

**Description of Transaction / Use of FCC Form 316 / Changes in Interests
as a Result of the Assignment / Agreements for Sale of Station / Other
Authorizations**

This application seeks FCC consent to the *pro forma* assignment of the license for WFAA-TV, Dallas, Texas (Fac. ID No. 72054) from WFAA-TV, L.P. to WFAA-TV, Inc., a newly formed Delaware corporation which is wholly owned and controlled by Belo Corp. (“Belo”).

Currently, WFAA of Texas, Inc. is the sole general partner of WFAA-TV, L.P., and WFAA Holdings, Inc. is the sole limited partner of WFAA-TV, L.P. Both partners are wholly owned and controlled by Belo. Accordingly, Belo ultimately owns and controls the licensee limited partnership as well.

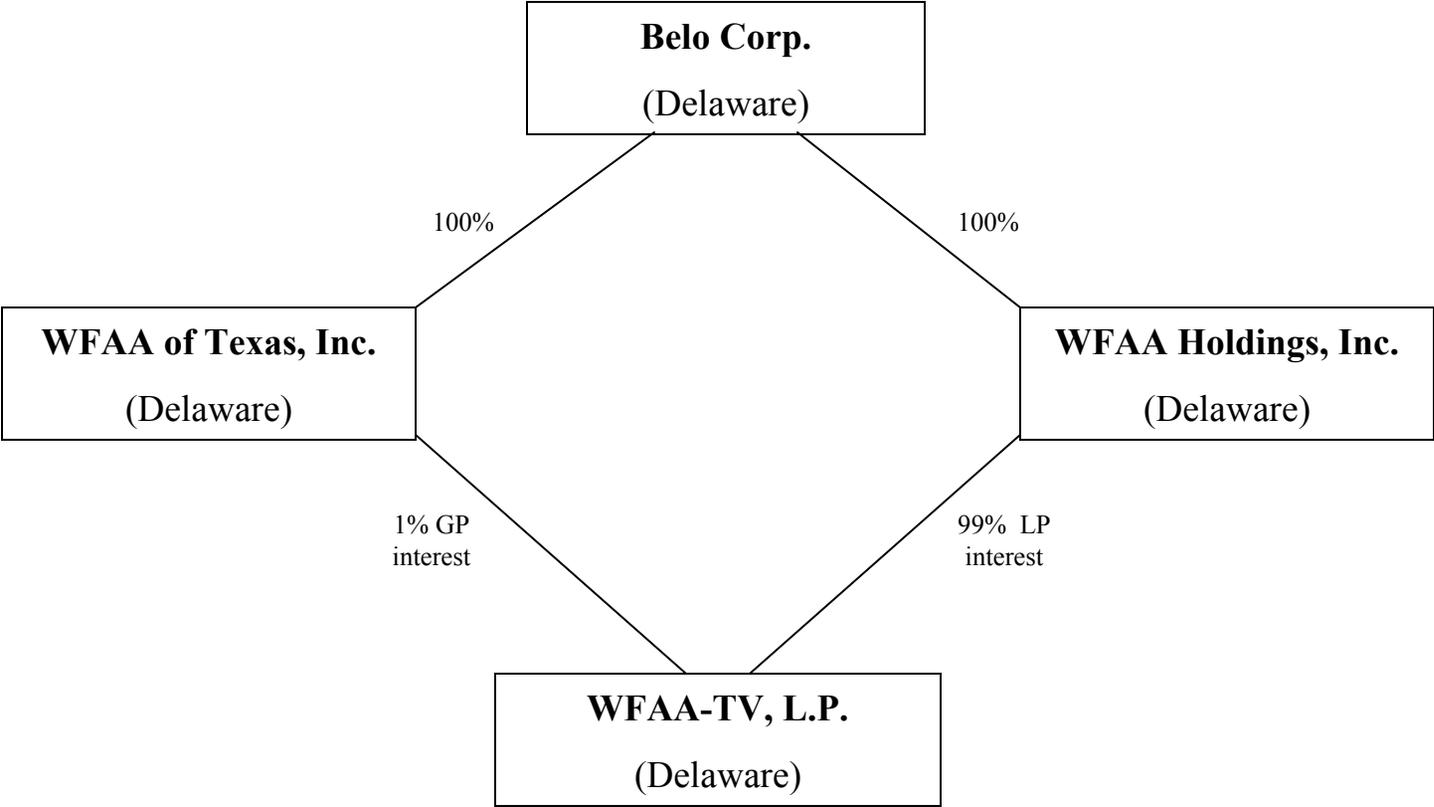
Pursuant to the proposed transaction, the limited partnership (WFAA-TV, L.P.), the corporate limited partner (WFAA Holdings, Inc.), and the corporate general partner (WFAA of Texas, Inc.) each will merge into the newly formed corporation, WFAA-TV, Inc., which will be the surviving entity and thus the new licensee of WFAA-TV. Following the mergers, Belo will retain ultimate ownership and control of the licensee entity. Accordingly, the proposed transaction is *pro forma* in nature, and use of FCC Form 316 is appropriate.

The initial officers and directors of WFAA-TV, Inc. will be:

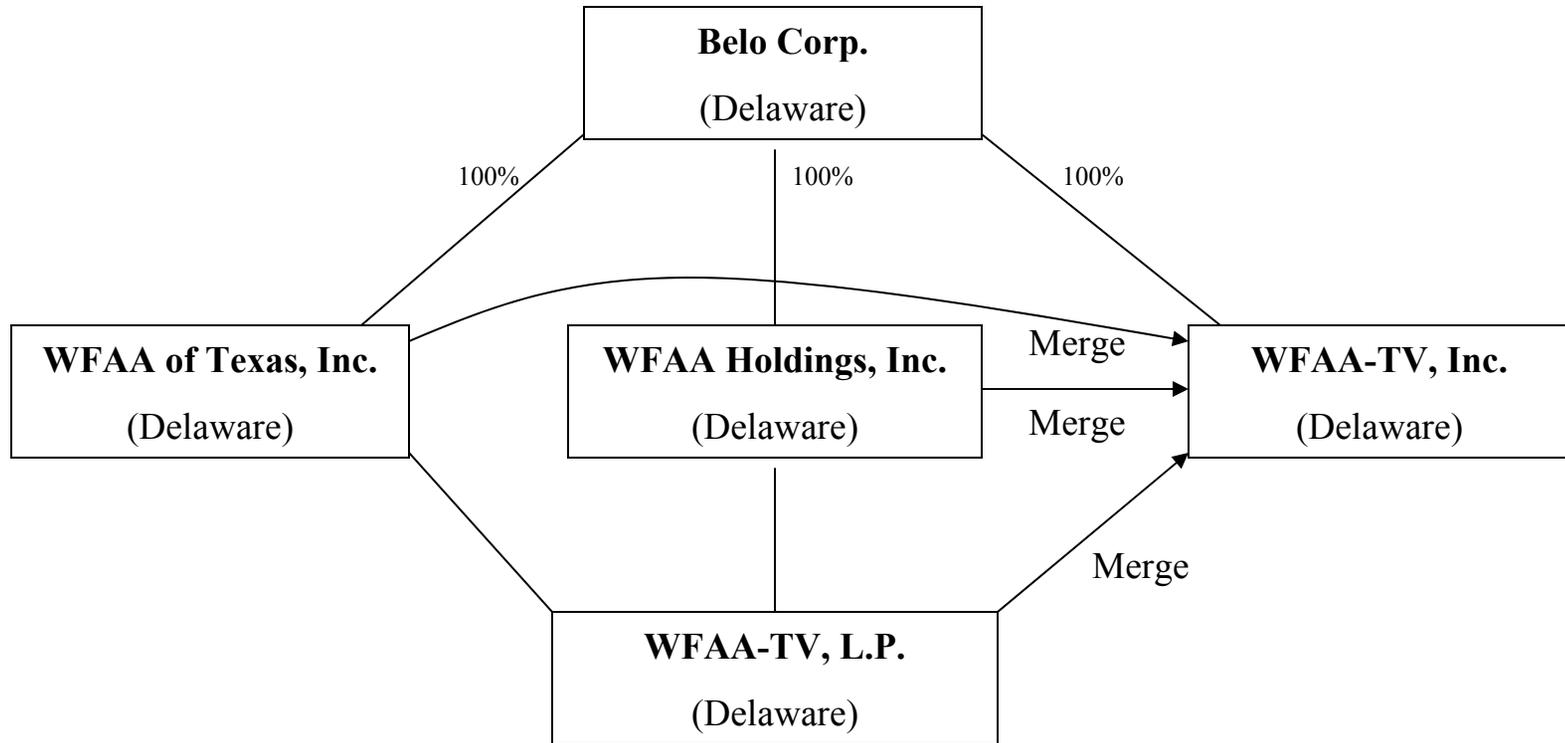
<u>Name and Residence</u>	<u>Gender (Ethnicity) Race</u>	<u>Positional Interest</u>	<u>No. of Shares (No. of Votes) % of Votes</u>	<u>% of Total Assets (equity plus debt)</u>
Robert W. Decherd 3604 Lexington Avenue Dallas, TX 75205	Male (Not Hispanic or Latino) White	Director, Chairman of the Board and President	0	0
Brenda C. Maddox 4521 Mockingbird Lane Dallas, TX 75205	Female (Not Hispanic or Latino) White	Treasurer and Assistant Secretary	0	0
Guy H. Kerr 4216 Southwestern Dallas, TX 75225	Male (Not Hispanic or Latino) White	Director, Secretary and Assistant Treasurer	0	0

Further details concerning the mechanics of the proposed assignment are set forth in the following structural diagrams. There are no written agreements concerning this transaction.

Present Ownership Structure



Proposed Ownership Structure



1. The limited partnership, the corporate limited partner, and the corporate general partner merge into WFAA-TV, Inc., with WFAA-TV, Inc. surviving.
2. Under Delaware corporate law, the limited partnership, the corporate limited partner, and the corporate general partner are merged out of existence.

Belo is the direct parent company of the following licensee subsidiaries:

<u>Licensee</u>	<u>Station</u>	<u>City of License</u>	<u>Facility Identifier</u>
KVUE Television, Inc.	KVUE-TV	Austin, Texas	35867
WVEC Television, Inc.	WVEC-TV	Hampton, Virginia	74167
WWL-TV, Inc.	WWL-TV	New Orleans, Louisiana	74192
KTTU-TV, Inc.	KTTU-TV	Tucson, Arizona	11908
KMOV-TV, Inc.	KMOV(TV)	St. Louis, Missouri	70034
Belo TV, Inc.	WUPL(TV)	Slidell, Louisiana	13938

In addition, Belo is the direct parent company of (1) KHOU of Texas, Inc., which, in turn, is the general partner of KHOU-TV, L.P., the licensee of KHOU-TV, Houston, Texas (Facility ID #34529); and (2) WFAA of Texas, Inc., which, in turn, is the general partner of WFAA-TV, L.P., the licensee of WFAA-TV, Dallas, Texas (Facility ID #72054).¹

Belo is the direct parent company of Belo Holdings, Inc., which in turn is the direct parent company of KENS-TV, Inc.; WCNC-TV, Inc.; KMSB-TV, Inc.; Belo Kentucky, Inc.; KONG-TV, Inc.; and King Broadcasting Company (“KBC”).

KENS-TV, Inc. is the licensee of KENS-TV, San Antonio, Texas (Facility ID #32326).

WCNC-TV, Inc. is the licensee of WCNC-TV, Charlotte, North Carolina (Facility ID #32326).

KMSB-TV, Inc. is the licensee of KMSB-TV, Tucson, Arizona (Facility ID #44052).

¹ Belo also is the direct parent company of KHOU Holdings, Inc. and WFAA Holdings, Inc., which are the sole limited partners of KHOU-TV, L.P. and WFAA-TV, L.P., respectively.

Belo Kentucky, Inc. is the licensee of WHAS-TV, Louisville, Kentucky (Facility ID #32327).

KONG-TV, Inc. is the licensee of KONG-TV, Everett, Washington (Facility ID #35396).

KBC is the licensee of the following stations:

<u>Station</u>	<u>City of License</u>	<u>Facility Identifier</u>
KING-TV	Seattle, Washington	34847
KREM-TV	Spokane, Washington	34868
KTVB(TV)	Boise, Idaho	34858
KGW(TV)	Portland, Oregon	34874

KBC is also the direct parent company of KTVK, Inc. (formerly Belo TV, Inc.), which, in turn, is the licensee of the following station:

<u>Station</u>	<u>City of License</u>	<u>Facility Identifier</u>
KTVK(TV)	Phoenix, Arizona	40993

KTVK, Inc. is the direct parent company of KASW-TV, Inc., which, in turn, is the licensee of the following station:

<u>Station</u>	<u>City of License</u>	<u>Facility Identifier</u>
KASW(TV)	Phoenix, Arizona	7143

KBC is the direct parent of KSKN Television, Inc., the licensee of the following station:

<u>Station</u>	<u>City of License</u>	<u>Facility Identifier</u>
KSKN(TV)	Spokane, Washington	35606

The above-referenced Belo entities are also the licensees of several low power and television translator stations used in association with the above-referenced full power television stations.

Belo Corp. provides programming (through a subsidiary) to the following television station pursuant to a local marketing agreement:

<u>Licensee</u>	<u>Station</u>	<u>City of License</u>	<u>Facility Identifier</u>
Corridor Television, L.L.P.	KCWX(TV), Channel 2	Fredericksburg, Texas (San Antonio DMA)	24316

Other broadcast and media interests of Belo's officers, directors, and attributable stockholders are as follows:

Belo director Henry P. Becton, Jr. is President and Trustee of WGBH Education Foundation ("WGBH"). WGBH is the licensee of the following noncommercial television and radio stations:

<u>Station</u>	<u>City of License</u>	<u>Facility Identifier</u>
WGBH(TV)	Boston, Massachusetts	72099
WGBH-DT	Boston, Massachusetts	72099
WGBX(TV)	Boston, Massachusetts	72098
WGBX-DT	Boston, Massachusetts	72098

<u>Station</u>	<u>City of License</u>	<u>Facility Identifier</u>
WGBH(FM)	Boston, Massachusetts	70510
WGBY(TV)	Springfield, Massachusetts	72096
WGBY-DT	Springfield, Massachusetts	72096
W08CH (TV translator)	Dennis, Massachusetts	72095
W242AA (FM translator)	Cambridge, Massachusetts	72093
WCAI(FM)	Woodshole, Massachusetts	8566
WNAN(FM)	Nantucket, Massachusetts	8600

Belo director France A. Córdova, Ph.D. is Chancellor of the University of California, Riverside, which operates KUCR(FM), Riverside, California (Facility ID# 66318).

Belo director Judith L. Craven, M.D., M.P.H. is a member of the Board of Regents of The University of Texas System, which operates KTEP(FM), El Paso, Texas (Facility ID# 69342); KUT(FM), Austin, Texas (Facility ID# 66573); KUTX(FM), San Angelo, Texas (Facility ID# 9776); and KVRX(FM), Austin, Texas (Facility ID# 66607).