

FCC Form 312
Schedule A, Question A21
EXHIBIT F

Transaction Description and Public Interest Statement

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 (currently licensed to Gannett River States Publishing Corporation). Two associated earth station licenses (those of E990361 and E980101) will also be assigned to Multimedia Holdings. That *pro forma* license assignment is described in greater detail in the concurrently-filed FCC Form 312 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. See 47 C.F.R. § 73.3540(f)(4) (corporate reorganization without substantial change of control)

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 312s. The applicants respectfully request concurrent processing of all of the related FCC Form 312s.

and (5) (transfer of control from a corporation to a wholly owned subsidiary thereof or vice versa).²

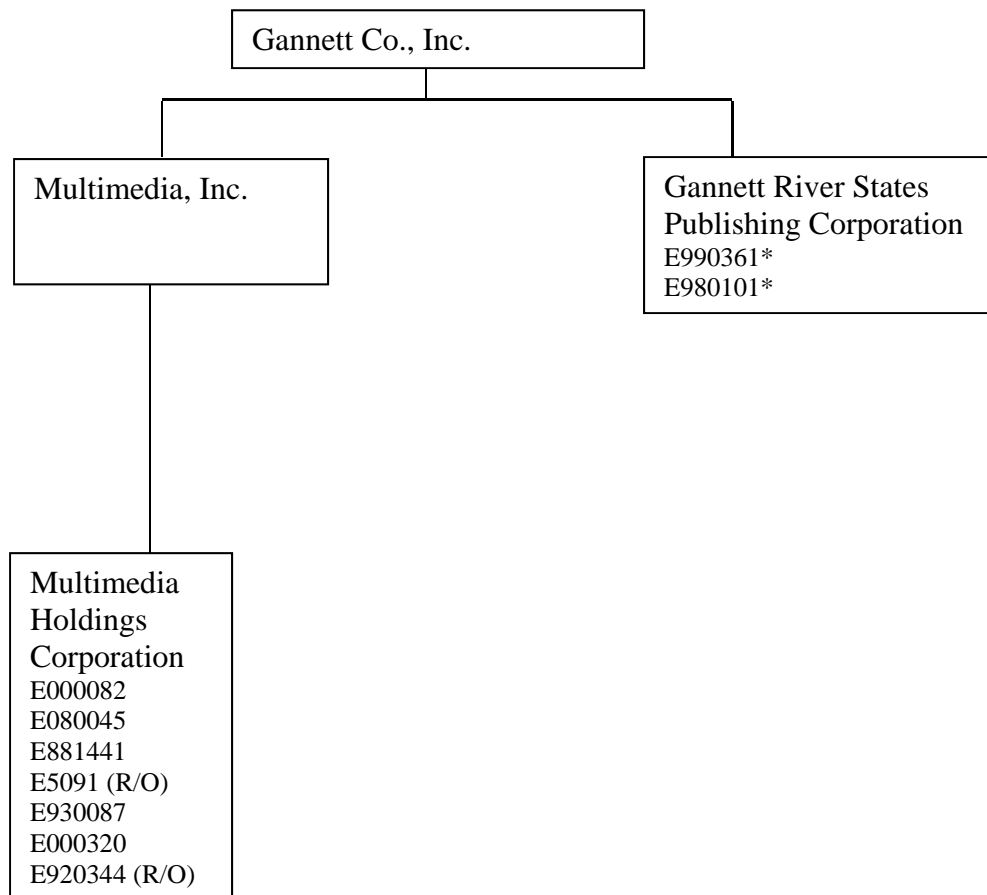
The following attachments to this Exhibit 12 provide additional information as follows:

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

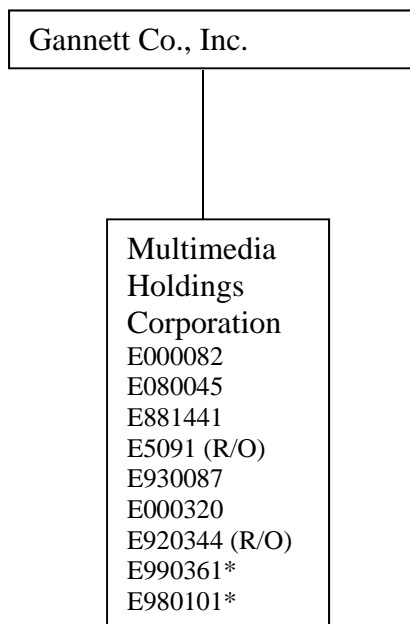
Gannett is the parent company of additional television station licensees indirectly owned through Gannett's subsidiary Belo Corp. The Restructuring will not affect the control structure of the Belo Corp. license subsidiaries, and they are accordingly omitted from Attachments A and B for simplicity.

The satellite earth station authorizations identified in this FCC Form 312 application are used in connection with the operations of the licensees' television stations, and no change in the operation or use of the satellite earth station authorizations will occur as a result of the grant of these *pro forma* transfers of control. Accordingly, the public interest would be served by prompt consent to this application.

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



*The assignment of WJXX's earth stations is addressed by a concurrently-filed FCC Form 312 for Gannett River States Publishing Corporation. It is shown here for clarity.



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