

**Exhibit 12
FCC Form 316
Section III, Paragraph 5**

Description of Transaction

The instant application seeks FCC consent to the *pro forma* transfer of control of PTI Holdings, Inc., including its licensee subsidiary KDTV License Partnership, G.P. (the “Licensee”), licensee of KDTV-DT, San Francisco, CA and KDTV-CD, Santa Rosa, CA, from Transferor Univision Communications Inc. (“UCI”) to UCI’s newly-formed and wholly-owned subsidiary Univision Local Media Inc. (“Transferee” or “UCI Local Media”). The intra-corporate restructuring will result from the *pro forma* insertion of new subsidiary UCI Local Media into the ownership chain between parent company UCI and its subsidiary PTI Holdings, Inc.¹

As reflected in the Annex A “Before” diagram, the Licensee, a third tier subsidiary of UCI, is a subsidiary of Univision Television Group, Inc. Univision Television Group, Inc. is a wholly-owned subsidiary of PTI Holdings, Inc., which in turn is wholly-owned by UCI.

As reflect in the Annex B “After” diagram, pursuant to the proposed intra-corporate restructuring, parent company UCI’s new direct and wholly-owned subsidiary UCI Local Media will become (following FCC consent to the proposed transaction) the immediate

¹ PTI Holdings, Inc. is the intermediate parent company of 21 television station licensee subsidiaries of UCI. Thus, a separate, companion Form 316 application is being filed for each of the additional 20 licensee subsidiaries of PTI Holdings, Inc.

parent of PTI Holdings, Inc.,² and the Licensee will become a fourth, rather than third, tier subsidiary of UCI.

Because the proposed corporate reorganization involves a *pro forma* transfer of control from UCI to a wholly-owned subsidiary of UCI, it is properly the subject of FCC Form 316. *See* Section 73.3540(f)(5).

² UCI Local Media is a newly-formed Delaware corporation. Its directors and all except one of its officers are existing officers or directors of UCI and/or its subsidiaries. The new officer does not have other attributable media interests.