

**Description of Pro Forma Transfer of Control for Receive Only Earth Station Registration**

The holder of the receive-only earth station registration that is the subject of this notification, The University of North Carolina (the “registree”), is controlled by its Board of Governors (“Board”). The instant notification is being filed out of an abundance of caution because a majority of the members of the licensee’s Board of Governors (“Board”) has changed. More specifically, half of the members were scheduled to change as of July 1, and another new member had taken office less than three months prior, in April 2013, causing a majority of the Board to change in a relatively short period of time that may be deemed “sudden.” As of July 1, the appointments for all newly elected Board members became effective, pursuant to state law. However, all newly elected Board members were not officially sworn in until August 9, 2013. Board members are imbued with voting authority *only after taking their oath*. Accordingly, the transfer of control was completed and consummated as of August 9, 2013.

A *pro forma* transfer of control notification is being filed because (1) the registree 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 registree has changed. *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 registree.

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**Changes in the Board of Governors of the Registree**

The tables below show the composition of the Board of Governors of the registree 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 came into office. To reiterate, it is believed that, in the aggregate, a transfer of control of the Board has occurred (as consummated on August 9, 2013), since 17 new voting members 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 remain in office following the transfer of control.

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 registree since the registree is a governmental entity.

<b>Composition of Board (Voting Members) Immediately Prior to April 2013</b>	
<b>Name and Address of Voting Board Member</b>	<b>Citizenship</b>
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 remain in office following the transfer of control. The remainder of the names in the table above identify voting members who are no longer on the Board as of July 1, 2013.

<b>Composition of Board (Voting Members) Immediately After July 1, 2013</b>	
<b>Name and Address of Voting Board Member</b>	<b>Citizenship</b>
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 Rippey, 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 remain in office following the transfer of control. The remainder of the names in the table above identify voting members who have joined the Board, except James L. Homes, Jr., who took office on the Board in April 2013 and has remained on the Board after consummation of the transfer of control.