

**APPLICATION FOR TRANSFER OF CONTROL OF  
LEARFIELD EARTH STATION AUTHORIZATION**

**Response to Question A20: Ownership Information**

Learfield Communications, Inc. (“Learfield”), the licensee and a Delaware corporation, is an indirect wholly-owned subsidiary of PEP LCHI Holdings, Inc. (“PEP LCHI”), a Delaware corporation. Learfield is a direct wholly-owned subsidiary of Learfield Communications Holdings, LLC, a Delaware limited liability company, which is a wholly-owned subsidiary of LCHI Holdings, LLC, a Delaware limited liability company. LCHI Holdings, LLC is a wholly-owned subsidiary of PEP LCHI. These entities can be contacted at 2400 Dallas Parkway, Suite 1500, Plano, TX 75093.

At the closing of the transaction described below, PEP LCHI will become a wholly-owned direct subsidiary of A-L Parent LLC, a Delaware limited liability company. A-L Parent LLC is a wholly-owned direct subsidiary of A-L Group Holdings LLC, a Delaware limited liability company. A-L Group Holdings LLC is a wholly-owned direct subsidiary of A-L Tier II LLC, a Delaware limited liability company. A-L Tier II LLC is a wholly-owned direct subsidiary of A-L Intermediate Company Inc., a Delaware corporation. A-L Intermediate Company Inc. is a wholly-owned direct subsidiary of A-LF Holding Company, Inc., a Delaware corporation. A-LF Holding Company, Inc. is a wholly-owned direct subsidiary of A-L Tier I LLC, a Delaware limited liability company. A-L Tier I LLC is controlled by Atairos Group, Inc. (“AGI”), a Cayman Islands corporation, which holds at least 80% voting and economic interest in A-L Tier I LLC with no other holder of a 10% or more voting or economic interest. These entities can be contacted at 40 Morris Avenue – 3rd Floor, Bryn Mawr, PA 19010.

AGI is directly owned by two entities: (1) Atairos Partners, L.P. (“Atairos Partners”), a Cayman Islands limited partnership, which holds 100% of the voting interest and approximately 1.5% of the economic interest in AGI, and (2) Comcast AG Holdings, LLC (“Comcast AG Holdings”), a Delaware limited liability company, which holds 100% of the non-voting interest and approximately 98.5% of the economic interest in AGI. Atairos Partners is controlled by Michael J. Angelakis, a U.S. citizen, who holds 100% of the voting interest indirectly and at least 40% of the economic interest indirectly.<sup>1</sup> Atairos Partners and Michael J. Angelakis can be contacted at 40 Morris Avenue – 3<sup>rd</sup> Floor, Bryn Mawr, PA 19010. Comcast AG Holdings is directly and wholly owned by Comcast Corporation (“Comcast”), a Pennsylvania corporation. BRCC Holdings LLC, a Delaware limited liability company, holds a 32% voting interest and less than 1% of the economic interest in Comcast. BRCC Holdings LLC is directly controlled by Brian L. Roberts, a U.S. citizen, who holds 100% of the voting interest and less than 1% of the economic interest. Comcast and Brian L. Roberts can be contacted at One Comcast Center, Philadelphia, PA 19103.

A chart depicting the controlling ownership of the applicant is attached as the “Post-Closing Ownership of Licensee (Applicant).” All 10% or greater voting or equity interests are identified in this response and in this chart.

---

<sup>1</sup> These indirect interests are held through multiple trusts and other entities owned and controlled by Michael J. Angelakis.

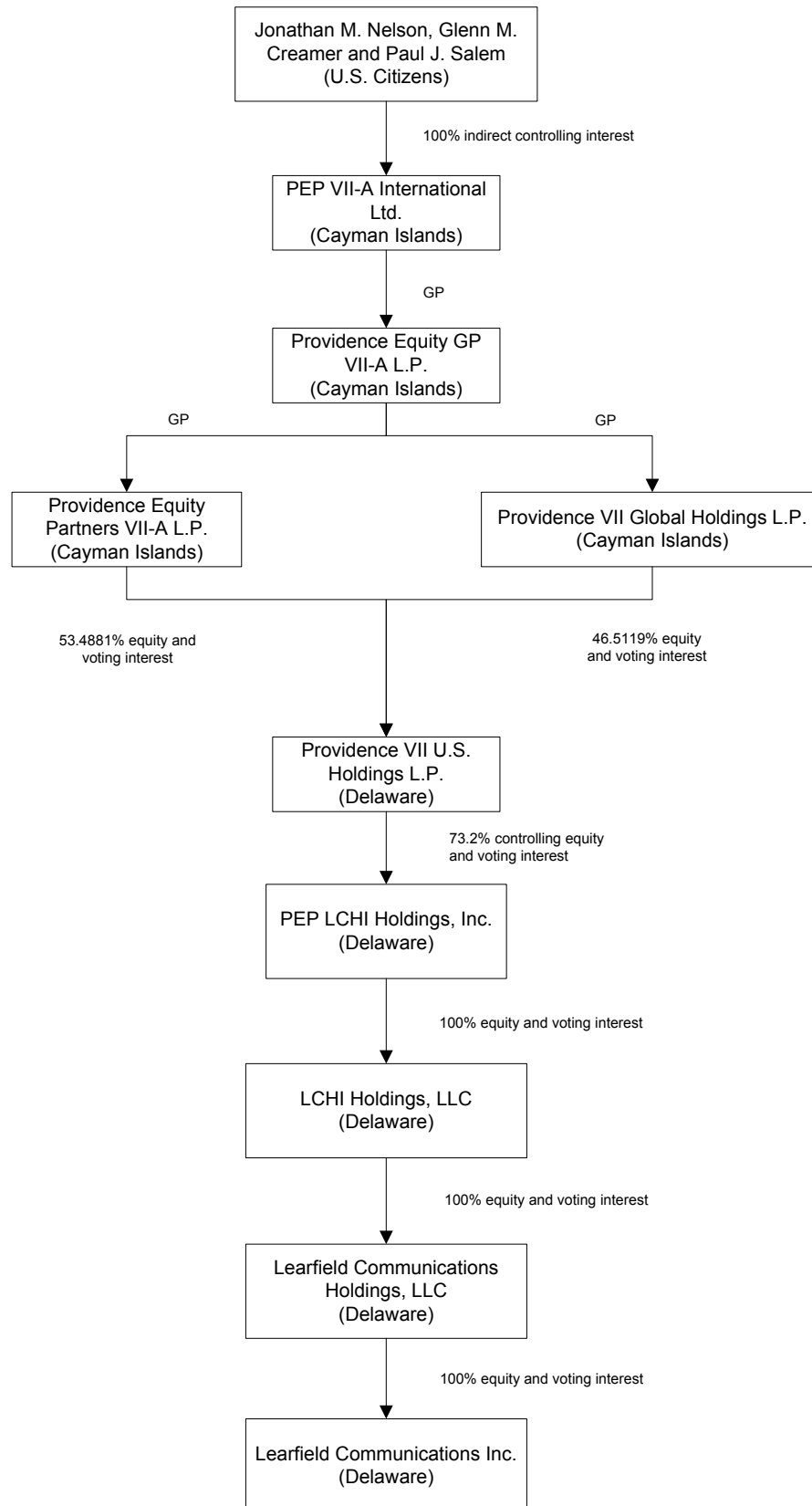
## **Response to Question A21: Description of the Transaction and Public Interest Statement**

The instant application requests Federal Communications Commission (“FCC”) authority for the transfer of control to Atairos Group, Inc. (“AGI”) of Learfield Communications, Inc. (“Learfield”), licensee of transmit/receive earth station (call sign E5184). As shown in the attached “Pre-closing Ownership of Applicant” diagram, Learfield, a Delaware corporation, is currently indirectly owned and controlled by PEP LCHI Holdings, Inc. (“PEP LCHI”), a Delaware corporation.

On October 8, 2016, PEP LCHI entered into an Agreement and Plan of Merger (the “Agreement”) with A-L Parent LLC, an indirect controlled subsidiary of AGI (“Parent”), and A-L Merger Sub, Inc., a direct wholly owned subsidiary of Parent (“Merger Sub”). Pursuant to the terms of the Agreement, Parent will acquire all of the equity of PEP LCHI via a merger wherein Merger Sub would merge with and into PEP LCHI, with PEP LCHI surviving the merger as a wholly owned subsidiary of Parent. A chart depicting the ownership of PEP LCHI upon closing is shown in the attached “Post-Closing Ownership of Licensee (Applicant).”

Approval of the transfer of control of Learfield in its capacity as an FCC earth station licensee to AGI would serve the public. Learfield manages the multimedia rights for collegiate institutions and associations in the United States. The company also manages various sports sponsorships, corporate partner platforms, multi-media and marketing inventory, customized campaigns, marketing partnerships, and event management opportunities. AGI is an independent private company focused on supporting growth-oriented businesses. The transaction will provide Learfield with the financial resources and AGI’s industry expertise to enable Learfield to accelerate its growth initiatives, develop additional service offerings, and continue to deliver best-in-class services to its customers. Therefore, the public interest supports grant of this application.

**Pre-Closing Ownership of Licensee (Applicant)**



**Post-Closing Ownership of Licensee (Applicant)**

