

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 Multimedia Holdings Corporation (“Multimedia Holdings”), a license subsidiary ultimately owned by Gannett Co., Inc. (“Gannett”). Multimedia Holdings is currently owned by Multimedia, Inc. (“Multimedia”), which is in turn owned by Gannett. As part of an internal restructuring within Gannett (the “Restructuring”), Multimedia will be eliminated as an intervening entity, and Multimedia Holdings will become directly owned by Gannett. Thus, this transaction represents a transfer of control of the licensee from Multimedia to Gannett.¹

Concurrently, and as part of the Restructuring, Multimedia Holdings will become the licensee of WJXX-TV (currently licensed to Gannett River States Publishing Corporation). That *pro forma* license assignment is described in greater detail in the concurrently-filed FCC Form 316 for Gannett River States Publishing Corporation.

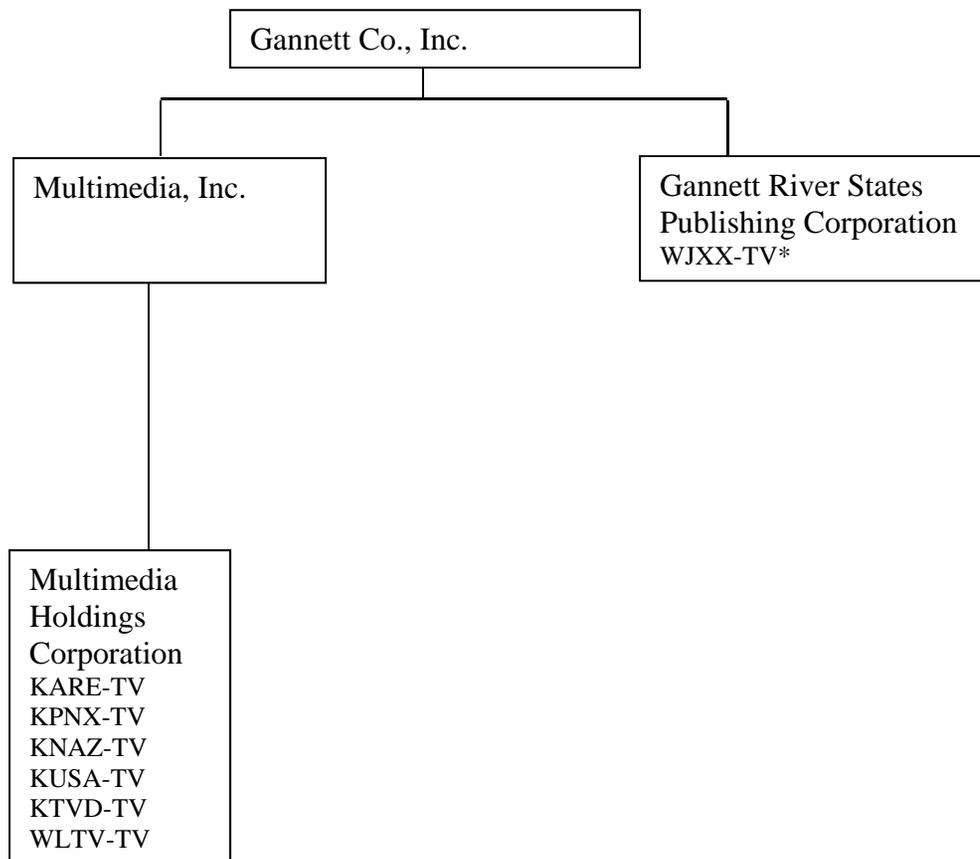
Gannett will continue to be the ultimate parent company of the licensee. The proposed transaction meets the Commission’s requirements for the use of *pro forma* procedures on FCC Form 316. *See* 47 C.F.R. § 73.3540(f)(4) (corporate reorganization without substantial change of control) and (5) (transfer of control from a corporation to a wholly owned subsidiary thereof or vice versa).²

¹ The Restructuring will also entail a total of 11 *pro forma* license assignments. Those assignments are described in greater detail in concurrently-filed FCC Form 316s. The applicants respectfully request concurrent processing of all 12 FCC Form 316s.

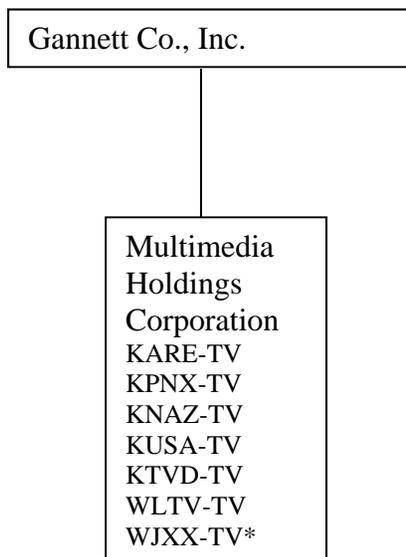
² As a *pro forma* internal reorganization, the Restructuring does not involve payment of consideration or a purchase agreement.

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

- Attachment A: Depicts the control structure prior to the Restructuring.
- Attachment B: Depicts the control structure following the Restructuring.



*The assignment of WJXX-TV is addressed by a concurrently-filed FCC Form 316 for Gannett River States Publishing Corporation. It is shown here for clarity.



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