

FCC Form 312
Exhibit F
Schedule A, Question A21
Public Interest Statement and Description of Transaction; Waiver Request

This application seeks FCC consent to the *pro forma* transfer of control of the indirect licensee subsidiaries of Fox Entertainment Group, Inc. (“FEG”). FEG is a wholly-owned subsidiary of Twenty-First Century Fox, Inc. (formerly called “News Corporation,” and referred to herein as “21CF”). As a result of the *pro forma* internal reorganization described below (the “Reorganization”), FEG continues to be wholly owned by 21CF, but indirectly through two pre-existing intervening wholly-owned holding company subsidiaries of 21CF, rather than as a direct subsidiary of 21CF.

FEG indirectly controls the licensees of the stations subject to the instant application and the substantively identical transfer applications on FCC Form 312 that are being filed concurrently herewith (collectively, the “Fox Stations”).¹ In the course of preparing 2013 biennial ownership reports for certain commonly-owned Fox broadcast television stations, it was determined that the ownership chain between 21CF and its licensee subsidiaries had been reorganized in connection with the separation of the former News Corporation into two independent publicly traded companies (the “Separation”). Pursuant to the Separation, the former News Corporation’s publishing businesses were assigned to “new” News Corp., a newly-organized Delaware corporation whose shares were distributed on a *pro rata* basis to the shareholders of the former News Corporation. The Separation did not result in any change in the ownership, control or management of the former News Corporation, which was renamed

¹ Applications have also been filed on FCC Form 316 for consent to transfer control of the television stations controlled by Fox Entertainment Group (FEG), formerly a direct subsidiary of 21CF. (See File Nos. BTCCDT-20131209YBM, YBN, YCV, YCX, YDA, YDI and YDK.)

“Twenty-First Century Fox, Inc.,” and which retained its existing indirect interest in the Fox Stations.

The Reorganization was undertaken for purposes of tax planning in connection with the Separation.² In anticipation of the Separation, on June 13, 2013, two subsidiaries of the former News Corporation -- News America Incorporated (“NAI”), a direct, wholly-owned subsidiary of the former News Corporation, and NAI’s direct, wholly-owned subsidiary, FEG Holdings, Inc. (“Holdings”) -- became intermediate holding company parents of FEG.³ NAI and Holdings historically had been intermediate holding companies of certain of News Corporation’s other businesses but would continue to be wholly owned by 21CF following the Separation. Thus, both before and after the Separation and Reorganization, each of FEG, Holdings and NAI is, and always has been, a wholly-owned subsidiary of the same ultimate corporate parent.

The Reorganization does not alter the ultimate control of 21CF and the licensees of the Fox Stations.. The Reorganization does not result in any change in the business, management, operations or assets of the subsidiaries or the Fox Stations, nor does it affect in any way the ultimate control of all of these entities by 21CF. Accordingly, the public interest would be served by prompt consent to this application.

² The subject transfer became effective June 13, 2013. In the course of preparing broadcast biennial ownership reports that will be due on December 20, 2013, 21CF determined that FCC Form 312 applications had not been filed in connection with this internal restructuring. 21CF respectfully requests that this application be accepted and granted *nunc pro tunc*. 21CF respectfully seeks a waiver of § 25.119 of the FCC’s rules, to the extent necessary, and consent to the transfer of control which became effective on June 13, 2013, so that the Commission’s records will reflect the *pro forma* internal reorganization discussed herein.

³ On November 5, 2013, NAI was renamed “Twenty-First Century Fox America, Inc.” For purposes of this application, the company continues to be referred to as “News America Incorporated.”