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File Number: SES-T/C-INTR2013-02887

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENT FCC 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:

Pro Forma Notification of Transfer of Control of Fox Broadcasting Company

1-8. Legal Name of Applicant			
Name:	Fox Broadcasting Company	Phone Number:	202-824-6522
DBA Name:		Fax Number:	202-824-6510
Street:	400 North Capitol Street, NW, Suite 890	E-Mail:	jdiscipio@21cf.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20001 -
Attention:	Joseph M. Di Scipio		

9-16. Name of Contact Representative

Name:	Mace J. Rosenstein	Phone Number:	202-662-5460
Company:	Covington & Burling LLP	Fax Number:	202-778-5460
Street:	1201 Pennsylvania Avenue, NW	E-Mail:	mrosenstein@cov.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20004-
Attention:	Mace J. Rosenstein	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.

- a1. Earth Station
- a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- (N/A) b3. Amendment to a Pending Application
- (N/A) b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- (N/A) b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)

<p>17c. Is a fee submitted with this application?</p> <p><input type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).</p> <p><input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee</p> <p><input checked="" type="radio"/> Other (please explain): Receive Only Notificaion</p>					
<p>17d.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;">Fee Classification A CNO – Receive Only Earth Station</td> <td style="width: 50%; border: none;">Quantity 1 (First Station)</td> </tr> <tr> <td style="border: none;">Fee Classification B CFO – Receive Only Earth Station</td> <td style="border: none;">Quantity 184 (Each Additional Station)</td> </tr> </table>		Fee Classification A CNO – Receive Only Earth Station	Quantity 1 (First Station)	Fee Classification B CFO – Receive Only Earth Station	Quantity 184 (Each Additional Station)
Fee Classification A CNO – Receive Only Earth Station	Quantity 1 (First Station)				
Fee Classification B CFO – Receive Only Earth Station	Quantity 184 (Each Additional Station)				
<p>18. If this filing is in reference to an existing station, enter:</p> <p>(a) Call sign of station: Not Applicable</p>	<p>19. If this filing is an amendment to a pending application enter:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;">(a) Date pending application was filed: Not Applicable</td> <td style="width: 50%; border: none;">(b) File number of pending application: Not Applicable</td> </tr> </table>	(a) Date pending application was filed: Not Applicable	(b) File number of pending application: Not Applicable		
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TYPE OF SERVICE

<p>20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:</p> <p><input checked="" type="checkbox"/> a. Fixed Satellite <input type="checkbox"/> b. Mobile Satellite <input type="checkbox"/> c. Radiodetermination Satellite <input type="checkbox"/> d. Earth Exploration Satellite <input type="checkbox"/> e. Direct to Home Fixed Satellite <input type="checkbox"/> f. Digital Audio Radio Service <input type="checkbox"/> g. Other (please specify)</p>	
<p>21. STATUS: Choose the button next to the applicable status. Choose only one. <input type="radio"/> Common Carrier <input checked="" type="radio"/> Non-Common Carrier</p>	<p>22. If earth station applicant, check all that apply. <input checked="" type="checkbox"/> Using U.S. licensed satellites <input type="checkbox"/> Using Non-U.S. licensed satellites</p>
<p>23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities: <input type="radio"/> Connected to a Public Switched Network <input type="radio"/> Not connected to a Public Switched Network <input checked="" type="radio"/> N/A</p>	
<p>24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s). <input checked="" type="checkbox"/> a. C-Band (4/6 GHz) <input type="checkbox"/> b. Ku-Band (12/14 GHz) <input type="checkbox"/> c. Other (Please specify upper and lower frequencies in MHz.) Frequency Lower: Frequency Upper:</p>	

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- a. Fixed Earth Station
- b. Temporary–Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Geostationary Space Station
- f. Non–Geostationary Space Station
- g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.

- Transmit/Receive Transmit–Only Receive–Only N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission’s rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments. Yes No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30–34.

29. Is the applicant a foreign government or the representative of any foreign government? Yes No

30. Is the applicant an alien or the representative of an alien? Yes No
 N/A

31. Is the applicant a corporation organized under the laws of any foreign government? Yes No
 N/A

32. Is the applicant a corporation of which more than one–fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? Yes No
 N/A

<p>33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A</p>
<p>34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.</p>	

BASIC QUALIFICATIONS

<p>35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No Waiver</p>
<p>36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances

Yes No

39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.

Yes No

40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.

41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.

Yes No

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes No

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.)

The application serves as notification of the pro forma transfer of control of Fox Broadcasting Company.

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 Ellen Agress	46. Title of Person Signing Senior Vice President of Parent Company
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47. Please supply any need attachments.

Attachment 1:	Attachment 2:	Attachment 3:
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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:	Fox Broadcasting Company	Phone Number:	202-824-6522
DBA Name:		Fax Number:	202-824-6510
Street:	400 North Capitol Street, NW Suite 890	E-Mail:	jdiscipio@21cf.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20001 -
Attention:			

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

Callsign: E000412	Callsign: E000427	Callsign: E000403	Callsign: E000411	Callsign: E000402	Callsign: E000410	Callsign: E000426	Callsign: E000401
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Callsign: E000377	Callsign: E000408	Callsign: E000383	Callsign: E000399	Callsign: E000375	Callsign: E000382	Callsign: E000374	Callsign: E000381
Callsign: E000373	Callsign: E000378	Callsign: E000372	Callsign: E000601	Callsign: E070210	Callsign: E100182	Callsign: E100187	Callsign: E110174
Callsign: E100186	Callsign: E110173	Callsign: E100185	Callsign: E100189	Callsign: E100184	Callsign: E100167	Callsign: E100188	Callsign: E100171
Callsign: E100183	Callsign: E100166	Callsign: E100170	Callsign: E100165	Callsign: E100169	Callsign: E100164	Callsign: E100147	Callsign: E100168
Callsign: E100151	Callsign: E100163	Callsign: E100146	Callsign: E100150	Callsign: E100145	Callsign: E100149	Callsign: E000438	Callsign: E100144
Callsign: E000556	Callsign: E100148	Callsign: E000560	Callsign: E000619	Callsign: E000555	Callsign: E000559	Callsign: E000551	Callsign: E000558
Callsign: E000549	Callsign: E000504	Callsign: E000557	Callsign: E000529	Callsign: E000548	Callsign: E000503	Callsign: E000528	Callsign: E000485
Callsign: E000506	Callsign: E000484	Callsign: E000505	Callsign: E000483	Callsign: E000618	Callsign: E000385	Callsign: E120013	Callsign: E000482
Callsign: E000449	Callsign: E070215	Callsign: E000444	Callsign: E000448	Callsign: E070214	Callsign: E000443	Callsign: E070213	Callsign: E000447
Callsign: E000442	Callsign: E070212	Callsign: E000446	Callsign: E000441	Callsign: E000420	Callsign: E070211	Callsign: E000445	Callsign: E000425
Callsign: E000439	Callsign: E000419	Callsign: E000424	Callsign: E000418	Callsign: E000422	Callsign: E000415	Callsign: E000390	Callsign: E000421
Callsign: E000396	Callsign: E000414	Callsign: E000389	Callsign: E100152	Callsign: E000394	Callsign: E000388	Callsign: E000393	Callsign: E000387
Callsign: E000391	Callsign: E000386	Callsign: E000397	Callsign: E000532	Callsign: E000466	Callsign: E100177	Callsign: E100181	Callsign: E100176
Callsign: E100180	Callsign: E100175	Callsign: E100179	Callsign: E100174	Callsign: E100157	Callsign: E100178	Callsign: E100161	Callsign: E100173

Callsign: E100156	Callsign: E100160	Callsign: E100155	Callsign: E100159	Callsign: E100154	Callsign: E000612	Callsign: E100158	Callsign: E000617
Callsign: E100153	Callsign: E000608	Callsign: E100162	Callsign: E000616	Callsign: E000607	Callsign: E000614	Callsign: E000605	Callsign: E000537
Callsign: E000613	Callsign: E000546	Callsign: E000603	Callsign: E000536	Callsign: E000543	Callsign: E000535	Callsign: E000541	Callsign: E000534
Callsign: E000476	Callsign: E000538	Callsign: E000481	Callsign: E000533	Callsign: E000475	Callsign: E000480	Callsign: E000470	Callsign: E000479
Callsign: E000469	Callsign: E000477	Callsign: E000468	Callsign: E000413	Callsign: E000547	Callsign: E100172	Callsign: E000459	Callsign: E000465
Callsign: E000458	Callsign: E000464	Callsign: E000457	Callsign: E000463	Callsign: E070203	Callsign: E000456	Callsign: E000432	Callsign: E070209
Callsign: E000460	Callsign: E000437	Callsign: E070200	Callsign: E000453	Callsign: E070208	Callsign: E000430	Callsign: E070199	Callsign: E000436
Callsign: E070207	Callsign: E000429	Callsign: E070198	Callsign: E000435	Callsign: E070204	Callsign: E000428	Callsign: E000405	Callsign: E120014
Callsign: E000433	Callsign:	Callsign:	Callsign:	Callsign:	Callsign:	Callsign:	Callsign:

A9. No. of station(s) listed 185

A10. Name of Transferor/ Assignor

Name:	Twenty-First Century Fox, Inc.	Phone Number:	212-852-7204
Company:		Fax Number:	
Street:	1211 Avenue of the Americas	E-Mail:	eagress@21cf.com
City:	New York	State:	NY
Country:	USA	Zipcode:	10036 -
Attention:	Ellen S. Agress	Relationship:	Other

A15. Name of Transferee/ Assignee

Name:	FEG Holdings, Inc.	Phone Number:	202-715-2346
DBA Name:		Fax Number:	
Street:	400 North Capitol Street, NW, Suite 890	E-Mail:	jsher@21cf.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20001 -
Attention:	Jared S Sher		

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 business of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.

- Yes
- No
- 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 pertain to Schedule A and all statement made in Schedule A of this application are true, complete 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)	A24. Title (Office Held by Person Signing)
A26. Printed Name of License Transferor / Assignor (Must agree with A10)	A28. Title (Office Held by Person Signing)
A26. Printed Name of License Transferee / Assignee (Must agree with A15)	A28. Title (Office Held by Person Signing)

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