EXHIBITS E AND F
Response to Questions 35 (Waiver), Response to Question A20 (Ownership Structure), and Response to Question A21 (Description of the Transaction and Public Interest Statement)

Learfield Communications, LLC ("Learfield") seeks Commission consent to the transfer of control of fixed earth station authorization (call sign E5184) (the "Transaction") from Learfield Communications, LLC ("Transferor") to Learfield Holdco, LLC ("Learfield Holdco").[1]

The Transaction occurred September 13, 2023 as part of a necessary capital infusion to ensure the viability of Learfield's operations. Learfield regrets that due to administrative oversight, it did not seek prior Commission approval for the Transaction. Accordingly, by this application, Learfield respectfully requests waiver of Section 25.119(a) of the FCC rules, which requires prior Commission approval for a transfer of control.[2]

Attachment A shows the ownership structure approved by the Commission prior to the Transaction.[3]

Following the Transaction, and as shown in Attachment B, Learfield is now wholly owned by Learfield Sub, LLC, which is in turn wholly owned by Learfield Intermediate Holdco Corp., a Delaware corporation, which is in turn wholly owned by Learfield Holdco, LLC ("Learfield Holdco"). Three parent entities—Fortress Investment Group ("Fortress"); Charlesbank Capital Partners, LLC ("Charlesbank"); and Clearlake Capital Group, L.P. ("Clearlake")—hold a direct or indirect equity or voting interest of 10% or more in Learfield.

Fortress holds a 14.1% interest in Learfield. One intermediate entity wholly owned by Fortress also holds a direct or indirect interest in Learfield: CF UB INVESTMENT HOLDINGS VIII LLC (CF UB), which holds a 13.29% in Learfield. CF UB may be contacted at 1345 Avenue of the Americas, 45th Floor New York, NY 10105.

Charlesbank holds a 15.29% interest in Learfield through the combined interests of several intermediate entities. No intermediate Charlesbank entities hold a direct or indirect interest of 10% or more in Learfield. Charlesbank may be contacted at 575 Fifth Avenue, 36th Floor New York, NY 10017.

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[1] Following the grant of an application assigning the license E5184 from Learfield Communications, Inc. to Learfield Communications, LLC (File No. SES-ASG-20161201-00924), it appears the International Communications Filing System is associating the license with Learfield Communications, Inc. (FRN: 0023160179) instead of Learfield Communications, LLC (FRN: 0026063362), *see*, *e.g.*, File Nos. SES-MOD-20190712-00902, SES-RWL-20201021-01167, SES-MOD-20230630-01452. The correct license holder is Learfield Communications, LLC, consistent with the 2016 approval of the assignment application.

[2] *See* 47 C.F.R. § 25.119(a).

[3] *See* SES-T/C-20171031-01229 (application for FCC authority to transfer control of fixed earth station authorization, call sign E5184, held by Learfield Communications, LLC, which the FCC granted on December 19, 2017).

Clearlake holds a 25.34% interest in Learfield. One intermediate Clearlake entity holds a direct or indirect equity or voting interest of 10% of more in Learfield: LunaVista Investment Holdings, L.P. ("LunaVista"), a Delaware limited partnership holds the 25.34% interest in Learfield. LunaVista is fully controlled by its general partner, Meridian GP, LLC, a Delaware limited liability company. LunaVista may be contacted at mailing address is 233 Wilshire Blvd, Suite 800, Santa Monica, CA 90401 and its registered address is 251 Little Falls Drive, Wilmington, DE 19808.

Under FCC Rule 1.3, the agency may grant a waiver for good cause shown.[4] The Commission typically grants a waiver where the particular facts make strict compliance inconsistent with the public interest.[5] In granting a waiver, the FCC may take into account considerations of hardship, equity, or more effective implementation of overall policy on an individual basis.[6] Waiver is therefore appropriate if special circumstances warrant a deviation from the general rule, and such a deviation will serve the public interest.

Good cause exists to grant waiver here. Approval of the transfer of control of Learfield in its capacity as an FCC earth station licensee as described above would serve the public interest by allowing Learfield to continue the uplink and downlink functions enabled by the license. The transfer of control of earth station, call sign E5184, is part of a larger transaction in which the Learfield Holdco owners acquired a controlling interest in Learfield. 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. The larger overall transaction will provide Learfield with a financial base to expand services to meet the evolving needs of its customers. Thus, the public interest supports grant of this application.

Learfield regrets its failure to seek authority from the Commission prior to changing ownership of the company and any inconvenience caused to Commission staff due to its administrative oversight. Learfield takes its obligations as an FCC license seriously and will take steps to ensure that any subsequent changes in control are properly authorized by the Commission.

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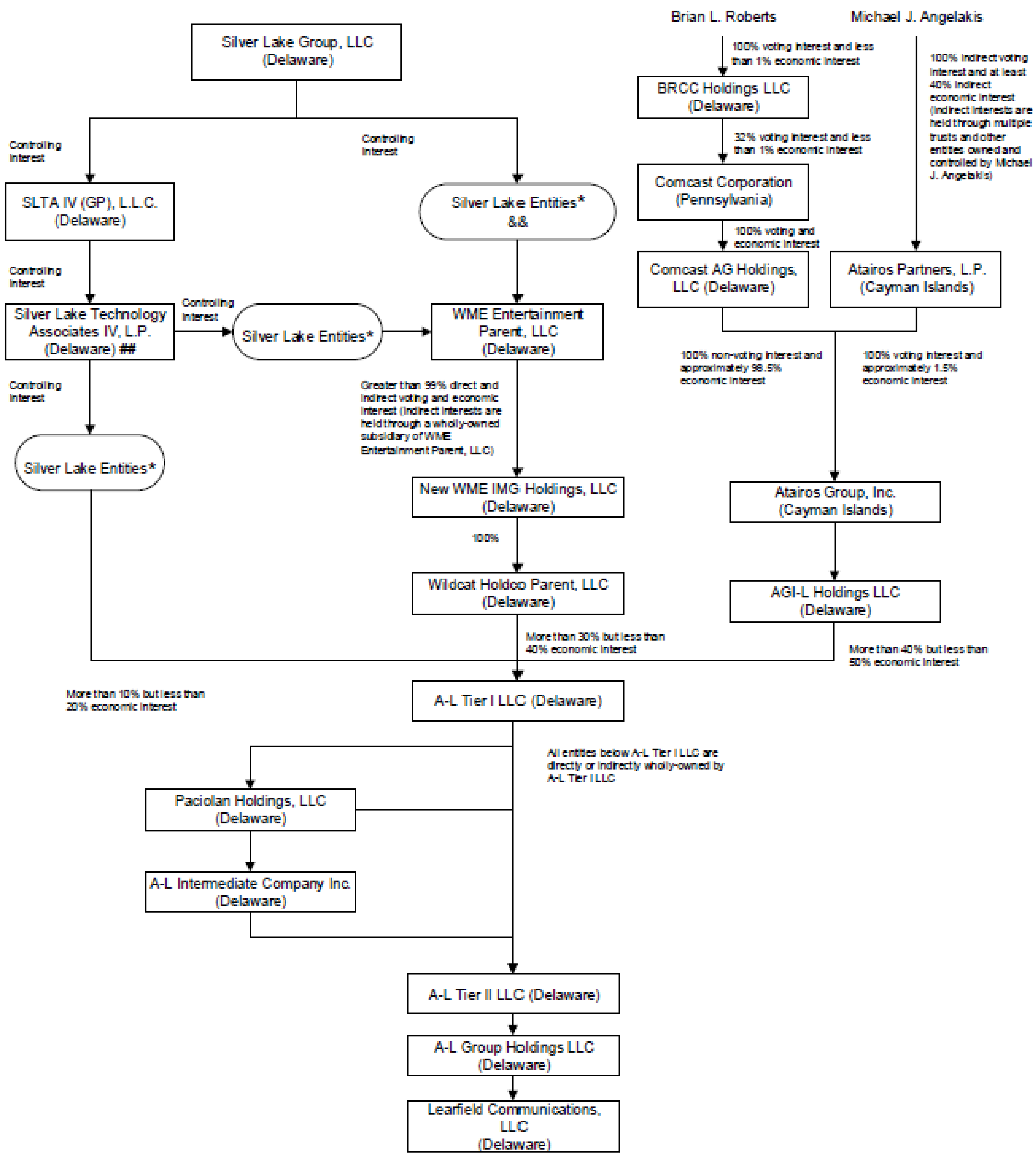
[4] 47 C.F.R. § 1.3.

[5] *N.E. Cellular Tel. Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990) ("*Northeast Cellular*").

[6] *WAIT Radio v. FCC*, 419 F.2d 1153, 1159 (D.C. Cir. 1969); *Northeast Cellular*, 897 F.2d at 1166.

ATTACHMENTS

Attachment A: Pre-Closing Ownership of Licensee (Applicant)

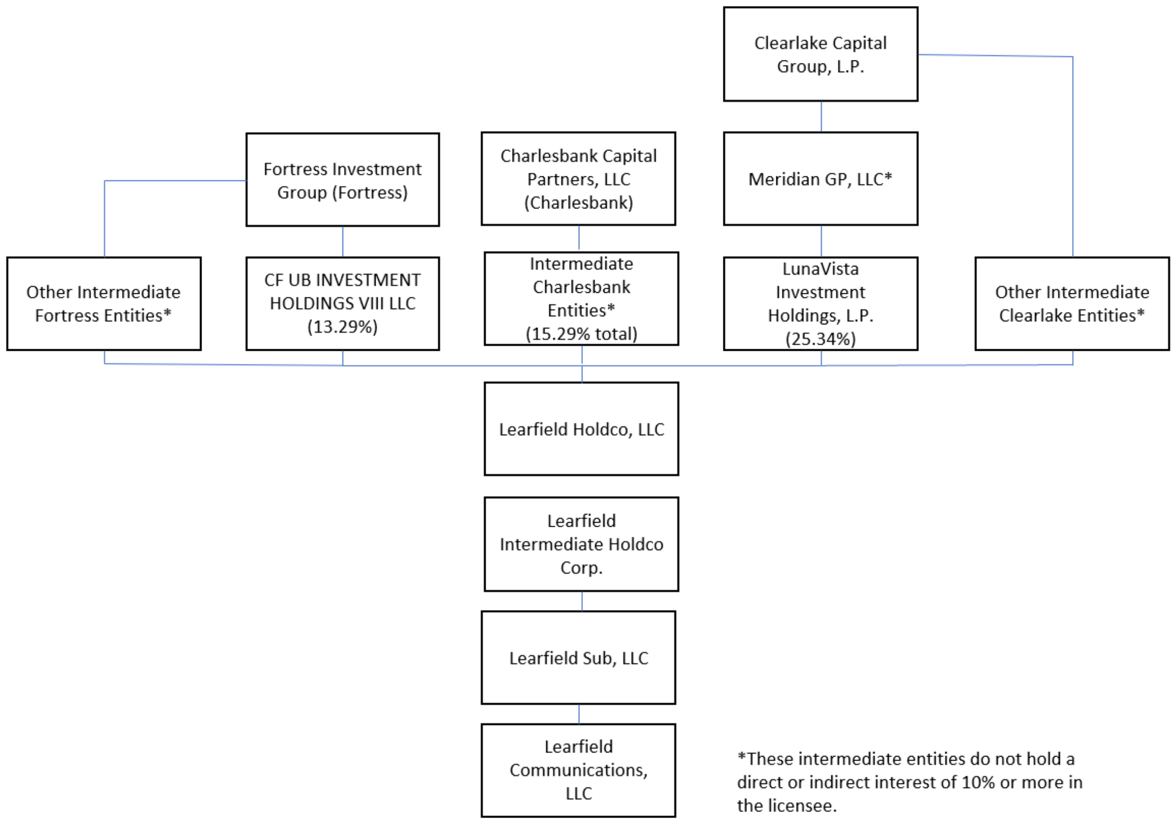


* Represents multiple entities that each own less than 10% of the economic interests of A-L Tier I LLC

\## Silver Lake Technology Associates IV, L.P. controls entities that will indirectly own approximately 21% in the aggregate of the economic interests of A-L Tier I LLC.

&& Approximately 9% of the economic interests of A-L Tier I LLC, in the aggregate

Attachment B: Post-Closing Ownership of Licensee (Applicant)



*These intermediate entities do not hold a direct or indirect interest of 10% or more in the licensee.