

**Application for *Pro Forma* Transfer of Control
Changes in Interest**

The instant application seeks FCC consent to the *pro forma* transfer of control that resulted from the dissolution of an intermediate parent holding company (the “Intermediate Dissolution”) of NWC Acquisition Corp., which is the direct or indirect parent holding company of the following licensees: NW Communications of Phoenix, Inc., NW Communications of Austin, Inc., and NW Communications of Texas, Inc. The Intermediate Dissolution does not entail any change in the ultimate control of NWC Acquisition Corp., which continues to be held by Fox Corporation (“Fox Corp.”). The Intermediate Dissolution accordingly is *pro forma* in nature.

Organizational charts depicting the current and proposed post-consummation ownership structure of NWC Acquisition Corp. and its licensee subsidiaries are attached as Attachments A and B hereto. As illustrated therein, prior to the Intermediate Dissolution, NWC Acquisition Corp. was directly owned by NWC Intermediate Holdings Corporation (“Intermediate Holdings”), which in turn was directly owned by NWC Holdings Corp. (“NWC Holdings”). In the post-consummation structure, Intermediate Holdings has been dissolved and NWC Holdings directly owns NWC Acquisition Corp. No other changes to the ownership structure of New World Television or its licensee subsidiaries has occurred. Moreover, Intermediate Holdings was a mere holding company, and thus its dissolution has not had any practical impact on management of NWC Acquisition Corp. or its licensee subsidiaries.

The Intermediate Dissolution occurred on or about June 9, 2020, early on in the COVID-19 pandemic and amidst associated workplace disruptions. Fox Corp. and NWC Acquisition Corp. recognize and acknowledge that prior Commission consent to a *pro forma* change in control is required. Due to pandemic-related disruptions and internal administrative oversight an

application for approval was not filed in advance of the Intermediate Dissolution. Indeed, the need for Commission approval was identified by company counsel in connection with preparation of biennial ownership reports, and the instant Application has been filed promptly upon that discovery. Counsel was not previously aware of the Intermediate Dissolution.

Fox Corp. and NWC Acquisition Corp. regret this oversight, and remedial procedures have been put in place to prevent recurrence of similar oversights in the future. Accordingly, they respectfully request that the instant Application for consent to the *pro forma* transfer of control described herein be granted *nunc pro tunc*.