

Thomas F. Bardo
T 202.689.2817
tom.bardo@nelsonmullins.com

101 Constitution Avenue, NW | Suite 900
Washington, DC 20001
T 202.712.2800 F 202.712.2860
nelsonmullins.com

February 1, 2021

Via IBFS

Marlene H. Dortch, Esquire
Secretary
Federal Communications Commission
45 L Street, NE
Washington, DC 20554

Re: SES-T/C-20210125-00147 – Revised Exhibit E

Dear Ms. Dortch:

In response to a request from International Bureau staff regarding the above-referenced *pro forma* transfer of control application, enclosed is a revised Exhibit E showing KITV, Inc. in the ownership diagram.

Please call ((202) 689-2817) or email (tom.bardo@nelsonmullins.com) me if you have questions regarding this revised Exhibit E. Thank you for your attention to this matter.

Respectfully submitted,



Thomas F. Bardo
*Counsel for KITV, Inc. and Allen Media
Broadcasting Evansville II, LLC*

TFB:tbm
Enclosure
cc: Ms. Jeanette D. Spriggs (w/encl.)

Pro Forma Transfer of Control Transaction

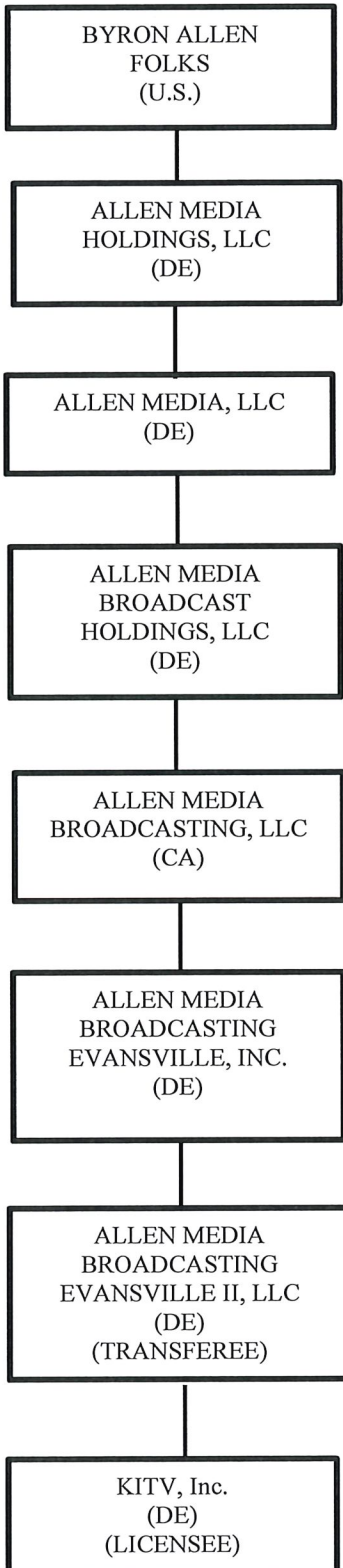
KITV, Inc. (“KITV”) is the licensee of earth station E090156. The International Bureau approved the transfer of control of KITV to Allen Media Broadcasting Evansville, Inc. (“AMBE”) on October 13, 2020 (“KITV Transaction”). See SES-T/C-20200818-00886. The parties consummated the transfer of control transaction on January 20, 2021.

AMBE has formed a new direct, wholly-owned subsidiary, Allen Media Broadcasting Evansville II, LLC (“AMBEII”), a limited liability company organized under the laws of Delaware. The attached organization chart depicts the ownership structure following the establishment of AMBEII. AMBE seeks FCC consent to the *pro forma* transfer of control of the ownership interest in KITV that AMBE acquired upon consummation of the KITV Transaction from AMBE to AMBEII. Other than the addition of AMBEII to the KITV ownership chain, the ownership structure of KITV following consummation of the KITV Transaction remains the same as that set forth in the KITV Transaction Form 312 application.

KITV respectfully submits that the transaction described above constitutes a *pro forma* transaction not involving a telecommunications carrier as set forth in 47 C.F.R. §25.119(i). Further, approval of this *pro forma* transaction does not require waiver of, or a declaratory ruling pertaining to, any applicable FCC rule. See 47 C.F.R. §25.119(i)(1). KITV further certifies that the proposed *pro forma* transaction would not result in a change in the actual controlling party of KITV. See 47 C.F.R. §25.119(i)(2). Finally, there are no previous *pro forma* transactions for purposes of this certification.

This *pro forma* transfer of control transaction will not affect the operations associated with earth station E090156 and is consistent with the public interest, convenience and necessity.

OWNERSHIP* OF TRANSFEREE



*ALL OWNERSHIP INTERESTS ARE 100%