

## DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT

DISH Network Corporation (“DISH”); DBSD Services Limited (“DBSD Services”), a wholly-owned indirect subsidiary of DISH; and DBSD Corporation, a wholly-owned indirect subsidiary of DISH, (collectively, the “Applicants”) seek Commission approval of a *pro forma* assignment through the transaction described below. Pursuant to Section 25.119(i) of the Commission’s rules, the Applicants certify that the proposed assignment is *pro forma* and that, together with all previous *pro forma* transactions, it does not result in a change in the actual controlling party. DISH currently holds, and, after the transaction described below, will continue to hold, 100% indirect ownership and control over all of the Applicants’ Commission authorizations. The *pro forma* transaction described below will serve the public interest by creating a more efficient structure that should facilitate investment in any future potential service offerings by the Applicants using the Commission authorizations.

### I. Description of the Transaction

The current ownership structure and control of the Applicants is illustrated in **Attachment 1**. DISH now seeks to assign the Commission authorizations held by DBSD Services to DBSD Corporation, a Colorado corporation (the “Transaction”), and the Transaction will be consummated following approval by the Commission. The Transaction will result in a wholly-owned direct subsidiary of DBSD Services, DBSD Corporation, holding the Commission authorizations previously held by DBSD Services. The ultimate control and 100% indirect ownership of all of the Commission authorizations will remain with DISH.

### II. Authorizations to be Assigned

DBSD Services and DISH seek consent to the *pro forma* assignment of the following Commission authorizations:

Call Sign	Authorization Description
S2651 <sup>1</sup>	MSS space station
E080035	S-band earth station in North Las Vegas
E080070	Ku-band earth station in North Las Vegas
E070291	S-band pointing beacon earth stations
E070290	Ka-band gateway earth station in North Las Vegas
E070272	S-band blanket license for mobile earth terminals

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<sup>1</sup> This transaction will also result in the assignment of the Letter of Intent authorization currently held by DBSD Services (File No. SAT-LOI-19970926-00163). This assignment is not subject to prior Commission approval. See New DBSD Satellite Services G.P., Debtor-in-Possession, Transfer of Control of Earth Station and Ancillary Terrestrial Component Licenses and Conforming Modifications to Commission Records, *Order*, 25 FCC Rcd. 13664, 13667-68 ¶ 7 (2010); Applications for Consent to Assign/Transfer Control of Licenses and Authorizations of New DBSD Satellite Services G.P., Debtor-in-Possession, and TerreStar License Inc., Debtor-in-Possession, *Order*, 27 FCC Rcd. 2250, 2251 n.5 (2012). The Applicants have completed a Form 312 with respect to this assignment, too, in order to notify the Commission of it.

The Applicants request that the grant of these applications include authority for assignment over any authorizations that may be obtained after this date and prior to consummation of the Transaction, including without limitation: (1) any Special Temporary Authorizations that may be held by DBSD Services; (2) authorizations issued to DBSD Services prior to consummation of the Transaction; and (3) applications filed by DBSD Services and pending during the period prior to consummation of the Transaction. In addition to the Commission authorizations, the Applicants note that DBSD Services currently holds AWS-4 wireless licenses across the United States. The *pro forma* assignment of these AWS-4 wireless licenses does not require prior Commission approval.<sup>2</sup> Rather, in accordance with the Commission's rules for *pro forma* assignment of wireless licenses, the Applicants will notify the Commission of the assignment of those licenses within 30 days of their assignment.<sup>3</sup>

### **III. The Transaction Will Serve the Public Interest**

The Transaction will serve the public interest by creating a more efficient ownership structure for DISH's wireless business. This more efficient structure should facilitate investment in any future potential service offerings using the Commission authorizations. These potential service offerings may provide innovative consumer offerings that could facilitate competition in the satellite and wireless services industries. The Transaction will result in no public interest harm as they are simply *pro forma* transactions undertaken solely as an internal corporate reorganization with no change in the ultimate control of any licensee. In addition, the Commission has already reviewed the qualifications of the Applicants, except DBSD Corporation, which is a wholly-owned indirect subsidiary of DISH and wholly-owned direct subsidiary of DBSD Services.<sup>4</sup> Accordingly, the Applicants request Commission consent to the proposed *pro forma* assignment as contemplated by the Transaction.

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<sup>2</sup> See 47 C.F.R. § 1.948(c)(1).

<sup>3</sup> See *id.*

<sup>4</sup> See New DBSD Satellite Services G.P., FCC File No. SAT-ASG-20140605-00058 (granted June 17, 2014); New DBSD Satellite Services G.P., FCC File No. SES-ASG-20140605-00448 (granted June 17, 2014); New DBSD Satellite Services G.P., FCC File No. SES-ASG-20140605-00451 (granted June 17, 2014); DBSD North America, Inc., Debtor-in-Possession, and DISH Network Corporation, *Order*, 27 FCC Rcd. 2250 (2012).

ATTACHMENT 1

