

This application seeks Federal Communications Commission ("Commission") consent to the *pro forma* assignment of the license of commercial radio station WRDZ-AM (the "License") from ABC, Inc. ("ABC") to Radio Disney Chicago, LLC ("RDC"). RDC is a newly-created, wholly-owned subsidiary of ABC and is a Delaware limited liability company. On July 28, 2003, ABC and RDC executed an Assignment and Assumption Agreement pursuant to which ABC is to assign the Licenses to RDC. The assignment is subject to Commission consent. Because The Walt Disney Company ("Disney") is the indirect 100% owner of both ABC and RDC, there will be no change in ultimate ownership or control of the License and no new parties will hold ownership interests in the License. Therefore, the transaction for which Commission consent is sought herein constitutes a *pro forma* assignment.

This application also seeks Commission consent to the *pro forma* transfer of control of ABC, the direct parent of RDC, from Disney Enterprises, Inc. ("Disney Enterprises"), a wholly-owned subsidiary of 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 direct 100% owner of Disney Enterprises and the indirect 100% owner of ABC Enterprises, there has been no change in ultimate ownership or control of the License and no new parties hold ownership interests in the License. Therefore, the transaction for which Commission consent is sought herein constitutes a *pro forma* transfer of control.

Upon approval and consummation of the proposed assignment from ABC to RDC, the ownership chain of the License will be as follows: The License will be held by RDC, which will be 100% owned by ABC. ABC, in turn, will be 100% owned by ABC Enterprises, which will be 100% owned by Disney Enterprises. Disney Enterprises will be 100% owned by Disney.