

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

Response to Question A20: Ownership Information

This application seeks Federal Communications Commission (“FCC”) approval for *pro forma* restructuring changes in the ownership of earth stations E060144, E060169, E130101, E140021, E140022, E140050, E160001, E160078, E020243, E040016, E040015 (the “Licenses”), held by IMS Productions, Inc. (“IMSP”). IMSP will assign the Licenses to its commonly owned and controlled affiliate, Terre Haute Realty, LLC (“THR”). Subsequently, the ownership of THR will be distributed to the shareholders of THR’s parent company Hulman & Company. These changes are detailed below in the response to Question A21. Upon consummation, the shareholders of Hulman & Company will be the members of THR, with no changes in the respective ownership percentage of any shareholder/member. For these reasons, and as further explained in the response to Question A21, these are *pro forma* changes to the ownership of the Licenses, and therefore are deemed granted the business day following the filing of this application. *See* 47 C.F.R. § 25.119(i).

THR, the applicant and assignee, can be contacted at 4790 West 16th Street, Indianapolis, IN 46222. The current ownership of IMSP is depicted in the attached Pre-Transfer diagram. The post-consummation ownership of THR depicted in the attached Post-Transfer diagram. As noted above and described in response to Question A21, the current shareholders of Hulman & Company, the parent company of IMSP, are identical to the post-consummation members of THR. The shareholder numbers (SH 1, SH 2, etc.) are keyed to the Pre- and Post-Transfer diagrams.

SH Number:	Shareholder	Percent Interest	Citizenship/ Organization	Principal Business
SH 1	Anton Hulman George 8030 Spring Mill Road Indianapolis, IN 46260	9.05%	US	Investor
SH 2	Katherine George Conforti 742 Patterson Place Pacific Palisades, CA 90272	9.05%	US	Investor
SH 3	Nancy Lee George 820 Williams Cove Indianapolis, IN 46260	9.05%	US	Investor
SH 4	Mary Josephine George 6730 Spirit Lake Drive #102 Indianapolis, IN 46220	9.05%	US	Investor

SH Number:	Shareholder	Percent Interest	Citizenship/ Organization	Principal Business
SH 5	<p>Anton Hulman George Jr. Real Estate Trust, dated July 1, 1967</p> <p>Mitchell E. Daniels, Jr. & PNC Bank, N.A., Co-Trustees</p> <p>Mitchell E. Daniels, Jr. President, Purdue University 610 Purdue Mall, Hovde Hall West Lafayette, IN 47907 US Citizen</p> <p>Margaret S. Johnson Senior VP and Senior Fiduciary Advisor, PNC Bank 201 East Fifth Street, 5th Floor Cincinnati, OH 45202 US Citizen</p> <p>(Margaret Johnson signs trust documents on behalf of trustee PNC Bank)</p>	40.46%	Trust established under the laws of the state of Indiana	Managing trust assets
SH 6	<p>Grace Hulman Estate Trust, dated November 29, 1956</p> <p>(Same trustees and related information as shareholder 5)</p>	20.67%	Trust established under the laws of the state of Indiana	Managing trust assets
SH 7	<p>Jarrold Krisiloff 7449 N. Meridian Indianapolis, IN 46260</p>	0.38%	US	Investor
SH 8	<p>Kyle Krisiloff 7511 Pine Valley Lane Indianapolis IN 46250</p>	0.38%	US	Investor
SH 9	<p>Jesika Gunter Boaz 480 Kessler Blvd., West Dr. Indianapolis, IN 46228</p>	0.38%	US	Investor

SH Number:	Shareholder	Percent Interest	Citizenship/ Organization	Principal Business
SH 10	Anton Hulman George Jr. 8014 Spring Mill Road Indianapolis, IN 46260	0.38%	US	Investor
SH 11	Edward Carpenter 8022 Spring Mill Road Indianapolis, IN 46260	0.38%	US	Investor
SH 12	Lauren George 937 Lexington Ave Indianapolis IN 46203	0.38%	US	Investor
SH 13	Olivia G. Conforti 742 Patterson Place Pacific Palisades, CA 90272	0.38%	US	Investor

All 10% or greater voting or equity interests (and indeed all equity and voting interests) of THR are identified in this response.

Response to Question A21: Description of the Transaction

This application seeks Federal Communications Commission (“FCC”) approval for *pro forma* restructuring changes in the ownership of earth stations E060144, E060169, E130101, E140021, E140022, E140050, E160001, E160078, E020243, E040016, E040015 (the “Licenses”), held by IMS Productions, Inc. (“IMSP”). IMSP will assign the Licenses to its commonly owned and controlled affiliate, Terre Haute Realty, LLC (“THR”). Subsequently, the ownership of THR will be distributed to the shareholders of THR’s parent company Hulman & Company. 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 Licenses and that, together with all previous *pro forma* transactions, it does 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). Approval of the instant *pro forma* assignment application of the Licenses to THR and the related *pro forma* transfers of control serves the public interest.

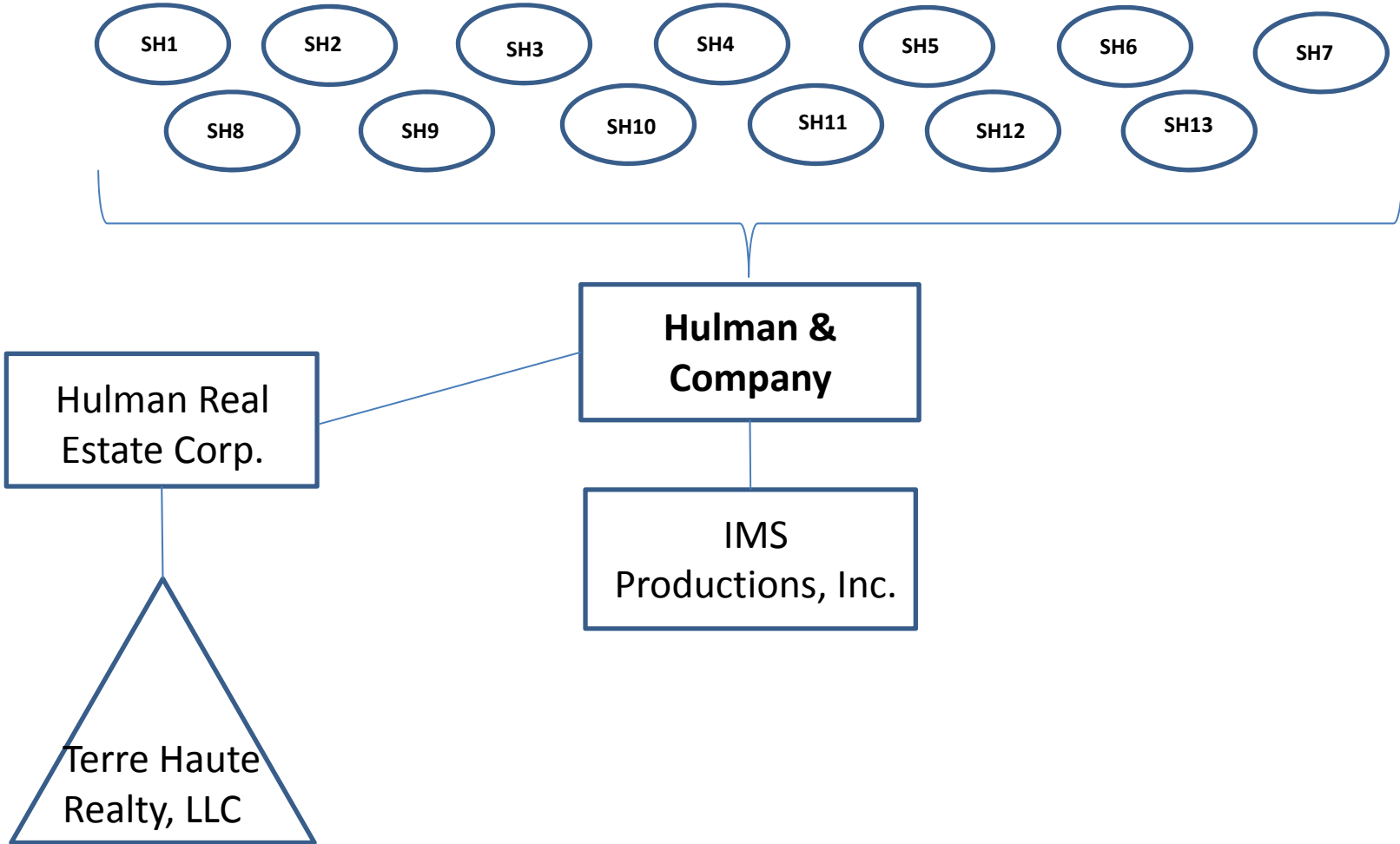
The transaction involves two steps. First, IMSP will assign the Licenses to THR, which is a wholly-owned subsidiary of Hulman Real Estate Corp. (“HREC”), which, in turn, is a wholly-owned subsidiary of Hulman & Company. (See the attached Pre-Transfer diagram.) As both THR and IMSP are wholly-owned subsidiaries of Hulman & Company, the license assignment is *pro forma*.¹

Second, HREC will then distribute its entire interest in THR to Hulman & Company, and Hulman & Company will distribute its interest in THR to the Hulman & Company shareholders (listed above in response to Question A20), who will thereupon be the members of THR. Each shareholder in Hulman & Company will hold an equal number of membership interests in THR as it currently holds as a shareholder in Hulman & Company. Both entities have a single class of equity interests. While no one shareholder has any rights or control superior to any other, Shareholders 5 and 6 in the shareholder table provided in response to Question A20 hold (in the aggregate) a majority of the shares and as such, when voting together, do exercise control. Shareholders 5 and 6 will also hold the same percentage interests in THR, and will therefore exercise control of THR when voting together. Each shareholder of Hulman & Company is free to vote as it sees fit, and no shareholder is bound to vote with any other shareholder. The same will remain true in THR. Thus, 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, and is an “assignment from a corporation to its stockholders without effecting any substantial change in the disposition of their interests”.²

¹ *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 [] eligible for pro forma treatment [include]. . . where there is an assignment from a corporation to a corporation owned or controlled by the assignor stockholders without substantial change in their interests.”).

² *See id.* (*pro forma* treatment is appropriate for a “corporate reorganization which involves no substantial change in the beneficial ownership of the corporation” and an “assignment from a corporation to its stockholders without effecting any substantial change in the disposition of their interests”).

Pre-Transfer



Post-Transfer

