

Description of the Transaction

In the transaction contemplated by the Asset Exchange Agreement, dated March 22, 2002 (a copy of which is attached as Assignor's Exhibit No. 4), Fox Television Stations, Inc. ("FTS") and Oregon Television, Inc. ("Fox Oregon" and together with FTS, "Fox"), will transfer all of the assets and licenses of station KPTV(TV), Portland, Oregon, to Meredith Corporation ("Meredith") in exchange for all of the assets and licenses of stations WOFL(TV), Orlando, Florida and WOGX(TV), Ocala, Florida. (A separate application on FCC Form 314 is being filed simultaneously herewith that seeks Commission consent to assignment of the licenses for station KPTV(TV), Portland, Oregon, from FTS to Meredith.)

FTS acquired the licenses for station KPTV(TV), Portland, Oregon, as part of the merger of Chris-Craft Industries into a subsidiary of The News Corporation Limited. Pursuant to Commission approval, FTS is licensee and controls the operations of station KPTV, in accordance with a Stations Operating Agreement, dated July 31, 2001 and filed with the Commission the same day, by and between Fox/UTV Holdings, Inc. and FTS. Fox Oregon, a subsidiary of Fox/UTV Holdings, Inc., which in turn is a subsidiary of Fox Entertainment Group, Inc., holds all of the operating assets of KPTV.¹

¹ See *Applications of UTV of San Francisco, Inc., et al. (Assignors) and Fox Television Stations, Inc. (Assignee)*, Memorandum Opinion and Order, 16 FCC Rcd 14975, 14976-77, 14979-80, paras. 3-7, 15-19 (2001).

Because Fox and Meredith desire that the proposed station swap be treated as a like-kind exchange under Section 1031 of the Internal Revenue Code of 1986, as amended, Fox's proposed ownership of the assets and licenses for stations WOFL and WOGX must be identical in form to Fox's current ownership of the assets and licenses for station KPTV. Accordingly, all of the assets and licenses for stations WOFL and WOGX will be transferred from Meredith to Fox Oregon, which will immediately assign the licenses for WOFL and WOGX to FTS. In the same manner as previously approved by the Commission,² FTS will become licensee of stations WOFL and WOGX and will control the operations of these stations, pursuant to the Meredith Stations Operating Agreement to be entered into at closing between Fox Oregon and FTS. The terms of the proposed Meredith Stations Operating Agreement are identical to the terms of the Operating Agreement pursuant to which FTS currently controls the operations of station KPTV. (A copy of the form of Meredith Stations Operating Agreement is attached hereto.)

² See *id.*; see also *Applications of Paramount Stations Group of Washington, Inc. (Assignor) and Fox Television Stations, Inc. (Assignee)*, Memorandum Opinion and Order, DA 01-2500 (released Oct. 26, 2001) (Mass Media Bureau granting consent to a similar like-kind station exchange between Fox and a subsidiary of Viacom Inc.).