

FCC Form 312
Application for Transfer of Control

**DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT**

In the instant application, Digital Generation, Inc. (“Digital Generation”) and Extreme Reach, Inc. (“Extreme Reach,” together with Digital Generation, the “Parties”) request consent for the transfer of control of earth station licenses held by Digital Generation, from the shareholders of Digital Generation to Extreme Reach.

The Parties have entered into an agreement pursuant to which Digital Generation will merge with and into a subsidiary of Extreme Reach, with Digital Generation as the surviving entity. As a result, Digital Generation will become a wholly owned subsidiary of Extreme Reach.

Description of the Parties

Digital Generation is a publicly traded company and is the licensee of transmit/receive earth station facilities licensed under call signs E980336 and E090202. Digital Generation provides digital media distribution and management solutions to the television, media, and entertainment industries.

Extreme Reach is a provider of advertising solutions for television, online, mobile and other video media. Extreme Reach is a Delaware corporation headquartered at 75 2nd Avenue, Needham, Massachusetts 02494. The entities following own 10 percent or more of Extreme Reach’s voting stock:

| Owner | Citizenship | Voting Percentage |
|--|--------------------|--------------------------|
| Spectrum Equity Investors VI, L.P. c/o Spectrum Equity Investors One International Place, 29 th Floor Boston, MA 02110 | Delaware | 24.97% |
| Village Ventures Fund II 430 Main Street, Suite 1 Williamstown, MA 01267 | Massachusetts | 29.11% |
| Greycroft Partners, L.P. 153 East 53 rd Street, 53 rd Floor New York, NY 10022 | Delaware | 18.09% |

The following are the directors and senior officers of Extreme Reach, all of whom can be reached c/o Extreme Reach, Inc., 75 2nd Avenue, Needham, Massachusetts 02494:

| Name | Title |
|-----------------|---------------------------------------|
| John Roland | Chairman and CEO |
| Tim Conley | Chief Operating Officer, Board Member |
| Michael Barach | Board Member |
| Jim Quagliaroli | Board Member |
| Jake Heller | Board Member |
| Tom MacIssac | Board Member |
| Tripp Peake | Board Member |
| Dan Brackett | Chief Technology Officer |
| Nancy Lazaros | Chief Financial Officer |
| Robert Haskitt | Chief Marketing Officer |
| Tim Hale | Chief Talent Officer |
| Patrick Hanavan | SVP of Sales & Client Management |
| Chip Scully | VP of Online Advertising |

The Transaction is in the Public Interest

The proposed transfer of control will serve the public interest. The acquisition of Digital Generation by Extreme Reach will enhance and complement Extreme Reach's suite of capabilities on its video platform, resulting in more efficient provision of Extreme Reach's services. Digital Generation uses the earth station facilities at issue in connection with this business to provide expanded capacity to its distribution network and to serve as back up for other video distribution paths.¹ Grant of this application would allow the continued use of the earth station facilities after the close of the transaction to distribute programming and advertisements to broadcast stations at the high level of quality and reliability to which its customers are accustomed. Therefore, the public interest would be served by facilitating the provision of video delivery service to customers, which in turn would ensure the continued availability of the broadcast and media services provided by those customers to the public.

The proposed transaction has cleared antitrust review by the Federal Trade Commission. The Parties intend to complete the transaction upon the approval of the transaction by the shareholders of Digital Generation and the satisfaction or waiver of other closing conditions, which are expected to occur during the first quarter of 2014. Therefore, the Parties respectfully request prompt consideration and grant of this application.

¹ Digital Generation utilizes the facilities to carry its own communications as part of its underlying business and does not provide a telecommunications service subject to Title II of the Communications Act of 1934, as amended.

Contact Information for Licensee/Transferor

For purposes of this application, correspondence for Digital Generation should be directed to its counsel:

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