

Description of Pro Forma Transfer

KTVU, LLC hereby seeks Commission consent to the *pro forma* transfer of control from KTVU Holdco LLC to its majority owner KTVU, Inc. The instant transaction qualifies as a *pro forma* transfer of control because it is part of an internal corporate reorganization that involves no substantial change in the ownership or control KTVU, LLC.

As shown in the attached chart, under the current structure,¹ KTVU, Inc. controls and owns 55% of the membership interests of KTVU Holdco LLC. KTVU Holdco LLC, in turn, is the sole member of KTVU, LLC. Following the transfer of control, KTVU, Inc. will directly control and own 100% of the membership interests in KTVU, LLC.

The proposed *pro forma* transfer of control that is the subject of this application arises from two steps that are scheduled to occur on the same day at substantially the same time.

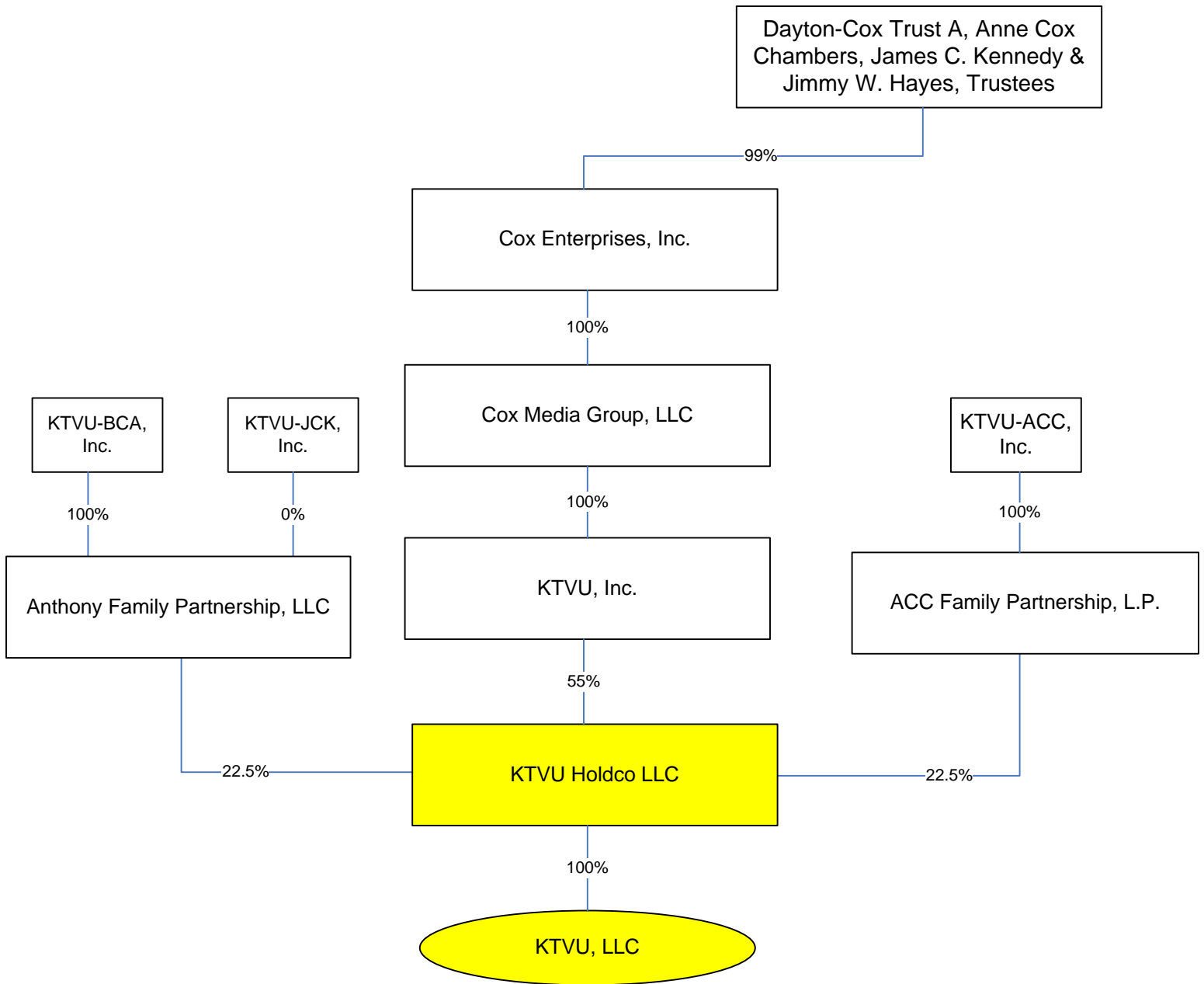
- First, KTVU Holdco LLC shall be dissolved and its assets, including its membership interests in KTVU, LLC, shall be distributed to KTVU, Inc.
- Second, and at substantially the same time, KTVU, LLC shall be converted from a Georgia limited liability company to a Delaware limited liability company.

Following the reorganization, KTVU, Inc. will be the sole member of KTVU, LLC. None of the officers or directors of KTVU, LLC or any of its parent entities will change as a result of this *pro forma* transfer of control.

The parties have not exchanged any consideration in connection with the proposed *pro forma* transfer, and, other than certain internal corporate agreements that are not germane to the processing of this application, there are no written or oral agreements regarding this *pro forma* transfer of control.

¹ The pre-transfer chart assumes the FCC consent to and consummation of (1ST) BALCT-20111114BCU (Media Bureau lead file number), IB2011004879, IB2011004880 (International Bureau) and 0004952582 (Wireless Bureau); followed by (2ND) BTCCDT-20111114BFT/BGV/BHE/BHW/BIM/BJG/BJO/BKM and BTC/BTCH-20111114BMU (Media Bureau lead file numbers), IB2011004888/890/891/893-903(International Bureau) and 0004932662 (Lead File Number), 0004932676, 0004932680, 0004932685, 0004932825, 0004932833, 0004932835, 0004932838, 0004932843, 0004938554 (Wireless Bureau).

Cox Enterprises, Inc. Voting Control (Before *Pro Forma* Transfer)



Cox Enterprises, Inc. Voting Control (After *Pro Forma* Transfer)

