

Description of *Pro Forma* Transaction

This application and the four related applications, seeks the Commission's consent to the *pro forma* assignment of the following licenses:

<u>Call Sign</u>	<u>Fac. ID</u>	<u>City of License</u>	<u>Current Licensee</u>
KLUV-FM	67195	Dallas, TX	Infinity Broadcasting Corp. of Dallas
KLLI(FM)	1087	Dallas, TX	Infinity Broadcasting Corp. of Dallas
KJKK(FM)	63779	Fort Worth, TX	Infinity Broadcasting Corp. of Fort Worth
KTSA(AM)	71087	San Antonio, TX	Infinity Broadcasting Corp. of San Antonio
KSRX(FM)	71086	San Antonio, TX	Infinity Broadcasting Corp. of San Antonio
KVIL-FM	28624	Highland Park, TX	Infinity Broadcasting Corp. of Texas
KOAI(FM)	23440	Fort Worth, TX	Infinity KOAI-FM, Inc.

As a result of this reorganization, each of the above licenses will be assigned to Texas Infinity Broadcasting L.P. ("TX Inf. Broad. LP")

As set forth more fully below, because Viacom Inc. ("Viacom") at present controls the licensees of each of these radio stations, and will remain in control of these stations following the consummation of the proposed transaction, this corporate restructuring will not result in a substantial change in the beneficial ownership or control of any FCC licensees, and therefore, the various *pro forma* assignment of license applications discussed below that are being filed to accomplish this corporate restructuring are properly submitted on FCC Form 316.

As shown on the attached chart labeled "Current Ownership Structure of the Affected Stations," Viacom currently owns 100% of Infinity Broadcasting Corporation ("Infinity"), which owns 100% of Infinity Media Corporation ("Infinity Media").

Infinity Broadcasting Corporation of Dallas ("Inf. Broad. Corp. of Dallas"), Infinity Broadcasting Corporation of San Antonio ("Inf. Broad. Corp. of San Antonio"), Infinity Broadcasting Corporation of Texas ("Inf. Broad. Corp. of Texas"), Infinity Holdings Corporation of Fort Worth ("Inf. Hold. Corp. of Ft. Worth"), and Infinity KOAI-FM Holdings Corporation ("Inf. KOAI-FM Hold. Corp.") are all wholly owned subsidiaries of Infinity Media.

Inf. Hold. Corp. of Ft. Worth directly controls Infinity Broadcasting Corporation of Fort Worth ("Inf. Broad. Corp. of Ft. Worth"), which directly controls Infinity of Fort Worth Licensee Corporation ("Inf. Ft. Worth Licen. Corp.").

Inf. KOAI-FM Hold. Corp. directly controls Infinity KOAI-FM Inc. ("Inf. KOAI-FM Inc.") which directly controls Infinity KOAI-FM Licensee Corporation ("Infinity KOAI-FM Licen. Corp."), Infinity Broadcasting Partner I Inc. ("Inf. Broad. Part. I Inc.") and Infinity Texas Partner II Inc. ("Inf. TX Part. II Inc."). Inf. Broad. Part. I Inc. is the

limited partner of TX Inf. Broad. LP and Inf. TX Part. II Inc. is the general partner of TX Inf. Broad. LP.

The proposed restructuring will be effectuated as follows:

1. Infinity KOAI-FM Licen. Corp. will merge with and into its parent company, Inf. KOAI-FM Inc., which will remain as the surviving entity.
2. Inf. Ft. Worth Licen. Corp. will merge with and into its parent company, Inf. Broad. Corp. of Ft. Worth, which will remain as the surviving entity.
3. Inf. KOAI-FM Hold. Corp. will merge with and into its parent company, Infinity Media, which will remain as the surviving entity.
4. Inf. Hold. Corp. of Ft. Worth will merge with and into its parent company, Infinity Media, which will remain as the surviving entity.
5. Inf. KOAI-FM Inc. will merge with and into Inf. Broad. Corp. of Texas, with Inf. Broad. Corp. of Texas remaining as the surviving entity. The licensee of radio station KOAI(FM), currently licensed to Inf. KOAI-FM Inc. will be assigned to Inf. Broad. Corp. of Texas.
6. Inf. Broad. Corp. of Dallas will merge with and into Inf. Broad. Corp. of Texas, with Inf. Broad. Corp. of Texas remaining as the surviving entity. The licenses of radio stations KLUV-FM and KLLI(FM), currently licensed to Inf. Broad. Corp. of Dallas will be assigned to Inf. Broad. Corp. of Texas.
7. Inf. Broad. Corp. of Ft. Worth will merge with and into Inf. Broad. Corp. of Texas, with Inf. Broad. Corp. of Texas remaining as the surviving entity. The license of radio station KJKK(FM), currently licensed to Inf. Broad. Corp. of Ft. Worth will be assigned to Inf. Broad. Corp. of Texas.
8. Inf. Broad. Corp. of San Antonio will merge with and into Inf. Broad. Corp. of Texas, with Inf. Broad. Corp. of Texas remaining as the surviving entity. The licenses of radio stations KTSA(AM) and KSRX(FM), currently licensed to Inf. Broad. Corp. of San Antonio will be assigned to Inf. Broad. Corp. of Texas.
9. Inf. Broad. Corp. of Texas will assign the licenses of the following radio stations to Inf. Broad. Part. I Inc..

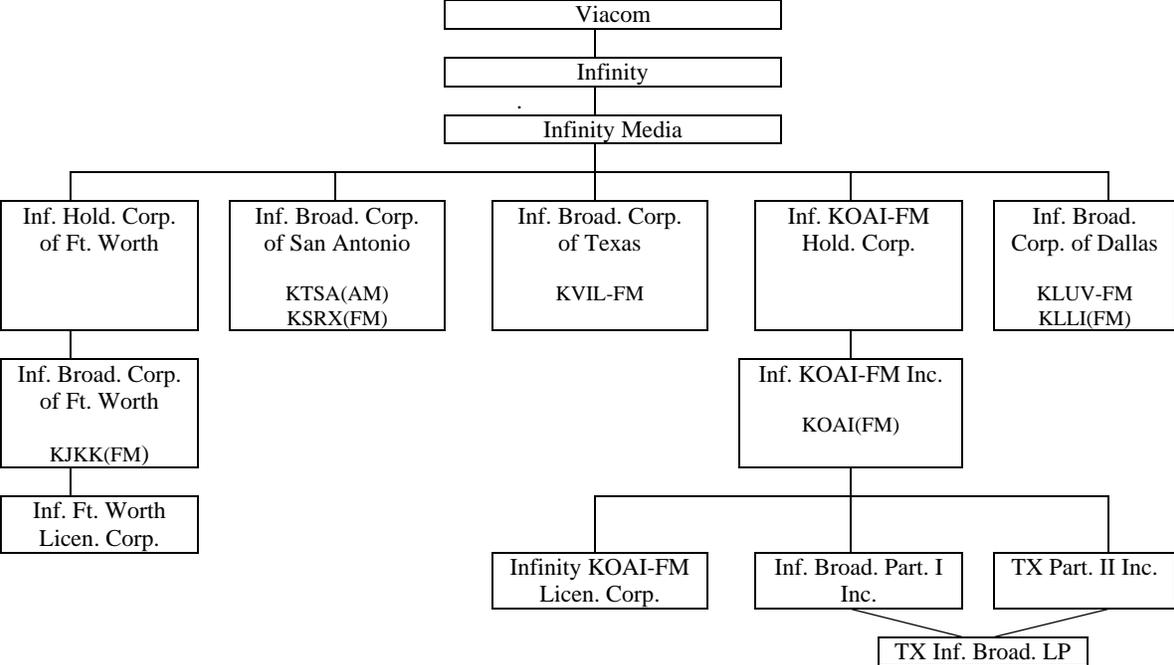
<u>Call Sign</u>	<u>Fac. ID</u>	<u>City of License</u>
KLUV-FM	67195	Dallas, TX
KLLI(FM)	1087	Dallas, TX
KJKK(FM)	63779	Fort Worth, TX
KTSA(AM)	71087	San Antonio, TX
KSRX(FM)	71086	San Antonio, TX
KVIL-FM	28624	Highland Park, TX
KOAI(FM)	23440	Fort Worth, TX

10. Inf. Broad. Part. I Inc. will assign those licenses to TX Inf. Broad. LP.

Because the above-referenced applications are inter-related, it is respectfully requested that they be processed and granted simultaneously.

Transactions such as the ones contemplated in this restructuring that involve the instantaneous pass-through of a broadcast license from assignor to assignee through an intermediary entity that never exercises control of the license for any appreciable time is properly filed on one application. *See John H. Phipps, Inc.*, 11 FCC Rcd 13053, 13056 (1996).

Current Ownership Structure of the Affected Stations



Proposed Ownership Structure of the Affected Stations

