Approved by OMB
3060−0678

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| APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENTFCC 312 MAIN FORM FOR OFFICIAL USE ONLY | FCC Use Only |
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APPLICANT INFORMATION
Enter a description of this application to identify it on the main menu:
Barrington Peoria − Notification of Transfer of Receive Only Earth Station (E050061)

1−8. Legal Name of Applicant

| | | | |
|---|---|---|---|
| **Name:** | Barrington Peoria License LLC | **Phone Number:** | 847−884−1877 |
| **DBA Name:** | | **Fax Number:** | 847−755−3045 |
| **Street:** | 2500 W. Higgins Road<br>Suite 155 | **E−Mail:** | ccornelius@barringtontv.com |
| **City:** | Hoffman Estates | **State:** | IL |
| **Country:** | USA | **Zipcode:** | 60169 − |
| **Attention:** | Chris Cornelius | | |

9−16. Name of Contact Representative

| | | | |
|---|---|---|---|
| **Name:** | William H. Fitz | **Phone Number:** | 202−662−5120 |
| **Company:** | Covington & Burling LLP | **Fax Number:** | 202−778−5120 |
| **Street:** | 1201 Pennsylvania Avenue, NW | **E−Mail:** | wfitz@cov.com |
| **City:** | Washington | **State:** | DC |
| **Country:** | USA | **Zipcode:** | 20004− |
| **Attention:** | William H. Fitz | **Relationship:** | Legal Counsel |

CLASSIFICATION OF FILING

| | |
|---|---|
| 17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b. | (N/A) b1. Application for License of New Station<br>(N/A) b2. Application for Registration of New Domestic Receive−Only Station<br>(N/A) b3. Amendment to a Pending Application<br>(N/A) b4. Modification of License or Registration |
| ◉ a1. Earth Station | ○ b5. Assignment of License or Registration |
| ○ a2. Space Station | ◉ b6. Transfer of Control of License or Registration |
| | (N/A) b7. Notification of Minor Modification<br>(N/A) b8. Application for License of New Receive−Only Station Using Non−U.S. Licensed Satellite<br>(N/A) b9. Letter of Intent to Use Non−U.S. Licensed Satellite to Provide Service in the United States<br>(N/A) b10. Other (Please specify) |

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided).
(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

This application notifies of the transfer of control of Pilot Group GP LLC which, through intervening entities, controls Barrington Peoria License LLC holder of earth station registration E050061.

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- ○ Individual
- ○ Unincorporated Association
- ○ Partnership
- ○ Corporation
- ○ Governmental Entity
- ◉ Other (please specify)

| 45. Name of Person Signing | 46. Title of Person Signing |
|---|---|
| Paul M. McNicol | Secretary |

47. Please supply any need attachments.

| Attachment 1: | Attachment 2: | Attachment 3: |
|---|---|---|

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

SATELLITE EARTH STATION AUTHORIZATIONS
FCC Form 312 − Schedule A
FOR OFFICIAL USE ONLY

Select one of the following

○ CONSENT TO TRANSFER OF CONTROL

○ CONSENT TO ASSIGNMENT OF LICENSE

○ NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION

○ NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 − Main Form)

| | | | |
|---|---|---|---|
| **Name:** | | **Phone Number:** | |
| **DBA Name:** | | **Fax Number:** | |
| **Street:** | | **E−Mail:** | |
| | | | |
| **City:** | | **State:** | |
| **Country:** | | **Zipcode:** | − |
| **Attention:** | | | |

A8. List Callsign(s) of station(s) being assigned or transfered

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| **Callsign:** E050061 | **Callsign:** | **Callsign:** | **Callsign:** | **Callsign:** | **Callsign:** | **Callsign:** | **Callsign:** |

A9. No. of station(s) listed
1

A10. Name of Transferor/ Assignor

| | | | |
|---|---|---|---|
| **Name:** | Katonah Pittman Ventures LLC | **Phone Number:** | 2124864446 |
| **Company:** | | **Fax Number:** | |
| **Street:** | 75 Rockefeller Plaza | **E−Mail:** | |
| | 23rd Floor | | |
| **City:** | New York | **State:** | NY |
| **Country:** | USA | **Zipcode:** | 10019 − |
| **Attention:** | Paul M. McNicol | **Relationship:** | Other |

A15. Name of Transferee/ Assignee

| | | | |
|---|---|---|---|
| **Name:** | Pilot Group GP LLC | **Phone Number:** | 212−486−4446 |
| **DBA Name:** | | **Fax Number:** | |
| **Street:** | 625 Madison Avenue | **E−Mail:** | |
| | 3rd Floor | | |
| **City:** | New York | **State:** | NY |
| **Country:** | USA | **Zipcode:** | 10022 − |
| **Attention:** | Robert B Sherman | | |

| | |
|---|---|
| A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity? If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary busienss of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenshihp, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock. | ○ Yes<br>◉ No<br>○ N/A |
| A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest. | |

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinenet to Schedule A and all statement made in Schedule A of this application are true, compete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

| | |
|---|---|
| A22. Printed Name of Licensee (Must agree with A1)<br>Barrington Peoria License LLC | A24. Title (Office Held by Person Signing)<br>Paul M. McNicol (Secretary) |
| A26. Printed Name of License Transferor / Assignor<br>(Must agree with A10)<br>Katonah Pittman Ventures LLC | A28. Title (Office Held by Person Signing)<br>Robert W. Pittman (Managing Member) |
| A26. Printed Name of License Transferee / Assignee<br>(Must agree with A15)<br>Pilot Group GP LLC | A28. Title (Office Held by Person Signing)<br>Paul M. McNicol (Senior Vice President) |

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