

Description of Pro Forma Transfer of Control

The licensee, The University of North Carolina, is controlled by its Board of Governors (“Board”). When 16 new voting members join the Board as of July 1, 2013, there will have been a total of 17 new voting members of the Board since April 2013. While it is not clear that this change in a majority of voting members over a four-month period would be considered to be “sudden” (rather than “gradual”), such that it would necessitate Commission consent, the instant application is being filed out of an abundance of caution since a majority of voting members will be new since April 2013. Similar applications are being filed contemporaneously with the Media Bureau and Wireless Telecommunications Bureau for the licensee’s corresponding licenses.

A *pro forma* transfer of control application is being filed because (1) the licensee is a non-stock, governmental entity controlled by a Board of Governors, the members of which are appointed, by law, by an outside entity, namely the North Carolina General Assembly and (2) a majority of the voting members of the Board of Governors is scheduled to change over a four-month period between April and July 2013, constituting a sudden, insubstantial change in control. Neither governing documents nor structure of the licensee will change. *See Transfers of Control of Certain Licensed Non-Stock Entities*, Notice of Inquiry, 4 FCC Rcd 3403 (1989), ¶ 20 (“Gradual changes in the governing boards of a governmental licensee [should] not be classified as a transfer of control; the licensee must report such changes in its ownership reports, but prior Commission consent would not be required. . . . [A] sudden change in a majority of the governing board would be treated as an insubstantial transfer of control requiring prior Commission approval through the modified short form application procedure.”); *accord* Stephen F. Sewell, *Assignments and Transfers of Control of FCC Authorizations Under Section 310(d) of the Communications Act of 1934*, 43 FED. COMM. L.J. 277, 309-10 (1991).

There are no agreements relating to the turnover of a majority of the members of the Board of Governors of the licensee. The appointment of less than a majority of the members will occur as of July 1, 2013, in the normal course as it does on a regular basis as provided for by law. In this instance, however, one additional vacancy and corresponding appointment in April 2013 by the General Assembly, due to the early resignation of additional members of the Board, will cause there to be a change in a majority of Board members.

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Changes in the Board of Governors of the Licensee

The tables below show the composition of the Board of Governors of the licensee prior to April 2013, when the first of the 17 new members took office, and following July 1, 2013, when 16 more new voting members will take office. To reiterate, it is believed that, in the aggregate, a transfer of control of the Board will occur as of July 1, 2013, since 17 new voting members will have taken office since April 2013. The shaded rows in the tables identify voting members who were in office prior to the transfer of control (i.e., immediately prior to April 2013) and who will remain in office following the transfer of control (i.e., immediately following July 1, 2013).

All voting members of the Board have equal voting rights on issues that require Board votes. No member of the Board holds any equity interest in the licensee since the licensee is a governmental entity.

Composition of Board (Voting Members) Immediately Prior to April 2013	
Name and Address of Voting Board Member	Citizenship
Peter D. Hans, Raleigh, NC	US
H. Frank Grainger, Cary, NC	US
Ann B. Goodnight, Cary, NC	US
W. Louis Bissette, Jr., Asheville, NC	US
Fred N. Eshelman, Wilmington, NC	US
John C. Fennebresque, Charlotte, NC	US
Hannah D. Gage, Wilmington, NC	US
Thomas J. Harrelson, Southport, NC	US
G. Leroy Lail, Hickory, NC	US
Mary Ann Maxwell, Goldsboro, NC	US
William Edwin McMahan, Charlotte, NC	US
Hari H. Nath, Cary, NC	US
David M. Powers, Winston-Salem, NC	US
Richard F. Taylor, Lumberton, NC	US
Raiford Trask III, Wilmington, NC	US
Phillip D. Walker, Hickory, NC	US
John M. Blackburn, Linville, NC	US
Peaches Gunter Blank, Nashville, TN	US
Laura W. Buffaloe, Roanoke Rapids, NC	US
Walter C. Davenport, Raleigh, NC	US
James M. Deal, Jr., Boone, NC	US
Dudley E. Flood, Raleigh, NC	US
Paul Fulton, Winston-Salem, NC	US
Franklin E. McCain, Charlotte, NC	US
Charles H. Mercer, Jr., Raleigh, NC	US
Fred G. Mills, Raleigh, NC	US
Burley B. Mitchell, Jr., Raleigh, NC	US
Irvin Roseman, Wilmington, NC	US
David W. Young, Asheville, NC	US

The shaded rows above identify voting members who were in office prior to the transfer of control (i.e., immediately prior to April 2013) and who will remain in office following the transfer of control (i.e., immediately following July 1, 2013). The remainder of the names in the table above identify voting members who will no longer be on the Board as of July 1, 2013.

Composition of Board (Voting Members) Immediately After July 1, 2013	
Name and Address of Voting Board Member	Citizenship
Peter D. Hans, Raleigh, NC	US
H. Frank Grainger, Cary, NC	US
Ann B. Goodnight, Cary, NC	US
W. Louis Bisette, Jr., Asheville, NC	US
Fred N. Eshelman, Wilmington, NC	US
John C. Fennebresque, Charlotte, NC	US
Hannah D. Gage, Wilmington, NC	US
Thomas J. Harrelson, Southport, NC	US
G. Leroy Lail, Hickory, NC	US
Mary Ann Maxwell, Goldsboro, NC	US
William Edwin McMahan, Charlotte, NC	US
Hari H. Nath, Cary, NC	US
David M. Powers, Winston-Salem, NC	US
Richard F. Taylor, Lumberton, NC	US
Raiford Trask III, Wilmington, NC	US
Phillip D. Walker, Hickory, NC	US
James L. Holmes, Jr., Raleigh, NC	US
Roger Aiken, Alexander, NC	US
Henry W. Hinton, Jr., Greenville, NC	US
Rodney Hood, Durham, NC	US
William M. Kotis III, Summerfield, NC	US
Scott Lampe, Davidson, NC	US
Steven B. Long, Raleigh, NC	US
Joan G. MacNeill, Webster, NC	US
W.G. Champion Mitchell, New Bern, NC	US
R. Doyle Parrish, Raleigh, NC	US
Joan Perry, Kinston, NC	US
Therence O. Pickett, Greensboro, NC	US
Robert Sterling Rippy, Wilmington, NC	US
Harry Leo Smith, Jr., Greenville, NC	US
John Craig Souza, Raleigh, NC	US
G.A. Sywassink, Jr., Hilton Head, NC	US
Laura I. Wiley, High Point, NC	US

The shaded rows above identify voting members who were in office prior to the transfer of control (i.e., immediately prior to April 2013) and who will remain in office following the transfer of control (i.e., immediately following July 1, 2013). The remainder of the names in the table above identify voting members who will take office on the Board as of July 1, 2013, except James L. Homes, Jr., who took office on the Board in April 2013 and will also remain on the Board after July 1, 2013.