

FCC Form 316
Section III, Question 5
EXHIBIT 12

Changes In Interests

This application seeks Commission consent to the assignment of license of KTLN-TV, Palo Alto, California, FAC ID No. 49153 (the “Station”), from TV-49, Inc., to KTLN-TV LLC (“KTLN-TV”). KTLN-TV is a newly formed Delaware limited liability company whose sole member is TV-49, Inc., the current licensee of the Station. Following consummation of the proposed transaction, all of the attributable interests in the Station will continue to be held in the same proportions and by the same persons who previously have been approved by the Commission in a long-form application.¹ Accordingly, the proposed transaction meets the Commission’s requirements for the use of *pro forma* procedures on FCC Form 316. *See* 47 C.F.R. § 73.3540(f)(4) (corporate reorganization without substantial change of control).² The transaction is being undertaken solely for internal corporate purposes and there are no agreements for the sale of the Stations.

¹ *See, e.g.*, FCC File No. BALCDT-20171101ACJ.

² A substantively identical application on FCC Form 316 is being filed concurrently herewith seeking Commission consent to the assignment of license of KAXT-CD, San Francisco, San Jose, CA from TV 49, Inc., to a newly created wholly-owned LLC licensee subsidiary of TV 49, Inc. The applicants respectfully request that the applications be processed and approved concurrently.

The following information is provided in response to FCC Form 316, Section III, Question 5(a) with respect to each of the parties to the application.

Line 1: Name and Address
Line 2: Citizenship
Line 3: Positional Interest
Line 4: Percentage of Votes
Line 5: Percentage of Total Equity³

KTLN-TV LLC

| Name and Address | Citizenship | Positional Interest | % of Votes | % of Total Equity |
|--|---|---------------------|------------|-------------------|
| KTLN-TV LLC 26 N. Halsted Street Chicago, IL 60661 | Delaware Limited Liability Company | N/A | N/A | N/A |
| Norman H. Shapiro ⁴ c/o Weigel Broadcasting Co. 26 N. Halsted Street Chicago, IL 60661 | U.S. | Manager | 100% | 0% |
| Evan Fieldman c/o Weigel Broadcasting Co. 26 N. Halsted Street Chicago, IL 60661 | U.S. | Manager | 100% | 0% |
| TV-49, Inc. 26 N. Halsted Street Chicago, IL 60661 | Wisconsin Corporation | Member | 0% | 100% |

TV-49, Inc.

| Name and Address | Citizenship | Positional Interest | % of Votes | % of Total Equity |
|---|-------------|--|------------|-------------------|
| Norman H. Shapiro c/o Weigel Broadcasting Co. 26 N. Halsted Street Chicago, IL 60661 | U.S. | Director, President, Secretary and Treasurer | 0% | 0% |

³ The percentage set forth in response to Section III, Question 4(a), Line 5 is the percentage of total equity (voting plus non-voting) held by each party to the application. No holder of debt or non-attributable equity interests will be an attributable party under the FCC's "equity-debt plus" standard.

⁴ Because Messrs Shapiro and Fieldman in their capacity as Managers collectively exercise the voting rights of the company the aggregate voting interests reported in the table above exceed 100%.

| Name and Address | Citizenship | Positional Interest | % of Votes | % of Total Equity |
|---|--------------|---------------------|------------|-------------------|
| Evan Fieldman c/o Weigel Broadcasting Co. 26 N. Halsted Street Chicago, IL 60661 | U.S. | Vice President | 0% | 0% |
| Fred Bishop c/o Weigel Broadcasting Co. 26 N. Halsted Street Chicago, IL 60661 | U.S. | Director | 0% | 0% |
| Channel 49 LLC 26 N. Halsted Street Chicago, IL 60661 | Delaware LLC | Shareholder | 100% | 100% |

Channel 49 LLC

| Name and Address | Citizenship | Positional Interest | % of Votes | % of Total Equity |
|---|-------------------------|---|------------|-------------------|
| Norman H. Shapiro c/o Weigel Broadcasting Co. 26 N. Halsted Street Chicago, IL 60661 | U.S. | Manager, President, Treasurer and Secretary | 0% | 0% |
| Fred Bishop c/o Weigel Broadcasting Co. 26 N. Halsted Street Chicago, IL 60661 | U.S. | Manager | 0% | 0% |
| Evan Fieldman c/o Weigel Broadcasting Co. 26 N. Halsted Street Chicago, IL 60661 | U.S. | Vice President | 0% | 0% |
| Weigel Broadcasting Co. 26 N. Halsted Street Chicago, IL 60661 | Illinois Corporation | Member | 100% | 100% |

Weigel Broadcasting Co.

| Name and Address | Citizenship | Positional Interest | % of Votes | % of Total Equity |
|---|-------------|--|---------------------|-------------------|
| Norman H. Shapiro c/o Weigel Broadcasting Co. 26 N. Halsted Street Chicago, IL 60661 | U.S. | President, Secretary, Treasurer, Director, Shareholder and Trustee of Trusts holding voting and non-voting shares | 78.05% ⁵ | 69.12% |

⁵ Norman H. Shapiro controls 65.85% of the voting interests in, and is the controlling single majority shareholder of, Weigel Broadcasting Co. in his personal and individual capacity. *See Review of the Commission's Regulations*

| Name and Address | Citizenship | Positional Interest | % of Votes | % of Total Equity |
|---|-------------|--|---------------------|-------------------|
| Fred Bishop c/o Weigel Broadcasting Co. 26 N. Halsted Street Chicago, IL 60661 | U.S. | Director and Trustee of Trusts holding voting and non-voting shares | 23.17% ⁶ | 90.69% |
| Evan Fieldman c/o Weigel Broadcasting Co. 26 N. Halsted Street Chicago, IL 60661 | U.S. | Vice President | 0% | 0% |

Governing Attribution Of Broadcast and Cable/MDS Interests, MM Docket Nos. 94-150 et al., Order, FCC 01-353 (2001). Mr. Shapiro holds the power to vote an additional 12.2% of the voting interests in Weigel Broadcasting Co. in his capacity as trustee or co-trustee of trusts established for the benefit of certain members of his family.

⁶ Fred Bishop holds the power to vote 23.17% of the voting interests in Weigel Broadcasting Co. in his capacity as trustee or co-trustee of trusts established for the benefit of certain members of the family of Norman H. Shapiro. Because Messrs Shapiro and Bishop serve as co-trustees of certain of the trusts and collectively exercise the voting rights of those trusts the aggregate voting interests reported in the table above exceed 100%.