

**Pro Forma Transfer of Control from London Broadcasting Company, Inc.  
To London Broadcasting Company, LP**

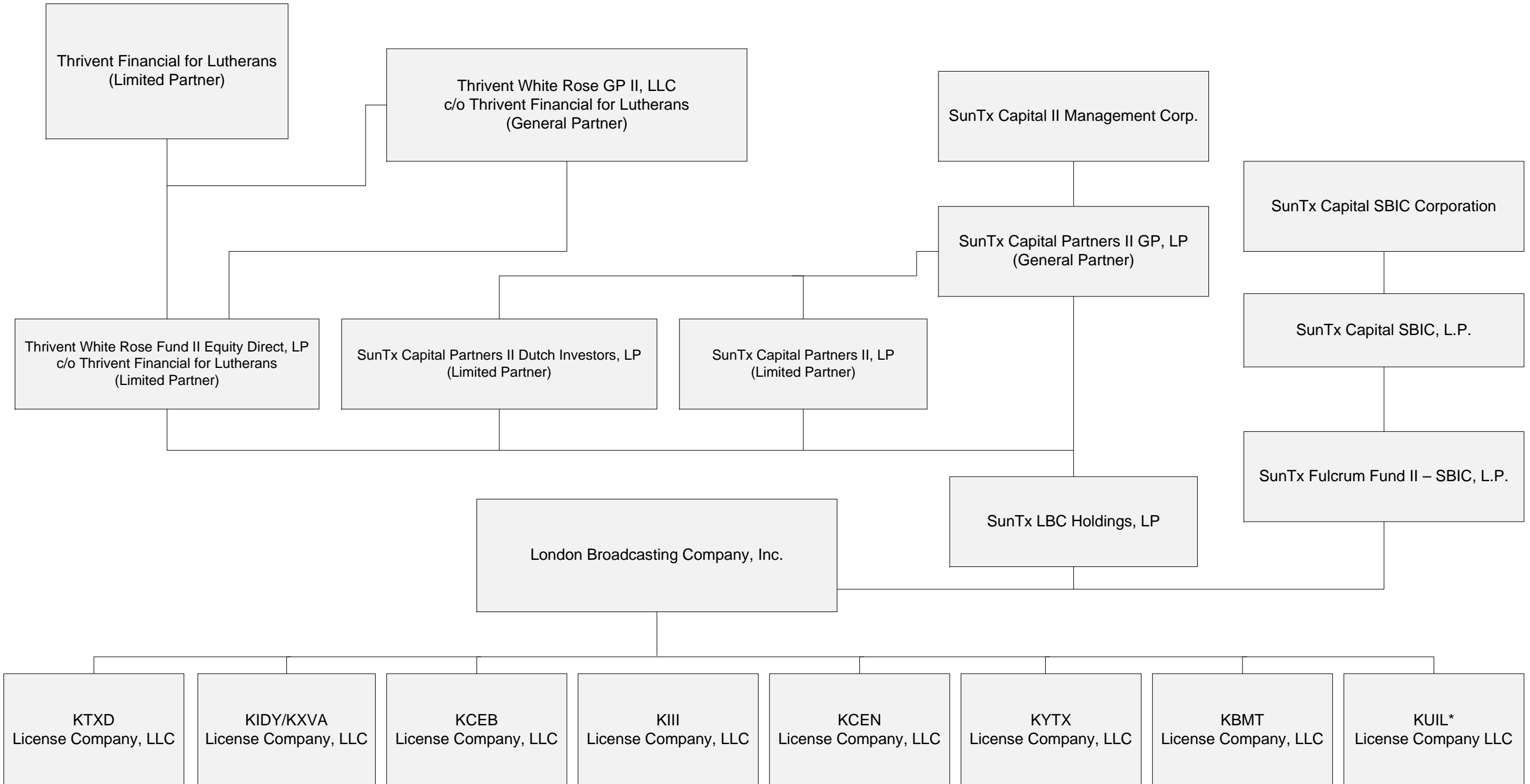
This application requests approval for a *pro forma* corporate restructuring which does not change the beneficial ownership or ultimate voting control of the licensee entities. This transaction seeks to convert the parent of the licensee entities from a corporation into a limited partnership.

Currently, the licensee entities shown in the attached chart are owned 100% by London Broadcasting Company, Inc.

Following the consummation of the proposed *pro forma* transaction, the licensee entities will be owned 100% by London Broadcasting Company, LP. The current shareholders of London Broadcasting Company, Inc. will become limited partners of London Broadcasting Company, LP. A new company, LBC GP, LLC will become the general partner of and will hold less than a 1 percent interest in London Broadcasting Company, LP. The ownership of the remaining entities in the ownership chain will be unchanged. Thus, there will be no change in the beneficial ownership of the licensee entities.

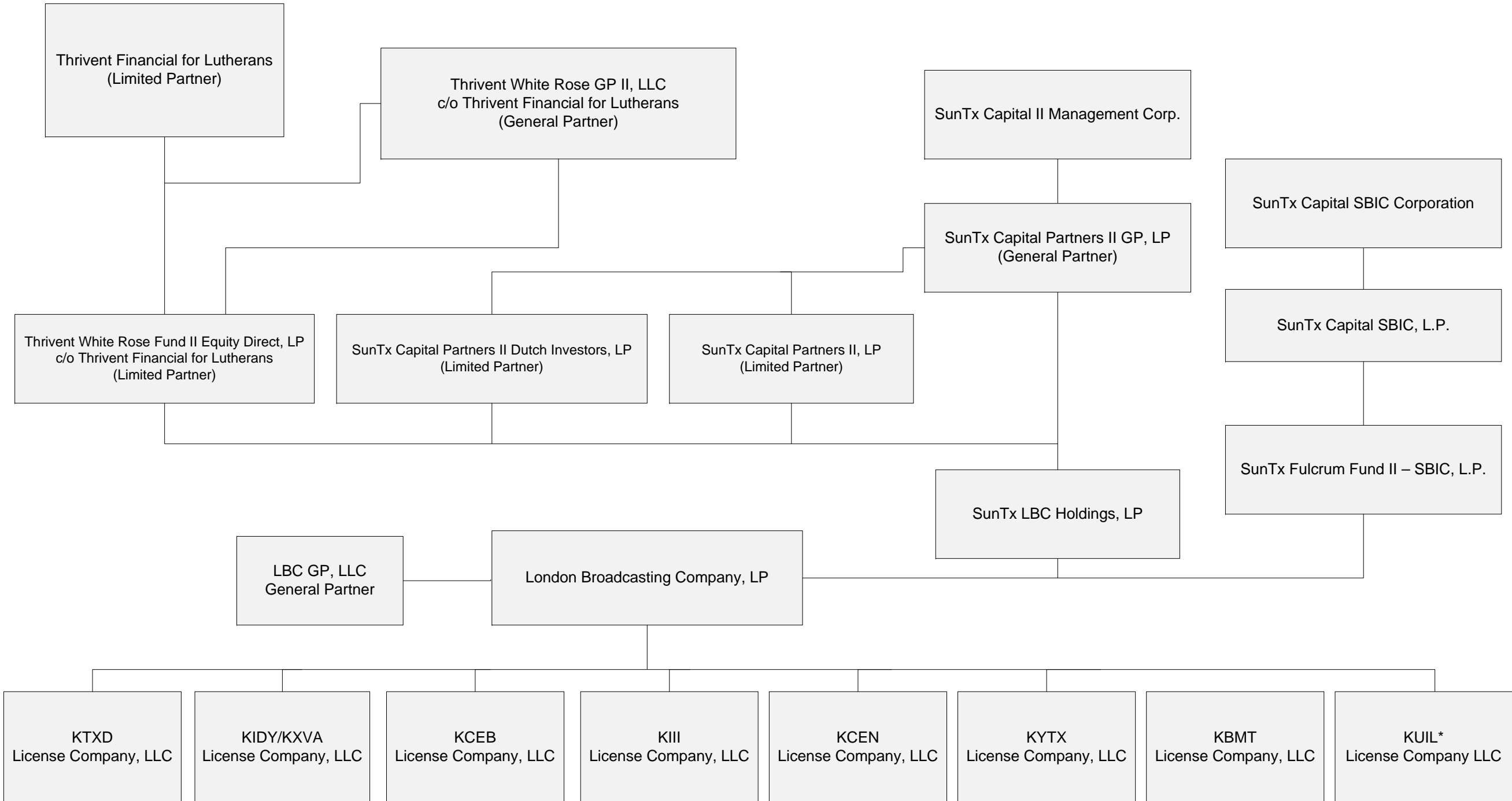
The following organizational charts show the ownership of the company before and after the proposed *pro forma* transfer of control.

# PRE CONSUMMATION ORGANIZATIONAL CHART



\*KUIL License Company, LLC does not currently hold any FCC Licenses. It has a pending application to acquire four low power television station licenses from Bluebonnet Communications L.L.C. (FCC File No. BALDTL-20140227AAK)

# POST-CONSUMMATION ORGANIZATIONAL CHART



\*KUIL License Company, LLC does not currently hold any FCC Licenses. It has a pending application to acquire four low power television station licenses from Bluebonnet Communications L.L.C. (FCC File No. BALDTL-20140227AAK)

**PARTIES TO THE APPLICATION**

**Before the Transfer**

<b>LICENSEE ENTITIES: KTXD License Company, LLC, KIDY/KXVA License Company, LLC, KCEB License Company, LLC, KIII License Company, LLC, KCEN License Company, LLC, KYTX License Company, LLC, KBMT License Company, LLC, KXPX License Company, LLC KUIL License Company, LLC</b>			
<b>NAME &amp; ADDRESS</b>	<b>POSITION</b>	<b>% VOTING</b>	<b>% EQUITY</b>
London Broadcasting Company, Inc. 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Sole Member	100	100
Terry E. London 15455 Dallas Parkway Suite 1447 Addison, TX 75001	President	N/A	N/A
Carl Kornmeyer 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Treasurer	N/A	N/A
Barrett N. Bruce Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Secretary	N/A	N/A

**After the Transfer**

<b>LICENSEE ENTITIES: KTXD License Company, LLC, KIDY/KXVA License Company, LLC, KCEB License Company, LLC, KIII License Company, LLC, KCEN License Company, LLC, KYTX License Company, LLC, KBMT License Company, LLC, KXPX License Company, LLC KUIL License Company, LLC</b>			
<b>NAME &amp; ADDRESS</b>	<b>POSITION</b>	<b>% VOTING</b>	<b>% EQUITY</b>
London Broadcasting Company, LP 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Sole Member	100	100
Terry E. London 15455 Dallas Parkway Suite 1447 Addison, TX 75001	President	N/A	N/A
Carl Kornmeyer 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Treasurer	N/A	N/A
Barrett N. Bruce Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Secretary	N/A	N/A

**Before the Transfer****LONDON BROADCASTING COMPANY, INC.**

Each officer, director and shareholder of London Broadcasting Company, Inc. is a U.S. Citizen.

<b>NAME &amp; ADDRESS</b>	<b>OFFICER</b>	<b>DIRECTOR</b>	<b>% VOTES</b>	<b>% EQUITY</b>
Ned N. Fleming, III Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Chairman of the Board	Yes	N/A	N/A
Terry E. London 15455 Dallas Parkway Suite 1447 Addison, TX 75001	President and Chief Executive Officer	Yes	7.41	7.43
Barrett N. Bruce Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Secretary	No	N/A	N/A
SunTx Fulcrum Fund II – SBIC, L.P. Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	N/A	N/A	8.45	8.45
SunTx LBC Holdings, L.P. Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	N/A	N/A	75.87	75.87
Richard Boyle Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	No	Yes	N/A	N/A
Timothy P. Wegener 625 Fourth Avenue South Minneapolis, MN 55415	No	Yes	N/A	N/A

<b>NAME &amp; ADDRESS</b>	<b>OFFICER</b>	<b>DIRECTOR</b>	<b>% VOTES</b>	<b>% EQUITY</b>
Brett Johnston 5420 LBJ Freeway Suite 1000 Dallas, Texas 75240	No	Yes	N/A	N/A
Carl Kornmeyer 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Chief Financial Officer	No	3.32	3.32
Phillip Hurley 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Chief Operating Officer	No	3.43	3.43
William Landers 15455 Dallas Parkway Suite 1447 Addison, TX 75001	No	No	.06	.06
Brent Landers 15455 Dallas Parkway Suite 1447 Addison, TX 75001	No	No	.06	.05
John Gaston 15455 Dallas Parkway Suite 1447 Addison, TX 75001	No	No	.08	.08
Cory Hurley 15455 Dallas Parkway Suite 1447 Addison, TX 75001	No	No	.04	.04
Michael Blanton 15455 Dallas Parkway Suite 1447 Addison, TX 75001	No	No	1.18	1.18

**After the Transfer****LONDON BROADCASTING COMPANY, LP.**

<b>NAME &amp; ADDRESS</b>	<b>POSITION</b>	<b>% VOTES</b>	<b>% EQUITY</b>
LBC GP, LLC 15455 Dallas Parkway Suite 1447 Addison, TX 75001	General Partner	100	.0007 <sup>1</sup>
Ned N. Fleming, III Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Limited Partner	N/A	N/A
Terry E. London 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Limited Partner	0	7.43
Barrett N. Bruce Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Limited Partner	N/A	N/A
SunTx Fulcrum Fund II – SBIC, L.P. Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Limited Partner	0	8.45
SunTx LBC Holdings, L.P. Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Limited Partner	0	75.86
Richard Boyle Two Lincoln Centre 5420 LBJ Freeway Suite 1000	None	N/A	N/A

<sup>1</sup> The management and operation of London Broadcasting Company, LP is vested exclusively in the general partner.



<b>NAME &amp; ADDRESS</b>	<b>POSITION</b>	<b>% VOTES</b>	<b>% EQUITY</b>
Dallas, TX 75240			
Timothy P. Wegener 625 Fourth Avenue South Minneapolis, MN 55415	None	N/A	N/A
Brett Johnston 5420 LBJ Freeway Suite 1000 Dallas, Texas 75240	None	N/A	N/A
Carl Kornmeyer 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Limited Partner	0	3.32
Phillip Hurley 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Limited Partner	0	3.43
William Landers 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Limited Partner	0	.06
Brent Landers 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Limited Partner	0	.05
John Gaston 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Limited Partner	0	.08
Cory Hurley 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Limited Partner	0	.04
Michael Blanton 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Limited Partner	0	1.18

The remaining equity interests in this limited partnership are held by limited partners that are insulated pursuant to the Commission's established criteria, therefore their interests are non-attributable.

**LBC GP, LLC**

**After the Transfer**

<b>NAME &amp; ADDRESS</b>	<b>POSITION</b>	<b>DIRECTOR</b>	<b>% VOTES</b>	<b>% EQUITY</b>
SunTx LBC Holdings, L.P. Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Sole Member	N/A	100	100
Ned N. Fleming, III Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Chairman of the Board	Yes	0	0
Terry E. London 15455 Dallas Parkway Suite 1447 Addison, TX 75001	President and Chief Executive Officer	Yes	0	0
Barrett N. Bruce Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Secretary	No	0	0
SunTx Fulcrum Fund II – SBIC, L.P. Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	N/A	N/A	0	0
Richard Boyle Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	No	Yes	0	0
Timothy P. Wegener 625 Fourth Avenue South Minneapolis, MN 55415	No	Yes	0	0
Brett Johnston	No	Yes	0	0

<b>NAME &amp; ADDRESS</b>	<b>POSITION</b>	<b>DIRECTOR</b>	<b>% VOTES</b>	<b>% EQUITY</b>
5420 LBJ Freeway Suite 1000 Dallas, Texas 75240				
Carl Kornmeyer 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Chief Financial Officer	No	0	0
Phillip Hurley 15455 Dallas Parkway Suite 1447 Addison, TX 75001	Chief Operating Office	No	0	0

**The proposed transfer of control does not contemplate a change in the ownership of the entities listed below.**

**SUNTX FULCRUM FUND II – SBIC, L.P.**

<b>NAME &amp; ADDRESS</b>	<b>POSITION</b>	<b>% VOTING</b>	<b>% EQUITY</b>
SunTx Capital SBIC, L.P. Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	General Partner	100	0*

The remaining equity interests in this limited partnership are held by limited partners that are insulated pursuant to the Commission's established criteria, therefore their interests are non-attributable.

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\* The management and operation of SunTx Fulcrum Fund II - SBIC, L.P. is vested exclusively in the general partner.

**SUNTX CAPITAL SBIC, L.P.**

<b>NAME &amp; ADDRESS</b>	<b>POSITION</b>	<b>% VOTING</b>	<b>% EQUITY</b>
SunTx Capital SBIC Corporation Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	General Partner	100	0*
Ned N. Fleming, III Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Limited Partner	0	52.4
Richard J. Boyle Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Limited Partner	0	7.0
Craig J. Jennings Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Limited Partner	0	16.8
Mark R. Matteson Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Limited Partner	0	23.8

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\* The management and operation of SunTX Capital SBIC, L.P. is vested exclusively in the general partner.

**SUNTX CAPITAL SBIC CORPORATION**

<b>NAME &amp; ADDRESS</b>	<b>OFFICER</b>	<b>DIRECTOR</b>	<b>% VOTES</b>	<b>% EQUITY</b>
Ned N. Fleming, III Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	President	Yes	100	100
Richard J. Boyle Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Vice President	Yes	N/A	N/A
Mark R. Matteson Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Vice President	Yes	N/A	N/A
Craig J. Jennings Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Vice President and Secretary	Yes	N/A	N/A

**SUNTX LBC HOLDINGS, L.P.**

<b>NAME &amp; ADDRESS</b>	<b>POSITION</b>	<b>% VOTING</b>	<b>% EQUITY</b>
SunTx Capital Partners II GP, LP Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	General Partner	100	0.1*
SunTx Capital Partners II, LP Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Limited Partner	0	32
SunTx Capital Partners II Dutch Investors, LP Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Limited Partner	0	18
Thrivent White Rose Fund II Equity Direct, LP c/o Thrivent Financial for Lutherans 625 Fourth Avenue South Minneapolis, MN 55415	Limited Partner	0	30

The remaining equity interests in this limited partnership are held by limited partners that are insulated pursuant to the Commission's established criteria, therefore their interests are non-attributable.

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\* The management and operation of SunTX LBC Holdings, L.P. is vested exclusively in the general partner.



### SUNTX CAPITAL PARTNERS II, L.P.

NAME & ADDRESS	POSITION	% VOTING	% EQUITY
SunTx Capital Partners II GP, L.P. Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	General Partner	100	8.71*

The remaining equity interests in this limited partnership are held by limited partners that are insulated pursuant to the Commission's established criteria, therefore their interests are non-attributable.

### SUNTX CAPITAL PARTNERS II DUTCH INVESTORS, L.P.

NAME & ADDRESS	POSITION	% VOTING	% EQUITY
SunTx Capital Partners II GP, L.P. Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	General Partner	100	0.29*

The remaining equity interests in this limited partnership are held by limited partners that are insulated pursuant to the Commission's established criteria, therefore their interests are non-attributable. It is anticipated that certain of these insulated limited partners will be foreign entities, however the proposed assignee certifies that the fund's investment will be structured in such a manner so as not to exceed the Commission's 25% aggregate foreign ownership limit.

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\* The management and operation of SunTX Capital Partners II, L.P. and SunTX Capital Partners II Dutch Investors, L.P. is vested exclusively in the general partner.

**SUNTX CAPITAL PARTNERS II GP, L.P.**

<b>NAME &amp; ADDRESS</b>	<b>POSITION</b>	<b>% VOTING</b>	<b>% EQUITY</b>
SunTx Capital II Management Corp. Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	General Partner	100	0.1*

The remaining equity interests in this limited partnership are held by limited partners that are insulated pursuant to the Commission's established criteria, therefore their interests are non-attributable.

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\* The management and operation of SunTX Capital Partners II GP, L.P. is vested exclusively in the general partner.

**SUNTX CAPITAL II MANAGEMENT CORP.**

<b>NAME &amp; ADDRESS</b>	<b>OFFICER</b>	<b>DIRECTOR</b>	<b>% VOTING</b>	<b>% EQUITY</b>
Ned N. Fleming, III Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	President and CEO	Yes	75	75
Mark R. Matteson Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Vice President	No	15	15
Craig J. Jennings Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Vice President and Chief Financial Officer	No	10	10
Barrett N. Bruce Two Lincoln Centre 5420 LBJ Freeway Suite 1000 Dallas, TX 75240	Vice President- Legal and Secretary	No	N/A	N/A

**THRIVENT WHITE ROSE FUND II EQUITY DIRECT, L.P.**

<b>NAME &amp; ADDRESS</b>	<b>POSITION</b>	<b>% VOTING</b>	<b>% EQUITY</b>
Thrivent White Rose GP II, LLC c/o Thrivent Financial for Lutherans 625 Fourth Avenue South Minneapolis, MN 55415	General Partner	100%	0.53%
Thrivent Financial for Lutherans 625 Fourth Avenue South Minneapolis, MN 55415	Limited Partner	0%	99.27%
Russell W. Swansen Revocable Trust 625 Fourth Avenue South Minneapolis, MN 55415	Limited Partner	0%	0.13%
David S. Royal 625 Fourth Avenue South Minneapolis, MN 55415	Limited Partner	0%	0.065%

The remaining equity interests in this limited partnership are held by limited partners that are insulated pursuant to the Commission's established criteria, therefore their interests are non-attributable.

**THRIVENT WHITE ROSE GP II, LLC**

<b>NAME &amp; ADDRESS</b>	<b>POSITION</b>	<b>% VOTING</b>	<b>% EQUITY</b>
Thrivent Financial for Lutherans 625 Fourth Avenue South Minneapolis, MN 55415	Managing Member	100%	67.5%
Glen J. Vanic 625 Fourth Avenue South Minneapolis, MN 55415	Member	0%	10%
Timothy P. Wegener 625 Fourth Avenue South Minneapolis, MN 55415	Member	0%	10%
Geoffrey A. Huber 625 Fourth Avenue South Minneapolis, MN 55415	Member	0%	5%
Mark O. Swenson 625 Fourth Avenue South Minneapolis, MN 55415	Member	0%	5%
Jen Wilson 625 Fourth Avenue South Minneapolis, MN 55415	Member	0%	2.5%

## THRIVENT FINANCIAL FOR LUTHERANS<sup>2</sup>

NAME & ADDRESS	POSITION	% Voting Interest	% Equity Interest
Kenneth A. Carow 950 Silver Hill lane Greenwood, IN 46142	Director	7.69%	0%
Mark Jeske 1681 North Astor Street Milwaukee, WI 53202	Director	7.69%	0%
F. Mark Kuhlmann 1711 Stone Ridge Trails Kirkwood, MO 63122	Director	7.69%	0%
N. Cornell Boggs 5767 Enchanted Forest Sanford, MI 48657-9141	Director	7.69%	0%
Bonnie E. Raquet 2954 Pelican Point Circle Mound, MN 55364	Director	7.69%	0%
Alice M. Richter 2774 Wilds Lane NW Prior Lake, MN 55372	Director	7.69%	0%
James H. Scott 2853 Tansey Lane Chester Springs, PA 19425	Director	7.69%	0%
Kirk D. Farney 216 E. Chicago Avenue Hinsdale, IL 60521	Director	7.69%	0%
Frank H. Moeller 9543 Big View Drive Austin, TX 78730	Chairman, Director	7.69%	0%
Allan R. Spies 747 Detroit Street	Director	7.69%	0%

<sup>2</sup> Thrivent Financial for Lutherans is a Fraternal Organization. Its equity membership is composed of hundreds of individuals who each individually hold no more than 1% equity interest in the organization. The board members (Directors) are elected by majority vote. The board must decide matters put before it by majority vote, therefore each member of the board which are listed above have 1/13<sup>th</sup> voting interest in the organization.

<b>NAME &amp; ADDRESS</b>	<b>POSITION</b>	<b>% Voting Interest</b>	<b>% Equity Interest</b>
Denver, CO 80202			
Adrian M. Tocklin 4961 Bacopa Lane South #801 St. Petersburg, FL 33715	Director	7.69%	0%
Frederick G. Kraegel 1225 Hyde Lane Henrico, VA 23229	Director	7.69%	0%
Anne Sample 625 Fourth Avenue South Minneapolis, MN 55415	Senior Vice President, Chief Human Resources Officer	0%	0%
Randall L. Boushek 625 Fourth Avenue South Minneapolis, MN 55415	Senior Vice President, Chief Financial Officer and Treasurer	0%	0%
Pamela J. Moret 625 Fourth Avenue South Minneapolis, MN 55415	Senior Vice President, Strategic Development	0%	0%
Bradford L. Hewitt 625 Fourth Avenue South Minneapolis, MN 55415	President and Chief Executive Officer, Director	7.69%	0%
Terry W. Timm 625 Fourth Avenue South Minneapolis, MN 55415	Senior Vice President, Shared Services and Administration	0%	0%
Russell W. Swansen 625 Fourth Avenue South Minneapolis, MN 55415	Senior Vice President and Chief Investment Officer	0%	0%
Teresa J. Rasmussen 625 Fourth Avenue South Minneapolis, MN 55415	Senior Vice President, General Counsel and Secretary	0%	0%
James A. Thomsen 625 Fourth Avenue South Minneapolis, MN 55415	Senior Vice President and Chief Marketing Officer	0%	0%
Knut A. Olson 625 Fourth Avenue South Minneapolis, MN 55415	Senior Vice President, Mission Advancement	0%	0%