

## **Assignee Exhibit 12**

- I. Description of Reorganization Steps**
- II. Summary of Proposed License Assignments for Each Licensee**
- III. Corporate Organizational Charts**

## I. DESCRIPTION OF REORGANIZATION STEPS

This application and other concurrently-filed applications seek Commission consent to the *pro forma* reorganization (the “**Reorganization**”) of the licensee subsidiaries (the “Licensees”) of The E.W. Scripps Company (“**EWS**”). The Licensees and the broadcast stations (the “**Stations**”) that each Licensee holds are listed on Exhibit A attached hereto. Under the current ownership structure, EWS is the controlling parent of each Licensee. The Reorganization is a *pro forma* internal corporate restructuring pursuant to which the Stations will be assigned from the Licensees to other wholly-owned subsidiaries of EWS. The Reorganization involves no substantial change in the beneficial ownership of the Stations, and EWS will retain ultimate ownership and control.

EWS currently controls the Licensees through intermediate subsidiaries, all wholly-owned. The Reorganization and assignments of the Stations will be accomplished through a series of internal mergers and transfers of interests by and between these EWS subsidiaries. Following consummation of the Reorganization, EWS will continue to own and control the Licensees through wholly-owned subsidiaries. The proposed license assignments for each licensee are listed in Section II below in the *Summary of Proposed License Assignments For Each Licensee*, and the current ownership structure and the proposed ownership changes are reflected in the attached organizational charts in Section III.

### **Step 1:**

Scripps Broadcasting LLC (“**SB LLC**”) is formed as a single-member Nevada limited liability company. SB LLC is a direct wholly-owned subsidiary of Journal Broadcast Corporation (“**JBC**”).

### **Step 2:**

Desk BC Merger, LLC, a direct wholly-owned subsidiary of EWS and the 100% parent of JBC will be merged with and into Scripps Media, Inc. (“**SMI**”), also a direct wholly-owned subsidiary of EWS. Promptly thereafter, JBC will be converted into a single member limited liability company and renamed Scripps Broadcasting Holdings LLC (“**SBH LLC**”). (SBH LLC will retain and continue to operate under the same Tax Payer Identification Number as its predecessor, JBC.)

Shortly thereafter, SBH LLC will distribute its 100% ownership interest in Journal Broadcast Group, Inc. (“**JBG**”) to SMI. Following these steps, SBH LLC and JBG both will be direct wholly-owned subsidiaries of SMI.

### **Step 3:**

Immediately thereafter, Newschannel 5 Network, LLC (“**NC5**”) will be merged upstream and into its direct parent JBG, which will momentarily hold the NC5 broadcast license.

Immediately thereafter, JBG will be merged upstream and into SMI. As a result, SMI will temporarily hold the NC5 license.

**Step 4:**

In the final stage of the restructuring, within a few days SMI will transfer its FCC licenses and the broadcast license originally held by NC5 to SBH LLC. At substantially the same time, SBH LLC will transfer the FCC licenses for television stations WACY-TV (Appleton, WI), KMCI-TV (Lawrence, KS), WMYD (Detroit, MI), and KWBA-TV (Sierra Vista, AZ) to SB LLC.

The proposed Reorganization and associated license assignments are *pro forma* in nature because the transactions will result in no change to the identity of the ultimate controlling entity, and will have no effect on the day-to-day operations of the stations.

## Exhibit A – Licensees and Stations

### Television Stations:

<b>Licensee</b>	<b>Call Sign</b>	<b>Facility ID</b>	<b>Location</b>
Scripps Media, Inc.	WMAR-TV	59442	Baltimore, MD
Scripps Media, Inc.	WFTS-TV	64588	Tampa, FL
Scripps Media, Inc.	WPTV-TV	59443	W. Palm Beach, FL
Scripps Media, Inc.	WXYZ-TV	10267	Detroit, MI
Scripps Media, Inc.	WCPO-TV	59438	Cincinnati, OH
Scripps Media, Inc.	WEWS-TV	59441	Cleveland, MI
Scripps Media, Inc.	KSHB-TV	59444	Kansas City, MO
Scripps Media, Inc.	KMCI-TV	42636	Lawrence, KS
Scripps Media, Inc.	KJRH-TV	59439	Tulsa, OK
Scripps Media, Inc.	KNXV-TV	59440	Phoenix, AZ
Scripps Media, Inc.	KERO-TV	40878	Bakersfield, CA
Scripps Media, Inc.	KGTV(TV)	40876	San Diego, CA
Scripps Media, Inc.	KMGH-TV	40875	Denver, CO
Scripps Media, Inc.	WRTV(TV)	40877	Indianapolis, IN
Scripps Media, Inc.	WKBW-TV	54176	Buffalo, NY
Scripps Media, Inc.	WMYD	74211	Detroit, MI
Scripps Media, Inc.	KZKC-LP	65763	Bakersfield, CA
Scripps Media, Inc.	K44CN-D	59432	Cottonwood, AZ
Scripps Media, Inc.	K47DJ-D	59436	Prescott, AZ
Scripps Media, Inc.	K24KS-D	59433	Flagstaff, AZ
Scripps Media, Inc.	K30LL-D	59431	Kingman, AZ
Scripps Media, Inc.	KZCO-LD	168782	Denver, CO
Scripps Media, Inc.	KZCS-LP	67544	Colorado Springs, CO
Scripps Media, Inc.	KZCS-LD	168783	Colorado Springs, CO
Scripps Media, Inc.	KZFC-LP	67530	Windsor, CO
Scripps Media, Inc.	KZFC-LD	188878	Windsor, CO
Scripps Media, Inc.	KZSD-LP	57054	San Diego, CA
Journal Broadcast Corporation	KIVI-TV	59255	Nampa, ID
Journal Broadcast Corporation	K27DX-D	59257	McCall, ID
Journal Broadcast Corporation	WFTX-TV	70649	Cape Coral, FL
Journal Broadcast Corporation	WGBA-TV	2708	Green Bay, WI
Journal Broadcast Corporation	WACY-TV	361	Appleton, WI
Journal Broadcast Corporation	WLWK-CD	2711	Sturgeon Bay, WI
Journal Broadcast Corporation	WSYM-TV	74094	Lansing, MI
Journal Broadcast Corporation	KTNV-TV	74100	Las Vegas, NV
Journal Broadcast Corporation	WTMJ-TV	74098	Milwaukee, WI
Journal Broadcast Corporation	KMTV-TV	35190	Omaha, NE
Journal Broadcast Corporation	KWBA-TV	35095	Sierra Vista, AZ
Journal Broadcast Corporation	KGUN-TV	36918	Tucson, AZ
Journal Broadcast Corporation	KSAW-LD	59256	Twin Falls, ID
Journal Broadcast Corporation	K44JR-D	52252	Laughlin, NV
Journal Broadcast Corporation	K42AA-D	48802	Pahrump, NV
Journal Broadcast Corporation	K16EO-D	36915	Oro Valley/Tucson, AZ
NewsChannel 5 Network, LLC	WTVF(TV)	36504	Nashville, TN

Radio Stations:

<b>Licensee</b>	<b>Call Sign</b>	<b>Facility ID</b>	<b>Location</b>
Journal Broadcast Corporation	KJOT(FM)	6329	Boise, ID
Journal Broadcast Corporation	KQXR(FM)	42650	Payette, ID
Journal Broadcast Corporation	KRVB(FM)	17397	Nampa, ID
Journal Broadcast Corporation	KTHI(FM)	68589	Caldwell, ID
Journal Broadcast Corporation	WNOX(FM)	29741	Karns, TN
Journal Broadcast Corporation	WKHT(FM)	40854	Knoxville, TN
Journal Broadcast Corporation	WWST(FM)	29727	Sevierville, TN
Journal Broadcast Corporation	WCYQ(FM)	49923	Oak Ridge, TN
Journal Broadcast Corporation	WKTI(FM)	74095	Milwaukee, WI
Journal Broadcast Corporation	WTMJ(AM)	74096	Milwaukee, WI
Journal Broadcast Corporation	KEZO-FM	74105	Omaha, NE
Journal Broadcast Corporation	KKCD(FM)	74103	Omaha, NE
Journal Broadcast Corporation	KQCH(FM)	50314	Omaha, NE
Journal Broadcast Corporation	KSRZ(FM)	50308	Omaha, NE
Journal Broadcast Corporation	KXSP(AM)	50313	Omaha, NE
Journal Broadcast Corporation	KSGF(AM)	62024	Springfield, MO
Journal Broadcast Corporation	KSGF-FM	2924	Ash Grove, MO
Journal Broadcast Corporation	KSPW(FM)	10119	Sparta, MO
Journal Broadcast Corporation	KTTS-FM	62023	Springfield, MO
Journal Broadcast Corporation	KRVI(FM)	55165	Mt. Vernon, MO
Journal Broadcast Corporation	KFFN(AM)	2433	Tucson, AZ
Journal Broadcast Corporation	K285DL	64688	Tucson, AZ
Journal Broadcast Corporation	KTGV(FM)	57504	Oracle, AZ
Journal Broadcast Corporation	KTGV-FM1	178359	Oracle, AZ
Journal Broadcast Corporation	KMXZ-FM	2434	Tucson, AZ
Journal Broadcast Corporation	KQTH(FM)	20403	Tucson, AZ
Journal Broadcast Corporation	KFAQ(AM)	68329	Tulsa, OK
Journal Broadcast Corporation	KVOO-FM	68330	Tulsa, OK
Journal Broadcast Corporation	KXBL(FM)	68331	Henryetta, OK
Journal Broadcast Corporation	KBEZ(FM)	55707	Tulsa, OK
Journal Broadcast Corporation	KHTT(FM)	55704	Muskogee, OK
Journal Broadcast Corporation	KFDI-FM	72357	Wichita, KS
Journal Broadcast Corporation	KFTI(AM)	72356	Wichita, KS
Journal Broadcast Corporation	KFXJ(FM)	37133	Augusta, KS
Journal Broadcast Corporation	KICT-FM	63548	Wichita, KS
Journal Broadcast Corporation	KYQQ(FM)	37121	Arkansas City, KS

## II. Summary of Proposed License Assignments For Each Licensee

### ❖ **Scripps Media, Inc.:**

The following FCC broadcast licenses currently held by Scripps Media, Inc. will be assigned to Scripps Broadcast Holdings LLC:

WMAR-TV, WFTS-TV, WPTV-TV, WXYZ-TV, WCPO-TV, WEWS-TV, KSHB-TV, KJRH-TV, KNXV-TV, KERO-TV, KGTV(TV), KMGH(TV), WRTV(TV), WKBW-TV, KZKC-LP, K44CN-D, K47DJ-D, K24KS-D, K30LL-D, KZCO-LD, KZCS-LP, KZCS-LD, KZFC-LP, KZFC-LD, and KZSD-LP.

### ❖ **Scripps Media, Inc.:**

The following FCC broadcast licenses currently held by Scripps Media, Inc. will be assigned to Scripps Broadcasting LLC: KMCI-TV and WMYD.

### ❖ **Newschannel 5 Network, LLC:**

The following FCC broadcast license currently held by Newschannel 5 Network, LLC will be assigned to Scripps Broadcasting Holdings LLC: WTVF(TV).

### ❖ **Journal Broadcast Corporation:**

The following FCC broadcast licenses currently held by Journal Broadcast Corporation will be held by Scripps Broadcasting Holdings LLC, which represents and will be implemented by a LLC conversion and name change from Journal Broadcast Corporation:

KIVI-TV, WFTX(TV), WGBA-TV, WLWK-CD, WSYM-TV, KTNV-TV, WTMJ-TV, KMTV-TV, KGUN-TV, KSAW-LD, K44JR-D, K42AA-D, K16EO-D, K27DX-D; KJOT(FM), KQXR(FM), KRVB(FM), KTHI(FM), WNOX(FM), WKHT(FM), WWST(FM), WCYQ(FM), WLWK-FM, WTMJ(AM), KEZO-FM, KKCD(FM), KQCH(FM), KSRZ(FM), KXSP(AM), KSGF(AM), KSGF-FM, KSPW(FM), KTTS-FM, KRVI(FM), KFFN(AM), K285DL, KTGTV(FM), KTGTV-FM1, KMXZ-FM, KQTH(FM), KFAQ(AM), KVOO-FM, KXBL(FM), KBEZ(FM), KHTT(FM), KFDI-FM, KFTI(AM), KFXJ(FM), KICT-FM, AND KYQQ(FM).

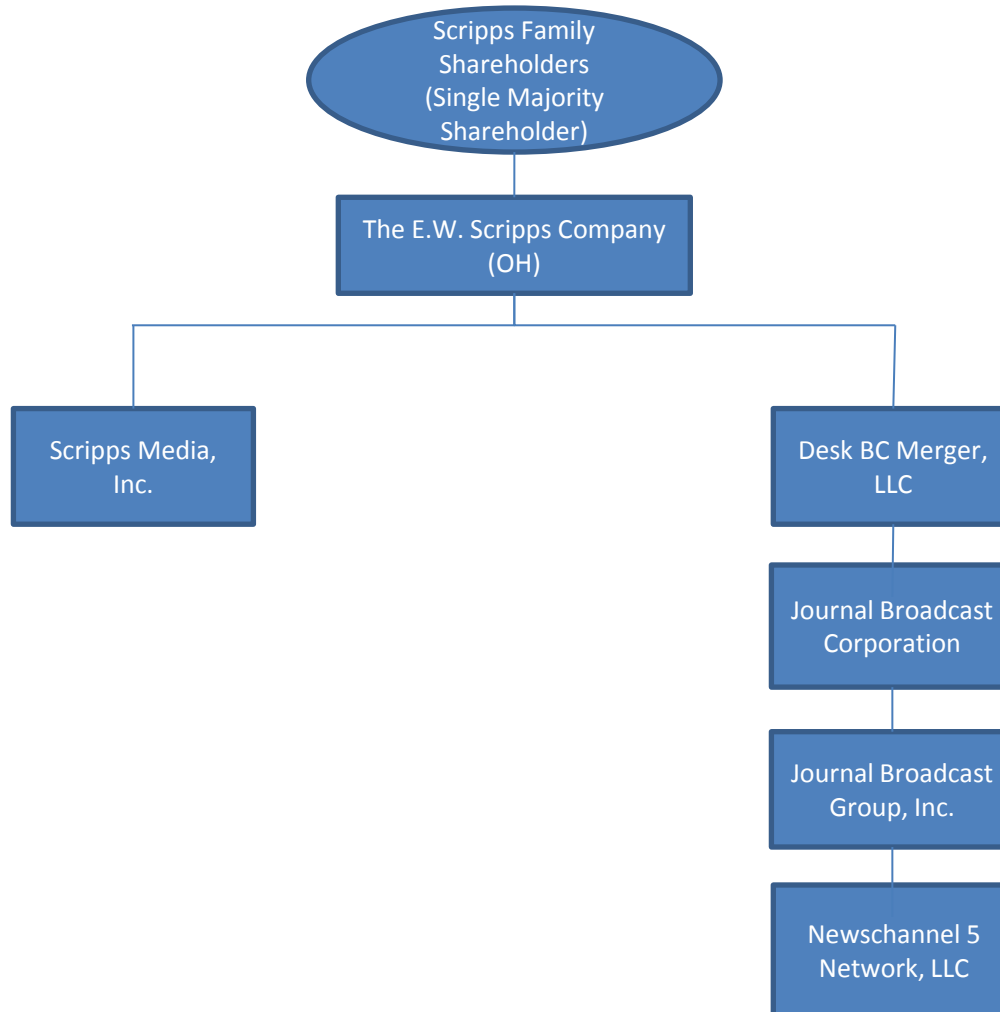
### ❖ **Journal Broadcast Corporation:**

The following FCC broadcast licenses currently held by Journal Broadcast Corporation will be assigned to Scripps Broadcasting LLC:

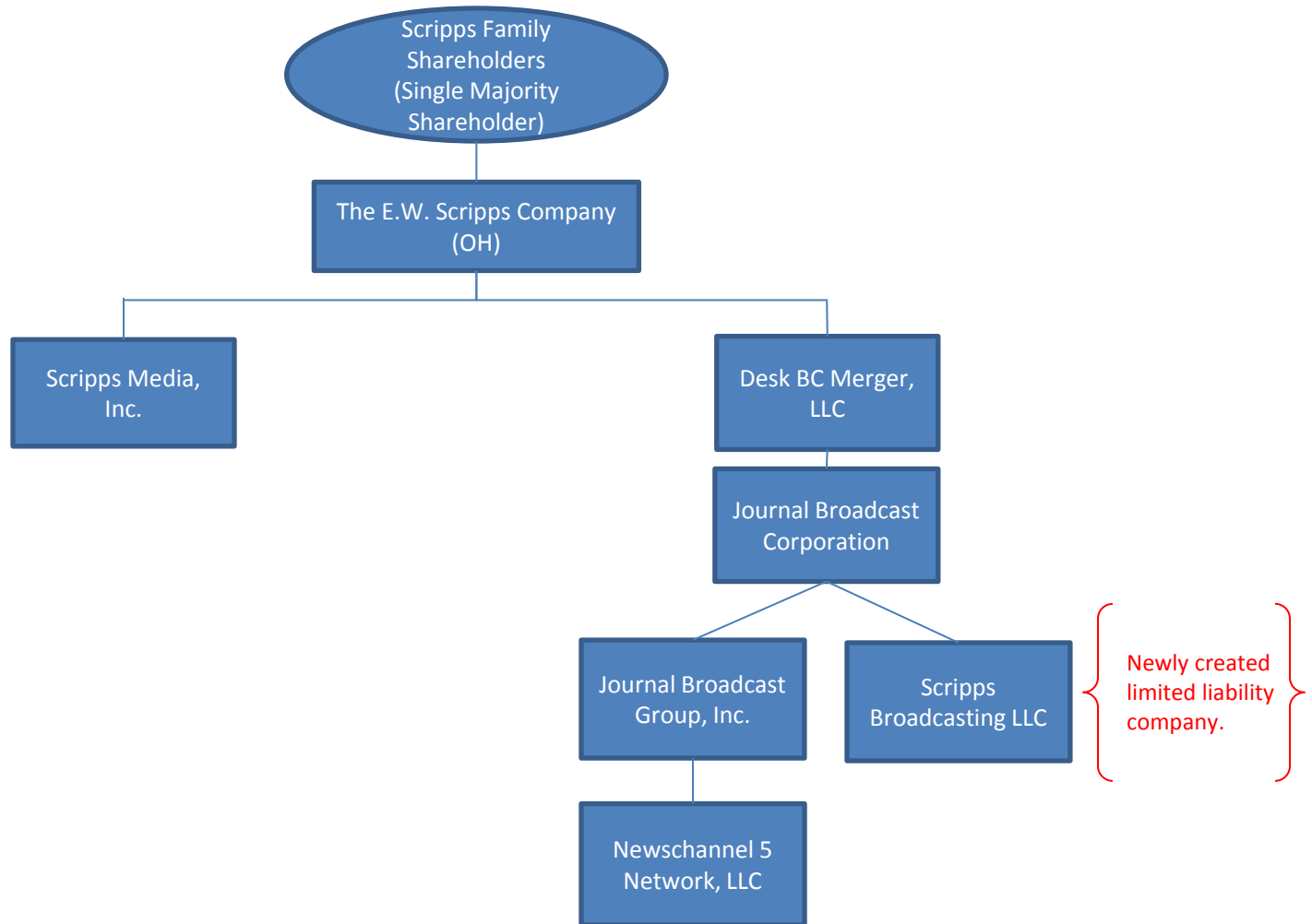
WACY-TV and KWBA-TV.

### III. ORGANIZATIONAL CHARTS

#### The E.W. Scripps Company Current Ownership Structure

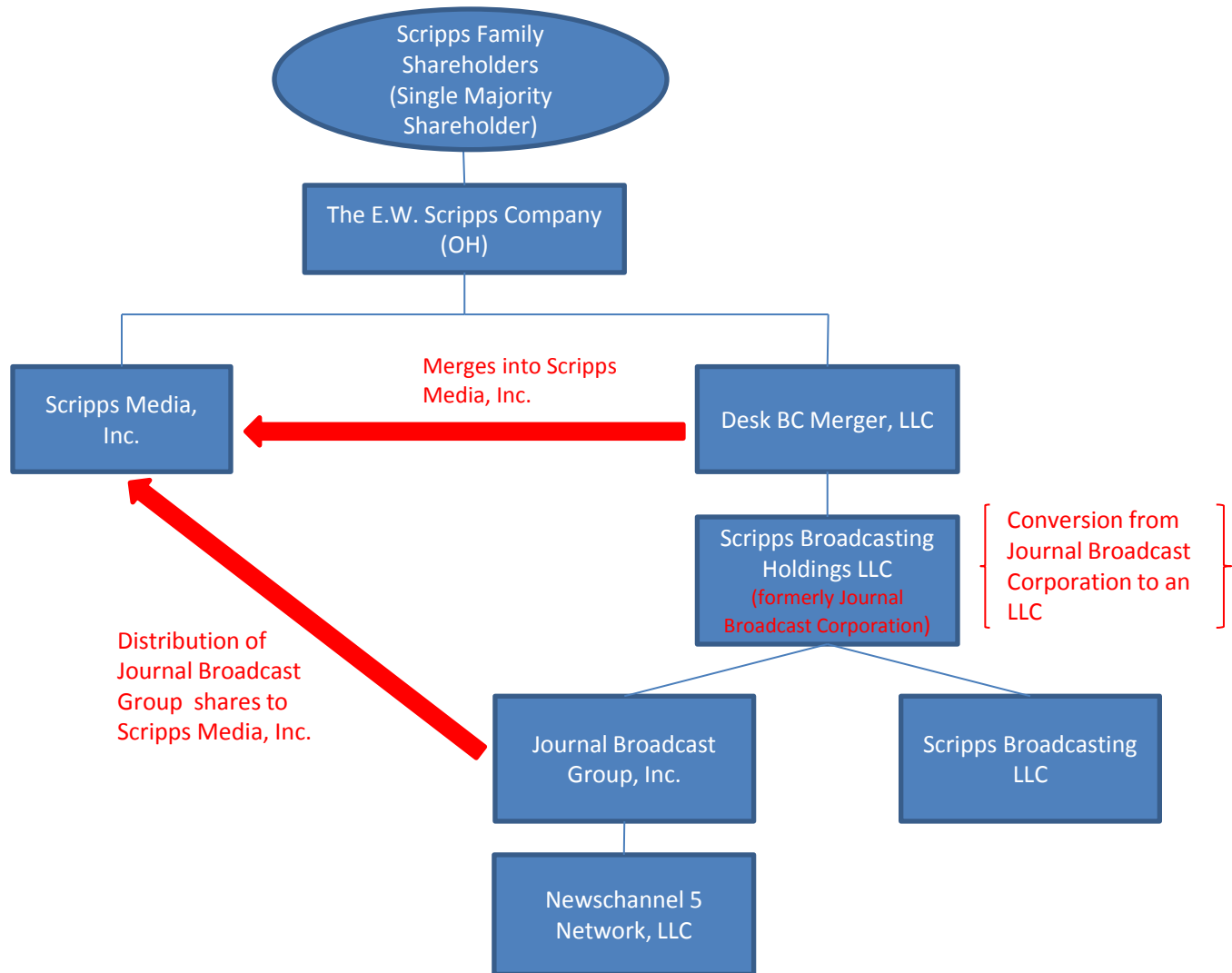


# Reorganization Step 1

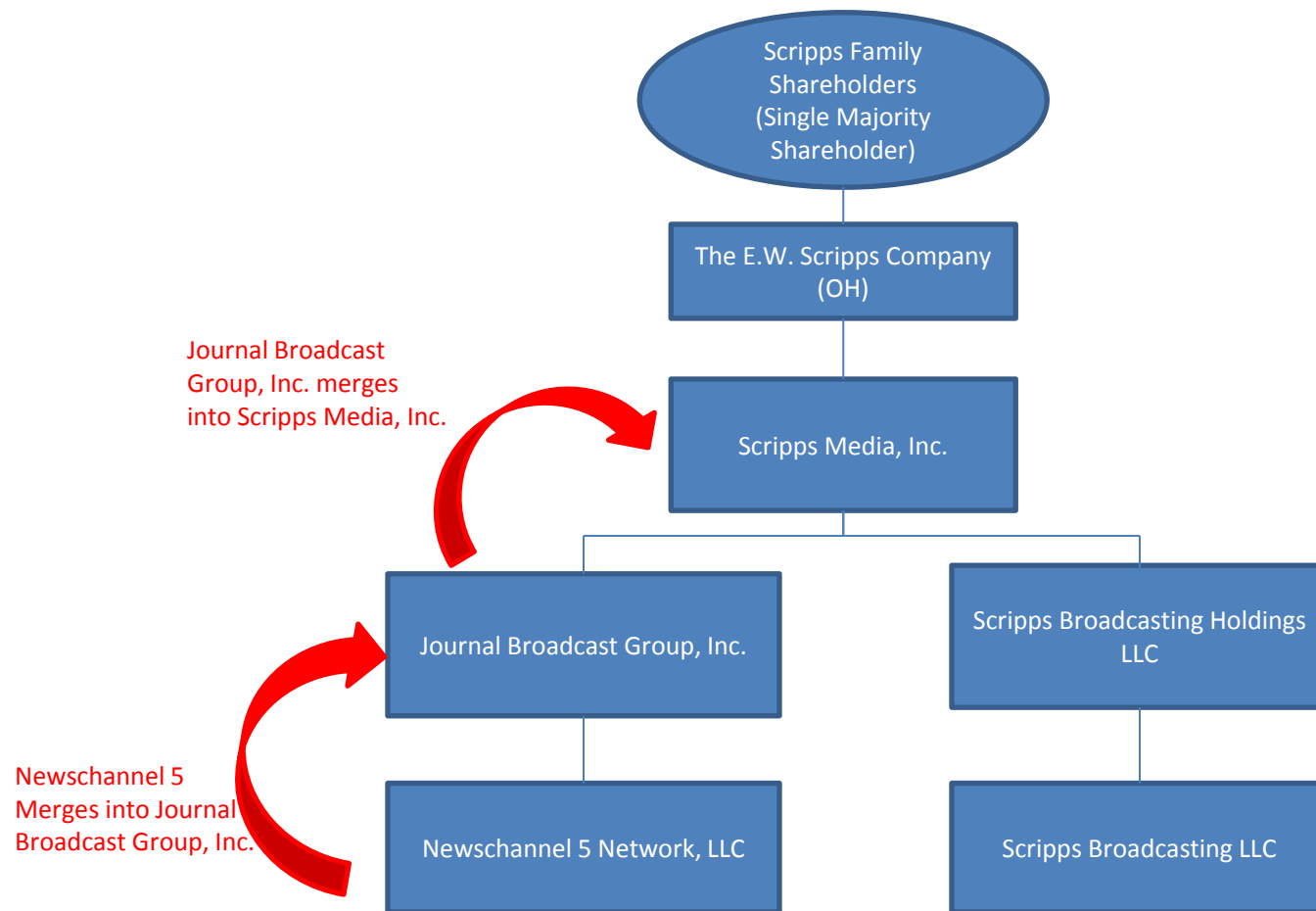




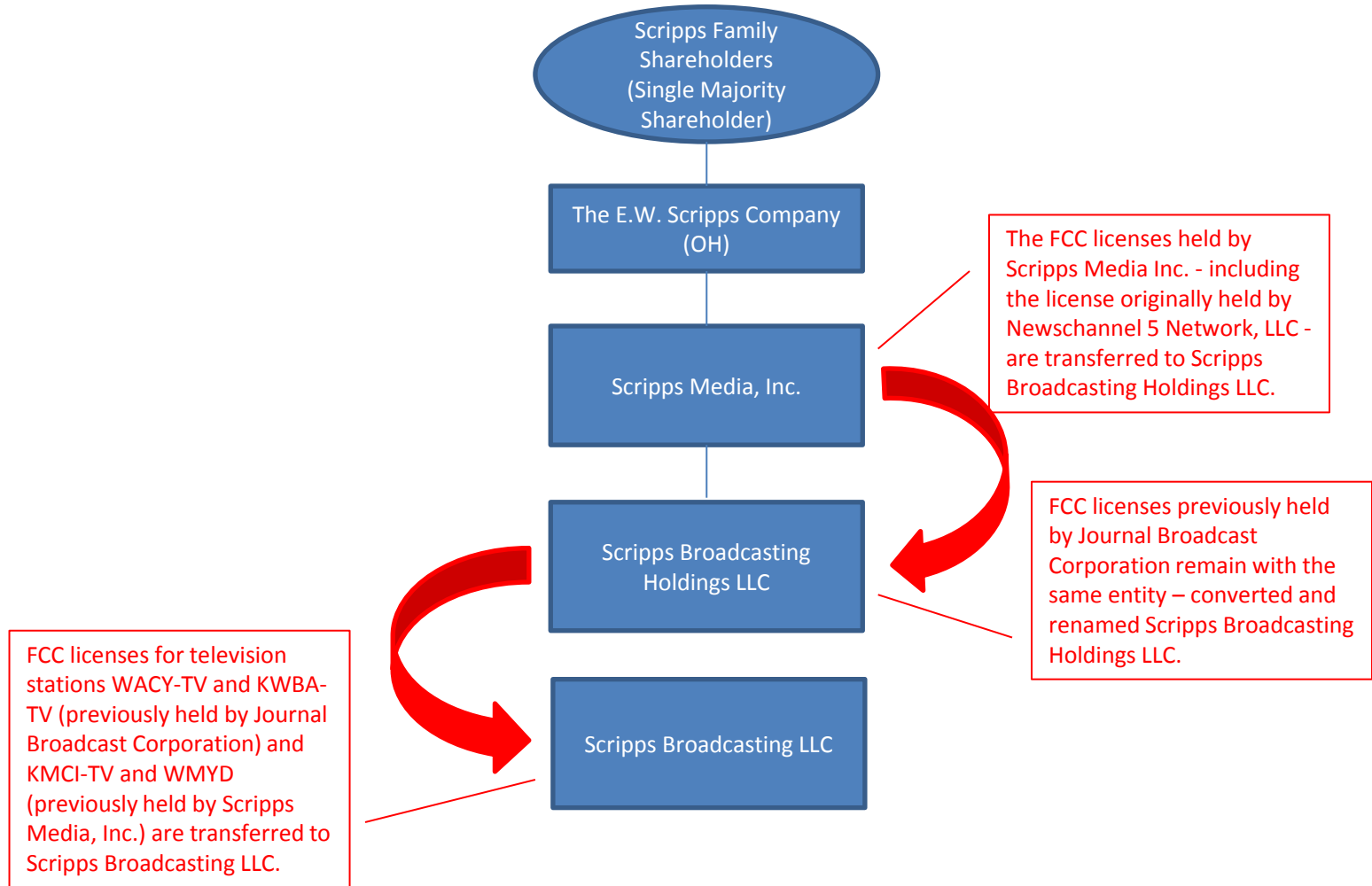
## Reorganization Step 2



## Reorganization Step 3



## Reorganization Step 4



# The E.W. Scripps Company Post-Closing Ownership Structure

