

Description of Transaction

This application requests FCC consent to the *pro forma* transfer of control of the licensee of television broadcast station WAWS(TV), Jacksonville, Florida (Facility ID No. 11909) (the “Station”).

The proposed *pro forma* transfer is the second step in a like-kind exchange under Section 1031 of the Internal Revenue Code of 1986, as amended. On October 23, 2012, the FCC consented to the first step, namely the assignment of the Station’s license from Newport Television License LLC to Cox Television Jacksonville, LLC (“Cox Jacksonville EAT”).¹

Cox Jacksonville EAT has two members: TVPEAT, Inc. (“TVPEAT”), a privately held corporation in the business of serving as titleholder in “exchange accommodation titleholder” transactions, and Cox Radio, Inc. (“CRI”). CRI does not hold any equity interest in Cox Jacksonville EAT, but is the FCC Managing Member of Cox Jacksonville EAT. As the FCC Managing Member, CRI has complete control over all aspects of the business and operations of the Station. The proposed *pro forma* transfer of control will be accomplished by CRI acquiring from TVPEAT 100% of the equity interests of Cox Jacksonville EAT.

Pro Forma Transaction

The proposed transfer of control is a *pro forma* transfer for the following reasons:

- CRI, the proposed transferee, currently has *de facto* control over the Station’s operations and Cox Jacksonville EAT is legally obligated to act solely at CRI’s direction. CRI has sole legal responsibility for any and all activities, actions and decisions relating to the operation, preservation and enhancement of the Station and the Station’s assets, including sole control over programming, personnel and finances.
- CRI holds all of the benefits and burdens of the Station’s operations. CRI is entitled to all of the cash flow from the Station, subject only to a specified amount that is paid to Cox Jacksonville EAT to cover its accommodation fee.
- As a result of the proposed *pro forma* transfer of control, CRI, which currently exercises *de facto* control over the Station’s business and operations, will acquire *de jure* control over the Station’s business and operations by acquiring 100% of the equity interests of Cox Jacksonville EAT.

Statement Regarding Agreements

Certain agreements relating to this transaction are described in and attached to the First Step Applications. As disclosed in the First Step Applications, certain schedules and exhibits were omitted because the information contained in them is proprietary, not material to the

¹ See FCC File Nos. BALCDT-20120802ABN & BALCDT-20120907AEB (the “First Step Applications”) (granted Oct. 23, 2012, transaction consummated Dec. 3, 2012).

Commission's consideration of the application, already on file at the Commission, or will be submitted at a later date. In addition, at the closing of the *pro forma* transfer described herein, the parties intend to enter into certain agreements regarding the transfer of control. These agreements, which will comply with the Commission's rules and policies, have not been finalized and therefore have not been placed in the Station's public file. Therefore, in light of the Commission's decision in *LUJ, Inc.*, 17 FCC Rcd 16980 (2002), Section II, Item 3 and Section III, Item 3 of this application have been answered "No."