

Alien Ownership and Control

The proposed assignee Fox Television Stations, Inc. (FTS), as a wholly owned subsidiary of Fox Television Holdings, Inc., is indirectly controlled by Rupert Murdoch, a U.S. citizen. As described in Assignee s Exhibit No. 10, UTV of San Francisco, Inc. ("UTV San Francisco") will acquire from subsidiaries of Viacom, Inc. all of the assets and licenses of stations WDCA(TV) and KTXH(TV) (the "Stations") and, concurrently therewith, the Stations' licenses will be transferred to FTS. FTS will have complete control of the Stations' licenses and the operating assets of the Stations held by UTV San Francisco.

This proposed ownership structure is identical to the structure recently approved by the Commission for FTS's acquisition of the Chris-Craft broadcast licenses.¹ Specifically, although the operating assets of the Stations will be held by UTV San Francisco, FTS will control the operations of the Stations including the programming, personnel, and finances pursuant to the Viacom Stations Operating Agreement.² The terms of the proposed Viacom Stations Operating Agreement are identical to the operating agreement approved by the Commission in the Fox/Chris-Craft merger. FTS and thereby Mr. Murdoch, a U.S. citizen, thus

¹ See *UTV of San Francisco, Inc., et al. (Assignors) and Fox Television Stations, Inc. (Assignee)*, Memorandum Opinion and Order, FCC 01-209, paras. 15-19 (rel. July 25, 2001).

² See *id.* at para. 16 (Commission concluding that FTS's and Mr. Murdoch's control of the Chris-Craft stations was not altered by the fact that the stations' operating assets would be held by a subsidiary of Fox Entertainment Group, Inc., rather than FTS).

will have *de facto* and *de jure* control over the licenses and operating assets of the Stations, in accordance with the Commission's mandate in *Fox Television Stations, Inc.*, 11 FCC Rcd 5714 (1995).
