

EXHIBIT F

Description of Application and Public Interest Statement

Pursuant to Section 25.119 of the Commission's rules, 47 C.F.R. § 25.119, TerreStar Networks Inc. ("TerreStar") seeks Commission consent to the *pro forma* assignment of its earth station licenses and 2 GHz mobile satellite service ("MSS") spectrum reservation authorization to TerreStar Networks Inc., Debtor-in-Possession ("TerreStar DIP") and to the *pro forma* transfer of control of TerreStar.

On October 19, 2010, as part of a strategic plan to strengthen their financial position and achieve long-term success in the mobile satellite service market, TerreStar and certain affiliates identified in Attachment 1A, including its intermediate holding companies,¹ filed voluntary petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code with the U.S. Bankruptcy Court for the Southern District of New York ("Bankruptcy Court").² The Chapter 11 filings resulted in both *pro forma* assignment and transfer of control of TerreStar's earth station licenses and 2 GHz MSS authorization to TerreStar DIP, and in the *pro forma* transfer of control of TerreStar by virtue of its intermediate holding companies' Chapter 11 petitions.

The restructuring process will allow TerreStar DIP to enhance its financial position and maximize the value of its capabilities and assets. TerreStar DIP expects to continue to operate in the ordinary course of business during the restructuring process, subject to court

¹ TerreStar Corporation, TerreStar's ultimate parent company, did not file a petition for reorganization.

² See *In re TerreStar Networks, Inc.*, Case No. 10-15446 (SHL)(SDNY Oct. 19, 2010). On October 20, 2010, the Bankruptcy Court granted the request of TerreStar and its debtor-affiliates for procedural consolidation and joint administration of the Chapter 11 petitions.

oversight. Grant of this application will serve the public interest by facilitating the Chapter 11 restructuring process and allowing TerreStar DIP to retain its FCC licenses and authorizations, with no substantive change in ownership or control.