

**Ownership Information**

This application requests the Commission's consent to the transfer of control of The Outdoor Channel, Inc. ("Outdoor Channel"), licensee of transmit-receive earth station E050285, which is used in the distribution of television programming, from the current shareholders of Outdoor Channel Holdings, Inc. to InterMedia Partners VII, L.P. Charts depicting the current and proposed ownership of Outdoor Channel are included in this exhibit.

Outdoor Channel is a directly owned subsidiary of OC Corporation. OC Corporation is a directly owned subsidiary of Outdoor Channel Holdings, Inc. Currently Outdoor Channel Holdings, Inc. is a publicly traded company.

The proposed transfer of control will be effectuated in accordance with an Agreement and Plan of Merger by and among InterMedia Outdoor Holdings, Inc., Outdoor Merger Sub, LLC, Outdoor Merger Corp., Outdoor Channel Holdings, Inc. and InterMedia Outdoors Holdings, LLC dated as of November 15, 2012 ("Plan of Merger") through multiple steps that will occur virtually simultaneously as described below.

Upon the consummation of the proposed transfer, and in accordance with the Plan of Merger, Outdoor Merger Corp., an indirectly owned subsidiary of InterMedia Partners VII, L.P., will merge with and into Outdoor Channel Holdings, Inc., which shall be the surviving entity. In connection with this merger, shareholders of Outdoor Channel Holdings, Inc. will receive cash, shares of InterMedia Outdoor Holdings, Inc., or a combination of cash and shares of InterMedia Outdoor Holdings, Inc.

At the same time, Outdoor Merger Sub, LLC, also an indirectly owned subsidiary of InterMedia Partners VII, L.P., will merge with and into InterMedia Outdoors Holdings, LLC, a directly owned subsidiary of InterMedia Partners VII, L.P. InterMedia Outdoors Holdings, LLC shall be the surviving entity. In connection with this merger, interest holders of InterMedia Outdoors Holdings, LLC will receive shares of InterMedia Outdoor Holdings, Inc.

As a result of these two simultaneously-occurring mergers, the shares of InterMedia Outdoor Holdings, Inc. shall be distributed such that, following the mergers, approximately 67.6% of the stock of InterMedia Outdoor Holdings, Inc. shall be held by InterMedia Partners VII, L.P. and approximately 32.4% of the stock of InterMedia Outdoor Holdings, Inc. shall be held by the former shareholders of Outdoor Channel Holdings, Inc. None of the former shareholders of Outdoor Channel Holdings, Inc. shall hold 10% or more of the stock of InterMedia Outdoor Holdings, Inc.

InterMedia Partners VII, L.P. is controlled by its sole general partner, InterMedia Partners, L.P.

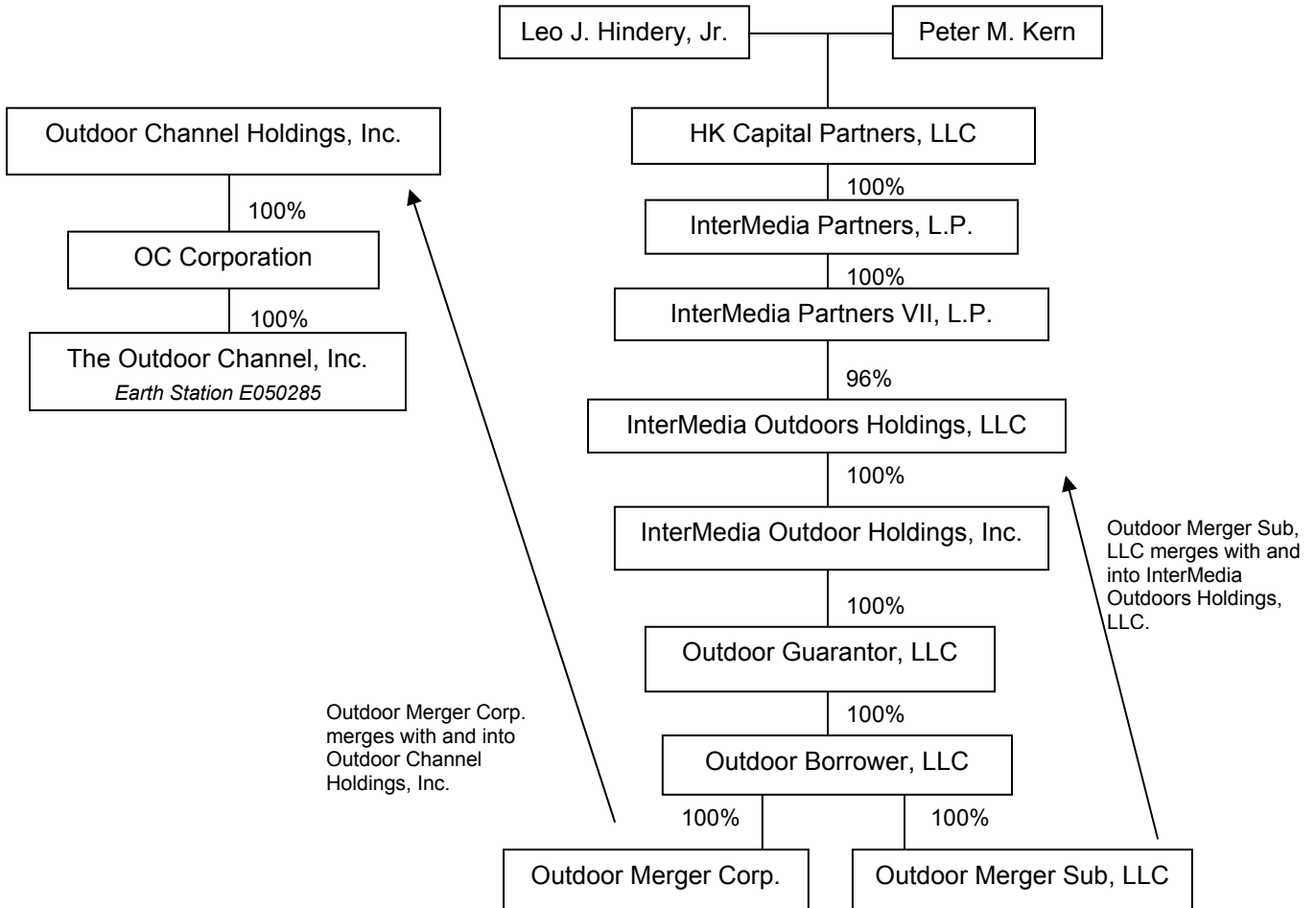
InterMedia Partners, L.P., is in turn controlled by its sole general partner, HK Capital Partners, LLC. While InterMedia Partners, L.P. does not have any limited partners, certain individuals have made an investment in that entity. Those investments do not rise to the level of a partnership interest under state law, and although these investors have no voting rights in InterMedia Partners, L.P., these investors are not insulated under the FCC's rules, and are, therefore, identified here out an abundance of caution. Those investors are Mark J. Coleman, Craig Fischer, Anya Hoerburger, Jerome Letter, Alan Sokol, and David Koff.

The members of HK Capital Partners, LLC are Leo J. Hindery, Jr. and Peter M. Kern, both of whom are US citizens. The LLC agreement for HK Capital Partners, LLC provides that Mr. Hindery and Mr. Kern must unanimously approve the decisions of HK Capital Partners, LLC, giving them each an effective 50 percent "voting" interest in that entity.

The address of HK Capital Partners, LLC and each of its subsidiary entities is 405 Lexington Avenue; 48th Floor; New York, NY 10174, except that the address of InterMedia Outdoor Holdings, Inc. and each of its subsidiaries is 1040 Avenue of the Americas New York, NY 10019.

Following the consummation of the transaction proposed in this application, Mr. Hindery and Mr. Kern will control Outdoor Channel and earth station E050285.

**Current Ownership Structure**



## Proposed Ownership Structure

