

Changes in Interest

The instant application is one of two concurrently filed applications¹ seeking Federal Communications Commission (“FCC”) consent to the *pro forma* assignment of FCC licenses currently held by HC2 Broadcasting License Inc. (“Broadcasting License”) and by HC2 LPTV Holdings, Inc. (“LPTV”), both of which are indirect subsidiaries of INNOVATE Corp. (“INNOVATE”). The proposed *pro forma* assignments for which FCC approval is being sought will result from an internal corporate restructuring (the “Restructuring”) of subsidiary entities of INNOVATE.

Under the new corporate structure, the FCC licenses currently held by Broadcasting License and LPTV will be consolidated and held by HC2 Station Group, Inc. (“Station Group”), an existing indirect subsidiary of INNOVATE that currently holds FCC licenses. Post-Restructuring, Station Group will continue to hold all FCC licenses that it currently holds. Thus, upon consummation of the Restructuring, FCC licenses presently held by multiple indirect subsidiaries of INNOVATE will be held by a single subsidiary of INNOVATE: Station Group.² Broadcasting License and LPTV will be dissolved as entities and will no longer exist following the Restructuring.

As depicted in Attachment A, INNOVATE., through a series of intermediate entities, currently is the ultimate parent of all three licensee entities involved in this transaction: Broadcasting License, LPTV, and Station Group. As depicted in Attachment B, this will continue to be the case after the Restructuring is effectuated. Accordingly, the Restructuring involves no substantial change in the beneficial ownership of the licensees, and use of FCC Form 2100, Schedule 316 is therefore appropriate.³

The Restructuring will be effectuated through a series of steps pursuant to which certain subsidiary entities of INNOVATE will be converted from corporations to Delaware limited liability companies created for purposes of the Restructuring.⁴ The Restructuring will not result in any changes to the ownership structure above INNOVATE.

¹ A *pro forma* application is being filed to assign the FCC licenses from Broadcasting License to Station Group, and a separate *pro forma* application is being filed to assign the FCC licenses from LPTV to Station Group, Inc. All of these entities (Broadcasting License, LPTV, and Station Group) are indirect licensee subsidiaries of INNOVATE. The applicants respectfully request that the applications be processed and approved concurrently in order to facilitate consummation of the Restructuring.

² A separate licensee subsidiary of INNOVATE, DTV America Corporation, is not a part of this transaction and will continue to hold its FCC licenses following the Restructuring.

³ See 47 C.F.R. § 73.3540(f)(4) (authorizing the use of FCC Form 2100, Schedule 316 for assignment and transfer applications relating to a “corporate reorganization which involves no substantial change in the beneficial ownership of the corporation”).

⁴ In addition, the Restructuring will involve the conversion of Broadcasting License and LPTV from corporations to newly-formed Delaware limited liability companies for an instant in time immediately prior to the *pro forma* assignment of their respective licenses to Station Group. This conversion is being undertaken for tax purposes. As noted in the text, both Broadcast License and LPTV will be dissolved and no longer exist (either as corporations or LLCs) following the Reorganization.

The current ownership structure of INNOVATE and its subsidiary entities is included in Attachment A hereto. The proposed post-Restructuring ownership structure of INNOVATE and its subsidiary entities is included in Attachment B hereto.

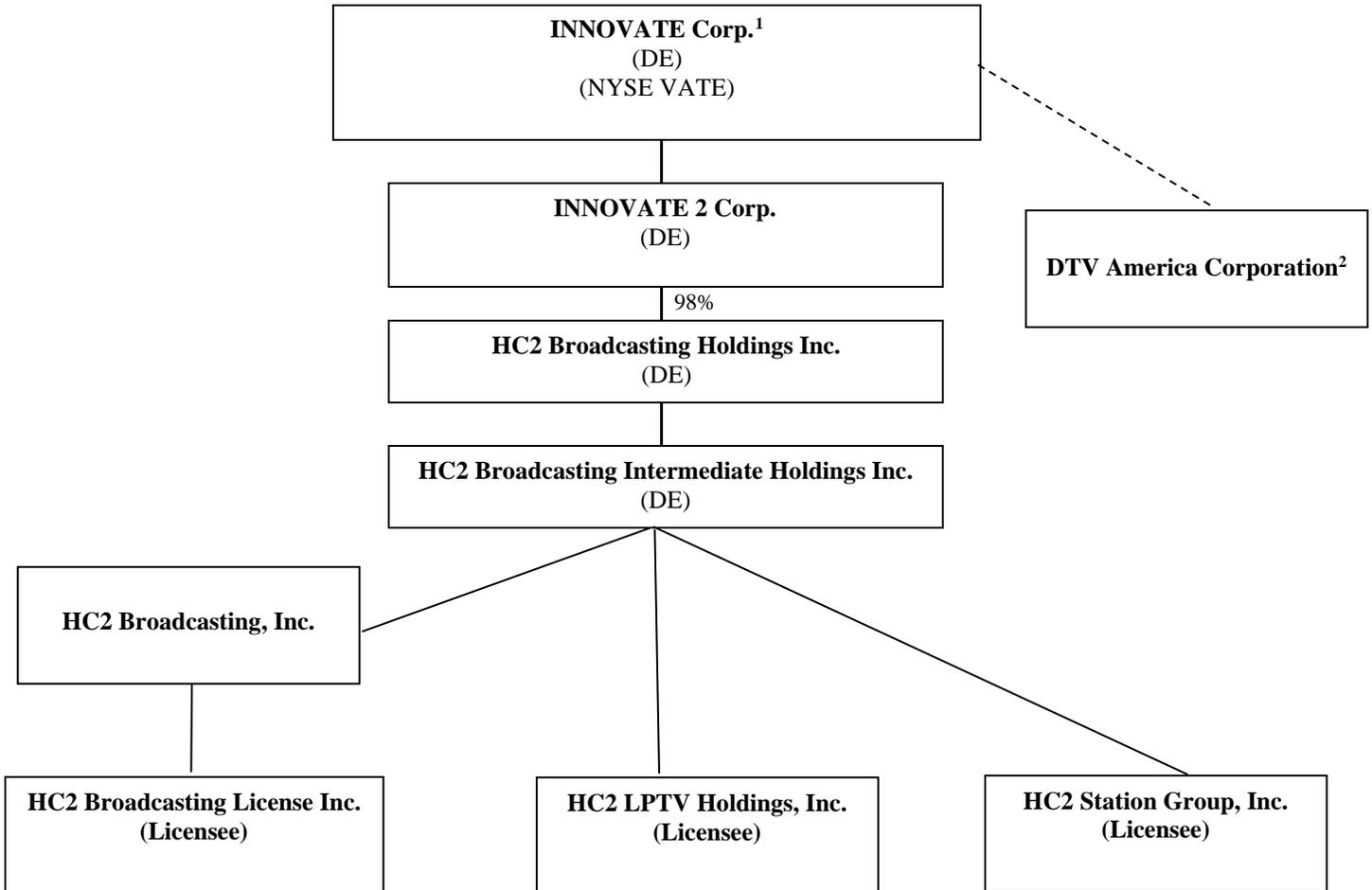
As described herein and depicted in Attachments A and B, the proposed Restructuring is *pro forma* in nature. Other than ministerial documents to be signed at implementation, no written agreements govern this internal corporate reorganization.

ATTACHMENT A

INNOVATE Corp.

Voting Interests, Pre-Reorganization

(Unless otherwise indicated all entities are 100% owned by their parent.)



¹ No changes to the ownership structure above INNOVATE Corp. are proposed.

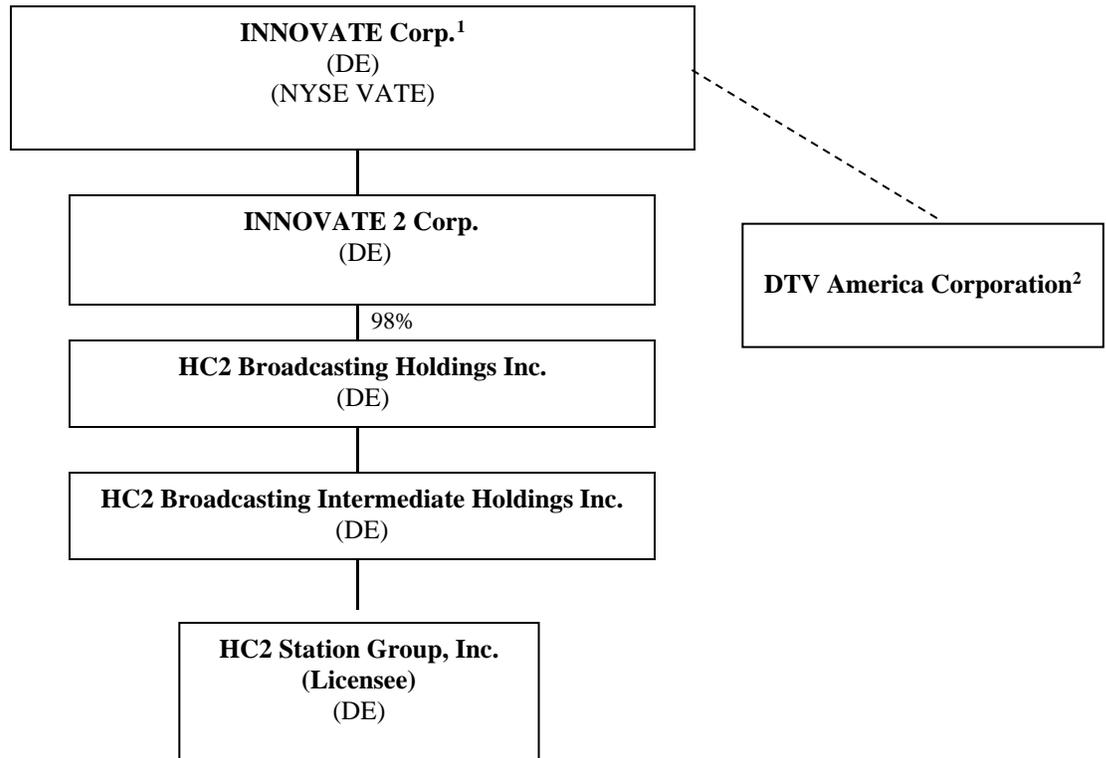
² No changes to the ownership structure of DTV America Corporation are proposed.

ATTACHMENT B

INNOVATE Corp.

Voting Interests, Post-Reorganization

(Unless otherwise indicated all entities are 100% owned by their parent.)



¹ No changes to the ownership structure above INNOVATE Corp. are proposed.

² No changes to the ownership structure of DTV America Corporation are proposed.