

Description of *Pro Forma* Transaction

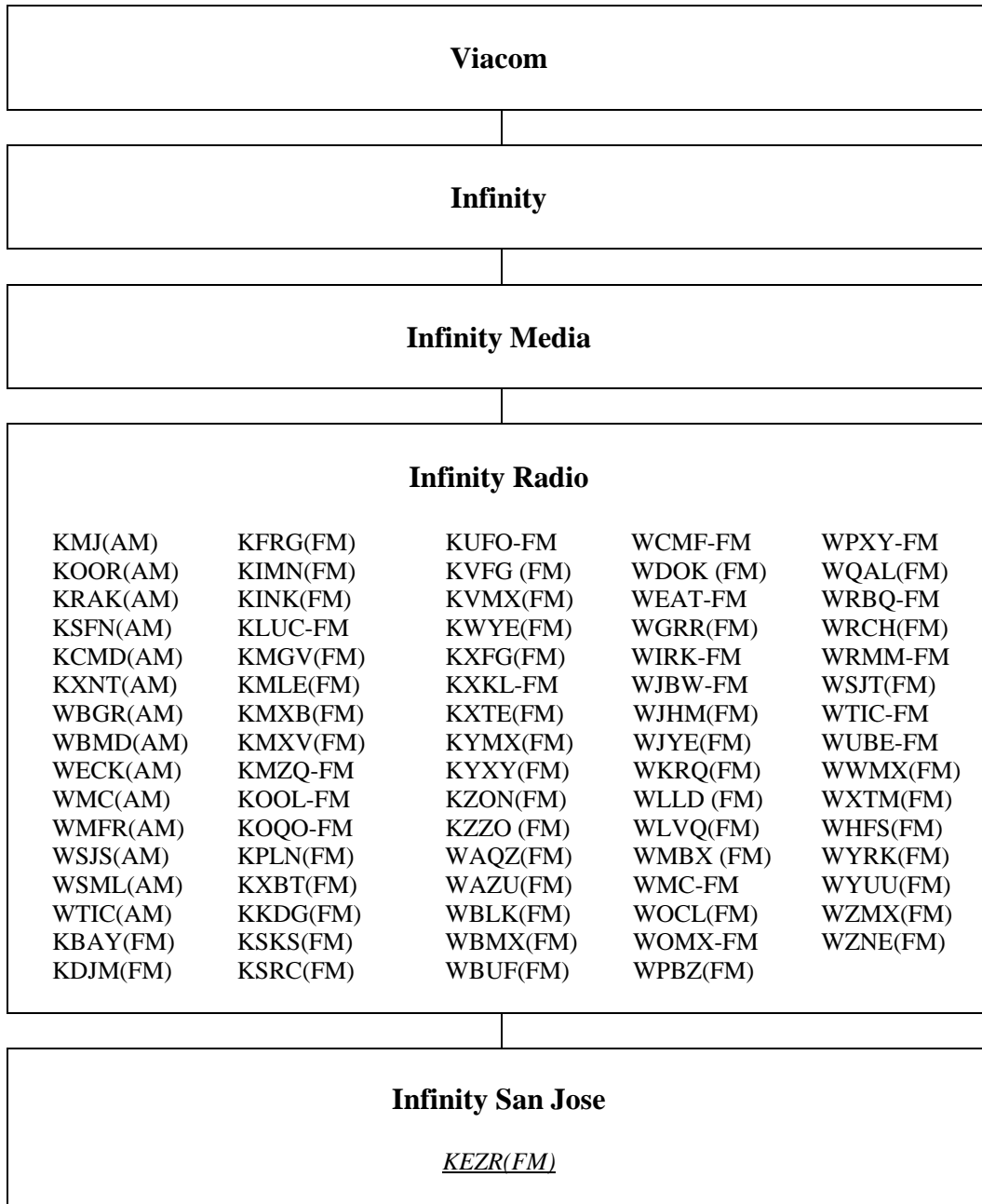
This application seeks the Commission's consent to the *pro forma* assignment of the license for broadcast radio station KEZR(FM), Facility ID No. 1176, San Jose, California (the "Station") by its licensee Infinity Radio of San Jose, Inc. ("Infinity San Jose") to Infinity Radio Inc. ("Infinity Radio") pursuant to an internal corporate restructuring.

At present, Viacom Inc. ("Viacom") controls both Infinity San Jose and Infinity Radio. As a result, Viacom has, and will remain in control of the Station following the consummation of the proposed transaction. Therefore, this corporate restructuring will not result in a substantial change in the beneficial ownership or control of any FCC licensees, and thus, this request is properly submitted on FCC Form 316.

As shown on the attached chart labeled "Current Ownership Structure of the Affected Entities," Viacom currently owns 100% of Infinity Broadcasting Corporation ("Infinity"), which owns 100% of Infinity Media Corporation ("Infinity Media"). Infinity Radio is a wholly-owned subsidiary of Infinity Media. The attached chart also shows that Infinity San Jose is a wholly-owned subsidiary of Infinity Radio.

The proposed restructuring will be effected by Infinity San Jose merging with and into Infinity Radio, with Infinity Radio remaining as the surviving entity. The Station's license, currently held by Infinity San Jose, will be assigned to Infinity Radio.

Current Ownership Structure of the Affected Entities



Proposed Ownership Structure of the Affected Entities

