

**Separate Statement of
Commissioner James H. Quello**

**In re Applications of CBS, Inc. and
Westinghouse Electric Corporation**

After all is said and done -- and, in this case, a great deal has been said and done -- we must not lose sight of the fact that the Commission's approval of the CBS/Westinghouse merger demonstrates our unanimous belief that this transaction will benefit the broadcast industry, the parties, and the public. Approval of a merger between these two public-spirited companies will help lead the CBS network into the next era of broadcast technology and programming.

One issue of particular concern to me throughout this proceeding has been the agreement by Westinghouse to increase the amount of children's educational and informational programming aired on the CBS network and on its owned and operated stations. With respect to this issue, I would observe that this item is just as significant for what it does not say as for what it does say. What it does say is that this agreement exists. It also says that, to the extent this undertaking is truly voluntary, increasing the amount of children's educational programming is in the public interest.

But what this item does not say is that approval of the transaction is in any way conditioned on Westinghouse's implementation of the agreement. It expressly is not so conditioned. In this connection, another thing this item does not say is that this merger would have been approved whether or not Westinghouse had agreed to increase the amount of children's programming that is aired by CBS. Clearly, it would have been. And that would have been the right result. I am concerned about the precedent that might have been established had this Commission in any way encouraged, endorsed, or approved the filing of petitions to deny assignment or transfer applications that do not raise issues directly relevant to the case before us, but rather are designed only to secure "voluntary" agreements to a particular type of programming desired by a certain group or individual, but not otherwise required by any Commission rule or policy. Groups and individuals can and should attempt to influence the programming decisions of broadcasters through grass roots efforts, or through the rule making processes of the Commission, not through the transfer and assignment process where the focus of our public interest review is on compliance with existing, and not proposed, rules.

However, the item before us today does not embark on this thorny and treacherous path. As a result, I am confident that licensees in the future will not feel compelled to accede to the demands of groups whose arguments are more appropriately aired and decided in notice and comment rule making proceedings in which the views of all interested parties can be fully and fairly considered.

I vote to approve the merger of CBS and Westinghouse.