

FCC Form 316
Section III, Question 5
EXHIBIT 12

Changes In Interests

This application seeks FCC consent to the *pro forma* transfer of control of the direct television station licensee subsidiaries of OTA Broadcasting, LLC (“OTA”). OTA is a wholly-owned subsidiary of Torchlight TV Investments, LLC (“Torchlight TV”). Torchlight TV is a wholly-owned subsidiary of MSD Torchlight Partners, L.P. (“MSD Torchlight”). The general partner of MSD Torchlight is MSD Capital (GP), LLC (“MSD Capital (GP)”) and the limited partners of MSD Torchlight are entities that are directly or indirectly wholly owned by (i) Michael S. Dell and Susan L. Dell; (ii) certain trusts for the benefit of Mr. Dell’s wife and children; and (iii) certain employees or former employees of MSD Capital, L.P. (such entities, collectively, the “MSD Parties”).¹ As a result of the *pro forma* internal reorganization described below, OTA Broadcasting will continue to be indirectly wholly owned by MSD Capital (GP) and the MSD Parties, but through Torchlight TV Holdings, L.P. (“Holdings”), a newly organized Delaware limited partnership, rather than through MSD Torchlight.

OTA controls the licensees of the television stations listed in Exhibit 14 to this application (collectively, the “OTA Stations”). The ownership chain between OTA and its ultimate beneficial owners is being reorganized in connection with the spinout of Holdings from MSD Torchlight (the “Spinout”). Immediately prior to the Spinout, 100% of the equity of

¹ MSD Capital (GP) has irrevocably delegated all of its rights and obligations with respect to, and any control over, either MSD Torchlight’s or Holdings’ investment in Torchlight TV to MSDC Management, L.P. (“MSDC LP”), a Delaware limited partnership. MSDC LP is the Investment Manager of MSD Torchlight and Holdings and the Manager of Torchlight TV. MSDC LP may not be removed as Investment Manager of Torchlight or Holdings, with respect to their respective investments in Torchlight TV, or as Manager of Torchlight TV, without the consent of MSDC LP.

Torchlight TV is being distributed by MSD Torchlight to Holdings, a newly organized entity owned 100% by MSD Torchlight. Also, immediately prior to the Spinout, MSD Capital (GP) will acquire an equity interest of 0.2% in MSD Torchlight. Immediately following the contribution by MSD Torchlight and equity acquisition by MSD Capital (GP), the limited partnership interests of Holdings will be distributed on a *pro rata* basis to the partners of MSD Torchlight (including MSD Capital (GP)). MSD Capital (GP) will be the sole general partner of Holdings, just as it is the sole general partner of MSD Torchlight. Other than the transfer of 0.2% of the equity of Torchlight TV to MSD Capital (GP), the Spinout will not result in any change in the ownership, control or management of either MSD Capital (GP) or the MSD Entities, which will each retain their existing indirect interest (through Holdings, Torchlight TV and OTA) in the OTA Stations.

As depicted in Attachment A hereto, OTA currently is a direct, majority-owned subsidiary of Torchlight TV, which, in turn, is a direct, wholly-owned subsidiary of MSD Torchlight, which, in turn, is wholly owned by the MSD Parties and controlled by MSD Capital (GP), its sole general partner. As depicted in Attachment B, as a result of the Spinout, Torchlight TV will be directly wholly owned by Holdings, which will be directly wholly owned by MSD Capital (GP) and the MSD Parties. The Spinout does not alter the ultimate control of OTA or the ownership structure below OTA, which will continue to directly control the licensees of the OTA Stations.

The Spinout does not result in any change in the business, management, operations or assets of OTA or the OTA Stations, nor does it affect in any way the ultimate control of all of these entities by MSD Capital (GP). Accordingly, the proposed transaction

meets the Commission's requirements for the use of *pro forma* procedures on FCC Form 316.² See 47 C.F.R. § 73.3540(f)(4) (corporate reorganization without substantial change of control) and (5) (transfer of control from a corporation to a wholly owned subsidiary thereof or vice versa).³

The following attachments to this Exhibit 12 provide additional information in response to Section III, Question 5:

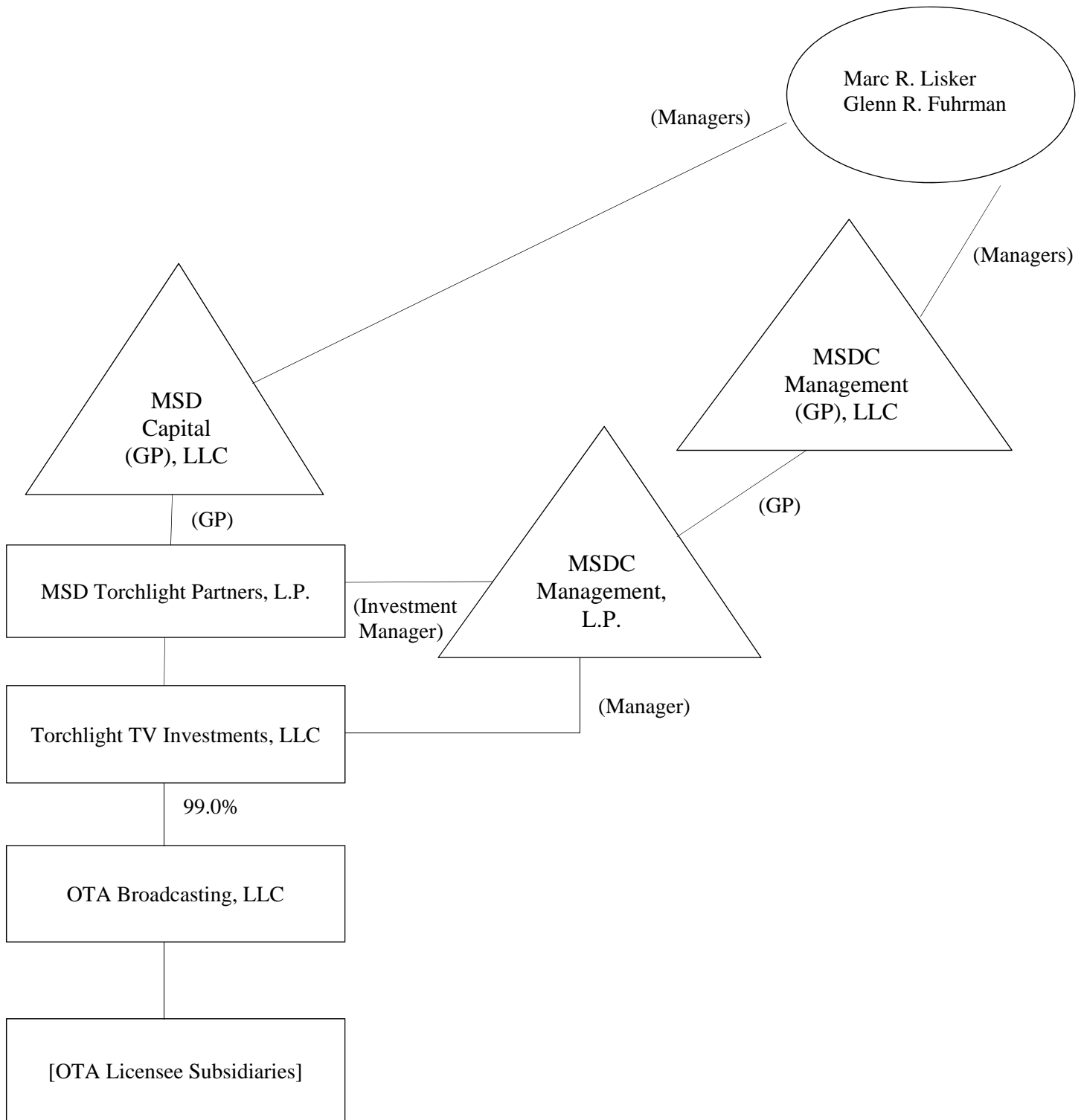
- Attachment A: Depicts the current control structure of OTA.
- Attachment B: Depicts the control structure of OTA following consummation of the Spinout.

Exhibit 14 to this application provides a list of all the television station licensee subsidiaries of OTA for which an FCC Form 316 is being filed in connection with the Spinout.

² A substantively identical transfer of control application on FCC Form 316 is being filed concurrently herewith for each of the ten television station licensee subsidiaries of OTA. The applicants respectfully request that the applications be processed and approved concurrently.

³ As a *pro forma* internal reorganization, the transaction does not involve payment of consideration or a purchase agreement.

Attachment A



Attachment B

