

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

The instant application seeks Federal Communications Commission (“FCC” or “Commission”) authority for the assignment and transfer of control of a fixed earth station authorization (call sign E5184). As described below, the earth station authorization is now held by Learfield Communications Inc. (“Learfield”), a Delaware corporation, and controlled by Providence Equity Partners LCHI Holdings, Inc. (“PEP LCHI”), a Delaware corporation.

Response to Question A20: Ownership Information

Learfield, the licensee, is an indirect wholly owned subsidiary of PEP LCHI. Specifically, Learfield is a direct wholly owned subsidiary of Learfield Communications Holdings, Inc., a Delaware corporation, which, in turn, is a wholly owned subsidiary of LCHI Holdings, Inc., a Delaware corporation. LCHI Holdings, Inc. is a wholly owned subsidiary of PEP LCHI.

PEP LCHI, the transferee, is directly controlled by Providence VII U.S. Holdings L.P., a Delaware limited partnership located at c/o Providence Equity Partners, 50 Kennedy Plaza, 18th Floor, Providence, RI 02903. PEP LCHI is governed by a five-person board of directors. Providence VII U.S. Holdings L.P. appoints three of the five directors and has a 73.2 percent equity interest in PEP LCHI. The other seats on the board of directors are held by the Chief Executive Officer of the company and Nant Capital Learfield, LLC, a Delaware limited liability company located at 638 Hill Street, Santa Monica, CA 90405.

Providence VIII U.S. Holdings, L.P., the company that controls the transferee, PEP LCHI, is directly owned by two entities: (1) Providence VII Global Holdings, L.P., a Cayman Islands limited partnership, holds a 46.5119% equity and voting ownership interest in Providence VII U.S. Holdings, L.P.; and (2) Providence Equity Partners VII-A, L.P., a Cayman Islands limited partnership, holds a 53.4881% equity and voting ownership interest in Providence VII U.S. Holdings, L.P. The general partner and only entity with a controlling interest in both Providence VII Global Holdings, L.P. and Providence Equity Partners VII-A, L.P. is Providence Equity GP VII-A L.P. The general partner and only entity with a controlling interest in Providence Equity GP VII-A L.P. is PEP VII-A International Ltd., a Cayman Islands company. PEP VII-A International Ltd. is ultimately controlled by Jonathan M. Nelson, Glenn M. Creamer and Paul J. Salem, all of whom are U.S. citizens. All of these entities and individuals can be contacted at c/o Providence Equity Partners, LLC, 50 Kennedy Plaza, 18th Floor, Providence, RI 02903. No other individual or entity holds 10 percent or more of the controlling corporation’s voting stock. A chart depicting the controlling ownership of PEP LCHI is attached as Attachment 1.

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

The instant application seeks FCC authority for the assignment to Learfield and the transfer of control to PEP LCHI of the earth station authorization with call sign E5184. In 2011, Learfield Communications Inc., a Missouri corporation, assigned all of its assets, including its earth station license, to Learfield Communications Inc., a Delaware corporation. The Missouri corporation

was then dissolved. More recently, on October 9, 2013, PEP LCHI acquired control of the earth station authorizations. PEP LCHI created two subsidiaries, LCHI Holdings, Inc., a direct wholly owned subsidiary, and Papa Bison, Inc., an indirect wholly owned subsidiary, to effectuate this merger. Learfield was acquired by PEP LCHI via a reverse triangular merger of Papa Bison, Inc., a direct wholly-owned subsidiary of LCHI Holdings, Inc. with and into Learfield Communications Holdings, Inc. with Learfield Communications Holdings, Inc. as the surviving corporation. A chart depicting the controlling ownership of PEP LCHI is attached as Attachment 1.

The parties seek waiver of Section 25.119 of the Commission's rules, which requires prior approval for the assignment or transfer of control of an earth station authorization.¹ Learfield regrets its failure to seek authority from the Commission prior to changing ownership of the company. Learfield takes very seriously its obligations as an FCC licensee and together with its new owners has taken steps to ensure that any subsequent changes in control are properly authorized by the Commission.

The assignment and transfer of control of the earth station authorization to PEP LCHI serves the public interest and causes no offsetting public interest harms. The transfer of control of earth station, call sign E5184, is a part of a larger transaction in which PEP LCHI 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. Providence Equity Partners is a leading global private equity firm specializing in equity investments in media, communications, education, and information companies around the world. The larger overall transaction between Providence Equity Partners and Learfield will provide Learfield with a solid financial platform to better enable it to expand its customer base and develop new products and services to meet the evolving needs of its customers. In particular, the transaction will permit Learfield to expand its growth strategy in developing collegiate multimedia rights. Therefore, the public interest supports grant of this application.

¹ 47 U.S.C. § 25.119.

ATTACHMENT 1

Post-Closing Controlling Ownership of Transferee

