

## **FCC Form 2100, Schedule 316**

### **Description of the Transaction; Changes in Interests**

This application and nine concurrently-filed applications on FCC Form 2100, Schedule 316 (the “Applications”) seek Commission consent to certain *pro forma* transactions involving the indirect television station licensee subsidiaries of Weigel Broadcasting Co., (“Weigel”). The Shareholders of Weigel and Members of Madison Halsted, LLC (“Madison Halsted”) seek approval to implement a *pro forma* internal corporate reorganization to realign the corporate structure of stations located in New York and California (the “Restructuring”). The proposed transactions are being undertaken solely for internal corporate purposes and there are no agreements in connection with the Restructuring.

As described in more detail below, the Applications seek Commission consent, through three interrelated transactions, to the *pro forma* assignment of the licenses of certain New York and California television stations and the transfer of control of certain license subsidiaries held and owned by TV-49, Inc. (“TV-49”), an indirect wholly-owned subsidiary of Weigel, to newly formed Delaware limited liability companies and limited partnerships whose members, partners and other attributable interest holders will also be newly formed subsidiaries of the Shareholders of Weigel and Members of Madison Halsted.<sup>1</sup> In sum, the Shareholders of Weigel and Members of Madison Halsted have formed four new entities that will control the current and proposed New York and California licensees directly or indirectly through newly created subsidiaries, following receipt of Commission consent.

Organizational charts depicting the current and post-consummation downstream ownership structure of Weigel’s current subsidiaries and proposed subsidiaries are attached as

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<sup>1</sup> The applicants respectfully request that the Applications be processed and approved concurrently in order to facilitate the prompt consummation of the Restructuring.

Attachments A and B, respectively. Except as otherwise noted, the subsidiaries that are the subject of the Applications are Illinois corporations and Delaware partnerships and limited liability companies.

The Restructuring will be effectuated through the following transactions, to be consummated concurrently following grant of FCC consent:<sup>2</sup>

1. Certain television station licensees, which currently are wholly-owned subsidiaries of TV-49 (KTLN-TV LLC, KAXT-TV LLC, and KAZA-TV LLC), will be transferred to newly created WEICA Limited Partnership (“WEICA”). WEICA’s general partner will be MH 3.0 LLC and its limited partner will be WB 3.0 Co., each of which will be newly-created wholly-owned subsidiaries of the Members of Madison Halsted and Shareholders of Weigel, respectively.<sup>3</sup>

Current Licensee / Assignor	Proposed Transferee	Call Sign (FAC ID) / Community of License
KTLN-TV LLC	WEICA Limited Partnership	KTLN-TV (49153), Palo Alto, CA
KAXT-TV LLC	WEICA Limited Partnership	KAXT-CD (37689), San Francisco, San Jose, CA
KAZA-TV LLC	WEICA Limited Partnership	KAZA-TV (29234), Avalon, CA

2. Certain television station licenses that are currently licensed to TV-49 will be assigned to newly created limited liability companies, which will be direct subsidiaries of WEICA. Upon consummation of the Restructuring, the newly created limited liability

<sup>2</sup> Because the Restructuring is an internal reorganization, Weigel contemplates that the documents effectuating the transaction all will be executed and become effective immediately following the Commission’s grant of the Applications.

<sup>3</sup> MH 3.0 LLC and WB 3.0 Co. will be newly-created sister subsidiaries of Madison Halsted and Weigel and will be held in the same proportions by the Members of Madison Halsted and Shareholders of Weigel, respectively.

companies will become the licensee of each of the following stations:

Current Licensee / Assignor	Proposed Assignee	Call Sign (FAC ID) / Community of License
TV-49, Inc.	KSFV-TV LLC	KSFV-CD (191101), Los Angeles, CA
	KVME-TV LLC	KVME-TV (83825), Bishop, CA
	K200O-D LLC	K200O-D (182084), Ceres, CA
	KHTV-TV LLC	KHTV-CD (60026), Los Angeles, CA
	KPOM-TV LLC	KPOM-CD (191793), Ontario, CA

3. Certain New York television stations (WJLP, WNWT-LD, and WZME-TV)

that currently are licensed to TV-49 will be assigned to newly created license subsidiaries.

WJLP and WNWT-LD will assigned to WJLP-TV Limited Partnership (“WJLP-TV LP”), and

WZME-TV will be assigned to WZME-TV LLC, whose sole member will be WZME-TV

Limited Partnership (“WZME-TV LP”). WJLP-TV LP and WZME-TV LP’s general partner

will be MH 2.0 LLC and the limited partner will be WB 2.0 Co., which will be wholly-owned

subsidiaries of the Members of Madison Halsted and Shareholders of Weigel, respectively.<sup>4</sup>

Upon consummation of the Restructuring, the newly created limited partnership and limited

liability company will become the licensee of each of the following stations:

Current Licensee / Assignor	Proposed Licensee / Assignee	Call Sign (FAC ID) / Community of License
TV-49, Inc.	WJLP-TV Limited Partnership	WJLP (86537), Middletown Township, NJ

<sup>4</sup> MH 2.0 LLC and WB 2.0 Co. will be sister subsidiaries of Madison Halsted and Weigel and will be held in the same proportions by the Members of Madison Halsted and Shareholders of Weigel, respectively.

Current Licensee / Assignor	Proposed Licensee / Assignee	Call Sign (FAC ID) / Community of License
		WNWT-LD (22797), New York, NY
TV-49, Inc.	WZME-TV LLC	WZME-TV (70493), Bridgeport, CT

Because the Restructuring is a corporate reorganization that does not involve any substantial change in the ownership of Weigel or any of its subsidiaries or affiliates, including any of its indirect television station licensee subsidiaries, it meets the Commission's requirements for the use of *pro forma* procedures and is properly the subject of an application on FCC Form 2100, Schedule 316. *See* 47 C.F.R. § 73.3540(f)(4) (corporate reorganization without substantial change of control).

**Attachment A**

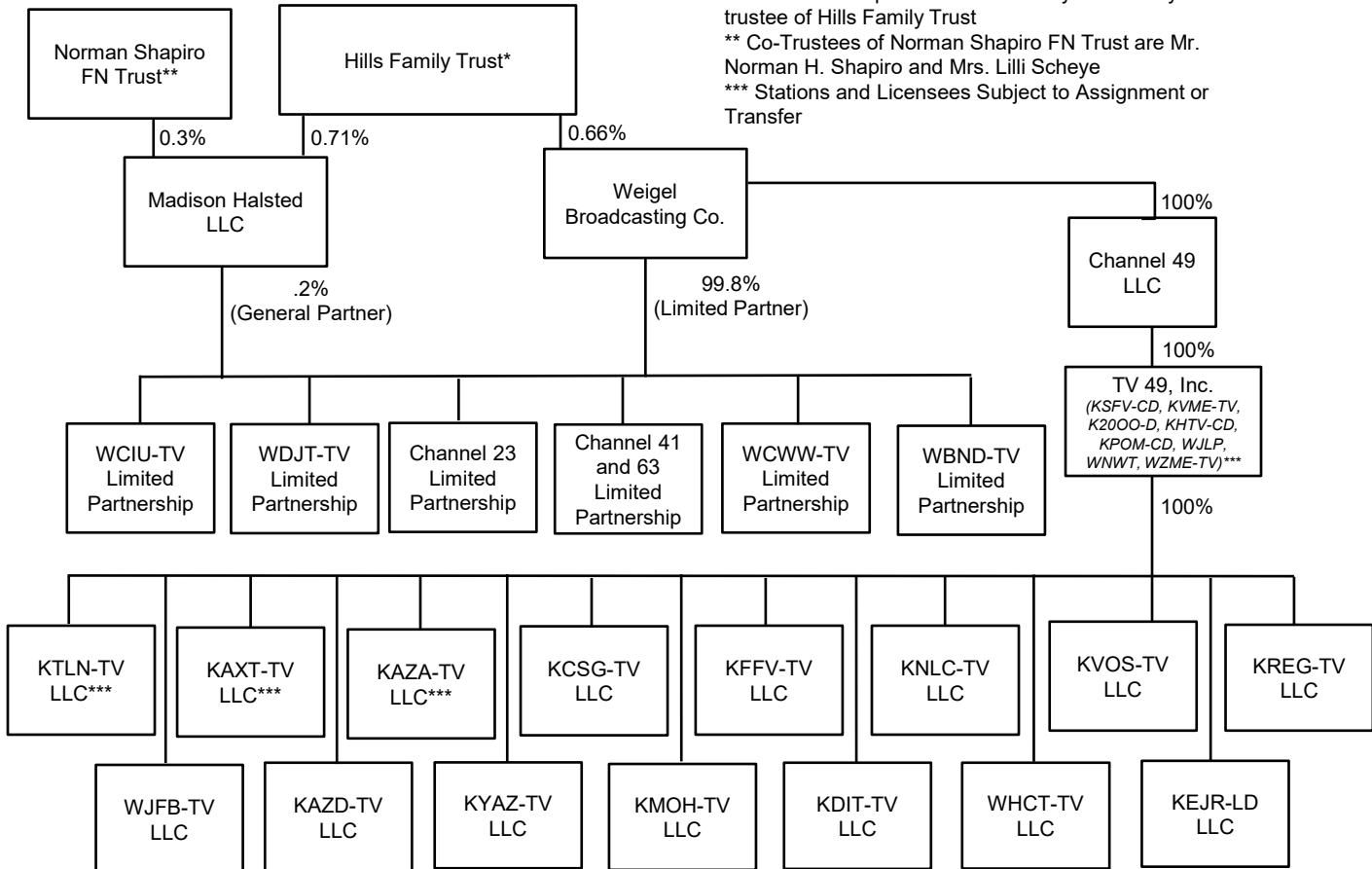
**Before Reorganization**

# Weigel Broadcasting Corporate Structure

\* Normal H. Shapiro is a discretionary beneficiary and trustee of Hills Family Trust

\*\* Co-Trustees of Norman Shapiro FN Trust are Mr. Norman H. Shapiro and Mrs. Lilli Scheye

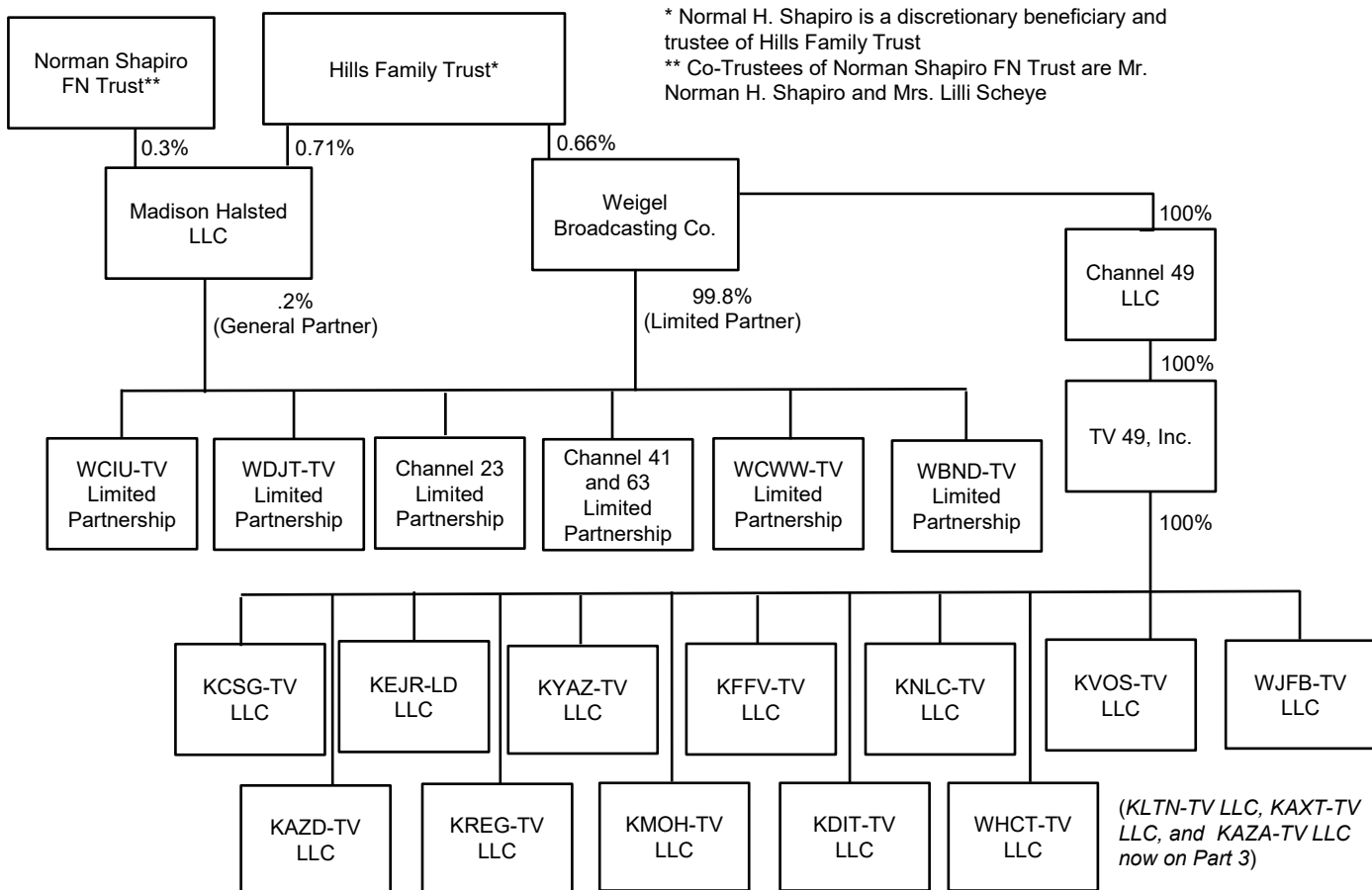
\*\*\* Stations and Licensees Subject to Assignment or Transfer



## **Attachment B**

### **Post Reorganization**

# Weigel Broadcasting Corporate Structure, Part 1

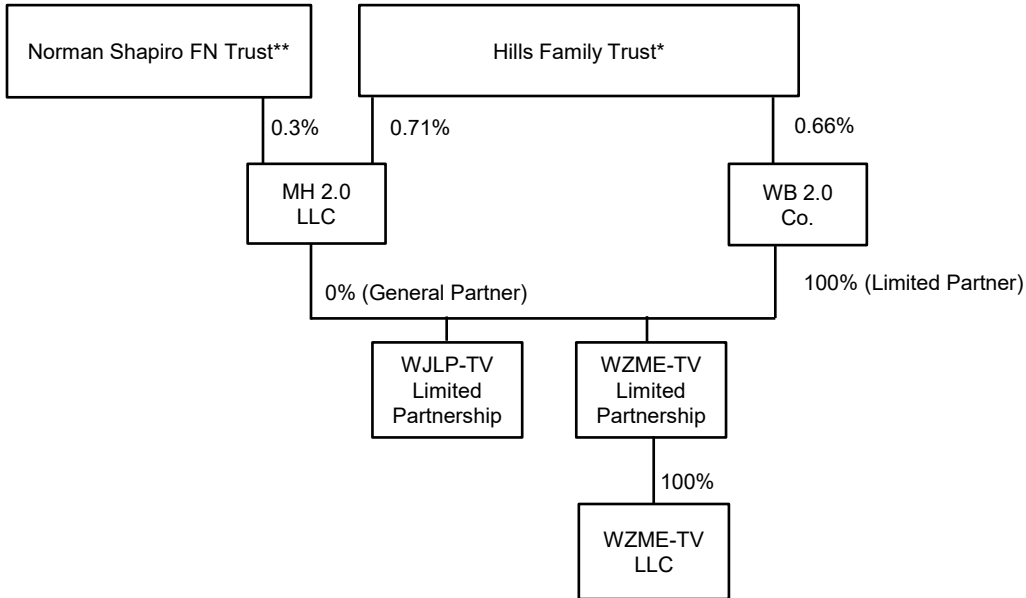




# Weigel Broadcasting Corporate Structure, Part 2

\* Normal H. Shapiro is a discretionary beneficiary and trustee of Hills Family Trust

\*\* Co-Trustees of Norman Shapiro FN Trust are Mr. Norman H. Shapiro and Mrs. Lilli Scheye



# Weigel Broadcasting Corporate Structure, Part 3

\* Normal H. Shapiro is a discretionary beneficiary and trustee of Hills Family Trust

\*\* Co-Trustees of Norman Shapiro FN Trust are Mr. Norman H. Shapiro and Mrs. Lilli Scheye

