The instant application seeks FCC authority for the transfer of control of VSAT earth station authorizations held by U.S. Satellite Corporation, a Utah corporation, from SUPERVALU Inc. ("SUPERVALU") to AB Acquisition LLC ("AB Acquisition"), a Delaware limited liability company.

## **Exhibit E: Response to FCC Form 312, Question A20**

Upon consummation of the proposed transaction, U.S. Satellite Corporation, the licensee, will be an indirect wholly owned subsidiary of AB Acquisition. Specifically, U.S. Satellite Corporation will be a direct wholly owned subsidiary of ASC Media Services, Inc., a Utah corporation, which, in turn, is a wholly owned subsidiary of American Stores Company, LLC, a Delaware limited liability company. American Stores Company, LLC is a wholly owned subsidiary of New Albertson's, Inc., an Ohio corporation, which, in turn, will be a wholly owned subsidiary of NAI Holdings LLC, a Delaware limited liability company. NAI Holdings LLC is a wholly owned subsidiary of AB Acquisition.<sup>1</sup>

AB Acquisition, the proposed transferee, is directly controlled by Cerberus Iceberg LLC, a Delaware limited liability company located at 875 Third Avenue, 11<sup>th</sup> Floor, New York, NY 10022. Pursuant to its limited liability company operating agreement, AB Acquisition is governed by a board of managers composed of eight members that have a combined ten votes, five of which are controlled by Cerberus Iceberg LLC. Specifically, Cerberus Iceberg LLC holds a 36.86% equity interest in the company, but pursuant to the operating agreement, controls AB Acquisition through its right to appoint three of the company's board members, one of whom is entitled to three votes. The remaining equity interests in AB Acquisition are widely held by private investment funds, none of which has the right to appoint more than one member to the company's board.<sup>2</sup>

Listed below are those entities holding direct or indirect voting and/or equity interests of 10 percent or more in Cerberus Iceberg LLC, the proposed transferee's controlling entity. Each entity's address, citizenship, and percentage of voting and/or equity interest is specified below. Other than as set forth below, no other individual or entity holds a direct or indirect interest of 10 percent or more in Cerberus Iceberg LLC. A chart depicting the controlling ownership of AB Acquisition is attached as Attachment 1.

Cerberus Partners, L.P., a Delaware limited partnership located at 875 Third Avenue, 11<sup>th</sup> Floor, New York, NY 10022, holds a 28.02% equity interest in, and is the managing member of, Cerberus Iceberg LLC. Cerberus Associates, L.L.C., a Delaware limited liability company located at 875 Third Avenue, 11<sup>th</sup> Floor, New York, NY 10022, is the general partner of Cerberus Partners, L.P. Stephen Feinberg, a U.S. citizen, with an

The address for ASC Media Services, Inc.; American Stores Company, LLC; New Albertson's, Inc.; and NAI Holdings LLC is 250 Parkcenter Blvd., Boise, ID 83706.

For investment purposes only, Cerberus Iceberg LLC and the other investors in AB Acquisition will hold a portion of their equity interests in the company through NAI Group Holdings, Inc., a Delaware corporation located at 250 Parkcenter Blvd., Boise, ID 83706.

address of c/o Cerberus Capital Management, L.P., 875 Third Avenue, 11<sup>th</sup> Floor New York NY 10022, holds a 75% interest in, and is the managing member of, Cerberus Associates, L.L.C. Richter Investment Corp., a Delaware corporation located at 875 Third Avenue, 11<sup>th</sup> Floor, New York, NY 10022, holds a 25% interest in, and is a non-managing member of, Cerberus Associates, L.L.C.

- Cerberus Institutional Partners V, L.P., a Delaware limited partnership located at 875 Third Avenue, 11<sup>th</sup> Floor, New York, NY 10022, holds a 42.04% equity interest in Cerberus Iceberg LLC. Cerberus Institutional Associates II, L.L.C., a Delaware limited liability company located at 875 Third Avenue, 11th Floor, New York, NY 10022, is the general partner of Cerberus Institutional Partners V, L.P. Cerberus Executive, LLC, a Delaware limited liability company located at 875 Third Avenue, 11th Floor, New York, NY 10022, holds a 47.1% interest in Cerberus Institutional Associates II, L.L.C. Stephen Feinberg is the managing member of Cerberus Executive, LLC. Cerberus Institutional Associates, L.L.C., a Delaware limited liability company located at 875 Third Avenue, 11<sup>th</sup> Floor, New York, NY 10022, holds a 46.4% interest in Cerberus Institutional Associates II, L.L.C. Stephen Feinberg is the managing member of Cerberus Institutional Associates, L.L.C. and holds a 10% interest in the company. Feinberg Family Institutional, LLC, a Delaware limited liability company located at 875 Third Avenue, 11<sup>th</sup> Floor, New York, NY 10022 holds a 65% interest in Cerberus Institutional Associates, L.L.C. Stephen Feinberg is the managing member of Feinberg Family Institutional LLC.
- Cerberus Institutional Real Estate Partners III, L.P., a Delaware limited partnership located at 875 Third Avenue, 11<sup>th</sup> Floor, New York, NY 10022, holds a 15.90% equity interest in Cerberus Iceberg LLC. Cerberus Real Estate GP III, L.L.C. a Delaware limited liability company located at 875 Third Avenue, 11<sup>th</sup> Floor, New York, NY 10022, is the general partner of Cerberus Institutional Real Estate Partners III, L.P. Cerberus Real Estate GP III, L.L.C. has two managing members: Stephen Feinberg and Ron Kravit. Mr. Kravit is a U.S. citizen with an address of c/o Cerberus Capital Management, L.P., 875 Third Avenue, 11<sup>th</sup> Floor, New York, NY 10022.