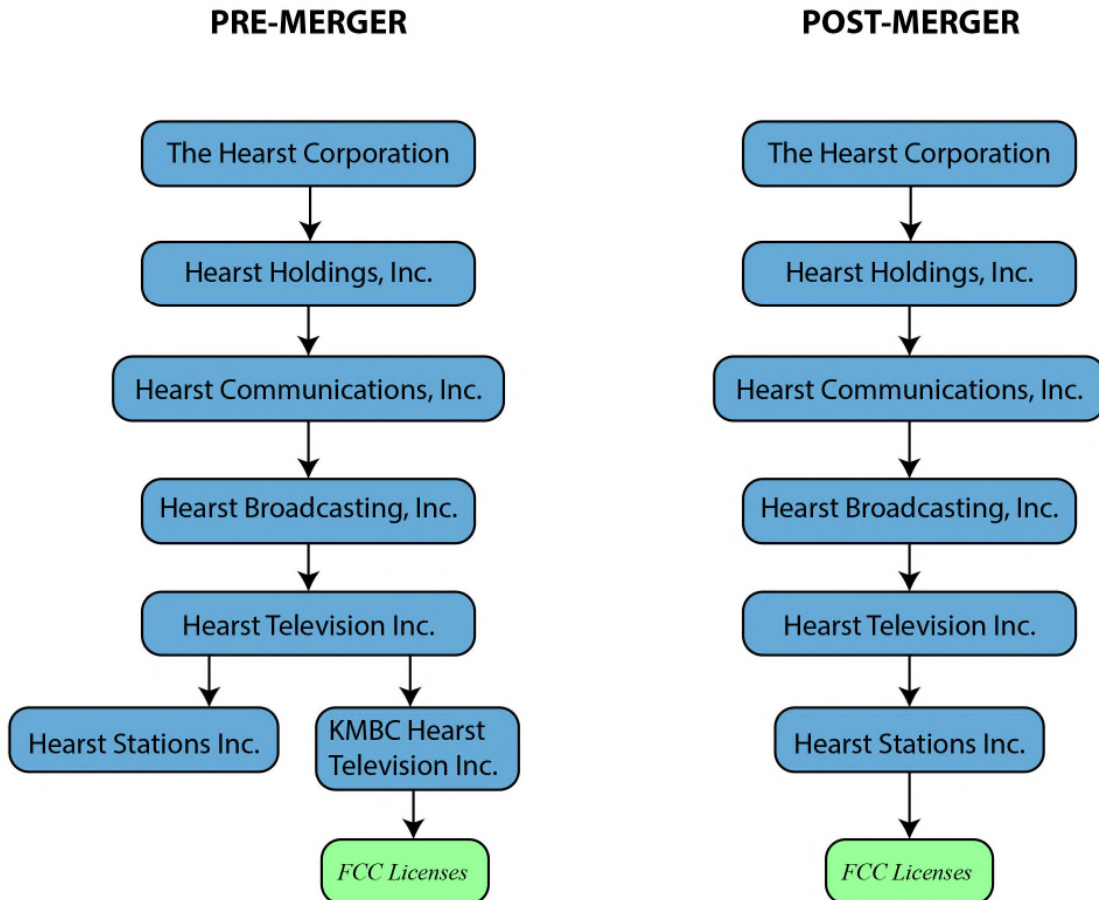


EXHIBIT E
DESCRIPTION OF PRO FORMA TRANSACTION

The instant Form 312 application serves as notification of the *pro forma* assignment of receive-only earth station license E170001 from KMBC Hearst Television Inc. (“KMBCHTV”) to Hearst Stations Inc. (“Hearst Stations”). KMBCHTV was also the licensee of television station KMBC-TV, Kansas City, Missouri, which has used the receive-only earth station registered under call sign E170001. A Media Bureau application on FCC Form 316 with respect to KMBC-TV was previously filed and granted, and the *pro forma* transaction was consummated a few years ago. We recognize that the instant notification application is being filed late, and we respectfully request that you please see the waiver request attached to this same application relating to the timing of the instant filing relative to the consummation of the *pro forma* transaction and the circumstances and context relating thereto.

At the time of the *pro forma* transaction, KMBCHTV and Hearst Stations were both wholly owned subsidiaries of Hearst Television Inc. (“Hearst Television”). Hearst Television is (and was at all relevant times) owned by Hearst Broadcasting, Inc. (“HBI”); HBI is (and was at all relevant times) owned by Hearst Communications, Inc. (“Communications”); Communications is (and was at all relevant times) owned by Hearst Holdings, Inc. (“Holdings”); and Holdings is (and was at all relevant times) owned by The Hearst Corporation (“Hearst”). For corporate organizational reasons, Hearst merged KMBCHTV with and into Hearst Stations. Hearst Stations is the surviving entity. Following is a summary depiction of the consummated *pro forma* transaction:



CHANGES IN INTERESTS AS A RESULT OF TRANSACTION

Names and Addresses	Citizenship	Interest Held			
		Before Transaction		After Transaction	
		% of Votes	% of Assets	% of Votes	% of Assets
The Hearst Corporation (Indirect Parent Company of the Parties to the Application)	Domestic Corporation	100%	100%	100%	100%

* * * * *

Request for Waiver

In the course of the Commission's C-band proceeding and request for C-band earth station registrants to double-check the technical parameters identified on registration authorizations, it came to our attention that a *pro forma* registration assignment is necessary for E170001. We communicated informally with the IB Staff by the July 16, 2020, deadline for identifying disparities on C-band registrations and are now following up with this *nunc pro tunc pro forma* application and waiver request. In short, the registree for E170001 should be Hearst Stations Inc. instead of KMBC Hearst Television Inc. The requisite explanation is below.

To the extent necessary and pursuant to Section 1.3 of the Commission's rules, Hearst Stations Inc. and KMBC Hearst Television Inc. respectfully request waiver of Section 25.119(j) to allow the parties to file an FCC Form 312 *pro forma* assignment notification more than 30 days after completing the *pro forma* assignment of receive-only earth station registration E170001. The standard for waiver of the Commission's rules is governed by Section 1.3 of the Commission's rules, 47 C.F.R. § 1.3, which provides that a Commission rule "may be . . . waived for good cause shown, in whole or in part, at any time by the Commission, subject to the provisions of the Administrative Procedure Act and the provisions of this chapter. Any provision of the rules may be waived by the Commission on its own motion or on petition if good cause therefor is shown." 47 C.F.R. § 1.3.

The FCC may grant a waiver for "good cause shown."¹ A waiver is appropriate where the particular facts make strict compliance inconsistent with the public interest.² In considering a waiver, the FCC may take into account considerations of hardship, equity, or more effective implementation of overall policy on an individual basis.³ Such a waiver is appropriate if circumstances warrant a deviation from the general rule, and such deviation will serve the public interest.⁴

The parties respectfully submit that they satisfy the required waiver showing. First, although not filed within 30 days as required by 25.119(j), this Form 312 satisfies the underlying purpose to provide notice to the Commission of non-substantial (i.e., *pro forma*) assignments.

Second, the situation here is unique. A *pro forma* transaction by which KMBC Hearst Television Inc. assigned all of its FCC authorizations to co-owned Hearst Stations Inc. was consummated on December 31, 2016, which was one day after a registration application for E170001 was filed in KMBC Hearst Television Inc.'s name. The new registration was granted on February 7, 2017, in the name of the applicant, which was KMBC Hearst Television Inc. Given the *pro forma* nature of the assignment transaction that had occurred and given the voluntary nature

¹ 47 C.F.R. § 1.3.

² See *Northeast Cellular Tel. Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990).

³ See *WAIT Radio v. FCC*, 418 F.2d 1153, 1159 (D.C. Cir. 1969), *cert. denied*, 409 U.S. 1027 (1972); *Northeast Cellular*, 897 F.2d at 1166.

⁴ See *Northeast Cellular*, 897 F.2d at 1166.

FCC Form 312
Notification of Pro Forma Assignment of Receive Only Registration E170001
Waiver Request

of even registering the C-band receive-only dish (which became registered as E170001), it is not difficult to understand how the February 2017 E170001 registration grant “slipped through the cracks” in the context of the *pro forma* transaction which had been consummated nearly two months prior. While decidedly not a perfect performance by the applicant’s FCC lawyer, this is a scenario that is unlikely ever to recur; it was a function of unusual and unfortunate timing—it is highly unlikely that a non-required application for the voluntary registration of a receive-only C-band dish will ever again be filed one day prior to the date of the consummation of an internal, *pro forma* corporate reorganization. And, because it is (was) a *pro forma* situation, we respectfully submit that the regulatory implications are de minimis. At this stage, our desire is merely to have the E170001 registration in the correct entity’s name.

We are aware of grants (without enforcement action) by other Commission Bureaus of late-filed *pro forma* assignment applications (accompanied by a waiver request), and we request similar treatment here under these unusual circumstances.

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