

FCC Form 316
Section III, Question 5
EXHIBIT 12

Changes In Interests

This instant application seeks FCC consent to a *pro forma* assignment of the license of Station WBIR-TV, Knoxville, Tennessee, from a direct subsidiary of TEGNA Inc. (“TEGNA”) to a newly-formed direct subsidiary of TEGNA.

As reflected in the “Before” diagram provided as Attachment A, station WBIR-TV is currently licensed to TEGNA Pacific, LLC, a Hawaii limited liability company, whose sole member and parent company is TEGNA.¹ As reflected in the “After” diagram provided as Attachment B, the proposed assignee of WBIR-TV’s license is WBIR-TV, LLC, a newly-formed Delaware limited liability company whose sole member and parent company also is TEGNA. 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 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.

¹ In connection with the anticipated intra-corporate reorganization, Articles of Termination for TEGNA Pacific, LLC, were inadvertently filed in Hawaii prematurely, on April 25, 2016. TEGNA accordingly requests *nunc pro tunc* approval for this *pro forma* assignment of WBIR-TV’s license to the extent that the license might be deemed to have been assigned upon the erroneous filing of the Articles of Termination.

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



