

Attachment 1: Description of Transaction and Public Interest Statement

Answer to Question 10

63.18(c) - Correspondence concerning this Application should be sent to the following:

Assignor:

William E. Niles
Executive Vice President
Ascent Media Network Services, LLC
520 Broadway, 5th Floor
Santa Monica, California 90401-2449
(310) 434-7000

and

Robert L. Hoegle, Esq.
Nelson Mullins Riley & Scarborough LLP
101 Constitution Avenue, NW, Suite 900
Washington, DC 20001
(202) 712-2816

Assignee:

William Tillson
President
BFI Licenses, LLC
3030 Andrita Street
Los Angeles, CA 90065
(323) 344-4610

and

David S. Keir, Esq.
Lerman Senter PLLC
2000 K Street, NW, Suite 600
Washington, DC 20006
(202) 416-6742

63.18(d) – Assignee is not currently authorized to provide international Section 214 services. By acquiring the international Section 214 authorization held by Ascent Media Network Services, LLC, Assignee will be able to continue providing the limited international digital transmission services currently offered by Assignor.

Answer to Questions 11 and 13 – Description of the Applicants and Transaction

By this application, BFI Licenses, LLC, a Delaware limited liability company (“BFI”), and Ascent Media Network Services, LLC, a Delaware limited liability company (“AMNS”), seek authority to assign AMNS’s international Section 214 authorization for provision of facilities-based and resale services from AMNS to BFI. The assignment of this authorization to BFI is part of a transaction in which AMNS will be sold by Ascent Media Corporation to Encompass Digital Media, Inc. (“Encompass”), a Delaware corporation formerly known as Broadcast Facilities, Inc., which is the parent company of BFI. Because Encompass’ FCC licenses are held by BFI to satisfy covenants with its lenders, the first step in the transaction is assignment of the AMNS licenses directly to BFI. Control of AMNS will also be transferred to Encompass, where it will continue to be the operating entity for Title III facilities covered by the FCC licenses for which assignment is sought, as well as the Section 214 authority. Following the transaction, both BFI and AMNS would be wholly owned subsidiaries of Encompass, which provides network origination, transmission, and production services, primarily using facilities located in Los Angeles and Atlanta.

The proposed assignment of licenses from AMNS to BFI will serve the public interest, convenience and necessity by placing the licenses, including the Section 214 authorization, in the hands of BFI and Encompass, which are well positioned to maximize their use for provision of digital transmission services to a variety of new and existing customers. BFI and Encompass intend to use these facilities to expand their existing network origination, transmission and production services business, increase their ability to offer sophisticated digital transmission services directly to customers across the country, and generally to enhance the scope and efficiency of their overall business.

Encompass is wholly owned by Encompass Digital Media Group, Inc. (formerly Broadcast Facilities Group, Inc.), a Delaware corporation and holding company (“EDMG”). BFI Investors, LLC, a Delaware limited liability company and holding company (“BFII”), holds approximately 62.5 percent of the equity and voting interests in EDMG. Simon Bax and William Tillson, U.S. citizens, each hold approximately 13.2 percent of the equity and voting interests in EDMG. Tennenbaum Capital Partners, LLC (“TCP”), a manager of investment funds, indirectly holds approximately 10.8 percent of the equity and voting interest in EDMG.

The Wasserstein Family Trust LLC, a Delaware limited liability company and investment vehicle, holds approximately 77.0 percent of the equity and voting interests in

BFII. Ellis Jones, a citizen of the United States, holds approximately 15.2 percent of the equity and voting interests of BFII.¹

The Wasserstein Family Trust LLC is wholly owned by The 2001 Wasserstein Family Trust, a family trust formed for the benefit of the descendants of Bruce Wasserstein (now deceased) and organized under the laws of New York. Ellis Jones acts as the Managing Trustee of The 2001 Wasserstein Family Trust, and holds delegated investment authority with respect to the trust. Each of the trust beneficiaries is a citizen of the United States.

TCP would be deemed to hold an interest in EDMG by virtue of its role as Investment Manager to four registered investment companies formed in Delaware, none of which individually would hold an interest of 10 percent or greater in EDMG. The Managing Member of TCP is Tennenbaum & Co, LLC, a Delaware limited liability company. Michael E. Tennenbaum, a U.S. citizen, is the Managing Member of Tennenbaum & Co., LLC. Tennenbaum & Co., LLC is wholly-owned by Mr. Tennenbaum and his wife, Suzanne Stockfisch Tennenbaum, each a U.S. citizen. No other individual or entity would hold a 10 percent or greater equity or voting interest in EDMG through TCP.

BFI Licenses, Encompass, EDMG, BFII, and Messrs. Tillson and Bax can be reached c/o Encompass Digital Media, Inc., 3030 Andrita Street, Los Angeles, California 90065.

Mr. Jones can be reached c/o Wasserstein & Co., 1999 Avenue of the Stars, Suite 2840, Los Angeles, CA 90067.

The Wasserstein Family Trust LLC and The 2001 Wasserstein Family Trust can be reached c/o Wasserstein & Co., 1301 Avenue of the Americas, 41st Floor, New York, NY 10019.

TCP can be reached c/o TCP at 2951 28th Street, Suite 1000, Santa Monica, CA 90405, Attention: Elizabeth Greenwood, General Counsel & Chief Compliance Officer.

Tennenbaum & Co. can be reached at 2951 28th Street, Suite 1000, Santa Monica, CA 90405, Attention: Howard M. Levkowitz, Member.

See Attachment for graphic representation of ownership structure.

¹ The remaining equity and voting interests in BFII are held by three individuals, each a U.S. citizen, and none of whom holds an equity or voting interest of 10 percent or greater.

Answer to Question 20 – Streamlined Processing Requested

This application is eligible for streamlined processing pursuant to Section 63.12(a) and (b) because: (1) neither of the applicants nor any of their affiliated companies is affiliated with a foreign carrier in any destination market; and (2) neither of the applicants nor any of their affiliated companies is affiliated with any dominant U.S. carrier whose services applicants seek authority to resell.

BFI Licenses, LLC – Ownership Structure

