

WLS Television, Inc. ("WLS") is the licensee of commercial television station WLS-TV, Chicago, Illinois. This application seeks Federal Communications Commission ("Commission") consent to the *pro forma* transfer of control of ABC, Inc. ("ABC"), the indirect parent of WLS, from Disney Enterprises, Inc. ("Disney Enterprises"), a wholly-owned subsidiary of The Walt Disney Company ("Disney"), to ABC Enterprises, Inc. ("ABC Enterprises"), a wholly-owned subsidiary of Disney Enterprises. In 2001, Disney effectuated an internal reorganization ("Reorganization") pursuant to which an intermediate holding company was inserted in the upper levels of the Disney ownership chain. Disney inadvertently failed to request consent from the Commission prior to the Reorganization. This omission recently came to the attention of Disney's regulatory counsel and the instant application is being filed upon discovery of such omission in order to seek the requisite consent. Because Disney is the indirect 100% owner of both Disney Enterprises and ABC Enterprises, there has been no change in ultimate ownership or control of WLS and no new parties hold ownership interests in WLS. Therefore, the transaction for which Commission consent is sought herein constitutes a *pro forma* transfer of control.

Following the Reorganization, the ownership chain of WLS is as follows: WLS is 100% owned by ABC Holding Company, Inc., which is 100% owned by ABC. ABC, in turn, is 100% owned by ABC Enterprises, which is 100% owned by Disney Enterprises. Disney Enterprises is 100% owned by Disney.