

Description of the Proposed Transaction

This application seeks the Commission's consent to the *pro forma* assignment of the FCC license for broadcast television stations KTXA(TV) (Fac. ID 51517) Fort Worth, Texas (the "Station") from Television Station KTXA L.P. ("Licensee") to its general partner, Television Stations Group Partner I Inc., which will be subsequently renamed Television Station KTXA Inc.

The use of FCC Form 316 is appropriate because CBS Corporation currently controls, and will continue to control, the Station following the proposed transaction. The proposed transaction will therefore not result in a substantial change in the beneficial ownership or control of any FCC licensees.

The proposed transaction will be effectuated in two steps as follows.

1. Television Stations Group Partner II LLC merges with and into its sole member, Television Stations Group Partner I Inc.
2. Licensee will transfer all of its assets, including the FCC authorization associated with the Station, to its general partner, Television Stations Group Partner I Inc., and then be dissolved.

The two steps will occur in quick succession on the same day. The Commission has previously held that one application may be used to seek approval of a multi-step transaction of this nature. *See John H. Phipps, Inc.*, 11 FCC Rcd 13053, 13056 (1996).

The following charts depict the before and after ownership of the Station.

