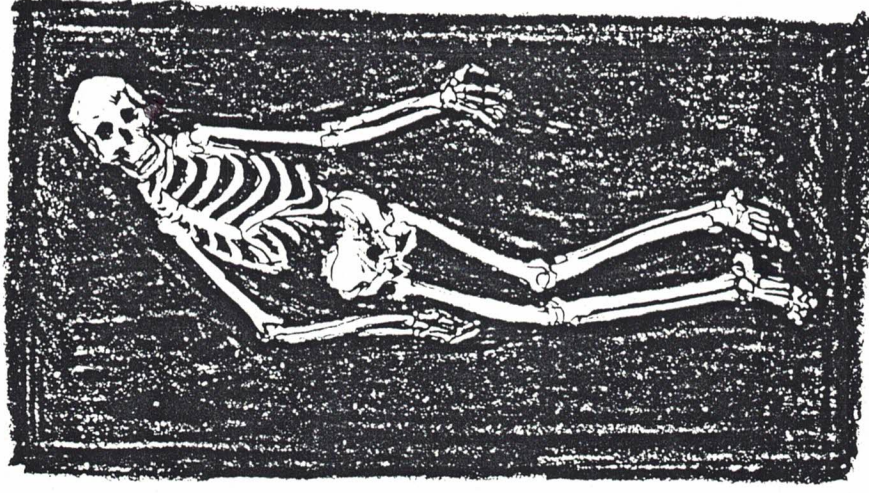
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