

**EXHIBIT TO PRO FORMA**  
**TRANSFER OF CONTROL APPLICATIONS**

HC2 Station Group, Inc. (“HC2”) and DTV America Corporation (“DTV America”) are licensee entities holding a number of full power television, Class A television, and low power television station licenses. HC2 and DTV America are indirectly owned and controlled, through intermediary companies, by INNOVATE Corp. (“INNOVATE”), a publicly traded corporation (NYSE: VATE). HC2 and DTV America are requesting Commission staff consent to the instant pro forma transfer of control based on a change in the composition of the Board of Directors of the parent company, INNOVATE. No Board changes are proposed at the licensee level or any of the intervening company levels.<sup>1</sup> As described below, pro forma transfer of control applications are appropriate under the instant circumstances.

By way of background, in 2020, Commission staff consented to a pro forma transfer of control in which INNOVATE (then known as HC2 Holdings, Inc.) changed its Board composition from ten Directors to six Directors. Those six Directors were: Avram A. Glazer, Wayne Barr, Jr., Kenneth S. Curtis, Warren H. Gfeller, Michael Gorzynski, and Shelly C. Lombard.<sup>2</sup>

On June 12, 2022, Mr. Curtis, Mr. Gorzynski, and Ms. Lombard, each of whom was a nominee for re-election as a Director at the June 16, 2022 Annual Meeting, informed INNOVATE of his or her decision not to stand for re-election at the Annual Meeting and tendered his or her resignation as a Director effective at 12:01 a.m. Eastern Time on June 17, 2022. In light of this action, only three Directors were re-elected at the Annual Meeting (Mr. Glazer, Mr. Barr, and Mr. Gfeller), and no other nominees for election at the Annual Meeting were named in place of the three resigning Directors. Promptly following the Annual Meeting, the 3-member Board commenced a process to identify new independent Directors to fill two of the vacancies on the Board, and to reduce the Board composition to five Directors.

On June 28, 2022, Brian S. Goldstein was appointed as the fourth Director. On August 2, 2022, Amy M. Wilkinson was appointed as the fifth Director.

To summarize, the old Board and new Board are as follows:

**Old Board**

1. Avram A. Glazer
2. Wayne Barr, Jr.
3. Warren H. Gfeller
4. Kenneth S. Curtis
5. Michael Gorzynski
6. Shelly C. Lombard

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<sup>1</sup> This pro forma transfer of control involves non-substantial changes in the equity and voting rights of INNOVATE’s shareholders. *See Storer Communications, Inc. v. FCC*, 763 F.2d 436 (D.C. Cir. 1985).

<sup>2</sup> *See* FCC File No. BTC-20200624AAA (granted July 15, 2020).

## **New Board**

1. Avram A. Glazer
2. Wayne Barr, Jr.
3. Warren H. Gfeller
4. Brian S. Goldstein
5. Amy M. Wilkinson

With the completion of this appointment process, INNOVATE and its licensee subsidiaries have promptly filed these pro forma transfer of control applications.

As noted from the above, a majority of the Board members (3) are incumbent Board members. Neither of the two new Board members, Mr. Goldstein nor Ms. Wilkinson, hold any attributable interest in any other broadcast radio or television station. Additionally, neither Ms. Wilkinson nor Mr. Goldstein have been subject to any adverse finding regarding any felony, antitrust, unfair competition, fraud, unfair labor practice, or discrimination. Finally, Ms. Wilkinson and Mr. Goldstein are both U.S. citizens.

Accordingly, the applicants respectfully request that these pro forma transfer of control applications be granted.