

Exhibit 12: Changes in Interest

The instant application is one of several concurrently filed applications¹ seeking the consent of the Federal Communications Commission (“Commission”) to the *pro forma* assignments and transfers of control that will result from an internal corporate restructuring (“Restructuring”) being undertaken by the Walt Disney Company (“TWDC”). Under the new corporate structure, TWDC’s owned television stations (the “ABC Owned TV Stations”) will each be separated into its own distinct legal entity as an indirect, wholly-owned subsidiary of ABC, Inc.

The *pro forma* transactions for which Commission approval is being sought relate to the ABC Owned TV Stations listed on Attachment A hereto.² As set forth in more detail below and depicted in the attachments hereto, TWDC, through a series of intermediate entities, currently is the ultimate parent of the licensees of the ABC Owned TV Stations.³ This will continue to be the case after the Restructuring is effectuated.⁴ Accordingly, the Restructuring involves no substantial change in the beneficial ownership of the licensees of the ABC Owned TV Stations (the “ABC TV Licensees”) and use of FCC Form 316 is appropriate.⁵

The Restructuring will be effectuated through a series of steps pursuant to which intermediate ownership of the ABC TV Licensees will be consolidated under ABC TV Holding, LLC (“ABC TV Holding”), a Delaware limited liability company created for purposes of the Restructuring. These steps include the following:

- **ABC TV Holding.** ABC TV Holding will be inserted as an intermediate entity in the ownership chain of the ABC TV Licensees, such that, upon consummation of the Restructuring, ABC TV Holding will be a direct, wholly-owned subsidiary of American Broadcasting Companies, Inc., and will be the direct parent of the ABC TV Licensees. The Restructuring will not result in any changes to the ownership structure above American Broadcasting Companies, Inc.

¹ Applications on FCC Form 316 are being filed concurrently herewith for each of TWDC’s eight television station licensee subsidiaries, as set forth on Attachment A hereto. Separately, TWDC is filing applications on FCC Forms 312 and 603 seeking Commission consent to the *pro forma* assignments and transfers of satellite earth station licenses and wireless telecommunications licenses, respectively, held by the ABC TV Licensees (as defined herein) and used in connection with the operations of the ABC Owned TV Stations. The applicants respectfully request that the applications be processed and approved concurrently in order to facilitate consummation of the Restructuring.

² The call signs and licensees of the ABC Owned TV Stations are listed on Attachment A. Attachment A also lists the proposed transferor/assignor and proposed transferee/assignee for each of the ABC Owned TV Stations.

³ The current ownership structure of the ABC Owned TV Stations is depicted in Attachment B hereto.

⁴ The proposed post-Restructuring ownership structure of the ABC Owned TV Stations is depicted in Attachment C hereto. As described herein and depicted in Attachments B and C, the proposed Restructuring is *pro forma* in nature. Other than ministerial documents to be signed at implementation, no written agreements govern this internal corporate reorganization.

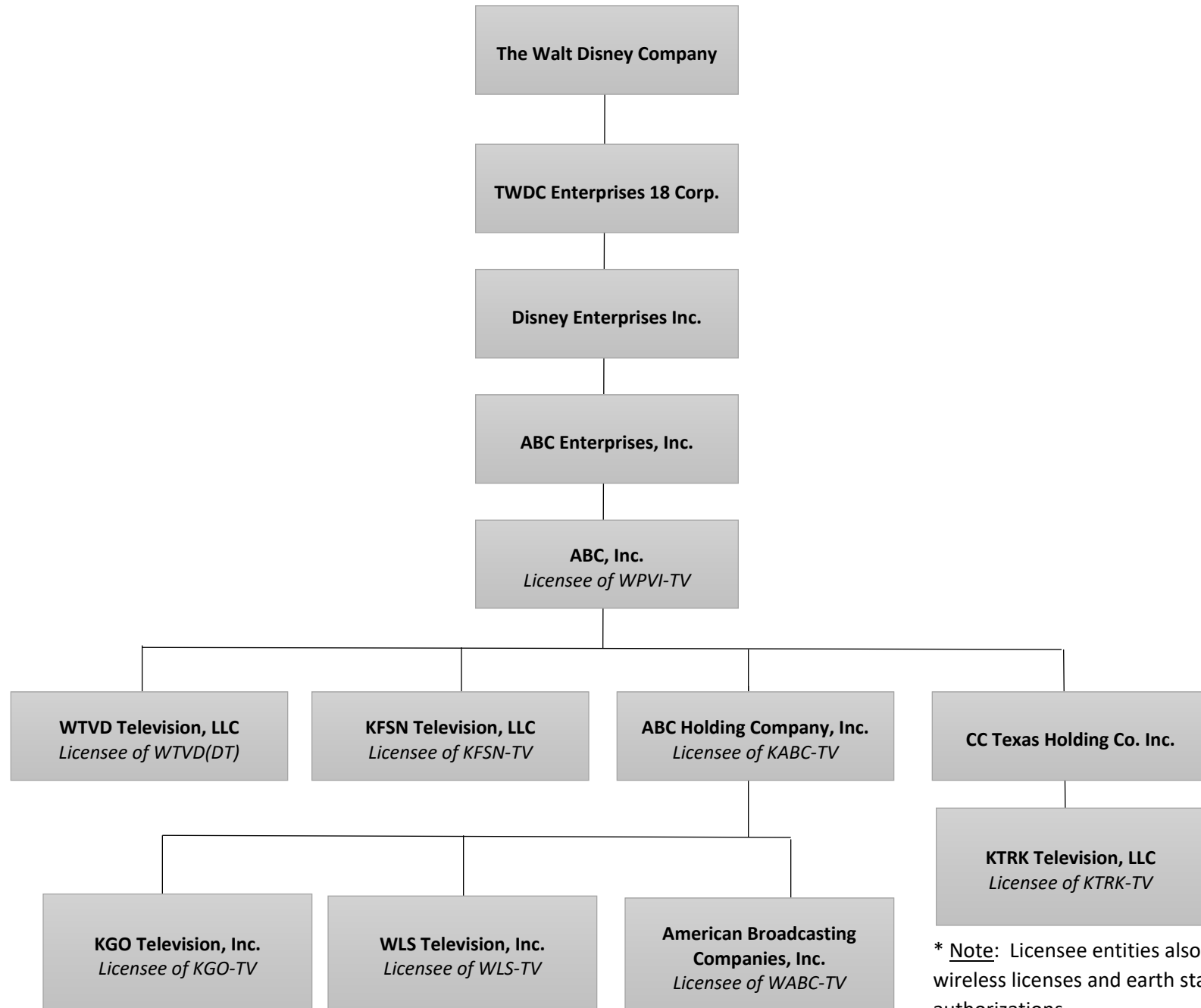
⁵ See 47 C.F.R. § 73.3540(f)(4) (authorizing the use of FCC Form 316 for assignment and transfer applications relating to a “corporate reorganization which involves no substantial change in the beneficial ownership of the corporation”).

- **License Assignments.** The FCC licenses used in connection with the operation of WABC-TV, WPVI-TV and KABC-TV will be assigned to WABC Television (New York), LLC, WPVI Television (Philadelphia), LLC, and KABC Television, LLC, respectively (“New LicenseCos”). Upon consummation of the Restructuring, ABC TV Holding will be the direct parent of the New LicenseCos, all of which are limited liability companies formed under Delaware law for purposes of the Restructuring.
- **Transfers of Control.** ABC Holding Company, Inc. will transfer its ownership interests in KGO Television, Inc. and WLS Television, Inc. to ABC TV Holding. Similarly, ABC, Inc. will transfer its ownership interests in KFSN Television, LLC and WTVD Television, LLC and CC Texas Holding Co., Inc. (the direct parent of KTRK Television, Inc.) to ABC TV Holding. As a result, upon consummation of the Restructuring, ABC TV Holding will be the direct parent of KGO Television, Inc., WLS Television, Inc., KFSN Television, LLC and WTVD Television, LLC, and the indirect parent of KTRK Television, Inc.

Attachment A:
ABC Owned Television Stations

Station	Licensee	Transferor/Assignor	Transferee/Assignee
WABC-TV	American Broadcasting Companies, Inc.	American Broadcasting Companies, Inc.	WABC Television (New York), LLC
WPVI-TV	ABC, Inc.	ABC, Inc.	WPVI Television (Philadelphia), LLC
KABC-TV	ABC Holding Company, Inc.	ABC Holding Company, Inc.	KABC Television, LLC
WLS-TV	WLS Television, Inc.	ABC Holding Company, Inc.	ABC TV Holding, LLC
KGO-TV	KGO Television, Inc.	ABC Holding Company, Inc.	ABC TV Holding, LLC
KFSN-TV	KFSN Television, LLC	ABC, Inc.	ABC TV Holding, LLC
KTRK-TV	KTRK Television, Inc.	ABC, Inc.	ABC TV Holding, LLC
WTVD(DT)	WTVD Television, LLC	ABC, Inc.	ABC TV Holding, LLC

Attachment B: Pre-Reorganization Ownership Structure of ABC Owned TV Stations*



* Note: Licensee entities also hold wireless licenses and earth station authorizations.

Attachment C: Post-Reorganization Ownership Structure of ABC Owned TV Stations*

