

**EXHIBIT E**

**OWNERSHIP AND CONTROL**

American General Finance, Inc., an Indiana corporation (“AGFI”), is the licensee of Earth station E950321. Pursuant to the proposed transaction, a new company, AGF Holding Inc. (“AGF Holding”) would acquire 100% of the issued and outstanding stock of AGFI. Following a series of corporate steps, AGF Holding would be owned by FCFI Acquisition LLC, a Delaware limited liability company (“FCFI”), and AIG Capital Corporation, a Delaware corporation (“ACC”). FCFI is directly or indirectly owned by certain investment funds ultimately controlled by Fortress Investment Group LLC (“Fortress”), a leading global investment manager publicly traded on the New York Stock Exchange under the ticker symbol “FIG.” ACC is a direct wholly-owned subsidiary of American International Group, Inc., a Delaware corporation (“AIG”). AIG is controlled by the AIG Credit Facility Trust, a trust established solely for the benefit of the United States Treasury.

Enclosed at Attachment 1 is a streamlined ownership chart detailing the current and proposed ownership structures of the licensee. Upon consummation of the proposed transaction, FCFI would hold an 80% economic interest in AGF Holding (entitling it to between 80% and 84.2% of the voting rights); ACC would hold a 20% economic interest (entitling it to between 15.8% and 20% of the voting rights).<sup>1</sup>

Fortress is a leading global investment manager headquartered in New York City. As of June 30, 2010, Fortress had approximately \$41.7 billion of assets under management.

As shown on the enclosed chart, certain investment funds ultimately controlled by Fortress will directly or indirectly hold their economic investment in AGF Holding via FCFI. In particular, the membership units of FCFI will be held by a variety of Fortress affiliates, primarily passive investment funds, that will not exercise control over FCFI. These affiliates all are ultimately operated and controlled by Fortress through its two direct wholly-owned subsidiaries: FIG Corp., a Delaware corporation, and FIG Asset Co. LLC, a Delaware limited liability company. FIG Corp. and FIG Asset Co. LLC are the general partners, respectively, of Fortress Operating Entity I LP and Principal Holdings I LP, each of which is a Delaware entity that

---

<sup>1</sup> Specifically, prior to the consummation of the proposed transaction, AIG shall cause ACC to (i) form AGF Holding as a direct, wholly-owned subsidiary of ACC and (ii) contribute all of the outstanding capital stock of AGFI to AGF Holding in exchange for 100% of the outstanding capital stock of AGF Holding. FCFI proposes to acquire control of the licensee through the purchase from ACC of 80% of the outstanding shares of AGF Holding, upon the terms and subject to the conditions set forth in the Stock Purchase Agreement, dated as of August 10, 2010, by and between AIG and FCFI. The shares to be acquired by FCFI will consist solely of voting common stock, par value \$0.01 per share, of AGF Holding. Up to 5% of the shares of AGF Holding to be retained by ACC may consist of non-voting common stock, par value \$0.01 per share; AIG and FCFI will agree upon the exact proportion of AGF Holding shares that will be non-voting prior to the consummation of the proposed transaction. Depending upon the proportion agreed to by the parties, the AGF Holding shares to be acquired by FCFI will represent between 80% and 84.2% of the voting rights in AGF Holding, while the shares be retained by ACC will represent between 15.8% and 20% of the AGF Holding voting rights.

operates and controls the various intermediate subsidiaries, including the Fortress investment funds. The limited partnership interests in Fortress Operating Entity I LP and Principal Holdings I LP are owned by the following five (5) individuals: Peter L. Briger, Jr.; Wesley R. Edens; Robert I. Kauffman; Randal A. Nardone and Michael R. Novogratz (each, a “Principal” and collectively, the “Principals”).

In connection with the proposed transaction, decision-making by Fortress with respect to its affiliates’ investment in AGFI has been delegated to a Joint Investment Committee comprised of two senior Fortress executives: Wesley R. Edens and Randal A. Nardone. Pursuant to a Joint Investment Committee Agreement, Fortress, FIG Corp., FIG Asset Co. LLC, Fortress Operating Entity I LP and Principal Holdings I LP and each of the Principals of Fortress not serving on the Joint Investment Committee have (1) delegated to the Joint Investment Committee all of their respective power and control to direct or cause the direction of the management and policies of FCFI and (2) expressly disclaimed any such power and control. As a result, Messrs. Edens and Nardone will have the ultimate authority to jointly control FCFI’s entire investment in AGF Holding (and thus the licensee).<sup>2</sup>

Upon consummation of the proposed transaction, the directors and officers of FCFI are expected to be:

<u>Name</u>	<u>Position</u>	<u>Business Address (for all)</u>
Randal A. Nardone	Director and President	c/o Fortress Investment Group LLC
John Morrissey	Director and Treasurer	1345 Avenue of the Americas
David N. Brooks	Secretary	46 <sup>th</sup> Floor New York, N Y 10105

Each of the members of the Joint Investment Committee, and all of the individuals expected to be directors and officers of FCFI, are U.S. citizens.

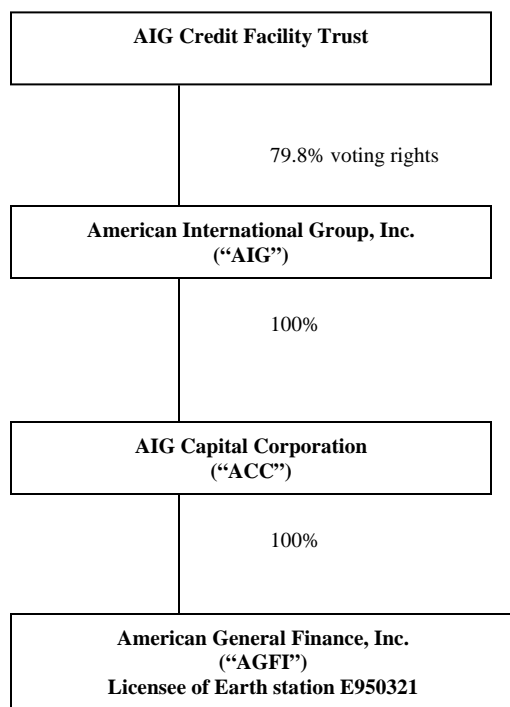
In addition to the majority economic interest held in the licensee by Fortress (and controlled by the Joint Investment Committee), 20% of the licensee’s economic interest (and between 15.8% and 20% of its voting rights) will be held by AIG through its subsidiary, ACC. As explained in Exhibit F hereto, AIG is controlled by the AIG Credit Facility Trust, a trust established for the sole benefit of the United States Treasury. The AIG ownership structure was most recently passed upon by the Commission in File No. SES-T/C-20090219-00195, which was granted in April 2009.

---

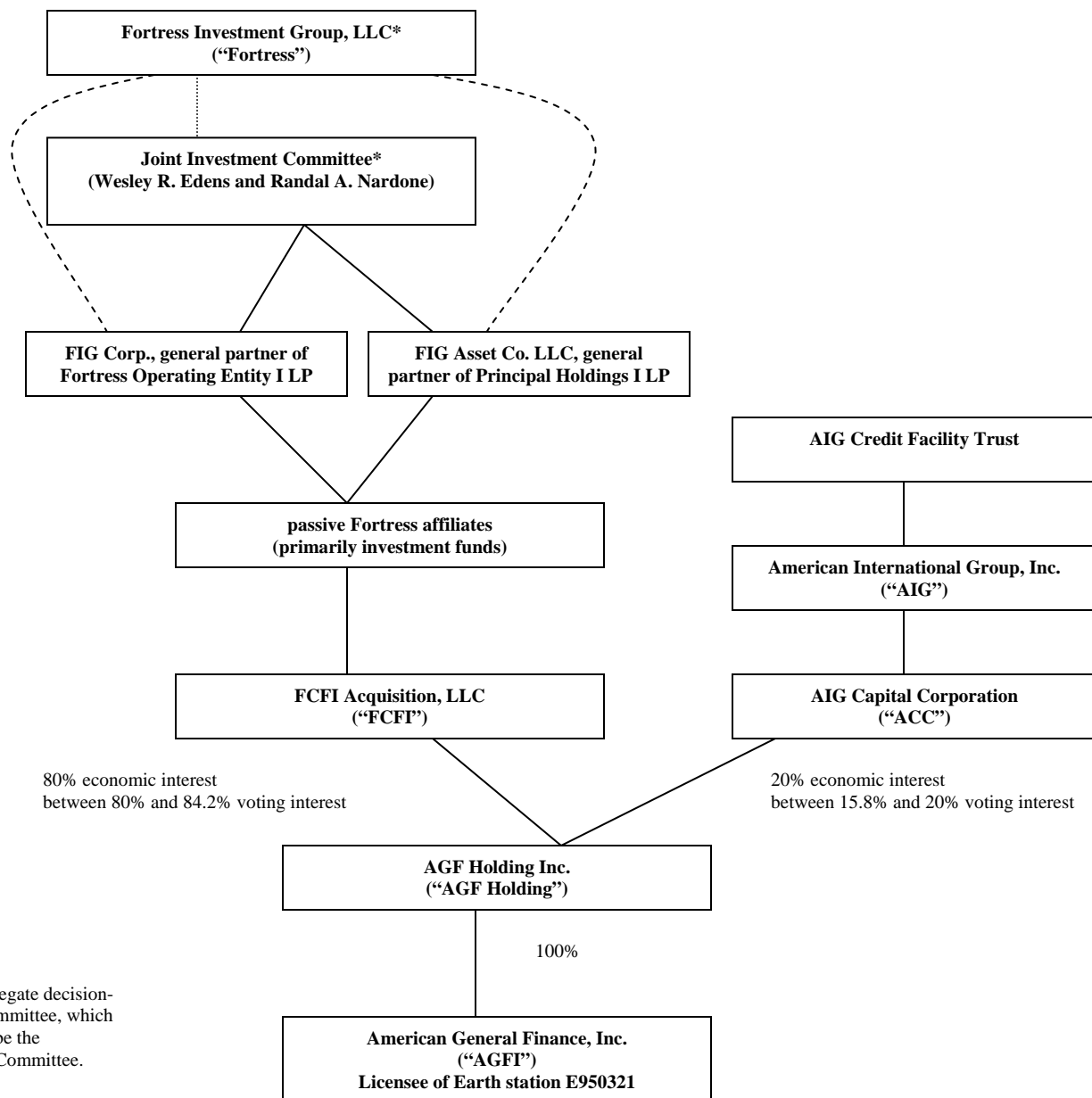
<sup>2</sup> Should the Commission require additional information about the passive affiliates in the Fortress ownership structure, the applicants shall provide it upon request.

## ATTACHMENT 1 TO EXHIBIT E

*Current*



*Proposed*



\* Pursuant to a binding agreement, a number of Fortress legal entities and Principals will delegate decision-making authority with respect to American General Finance, Inc. to the Joint Investment Committee, which will have ultimate control over FCFI Acquisition, LLC. Fortress' affiliates will continue to be the beneficiaries of the economic interests held by FCFI and controlled by the Joint Investment Committee.