

**Zolo Broadcasting LLC**  
**FCC Form 2100, Schedule 316**  
***Pro Forma* Transfer of Control (Internal Corporate Restructuring)**  
**November 2021**

**COMPREHENSIVE EXHIBIT FOR *PRO FORMA* TRANSFER OF CONTROL**

Zolo Broadcasting LLC ("Licensee") holds five broadcast licenses (the "Stations"), including one full-service television station authorization:

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID No.</b>	<b>Type of Service</b>
KOHD	Bend, OR	166534	Full-Service Digital TV
KBNZ-LD	Bend, OR	35384	Digital Low Power TV
K04BJ-D	La Pine, OR	36178	Digital TV Translator
K09YE-D	La Pine, OR	36173	Digital TV Translator
K34AI-D	La Pine, OR	36175	Digital TV Translator

Licensee is currently wholly owned by TDS Broadband LLC ("TDS Broadband"), which is wholly owned by M.C.T. Communications, Inc., ("MCTC"), which is wholly owned by Telephone and Data Systems, Inc. ("TDS"). This application ("Application") seeks prior Commission approval for an internal corporate restructuring that proposes to merge MCTC into another wholly owned subsidiary of TDS -- TDS Telecommunications LLC ("TDS Telecom"), with TDS Telecom being the surviving entity. At all times, TDS will maintain 100% indirect ownership of Licensee, and no other changes to the ownership or control of Licensee are contemplated through this proposed *pro forma* transaction. In addition, neither TDS nor any of the other entities in Licensee's ownership chain currently holds attributable interests in any other broadcast licenses beyond the five held by Licensee.<sup>1</sup> Licensee also respectfully requests that the Commission take action on this Application as promptly as possible, as the parties hope to effectuate the proposed internal restructuring no later than January 1, 2022.

**I. COMPETITIVE BIDDING PROCEDURES (Transfer Questions, Question 1, and Transferor Legal Certifications, Auction Authorization, Question 1)**

More than seven years ago, Zolo Broadcasting LLC (the "Licensee") acquired Digital Television Station KOHD, Bend, Oregon ("KOHD"), pursuant to prior Commission approval in 2014. *See* FCC File No. BALCDT-20140515ACQ. More than seven years before that acquisition, a prior licensee of KOHD had obtained the broadcast license for KOHD through the Commission's auction system, FCC File No. BNPCT-20060421ACF, pursuant to which the construction permit for KOHD was granted on July 18, 2006, and KOHD was originally licensed on April 12, 2007, FCC File No. BLCDT- 20060915AOZ. Accordingly, the proposed corporate restructuring does not raise any issues under the Commission's competitive bidding requirements.

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<sup>1</sup> Additional non-broadcast submissions to notify or, if required, seek Commission approval for this *pro forma* transfer of control are being filed concurrently with this submission (or, in the case of post-transaction notices, will in the future be timely filed) for the following additional affected licensees: TDS Broadband LLC and TDS Broadband Service LLC.

## **II. AGREEMENTS FOR *PRO FORMA* TRANSFER OF STATION**

The applicants have marked "no" with respect to whether they have placed all agreements related to this *pro forma* internal corporate restructuring in any public inspection file because, other than ministerial documents to be signed at implementation, no written agreements are currently expected to govern the restructuring set forth in this Application.

## **III. CHANGES IN INTEREST**

Currently, as noted, Licensee is wholly owned by TDS Broadband LLC ("TDS Broadband"), which is wholly owned by M.C.T. Communications, Inc. ("MCTC"), a New Hampshire corporation, which is wholly owned by Telephone and Data Systems, Inc. ("TDS").

In order to effectuate the proposed corporate reorganization, TDS hereby seeks Commission approval to merge its wholly owned subsidiary, MCTC, into another of its wholly owned subsidiaries, TDS Telecommunications LLC ("TDS Telecom"), with TDS Telecom being the surviving entity. TDS Telecom is a Delaware limited liability company.

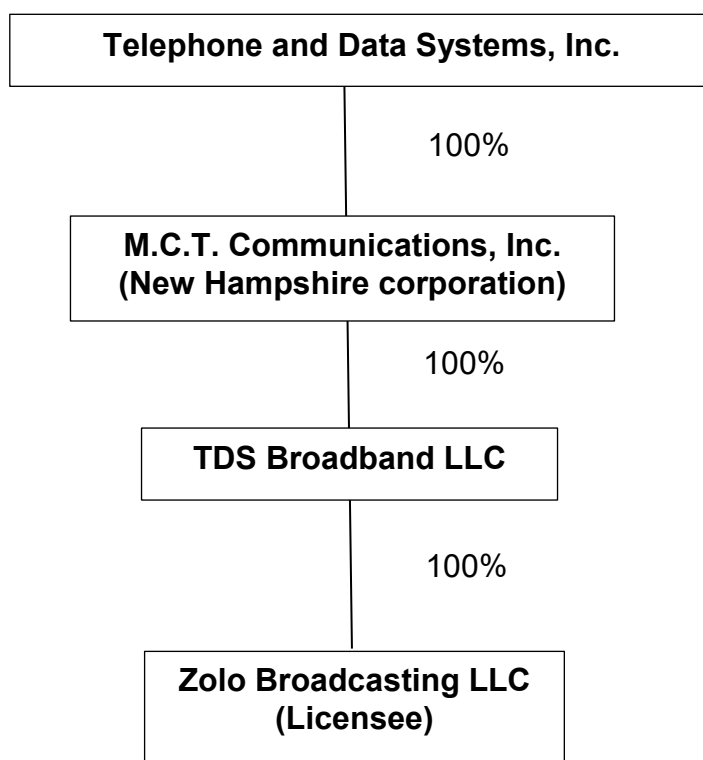
As TDS will remain in 100-percent indirect ownership of Licensee both before and after the proposed transaction, the proposed corporate reorganization is *pro forma*.<sup>2</sup> Accordingly, the relevant changes in ownership interests are very limited -- specifically, TDS Broadband will no longer be wholly owned by MCTC but by TDS Telecom. Other than this one alteration, all other voting or ownership interests attributable to the Licensee or the Stations will remain unchanged as a result of the proposed restructuring.

Because this internal corporate restructuring is proposed to be effectuated no later than January 1, 2022, prompt Commission review of this Application is hereby respectfully requested. For more information on the relevant pre and post-merger ownership structures, please refer to the following ownership structure diagrams.

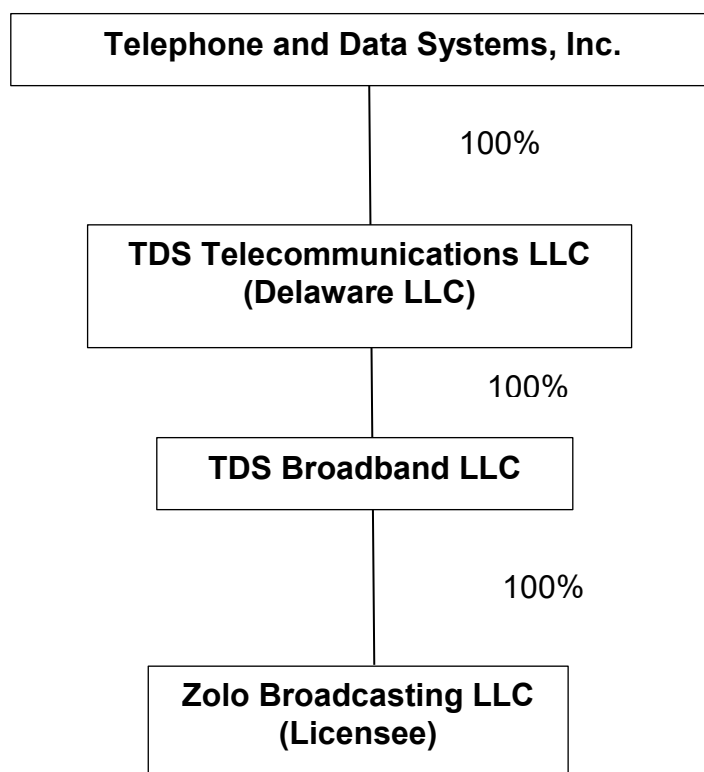
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<sup>2</sup> See 47 C.F.R. § 73.3540(f)(4) (authorizing use of FCC Form 316 for transfer applications relating to a "corporate reorganization which involves no substantial change in the beneficial ownership of the corporation").

**RELEVANT OWNERSHIP STRUCTURE OF LICENSEE  
(PRE-PROPOSED REORGANIZATION)**



**RELEVANT OWNERSHIP STRUCTURE OF LICENSEE  
(POST- PROPOSED REORGANIZATION)**



#### **IV. ACQUISITION OF CONTROL**

Telephone & Data Systems, Inc. ("TDS"), was previously reported as the 100 percent indirect owner of the Licensee -- through M.C.T. Communications, Inc., and TDS Broadband LLC -- in the FCC application approving Licensee's initial acquisition of four Stations. *See* FCC File No. BALCDT-20140515ACQ (for four Stations). *See also* FCC File No. BALDTV-20140611ABA (for K09YE-D) (referencing File No. BALCDT-20140515ACQ).

Following the proposed internal corporate reorganization, TDS will continue to hold 100 percent ownership of Licensee, albeit through TDS Telecommunications LLC, rather than M.C.T. Communications, Inc.