

## **Exhibit 2 -- Pro Forma Assignment of License**

Viacom Inc. is the licensee of television KEYE-TV, [Facility ID No. 33691] Austin, Texas, (the Station) and the Station's associated broadcast auxiliary stations (together the FCC licenses for the Station and the broadcast auxiliary stations are the "Licenses,") and holds a construction permit to build digital television facilities associated with the Station [BPCDT-19991101ABZ] (the "Permit"). As a part of a corporate restructuring, Viacom seeks the Commission's consent to the pro-forma assignment of the Licenses and Permit to KTVT Broadcasting Company, L.P., an entity also under the control of Viacom Inc.

Specifically, Viacom Inc. will contribute the Licenses and Permit and all the other assets related to KEYE-TV, (the "KEYE Assets") to its wholly-owned subsidiary, CBS Dallas Media, Inc. ("Media"). Media will immediately contribute the KEYE Assets to KTVT Broadcasting Company, L.P., a Delaware limited partnership (the "L.P."). The L.P. is indirectly wholly-owned by Viacom Inc. and has two partners. Media is a ninety-nine percent limited partner in the L.P.; CBS Dallas Ventures, Inc., a wholly-owned subsidiary of Viacom Inc. ("Ventures"), is a one percent general partner. Concurrent with the contribution of the KEYE Assets to the L.P. by Media, Ventures will contribute cash to the L.P. in order to maintain its one percent interest in the L.P.

After the transaction described in the preceding paragraph is complete, Viacom Inc. will be the indirect owner of the KEYE Assets. Because Viacom Inc. presently controls the Licenses and Permit, and will remain in control of the Licenses and Permit upon consummation of the proposed restructuring, this *pro forma* assignment of Licenses and Permit will not substantive change in the beneficial ownership or control of the Licenses and Permit, and is properly filed using FCC Form 316.