

**APPLICATION FOR PRO FORMA ASSIGNMENT AND TRANSFER OF CONTROL
OF LEARFIELD EARTH STATION AUTHORIZATION**

Response to Question A20: Ownership Information

This application seeks Federal Communications Commission (“FCC”) approval for certain *pro forma* restructuring changes in the ownership of Learfield Communications, Inc., licensee of transmit/receive earth station call sign E5184, and the conversion of Learfield Communications, Inc. to Learfield Communications, LLC, which results in the *pro forma* assignment of the license for call sign E5184 from the licensee as a corporation to the licensee as an LLC. In addition to the conversion of the licensee to an LLC, one controlling owner of the licensee converts into an LLC, and certain controlling owners of the licensee merge with each other and with the licensee, thereby effectively removing certain controlling owners from the controlling ownership chain of the licensee. These changes are detailed below in the response to Question A21. Upon consummation, Atairos Group, Inc. will continue to be a controlling owner of Learfield Communications, LLC, and Learfield Communications, LLC will be a direct, wholly-owned subsidiary of A-L Group Holdings LLC, a Delaware limited liability company, which presently indirectly wholly owns Learfield Communications, Inc. For these reasons, and as further explained in the response to Question A21, the conversion of the licensee from a corporation to an LLC, and the removal of certain of its controlling owners, are *pro forma* changes to the ownership of the licensee, and therefore are deemed granted the business day following the filing of this application. See 47 C.F.R. § 25.119(i). Learfield Communications, LLC can be contacted at 2400 Dallas Parkway, Suite 1500, Plano, TX 75093. The post-consummation ownership of the licensee is described below.

A-L Group Holdings LLC is a wholly-owned direct subsidiary of A-L Tier II LLC, a Delaware limited liability company. A-L Tier II LLC is a wholly-owned direct subsidiary of A-L Intermediate Company Inc., a Delaware corporation. A-L Intermediate Company Inc. is a wholly-owned direct subsidiary of A-LF Holding Company, Inc., a Delaware corporation. A-LF Holding Company, Inc. is a wholly-owned direct subsidiary of A-L Tier I LLC, a Delaware limited liability company. A-L Tier I LLC is controlled by Atairos Group, Inc. (“AGI”), a Cayman Islands corporation, which holds at least 80% voting and economic interest in A-L Tier I LLC with no other holder of a 10% or more voting or economic interest. These entities can be contacted at 40 Morris Avenue – 3rd Floor, Bryn Mawr, PA 19010.

AGI is directly owned by two entities: (1) Atairos Partners, L.P. (“Atairos Partners”), a Cayman Islands limited partnership, which holds 100% of the voting interest and approximately 1.5% of the economic interest in AGI, and (2) Comcast AG Holdings, LLC (“Comcast AG Holdings”), a Delaware limited liability company, which holds 100% of the non-voting interest and approximately 98.5% of the economic interest in AGI. Atairos Partners is controlled by Michael J. Angelakis, a U.S. citizen, who holds 100% of the voting interest indirectly and at least 40% of the economic interest indirectly.¹ Atairos Partners and Michael J. Angelakis can be contacted at 40 Morris Avenue – 3rd Floor, Bryn Mawr, PA 19010. Comcast AG Holdings is directly and

¹ These indirect interests are held through multiple trusts and other entities owned and controlled by Michael J. Angelakis.

wholly owned by Comcast Corporation (“Comcast”), a Pennsylvania corporation. BRCC Holdings LLC, a Delaware limited liability company, holds a 32% voting interest and less than 1% of the economic interest in Comcast. BRCC Holdings LLC is directly controlled by Brian L. Roberts, a U.S. citizen, who holds 100% of the voting interest and less than 1% of the economic interest. Comcast and Brian L. Roberts can be contacted at One Comcast Center, Philadelphia, PA 19103.

A chart depicting the controlling ownership of the applicant is attached as the “Post-Closing Ownership of Licensee (Applicant).” All 10% or greater voting or equity interests are identified in this response and in this chart.

Response to Question A21: Description of the Transaction and Public Interest Statement

The instant application requests FCC authority for the *pro forma* assignment from Learfield Communications, Inc. to Learfield Communications, LLC of the transmit/receive earth station (call sign E5184), as well as the conversion of one of its controlling owners from a corporation to an LLC, and the removal of certain controlling owners from the licensee's ownership chain. For the reasons explained below, the parties to this application hereby certify that each of these changes is a *pro forma* change to the ownership of the licensee and do not result in a change in the actual controlling party. *See* 47 C.F.R. § 25.119(i)(2). Therefore, FCC approval of these changes is deemed granted the business day following the filing of this application. *See* 47 C.F.R. § 25.119(i).

The transaction at issue involves two steps. Step one of the transaction converts: (1) Learfield Communications, Inc., the licensee and a Delaware corporation, to a Delaware limited liability company – Learfield Communications, LLC, and (2) PEP LCHI Holdings, Inc., a Delaware corporation, to a Delaware limited liability company – PEP LCHI Holdings, LLC. Following step one of the transaction, Learfield Communications, LLC is an indirect wholly-owned subsidiary of PEP LCHI Holdings, LLC, which is a direct wholly-owned subsidiary of A-L Parent LLC, a Delaware limited liability company.

Step two of the transaction involves a series of mergers among entities in Learfield Communications, LLC's ownership chain. PEP LCHI Holdings, LLC merges into its direct wholly-owned subsidiary LCHI Holdings, LLC, a Delaware limited liability company, with LCHI Holdings, LLC surviving. LCHI Holdings, LLC then merges into its direct wholly-owned subsidiary Learfield Communications Holdings, LLC, a Delaware limited liability company, with Learfield Communications Holdings, LLC surviving. Next, Learfield Communications Holdings, LLC merges into its direct wholly-owned subsidiary Learfield Communications, LLC, with Learfield Communications, LLC surviving. Lastly, A-L Parent LLC merges into its direct wholly-owned subsidiary Learfield Communications, LLC, with Learfield Communications, LLC surviving.

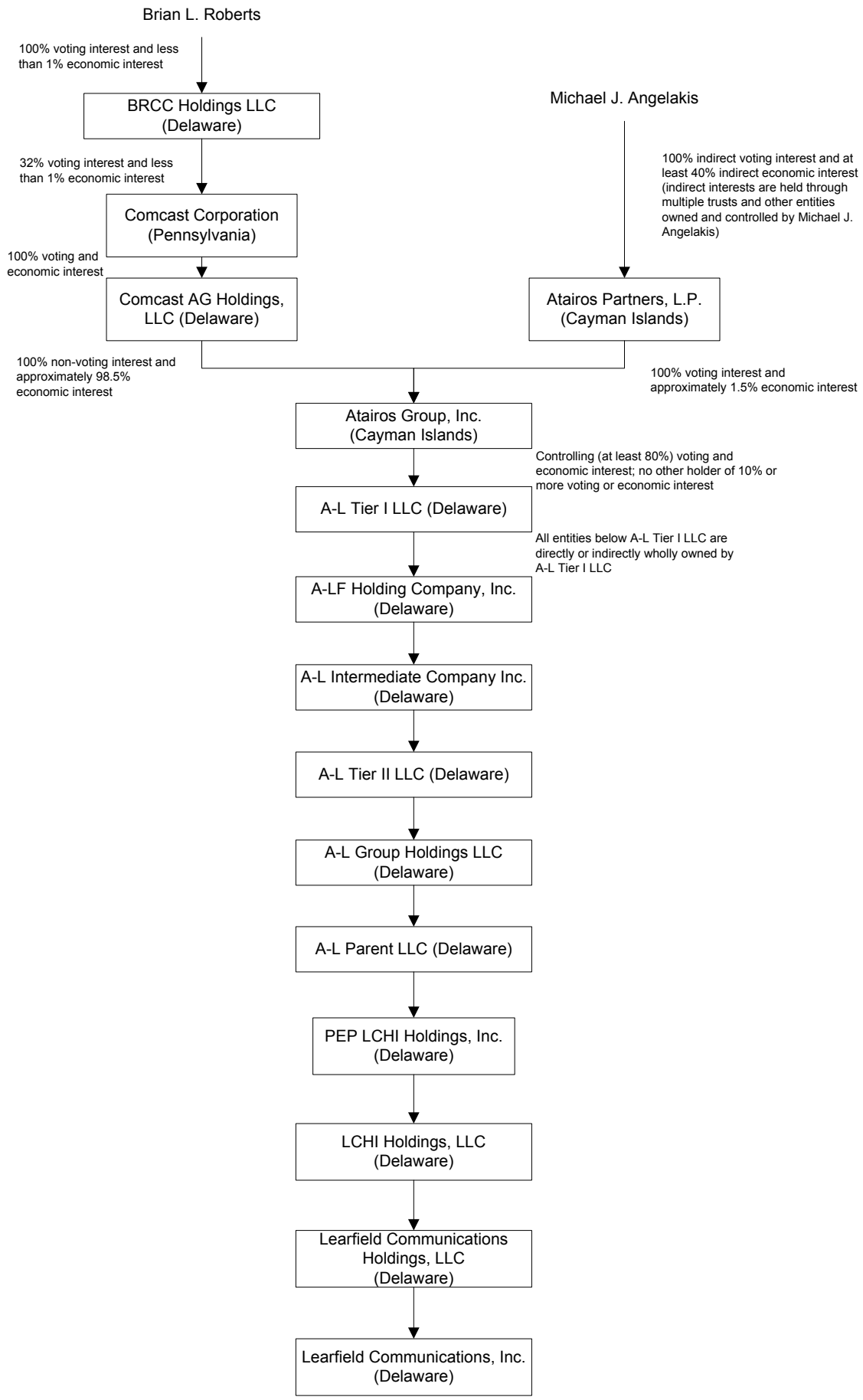
At the close of the transaction, Learfield Communications, LLC will become a direct, wholly-owned subsidiary of A-L Group Holdings LLC, a Delaware limited liability company, an entity of which the licensee was previously an indirect wholly-owned subsidiary. The ownership above A-L Group Holdings LLC is unchanged and is reflected in the attached "Post-Closing Ownership of Licensee (Applicant)." Under both the attached "Pre-Closing Ownership of Licensee (Applicant)" and the "Post Closing Ownership of Licensee (Applicant)," the licensee remains controlled by Atairos Group, Inc.

Approval of the instant *pro forma* assignment application of the earth station license to Learfield Communications, LLC and the related *pro forma* transfers of control serves the public interest. Under the FCC's rules, the instant application qualifies as a *pro forma* assignment application (with related *pro forma* transfers of control) because each of these changes is a "corporate

reorganization which involves no substantial change in the beneficial ownership of” the licensee.²

² See *Federal Communications Bar Association’s Petition for Forbearance From Section 310(d) of the Communications Act Regarding Non-Substantial Assignment of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, Memorandum Opinion and Order, 13 FCC Rcd. 6293 ¶ 8 (1998) (“common categories of transaction that are considered non-substantial and therefore are eligible for pro forma treatment [include] . . . corporate reorganization which involves no substantial change in the beneficial ownership of the corporation.”).

Pre-Closing Ownership of Licensee (Applicant)



Post-Closing Ownership of Licensee (Applicant)

