

SUMMARY OF APPLICATION AND REQUEST FOR WAIVER

Sovryn Holdings, Inc., a Delaware corporation (“Sovryn” or “Licensee”) and Madison Technologies Inc., a publicly-traded Nevada corporation (“MDEX,” and collectively with Sovryn, the “Applicants” or “Parties”) hereby respectfully request the Commission waive Section 73.3540(a) of its Rules¹ to allow the processing and grant of the accompanying *pro forma* transfer of control application on a *nunc pro tunc* basis for stations KNET-CD, Los Angeles, California (Facility ID 3167), and KNLA-CD, Los Angeles, California (Facility ID 167309).

On February 16, 2021, the Parties merged, which resulted in MDEX becoming Sovryn’s 100% direct corporate parent. In a subsequent assignment application, Licensee inadvertently omitted reference to MDEX and related individuals with attributable interests in Sovryn.

Because the FCC approved, and the Licensee and the assignor already consummated, the assignments of KNET-CD and KNLA-CD, Licensee is not able to amend the application to address this oversight. As discussed below, a waiver of Section 73.3540(a) would serve the public interest by allowing the stations to continue to broadcast to their community.

I. Background and Description of the Transaction

On February 16, 2021, Sovryn and MDEX entered into a Share Exchange Agreement which resulted in MDEX acquiring 100% control of Sovryn (the “Merger”). At the time, Sovryn was not an FCC licensee and therefore the transaction did not trigger an obligation to apply for consent to a transfer of control of an FCC authorization.

On February 24, 2021, Sovryn applied for FCC approval for the assignment of KNET-CD and KNLA-CD from NRJ TV III CA License Co., LLC, pursuant to an agreement Sovryn had

¹ 47 C.F.R. § 73.3540(a) (“Prior consent of the FCC must be obtained for a voluntary assignment or transfer of control.”).

been negotiating prior to the Merger.² The FCC granted the application on April 9, 2021 and Sovryn filed a Notification of Consummation on April 22, 2021.³

II. Waiver Request

The Parties seek waiver of Section 73.3540(a) of the Commission's Rules to allow the Applicants to obtain FCC approval *nunc pro tunc* of the pro forma transfer of control described herein, effectively seeking approval for MDEX's control of the Licensee. The Applicants submit that the circumstances of this case meet the criteria for a waiver pursuant to Section 1.925 of the Commission's Rules.⁴

Under Section 1.925, the Commission may waive specific requirements of its Rules upon request if it is shown that "(i) [t]he underlying purpose of the rule(s) would not be served or would be frustrated by application to the instant case, and that a grant of the requested waiver would be in the public interest; or (ii) [i]n view of unique or unusual factual circumstances of the instant case, application of the rule(s) would be inequitable, unduly burdensome or contrary to the public interest, or the applicant has no reasonable alternative."⁵

All three criteria are met here. The assignment application for KNET-CD and KNLA-CD would have been eligible for approval even had MDEX been identified as the Licensee's direct corporate parent. Aside from these licenses, neither MDEX nor any of its attributable interest holders have an attributable interest in FCC broadcast licenses, and MDEX and these interest holders meet the FCC's character qualifications to obtain an attributable interest in an FCC authorization. Additionally, waiver of the Commission's Rules would be in the public interest by

² See LMS File No. 0000136986. An amended application was filed on March 30, 2021 under the same file number to attach a Shared Services Agreement referenced in the underlying Asset Purchase Agreement.

³ See LMS File No. 0000143872.

⁴ See 47 C.F.R. § 1.925(b)(3).

⁵ *Id.*

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permitting the stations to continue to provide over the air programming to their respective communities of license.

The Applicants meet the criteria for a waiver of Section 73.3540(a) of the Commission's Rules. Therefore, the Applicants respectfully request that the Commission grant the application pursuant to a waiver of its Rules.