

DESCRIPTION OF TRANSACTION

Overview-

The instant application seeks Commission consent to the *pro forma* transfer of control of Midessa Broadcasting, L.P. (“Midessa”), the licensee of KTXC(FM), La Mesa, Texas, from one commonly owned company to another as the result of a corporate reorganization. As described below, this corporate reorganization does not change the beneficial ownership of the licensee, nor does it change the real parties in interest, or the ultimate control of the station. Accordingly, the use of an FCC Form 316 for this *pro forma* transfer of control is consistent with the Commission’s Rules.

Currently, Midessa Broadcasting, L.P. has two partners: Midessa Broadcasting of Texas, LLC (“Midessa Texas”) is the sole general partner of, and holds a 1% ownership interest in, Midessa Broadcasting L.P., and Drewry Family Limited Partnership is the sole limited partner of, and holds a 99% ownership interest in, Midessa Broadcasting, L.P. Robert H. Drewry, William T. Drewry, and Susan Drewry Battaglia are general and limited partners of the Drewry Family Limited Partnership. Similarly, Midessa Texas is managed by its members – Robert H. Drewry, William T. Drewry, and Susan Drewry Battaglia – who are, thus, ultimately in control of Midessa Broadcasting, L.P.

Pursuant to this proposed *pro forma* transfer of control, Midessa Broadcasting, L.P. seeks to change its general partner and limited partner from Midessa Texas and Drewry Family Limited Partnership to two other commonly owned and controlled companies.

Specifically, as a result of the transfer of control proposed by the instant application, LCI Television of Texas, Inc., will become the sole general partner of, and hold a 1% interest in, Midessa Broadcasting, L.P, and KSWO Television Company, Inc. will become the sole limited partner, and hold a 99% interest in, Midessa Broadcasting, L.P. As detailed below, LCI Television of Texas, Inc., and KSWO Television Company, Inc. are owned and controlled by the same family members – Robert H. Drewry, William T. Drewry, and Susan Drewry Battaglia – that currently control Midessa Broadcasting, L.P. Accordingly, as the contemplated *pro forma* assignment of license is an internal corporate reorganization that does not affect a substantial change in the beneficial ownership of the licensee, the assignment is properly the subject of an FCC Form 316 short form. Furthermore, as a corporate reorganization there are no agreements related to this transfer of control.

A flowchart depicting the ownership before and after the proposed reorganization is included below.

Ownership-

Robert H. Drewry, William T. Drewry, and Susan Drewry Battaglia are brothers and sister. Through their control of KSWO Television Co., Inc. ("KSWO") and Lawton Cablevision, Inc. ("LCI"), Robert H. Drewry, William T. Drewry, and Susan Drewry Battaglia, as a family group, currently control the licensees of several television stations and a cable system. The parties control KSWO through their ownership of a majority (68.82%) of KSWO's voting stock as tenants-in-common, and control LCI through their positions as tenants-in-common and as co-trustees of various family trusts. Those shares are voted as directed by a majority of the tenants-in-common, with the shares voted by Robert H. Drewry in accordance with those directions. The attributable broadcast and cable television interests of these individuals and companies are set forth below, as well as any interests held by the officers, directors, and stockholders or partners of the various corporate entities.

The officers and directors of KSWO are: Robert H. Drewry, Vice-president/Director, 500 Montgomery Square, Suite 305, Lawton, Oklahoma, 73501; William T. Drewry, Secretary/Treasurer/Director, P.O. Box 708-A, Lawton, Oklahoma, 73502; Susan Drewry Battaglia, Director, 5406 Chevy Chase, Corpus Christi, Texas 78412; James T. Warkentin, Director, 1316 NW Sheridan, #317, Lawton, Oklahoma, 73505; and William A. Scott, 421 Chimney Creek Dr., Lawton, Oklahoma, 73505. All officers and directors are U.S. citizens.

Similarly, LCI Television of Texas, Inc. ("LCI Texas"), is a wholly owned subsidiary of ("LCI"), which is also owned and controlled by the Drewry family. The officers and directors of LCI Texas are: Robert H. Drewry, Vice-president/Director, 500 Montgomery Square, Suite 305, Lawton, Oklahoma, 73501; William T. Drewry, Secretary/Director, P.O. Box 708-A, Lawton, Oklahoma, 73502; Susan Drewry Battaglia, Treasurer/Director, 5406 Chevy Chase, Corpus Christi, Texas 78412.

The officers and directors of LCI are: Robert H. Drewry, Vice-president/Director, 500 Montgomery Square, Suite 305, Lawton, Oklahoma, 73501; William T. Drewry, Secretary/Treasurer/Director, P.O. Box 708-A, Lawton, Oklahoma, 73502; Susan Drewry Battaglia, Director, 5406 Chevy Chase, Corpus Christi, Texas 78412; James T. Warkentin, Director, 1316 NW Sheridan, #317, Lawton, Oklahoma, 73505; and William Scott, 421 Chimney Creek Dr., Lawton, Oklahoma, 73505. All officers and directors of LCI are U.S. citizens.

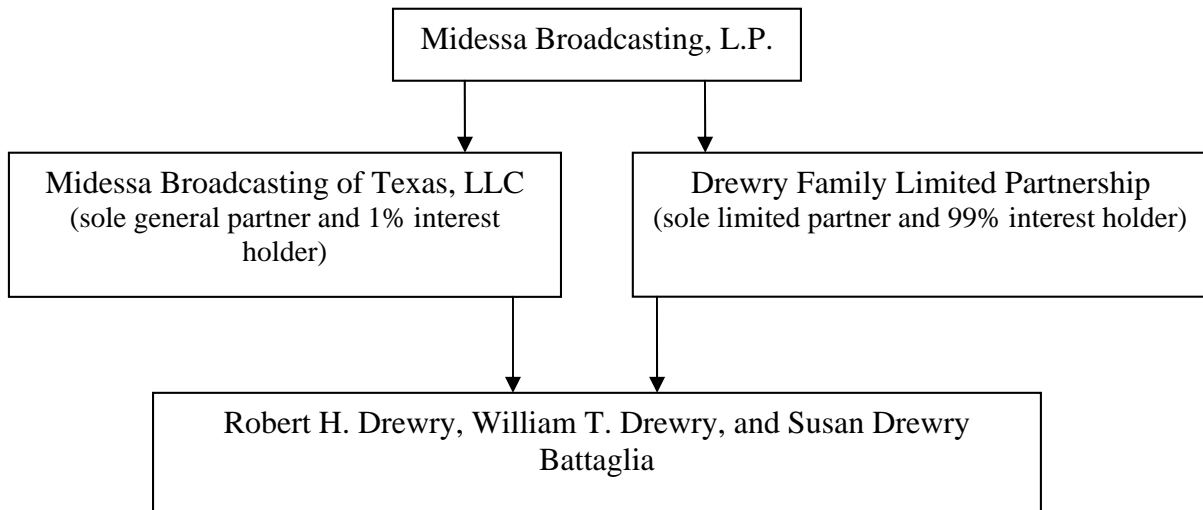
Robert H. Drewry, William T. Drewry, and Susan Drewry Battaglia are the children of R.H. Drewry (who died in January 1994). They own a majority of the stock of LCI through their positions as trustees of various family trusts and as tenants-in-common, as follows:

1. Robert H. Drewry and William T. Drewry are co-trustees and vote 2,611 shares (38.83%) held in the R.H. Drewry Trust for the Benefit of his Children and Grandchildren.
2. Robert H. Drewry and Susan Drewry Battaglia are co-trustees and vote 325 shares (4.83%) held by the R.H. Drewry Trust for the Benefit of William T. Drewry.

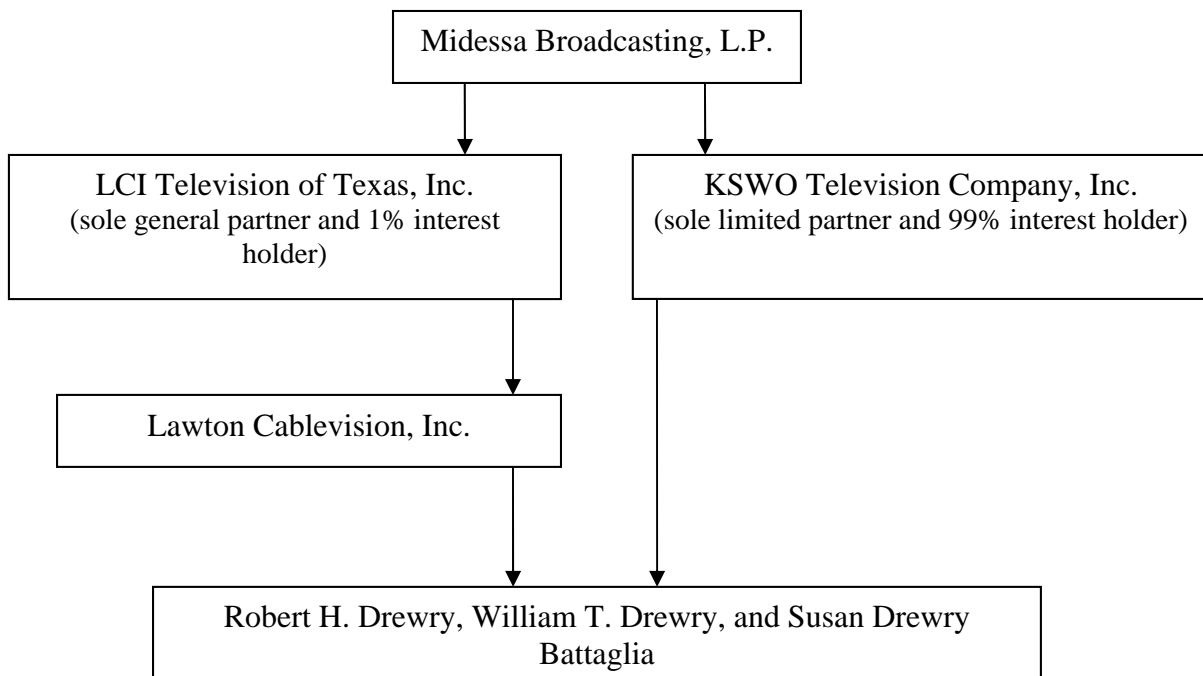
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3. Robert H. Drewry and William T. Drewry are co-trustees and vote 325 shares (4.83%) held by the R.H. Drewry Trust for the Benefit of Susan Drewry Battaglia.
4. William T. Drewry and Susan Drewry Battaglia are co-trustees and vote 325 shares (4.83%) held by the R.H. Drewry Trust for the Benefit of Robert H. Drewry.
5. Robert H. Drewry, William T. Drewry, and Susan Drewry Battaglia, in their individual capacities, as trustees of family trusts, and as a family group own shares constituting a 10.7% interest in LCI.

Ownership and Control of KTXC(FM) BEFORE Pro Forma Reorganization



Ownership and Control of KTXC(FM) AFTER Pro Forma Reorganization



Other Broadcast Interests-

KSWO Television Co., Inc. KSWO is the licensee of KSWO-TV, Lawton, OK (FIN: 35645) and holds an attributable interest in Adelante Television Limited Partnership (“Adelante LP”). Adelante LP is the licensee of low power television stations KTLD-LP, Odessa, Texas (FIN: 64989), KTLE-LP, Odessa, Texas (FIN: 64993), KTMO-LP, Amarillo, Texas (FIN: 64969), and KKTMLP, Altus, Oklahoma (FIN: 130241).

Midessa Television LP Midessa Television LP (“Midessa”) is the licensee of the following stations:

KWES-TV, Odessa, Texas (FIN: 42007).
KWAB-TV, Big Spring Texas (FIN: 42008).

LCI Television of Texas, Inc. (“LCI Texas”), a wholly owned subsidiary of Lawton Cablevision, Inc. (“LCI”), is the sole general partner of Midessa and holds a 1% ownership interest in Midessa. In addition, Midessa has two limited partners: KSWO, which holds a 50% interest, and LCI, which holds a 49% interest.

Panhandle Telecasting LP Panhandle Telecasting LP (“Panhandle”) is the licensee of the following stations:

KFDA-TV, Amarillo, Texas (FIN: 51466)
K26CD, Clovis, New Mexico (FIN- 51469)
K24DP, San Jon, New Mexico (FIN-51467)
K41CA, Kress, Texas (FIN-51472)
K63GN, Bovina and Rural Area, Texas (FIN- 51470)
K67CS, Dora, New Mexico (FIN- 40449)

LCI Texas, a wholly owned subsidiary of LCI, is the sole general partner of Panhandle and holds a 1% ownership interest in Panhandle. In addition, Panhandle has two limited partners: KSWO which holds a 45% interest and LCI, which holds a 54% interest.

Centex Television LP Centex Television LP (“Centex”) is the licensee of the following stations:

KXXV(TV), Waco, Texas (FIN: 9781)
KRHD-LP, Bryan, Texas (FIN: 64993).

KSWO Television of Texas, Inc. (“KSWO Texas”), a wholly owned subsidiary of KSWO, is the sole general partner of Centex and holds a 1% interest in Centex. In addition, LCI holds a 99% limited partnership interest in Centex.

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Lawton Cablevision, Inc. In addition to the interests detailed above, Lawton Cablevision, Inc. ("LCI") is the 100% owner of a cable television system serving the community of Lawton, Oklahoma and also hold an attributable interest in Adelante LP. Adelante LP is the licensee of low power television stations KTLD-LP, Odessa, Texas (FIN: 64989), KTLE-LP, Odessa, Texas (FIN: 64993), KTMO-LP, Amarillo, Texas (FIN: 64969), and KKTm-LP, Altus, Oklahoma (FIN: 130241).