

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C.**

In the Matter of: )  
 )  
 )  
Indirect Foreign Investments in ) File No. ISP-PDR-20160209-00002  
Common Carrier Licensee, )  
Channel 51 License Co LLC )  
 )

To: International Bureau

**UPDATED PETITION FOR DECLARATORY RULING**

Channel 51 License Co LLC (“Channel 51 License Co”), pursuant to Section 310(b)(4) of the Communications Act of 1934, as amended, and relevant Commission rules, orders, and policies, requests that the Commission issue a Declaratory Ruling permitting Channel 51 License Co to exceed the indirect foreign ownership limits of Section 310(b)(4), primarily to accommodate an investment by Future Fund Board of Guardians (“FFBG”), an Australian entity, through its wholly-owned subsidiary Future Fund Investment Company No.5 Pty Ltd (“FFIC5”).

**I. BACKGROUND**

**A. The Parties**

1. Controlling Structure

Channel 51 License Co, a Delaware limited liability company, won licenses at Auction 1002 (the “Auction”) and filed its long-form application (FCC Form 601) on April 27, 2017. Channel 51 License Co is a wholly-owned subsidiary of Channel 51, LLC (“Channel 51”), a Delaware limited liability company.

Paul Chisholm, an experienced telecommunications executive, is the sole managing member of Channel 51 and is a United States citizen. Mr. Chisholm is vested with exclusive and

full operational control over Channel 51, and he holds 0.52% of Channel 51 in the form of Class A and Class B equity.

## 2. Passive Investors

Channel 51 recruited passive investors to finance the licenses it won at the Auction and created a “waterfall” investment structure with three classes of investors: Class A, Class B, and Class C. Two groups of entities indirectly hold enough equity in Channel 51 to trigger the 10% reporting threshold: the Columbia Parties and Future Fund Parties. The Telcom Parties, a Class A investor disclosed in Channel 51’s short-form application, along with several previously reported entities in the Columbia Parties’ ownership chain, fell below the 10% threshold due to the waterfall investment structure. Nonetheless, for completeness, these entities’ equity interests are described in Channel 51’s long-form application and in Exhibit B to this petition.

Columbia Capital Equity Partners VI (QP), L.P. (“CCEP”) is a Delaware limited partnership. CCEP holds a 4.38% interest in Channel 51 in the form of Class A equity.

Columbia Capital Equity Partners VI, L.P. (“CCEP VI”) is a Delaware limited partnership. CCEP VI serves as the general partner of CCEP.

Columbia Capital VI, LLC (“Columbia VI”) is a Delaware limited liability company. Columbia VI serves as the general partner of CCEP VI.

Columbia Spectrum Partners I-A, L.P. (“Columbia Spectrum I-A”) is a Delaware limited partnership. Columbia Spectrum I-A holds 11.50% of Channel 51 in the form of Class C equity.

Columbia Spectrum Partners GP, L.P. (“Columbia Spectrum Partners”) is a Delaware limited partnership. Columbia Spectrum Partners serves as the general partner of Columbia Spectrum I-A.

Columbia Spectrum, LLC (“Columbia Spectrum”) is a Delaware limited liability company. Columbia Spectrum serves as the general partner of Columbia Spectrum Partners.

Columbia VI and Columbia Spectrum (collectively with the entities they control, the “Columbia Parties”) are affiliates and are commonly controlled by Columbia Capital, a U.S. venture capital firm founded in 1989 with headquarters in Alexandria, Virginia. Columbia Capital manages approximately \$3 billion and specializes in investments in communications, media, and technology companies. Columbia Capital has two managing members: James B. Fleming, Jr. and John T. Siegel, Jr., who are both U.S. citizens.

Telcom Channel 51 LLC (“Telcom”) is a Florida limited liability company controlled by Dr. Rajendra Singh and his wife, Neera. The Singhs were instrumental in the design of the first generation of cellular systems in the United States. Telcom holds a 5.15% interest in Channel 51 in the form of Class A equity. The Singhs are United States citizens.

FFIC5 is a proprietary limited company registered in Victoria, Australia.<sup>1</sup> FFIC5 holds 46.60% of Channel 51 in the form of Class B equity interest. FFIC5 also has an indirect investment in an entity below the reporting threshold, giving it control over an additional 0.59%

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<sup>1</sup> FFIC5 has appointed its custodian (The Northern Trust Company) to hold legal title to its investment assets to ensure the safekeeping of those assets. The Northern Trust Company in its capacity as custodian will hold the legal title of the assets comprising FFIC5’s interest in Channel 51. FFIC5 holds the beneficial interest in relation to the investment and FFIC5 and its parent, FFBG, make all decisions related to the investment. Following Commission precedent, in cases where record and beneficial interests are not identical, such as investment advisors holding stock in their own names for the benefit of customers, the party having the right to determine how the stock will be voted is considered to own it. 47 C.F.R. § 73.3555, Note 3. In relation to the investment in Channel 51, The Northern Trust Company functions as custodian only and has no power or authority in respect of the investment except to the extent it is specifically directed to take action by FFIC5. The Northern Trust Company is a company incorporated in the State of Illinois. Although the interest in this case is non-voting, FFIC5 has the right to order the custodian to acquire or divest investments and the custodian has no independent authority to take such actions.

of Class B equity in Channel 51. In full dilution, FFIC5 holds 47.19% of Channel 51's equity in the form of Class B equity.

FFIC5 is a wholly owned subsidiary of FFBG, a statutory body corporate established by the *Future Fund Act 2006* (Commonwealth of Australia) (the "Act").<sup>2</sup> FFBG, supported by the Future Fund Management Agency, has responsibility for investing and managing the assets of the Future Fund. While FFBG holds the Future Fund's assets for and on behalf of the Commonwealth of Australia, FFBG is responsible for specific investment decisions and any control exercised in respect of those investments within the framework of the Act is exercised by FFBG independently of the Government of Australia.<sup>3</sup> As of March 31, 2017, Future Fund had assets of A\$129.6 billion<sup>4</sup> and approximately 29% of Future Fund's physical investments were in

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<sup>2</sup> The Future Fund meets the definition of a Sovereign Wealth Fund as adopted by the International Forum of Sovereign Wealth Funds ("IFSWF"), of which the Future Fund is a member (as is the Alaska Permanent Fund Corporation, a Sovereign Wealth Fund created by the United States). IFSWF defines Sovereign Wealth Funds as special purpose investment funds or arrangements, owned by the general government. Created by the general government for macroeconomic purposes, Sovereign Wealth Funds hold, manage, or administer assets to achieve financial objectives, and employ a set of investment strategies which include investing in foreign financial assets. See the "Santiago Principles" available at [www.ifswf.org](http://www.ifswf.org).

<sup>3</sup> The investment by Future Fund Investment will not create an issue under 47 U.S.C. § 310(a). The Commission analyzes foreign interests in a U.S.-organized parent that controls the licensee, such as here, under Section 310(b)(4). See, e.g., *Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licenses under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Second Report and Order, 28 FCC Rcd 41314 ¶ 9 n.31 (2013) ("*Foreign Ownership Second R&O*"); *Application of VoiceStream Wireless Corporation and Deutsche Telekom AG*, Memorandum Opinion and Order, 16 FCC Rcd 9779, ¶ 41-42 (2001).

<sup>4</sup> See, Future Fund, *Portfolio update at 31 March 2017*, <http://www.futurefund.gov.au/-/media/files/futurefund/05---portfolio-updates/portfolio-update-at-31-march-2017.pdf>.

the United States as of June 30, 2016.<sup>5</sup> FFBG operates independently from the Government of Australia.<sup>6</sup>

Through another subsidiary, FFBG also holds a 23.35% equity portion of CCEP, giving it an additional 1.02% of Channel 51 in the form of Class A equity. FFBG holds 48.21% equity in Channel 51 in full dilution.

Because it is a wholly-owned, direct subsidiary, the indirect ownership interests of all entities in Channel 51 License Co are identical to the direct ownership interests in Channel 51. Channel 51 License Co seeks a declaratory ruling that Channel 51's foreign ownership is in the public interest.

### **B. The Waterfall Investment Structure**

Channel 51 and Channel 51 License Co are “very small businesses,” and Channel 51 License Co bid in the Auction as a designated entity. As with all designated entities, Channel 51 License Co and its parent, Channel 51, were required to raise a large and flexible amount of financing in order to participate effectively in the Auction. Accordingly, Channel 51 recruited the passive investors named above and others with interests below the reporting threshold. While the passive investors possess the majority of the non-voting equity in Channel 51, exclusive and full operational control, and 100% voting control, is vested in the Managing Member.

For previously disclosed interest holders, the equity distribution resulting from the waterfall structure is as follows:

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<sup>5</sup> See, Future Fund Annual Report 2015/2016 at 37, available at <http://www.futurefund.gov.au/-/media/files/futurefund/08---annual-reports/future-fund-annual-report-2015-16.pdf>.

<sup>6</sup> *Id.* at 2.

1. Paul Chisholm, Managing Member: 0.52% (from Class A and Class B)
2. Future Fund Board of Guardians: 48.21% (47.19% from Class B and 1.02% from Class A)
3. Future Fund Investment Company No. 5 Pty Ltd: 47.19% (from Class B)
4. James B. Fleming, Jr.: 19.79% (7.72% from Class A; 2.58% from Class B, and 12.07% from Class C)
5. John T. Siegel, Jr.: 19.79% (7.72% from Class A, 2.58% from Class B, and 12.07% from Class C)
6. Columbia Capital VI, LLC: 7.72% (5.14% from Class A and 2.58% from Class B)
7. Columbia Capital Equity Partners VI L.P.: 5.11% (from Class A)
8. Columbia Capital Equity Partners VI (Q.P.), L.P.: 4.38% (from Class A)
9. Columbia Spectrum LLC: 12.07% (from Class C)
10. Columbia Spectrum Partners GP, L.P.: 12.07% (from Class C)
11. Columbia Spectrum Partners I-A, L.P.: 11.50% (from Class C)
12. Telcom entities: 5.15% (from Class A)

To provide maximum disclosure, Channel 51’s short-form application indicated all possible interest holders with greater than 10% interest and identified each disclosable interest holder’s maximum possible equity under the waterfall structure. Channel 51’s long-form application disclosed these investors’ actual equity positions in Channel 51.

The waterfall structure did not affect control over Channel 51 License Co, which will hold the licenses won in the Auction. Channel 51 License Co remains wholly owned by Channel 51, which is managed and controlled by its sole managing member, Paul Chisholm.

## **II. INFORMATION REQUIRED BY SECTION 1.5001**

Pursuant to Section 1.5001 of the Commission rules,<sup>7</sup> Channel 51 License Co submits the following information in support of the instant Petition for Declaratory Ruling (“Petition”):

- (a) Name, FRN, Contact Information, Place of Organization, Type of Business, and Certification Information of Applicant**

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<sup>7</sup> 47. C.F.R. § 1.5001.

Name: Channel 51 License Co LLC  
FRN: 0025259565  
Place of Organization: Delaware, United States  
Type of Organization: Corporation  
Certifying Officer: Paul Chisholm, Managing Member of Channel 51  
Mailing Address: Channel 51 License Co LLC  
c/o Alexander Maltas  
Hogan Lovells US LLP  
555 13th St., NW  
Washington, DC 20004  
Phone: 781-526-2005  
Email: paul@pchisholmco.com

**(b) Contact Information for Applicant's Legal Counsel**

Name: Alexander Maltas  
Firm: Hogan Lovells US LLP  
Mailing Address: Alexander Maltas  
Hogan Lovells US LLP  
555 13th St., NW  
Washington, DC 20004  
Phone: 202-637-5651  
Fax: 202-637-5910  
Email: alexander.maltas@hoganlovells.com

**(c) Type of Radio Service Authorization and Associated Application**

Channel 51 License Co won licenses at the Auction and files this Updated Petition for Declaratory Ruling at the request of Commission staff. Channel 51 License Co filed its original

Petition for Declaratory Ruling on February 9, 2016, in anticipation of its short-form application (FCC Form 175) and pursuant to the auction application procedures.<sup>8</sup>

**(d) Type of Declaratory Ruling**

Channel 51 License Co seeks a declaratory ruling under Section 1.5000(a)(1) of the Commission's rules.<sup>9</sup>

**(e)/(g) Information About Holders of Controlling Interests or Direct Interests of 10% or More in Channel 51 (Controlling U.S. Parent of Applicant)**

The interests disclosed here and in the next section are the entities' current voting and equity interests in Channel 51.

(1) Name: Paul Chisholm

Interests Held: 100% voting interest in Channel 51  
0.52% equity in Channel 51

Citizenship: USA

(2) Name: Future Fund Investment Company No.5 Pty Ltd

Interests Held: 0% voting interest in Channel 51  
47.19% equity in Channel 51

Place of Organization: Australia

Type of Organization: Proprietary Limited Company

(3) Name: Columbia Spectrum Partners I-A, L.P.

Interests Held: 0% voting interest in Channel 51  
11.50% equity in Channel 51

Place of Organization: Delaware, USA

Type of Organization: Limited Partnership

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<sup>8</sup> *Application Procedures for Broadcast Incentive Auction Scheduled to Begin on March 29, 2016*, Public Notice, 30 FCC Rcd 11034 ¶ 116 (WTB 2015) (“*Application Procedures PN*”). Channel 51 License Co filed a corrected petition on May 20, 2016, in order to correct minor numerical errors.

<sup>9</sup> 47 C.F.R. §1.5000(a)(1).



**(f)/(g) Information About Holders of Indirect Interests of 10% or More in Channel 51 (Controlling U.S. Parent of Applicant)**

(1) Name: Columbia Capital VI, LLC

Interests Held: General Partner of Columbia Capital Equity Partners VI, L.P.  
Manager of Columbia C51 II, LLC  
0% voting interest in Channel 51  
7.72% equity in Channel 51

Place of Organization: Delaware, USA

Type of Organization: Limited Partnership

(2) Name: Future Fund Board of Guardians

Interests Held: Sole beneficial member of FFIC5  
23% indirect equity in CCEP  
0% voting interest in Channel 51  
48.21% equity in Channel 51

Place of Organization: Australia

Type of Organization: Statutory Body Corporate

(3) Name: Columbia Spectrum Partners GP, L.P.

Interests Held: General partner of Columbia Spectrum I-A  
General partner of interests below the reporting threshold  
0% voting interest in Channel 51  
12.07% equity in Channel 51

Place of Organization: Delaware, USA

Type of Organization: Limited Partnership

(4) Name: Columbia Spectrum, LLC

Interests Held: General partner of Columbia Spectrum Partners  
0% voting interest in Channel 51  
12.07% equity in Channel 51

Place of Organization: Delaware, USA

Type of Organization: Limited Liability Company

(5) Name: James B. Fleming, Jr.

Interests Held: Managing member of Columbia VI and Columbia Spectrum  
0% voting interest in Channel 51  
19.79% equity in Channel 51

Citizenship: USA

(6) Name: John T. Siegel, Jr.

Interests Held: Managing member of Columbia VI and Columbia Spectrum  
0% voting interest in Channel 51  
19.79% equity in Channel 51

Citizenship: USA

### **(h)(1) Estimate of Aggregate Foreign Ownership**

Exhibit D provides a percentage estimate of the aggregate indirect foreign equity interests in Channel 51, as required by Section 1.5001(h)(1) of the Commission's rules.<sup>10</sup> Exhibit D also describes the methods used to determine the percentage of foreign interests.

Exhibit A explains the circumstances that prompted this petition and demonstrates that granting it would serve the public interest.

### **(h)(2) Narrative Description of Ownership and Control Structure**

Exhibit B provides a narrative description of the control and ownership of Channel 51, as required by Section 1.5001(h)(2) of the Commission's rules.<sup>11</sup>

Exhibit C provides organizational charts to illustrate Channel 51's control and ownership.

### **(i)/(j) Requests for Specific Approval**

(1) Name: Future Fund Investment Company No.5 Pty Ltd

Interests Held: 0% voting interest in Channel 51  
47.19% equity in Channel 51

Place of Organization: Australia

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<sup>10</sup> 47 C.F.R. § 1.5001(h)(1).

<sup>11</sup> 47 C.F.R. § 1.5001(h)(2).

Type of Organization: Proprietary Limited Company

Principal Business: Investment Company

(2) Name: Future Fund Board of Guardians

Interests Held: Sole beneficial member of FFIC5  
23% indirect equity in CCEP  
0% voting interest in Channel 51  
48.21% equity in Channel 51

Place of Organization: Australia

Type of Organization: Statutory Body Corporate

Principal Business: Investment fund

### III. CONCLUSION

Channel 51 License Co respectfully requests that the Commission issue a declaratory ruling finding that it is in the public interest for Channel 51 License Co to have indirect foreign ownership in excess of the 25% benchmark under 47 U.S.C. 310(b)(4).

Respectfully submitted,

/s/

/s/

*Counsel for Channel 51 License Co LLC*

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November 17, 2017

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C.**

|                                 |   |                                 |
|---------------------------------|---|---------------------------------|
| In the Matter of:               | ) |                                 |
|                                 | ) |                                 |
|                                 | ) |                                 |
| Indirect Foreign Investments in | ) | File No. ISP-PDR-20160209-00002 |
| Common Carrier Licensee,        | ) |                                 |
| Channel 51 License Co LLC       | ) |                                 |
|                                 | ) |                                 |

**UPDATED PETITION FOR DECLARATORY RULING  
CERTIFICATION OF  
CHANNEL 51 LICENSE CO LLC**

I, Paul Chisholm, Authorized Signatory for Channel 51, LLC, the sole member of Channel 51 License Co LLC, certify under penalties of perjury that the facts contained in the foregoing Petition are true and correct. Channel 51 License Co LLC has calculated the ownership interests disclosed in this Petition based upon its review of the Commission's rules. These disclosures satisfy each of the pertinent standards and criteria set forth in the rules.

Channel 51 License Co LLC further certifies that neither it nor any party to this application is subject to denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862.

By: Channel 51 LLC, its Managing Member

*/s/ Paul Chisholm*

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Paul Chisholm, Authorized Signatory

Executed on November 17, 2017

## EXHIBIT A

### **CIRCUMSTANCES PROMPTING FILING AND SHOWING THAT GRANT OF THIS PETITION IS IN THE PUBLIC INTEREST**

#### Reason for Filing

As noted in the Petition, this filing is prompted by Channel 51 License Co's participation in Auction No. 1002. Channel 51's foreign ownership exceeds 25%, and it seeks approval to exceed the foreign ownership benchmark set by 47 U.S.C. §310(b)(4) for licenses won at the auction.<sup>1</sup> Channel 51 License Co originally filed this Petition on February 9, 2016 and corrected minor numerical errors in it on February 20, 2016. At the request of FCC staff, Channel 51 License Co now updates the Petition to reflect investors' equity interests in Channel 51 after application of the waterfall investment structure.

#### The Investment by the Future Fund Board of Guardians is in the Public Interest

The Commission has found that foreign investment has been, and will continue to be, an important source of financing for U.S. telecommunications companies, fostering technical innovation, economic growth, and job creation.<sup>2</sup> The Commission has adopted a presumption that foreign investment will foster competition in U.S markets, and should be approved from a competitive perspective, subject to further consideration on national security, law enforcement, foreign policy, or trade policy grounds.<sup>3</sup>

FFBG's investment provides Channel 51 License Co, a very small business, the flexibility to participate in the auction as a designated entity. FFBG's investment thus will promote the Commission's designated entity program, in which many participants, by their

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<sup>1</sup> See, e.g., *Application Procedures PN* ¶ 116; 47 C.F.R. § 1.2105(a)(2)(v).

<sup>2</sup> *Foreign Ownership Second R&O* ¶ 3.

<sup>3</sup> *Id.* ¶¶ 13, 31.

nature, must rely on outside funding.<sup>4</sup> The investment also increased the competitiveness of the auction by providing resources for Channel 51 License Co as a competing bidder and potential new entrant in the U.S. wireless market.

Australia, as a WTO member and longstanding trade partner of the U.S. with strong shared cultural backgrounds and a history of cooperation, merits the presumption that its investment companies will promote competition in the U.S. wireless market. There is nothing about the proposed investment by FFIC5 that would disturb the presumption. Notably, the Commission previously approved FFBG's investment in a U.S. applicant for a wireless license, AB License Co LLC,<sup>5</sup> and nothing relevant about FFBG has changed since that time that warrants a different result now.

The Commission has expressed the need to facilitate greater investment in mobile networks as a critical component of economic growth.<sup>6</sup> This petition meets all of the requirements of 47 U.S.C. § 310 and the Commission's rules and policies. Accordingly, the Commission should provide streamlined processing for this request.

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<sup>4</sup> *In the Matter of Implementation of Section 309(j) of the Communications Act - Competitive Bidding*, Second Report and Order, 9 FCC Rcd 2348 ¶ 2 (1994) (designated entity program fulfills Congressional mandate to “promot[e] economic opportunity and competition and . . . avoid[] excessive concentration of licenses and disseminat[e] licenses among a wide variety of applicants”).

<sup>5</sup> *International Authorizations Granted*, Public Notice, 29 FCC Rcd 140, at 2 (IB 2014) (granting Application no. ISP-PDR-20130702-00002).

<sup>6</sup> *Foreign Ownership Second R&O* ¶¶ 2-3 and Statement of [Acting Chairwoman] Mignon L. Clyburn in support of the order.

## **EXHIBIT B**

### **NARRATIVE DESCRIPTION OF OWNERSHIP**

As required by 47 C.F.R. § 1.5001(h)(2), this exhibit provides a narrative description of the ownership and control structure of Channel 51.

#### **Relationships Among Entities**

##### ***Control Structure***

The control structure is straightforward. Channel 51 is the sole member and the U.S. controlling parent of Channel 51 License Co. Paul Chisholm is Channel 51's managing member, and he is vested with exclusive and full operational control of Channel 51. This structure is represented in the Control Diagram in Exhibit C. Mr. Chisholm also holds 0.52% equity in Channel 51 in the form of Class A and Class B interests.

##### ***Ownership Structure***

While the voting interest in Channel 51 is concentrated entirely in one person,<sup>1</sup> the equity interests are more dispersed. Two groups of entities indirectly hold enough equity to trigger the 10% reporting threshold: the Columbia Parties and Future Fund Parties. The Telcom Parties, a Class A investor disclosed in the short-form application, and several previously reported entities in the Columbia Parties' ownership chain, fell below the 10% threshold due to the waterfall investment structure. Nonetheless, these entities' equity interests are described in this narrative for completeness.

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<sup>1</sup> Subject to the Class A investors' "usual and customary investor protections." 47 C.F.R. § 1.5003(c); *see also Baker Creek Communications, LLC*, Memorandum Opinion and Order, 13 FCC Rcd 18709, 18714-18719 ¶ 9 (1998) (describing standard investor protections for designated entities).

### The Columbia Parties

There are two branches of Columbia investment structures in Channel 51: one in Classes A and B, controlled by Columbia VI, and one in Class C, controlled by Columbia Spectrum. Ultimate control over the Columbia Parties rests with two managing members, James B. Fleming, Jr. and John T. Siegel, Jr., both of whom are U.S. citizens.

CCEP is a Delaware limited partnership. CCEP holds 4.38% equity in Channel 51 in the form of Class A equity. CCEP VI is also a Delaware limited partnership, and, as the general partner of CCEP, controls the investment decisions of CCEP. While CCEP VI controls the investments of CCEP, it also controls 0.73% equity interest in the form of Class A equity from an entity below the reporting threshold. In total, CCEP VI holds 5.11% equity in Channel 51 in the form of Class A equity.

Columbia VI, a Delaware limited liability company, is the general partner of CCEP VI, controlling its 5.11% share of Channel 51 equity. Columbia VI is also the manager of Class A and Class B entities below the reporting threshold. Through these, Columbia VI indirectly holds an additional 0.03% equity in the form of Class A equity and an additional 2.58% equity in the form of Class B equity. In full dilution, Columbia VI indirectly holds 7.72% of Channel 51's equity.

Columbia Spectrum I-A, a Delaware limited partnership, holds 11.50% of Channel 51 in the form of Class C equity. Columbia Spectrum Partners, a Delaware limited partnership, is the general partner of Columbia Spectrum I-A. Columbia Spectrum Partners also indirectly holds the remainder of Class C equity in Channel 51, an additional 0.57% equity in Channel 51.

Columbia Spectrum, a Delaware limited liability company, is the general partner of Columbia



Spectrum Partners, and thus indirectly holds 100% of Class C equity. In full dilution, this amounts to 12.07% of Channel 51's equity.

James B. Fleming, Jr. and John T. Siegel, Jr. are the 50/50 managing members of Columbia VI and Columbia Spectrum. They share control over the Class A Columbia structure and the Class C equity. In full dilution, they are each responsible for the same 19.79% equity in Channel 51.

#### The Telcom Parties

Telcom is a Delaware limited liability company with three members ("the Trusts"): The Rajendra Singh 2008 Family Trust owns 50% of the equity in Telcom, while The Rajendra Singh 2011 Florida Trust For The Benefit of Hersh Raj Singh and The Rajendra Singh 2011 Florida Trust For The Benefit of Samir Raj Singh each own 25%. Dr. Rajendra and Neera Singh are either the trustees or grantors for all three Trusts. The Singhs are United States citizens. Telcom holds 5.15% equity interest in Channel 51 in the form of Class A equity. The Telcom parties therefore fall below the disclosable interest reporting threshold.

#### The Future Fund Parties

FFIC5 is a proprietary limited company registered in Victoria, Australia. FFIC5 holds 46.60% equity interest in Channel 51 in the form of Class B equity. FFIC5 also has an indirect investment in an entity below the reporting threshold, giving it control over an additional 0.59% of Class B equity in Channel 51. In full dilution, FFIC5 holds 47.19% of Channel 51's equity in the form of Class B equity.

FFIC5 is a wholly owned subsidiary of FFBG, a statutory body corporate established by the *Future Fund Act 2006* (Commonwealth of Australia) ("*Future Fund Act*"). FFBG therefore indirectly holds FFIC5's equity share. Through another subsidiary, FFBG also holds a 23.35%

equity portion of CCEP, giving it 1.02% equity in Channel 51 in the form of Class A equity. FFBG holds 48.21% equity in Channel 51 in full dilution.

FFBG is required to invest through an “investment manager” pursuant to section 28 of the *Future Fund Act*. An “investment manager,” in turn, includes a person or body that performs custodial functions in relation to the financial assets of FFBG, pursuant to section 5(g) of the *Future Fund Act*. The interest in FFIC5 held by FFBG is an asset of the “Future Fund.” All assets of the Future Fund are held for and on behalf of the Commonwealth of Australia and not on behalf of any other party or any specific institution of the Australian government.

FFBG holds all of the FFIC5 shares through its custodian, TNTC.<sup>2</sup> Likewise, FFIC5 holds its interests in Channel 51 LLC through TNTC. TNTC is an American financial services company headquartered in Chicago, Illinois. It provides investment management services. Although the *Future Fund Act* investment management requirements do not apply to FFBG investment companies such as FFIC5, FFBG’s investment companies also use a custodian to hold their assets. TNTC is the custodian for all of FFBG’s investment companies.

Under the TNTC-FFIC5 custody agreement, FFIC5 is responsible for all decisions related to its assets and for providing all funds used to invest in those assets. The agreement requires TNTC to register or procure legal title to FFIC5’s assets in its name, the name of a wholly-owned subsidiary of TNTC or, alternatively, a sub-custodian or other entity (as may be required

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<sup>2</sup> TNTC is identified as a disclosable interest holder in Channel 51’s long-form application out of an abundance of caution. TNTC does not qualify as a disclosable interest holder under the FCC’s rules, as full beneficial ownership of the interest in Channel 51 is retained by FFIC5. We have conducted a diligent search for FCC-related licenses and applications of TNTC, including through searches of the FCC’s ULS, ELS, CBDS, CORES and IBFS databases in April 2017. That research indicates that TNTC holds three FCC Part 90 industrial pool licenses for purposes of TNTC’s internal communications. Those three licenses operate under Call Signs WQVZ346, WNUI840, and KNJF300. The research and related inquiries did not identify any other FCC-regulated licenses or applications directly or indirectly held by TNTC.

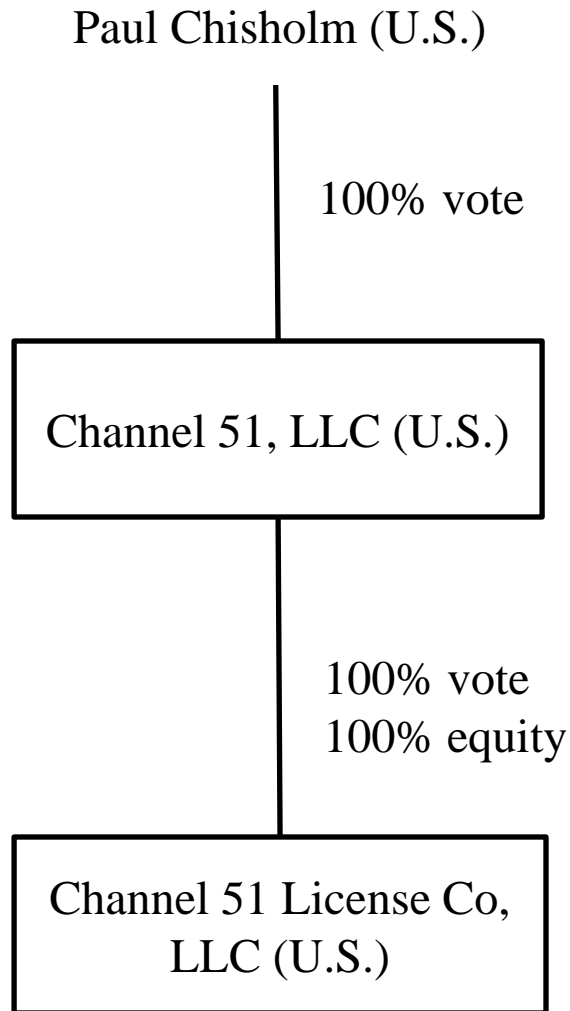
by law or local market practice in the relevant jurisdiction in which investments are made). However, the agreement also states that TNTC is a “bare trustee” that holds the assets at the absolute discretion of FFIC5 – *i.e.*, TNTC is the titleholder in name only. TNTC is required under the agreement to identify in its books, and to require sub-custodians and other entities to similarly identify, that FFIC5 assets are held by TNTC “for the account of [FFIC5],” and that such assets “do not belong” to TNTC or to any sub-custodian or other entity.

FFIC5 makes all decisions related to the assets held by TNTC and provides funding to enable TNTC to make investments (including the investment in Channel 51). TNTC only deals with assets it holds on behalf of FFIC5 in accordance with FFIC5’s directions. FFIC5 exercises all proxies related to the assets (unless, *e.g.*, restrictions are imposed by law or regulation on FFIC5’s exercise of proxy rights) and directs TNTC with respect to all entitlements related to the assets, including voting rights, dividend rights, option rights and all other opportunities or advantages applicable to the underlying assets. The custodial arrangement helps prevent unauthorized trading in FFIC5’s assets by separating the people responsible for investment decisions from the entity that holds legal title to the assets. Thus, prior to trading any of those assets, FFIC5 must provide TNTC with instructions signed by authorized FFIC5 staff.

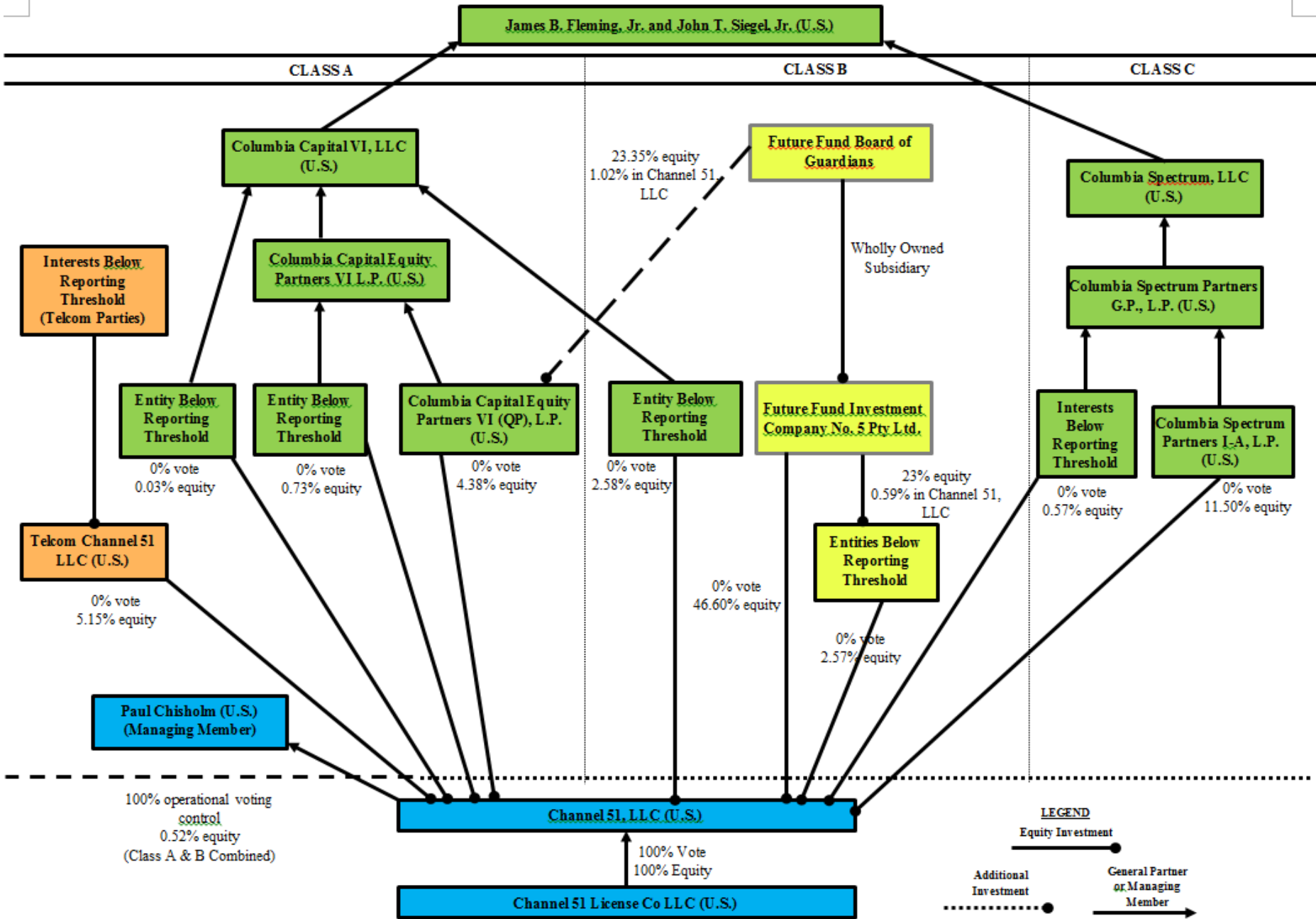
No other entity holds a reportable interest in Channel 51.

**EXHIBIT C**

**CHANNEL 51 CONTROL STRUCTURE**



# CHANNEL 51 OWNERSHIP



## EXHIBIT D

### **ESTIMATES OF AGGREGATE FOREIGN OWNERSHIP AND DESCRIPTION OF CALCULATIONS**

As demonstrated in the petition and Exhibits B and C, there are no foreign voting interests in Channel 51 because 100% of voting power rests with the sole managing member, Paul Chisholm, who is a U.S. citizen. This exhibit provides an estimate of the aggregate foreign ownership in Channel 51 and explains how the estimate was calculated. Notably, the actual foreign ownership in Channel 51 is less than the maximum potential foreign ownership that was identified in Channel 51's original petition. This maximum potential foreign ownership (61% direct and 70% total foreign ownership) would have occurred if Channel 51 had exhausted Classes A and B and not drawn from Class C under its waterfall structure.

**Channel 51:    Total Direct Foreign Ownership: 58.22%**  
**Total Foreign Ownership: 65.82%**

**Direct Foreign Ownership.** Three investors in Channel 51 have controlling interests or direct interests that are above the reporting threshold: Paul Chisholm, Columbia Spectrum I-A, and FFIC5. Two of these investors have no foreign interests. Paul Chisholm is a U.S. citizen. Columbia Spectrum I-A, is a U.S. entity with no foreign investment. The third investor, FFIC5, is an Australian company that directly holds 46.60% of Channel 51. Other foreign investors that fall below the reporting threshold directly hold an additional 11.62% of Channel 51. Thus, the direct foreign ownership of Channel 51 totals 58.22%.

In calculating these amounts, we imputed to each of an investor's insulated members or insulated limited partners (including those with interests below the reporting threshold) an interest in the investor that is equal to the member's or limited partner's equity interest in the investor. For example, because the foreign limited partnership interest in CCEP is insulated, we

deemed CCEP's foreign limited partners to hold an interest in CCEP that is equal to these partners' equity interest in CCEP.

**Indirect Foreign Ownership.** Aside from the 58.22% direct foreign equity, there is an additional 7.60% indirect foreign equity in Channel 51. This brings Channel 51's total foreign ownership to 65.82%. In calculating these amounts, we tallied each U.S. investor's foreign equity holders and multiplied them down through the U.S. investor's equity. Then, any 25% foreign equity holders in U.S. equity holders in the U.S. investor were multiplied down and tallied. Where there was a single majority U.S. equity holder in an investor, the process began again with the U.S. equity holder as the investor. This process assured a no greater than 0.20% error.