EXHIBIT F

Description of the Application and Public Interest Statement

I. INTRODUCTION

The applicants seek the consent of the Federal Communications Commission (the "Commission") to transfer control of the licenses and authorizations held by New DBSD Satellite Services G.P. debtor-in-possession ("New DBSD DIP"), and previously held by New DBSD Satellite Services G.P., formerly known as New ICO Satellite Services G.P. ("New DBSD").[1] The transfer of control will occur as a result of a change in the ownership structure of New DBSD DIP's indirect parent, DBSD North America, Inc. ("DBSD NA"), formerly known as ICO North America, Inc., upon implementation of DBSD NA's court-approved plan of reorganization.[2]

On May 15, 2009, New DBSD, DBSD NA, and DBSD NA's other subsidiaries (collectively, "DBSD") filed for protection under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") in order to restructure DBSD's liabilities.[3] On November 23, 2009, the Bankruptcy Court approved DBSD's plan of reorganization (the "Plan"), which will convert

1 *See* Policy Branch Information: Actions Taken, 24 FCC Rcd 8552 (2009); FCC Public Notice, Satellite Communications Services Information Re: Actions Taken, Report No. SES-01150 (June 24, 2009).

2 As shown in Attachment 1 of Exhibit E, Ownership Information, New DBSD is a wholly-owned indirect subsidiary of DBSD NA. This ownership structure has remained unchanged during the pendency of the chapter 11 proceedings and will remain the same under the proposed transaction.

3 In addition to New DBSD, DBSD NA wholly owns seven other subsidiaries responsible for various aspects of DBSD NA's North American operations.

approximately $750 million of DBSD NA debt into equity, thus changing the control of DBSD NA.[4]

The proposed transaction will serve the public interest and should be approved expeditiously. The proposed transaction fully complies with the Communications Act of 1934, as amended (the "Act"), and the Commission's rules and policies. Moreover, the proposed transaction will serve the public interest by enabling DBSD NA and its subsidiaries to emerge from bankruptcy and conduct their operations through a more financially secure corporate structure that will allow the companies to build upon prior innovative developmental efforts. Because DBSD will be able to restructure its debt and improve its access to capital during this unprecedented financial crisis, the public will benefit from the advanced communications capabilities that DBSD's next-generation Mobile Satellite Service/Ancillary Terrestrial Component ("MSS/ATC") services will bring. Granting this application will leave DBSD better positioned to deliver competitive mobile broadband and other advanced services to rural and non-rural consumers, as well as public safety entities nationwide.

II. BACKGROUND

ICO Global Communications (Holdings) Limited ("ICO Global") formed DBSD NA in December 2004 to develop an integrated MSS/ATC system to serve North America using a geostationary-orbit satellite. DBSD NA's wholly owned, indirect subsidiary, New DBSD, obtained authorization in May 2005 to provide MSS using a geostationary-orbit satellite and selected the 2010-2020 MHz and 2180-2190 MHz bands for its operations.[5] In January 2009,

4 *See* In re DBSD North America, Inc., Case No. 09-13061 (Bankr. S.D.N.Y. Nov. 23, 2009) (confirming DBSD NA's second amended joint plan of reorganization).

5 *See* ICO Satellite Services G.P., 20 FCC Rcd 9797, 9797 (IB 2005); Policy Branch Information: Actions Taken, 23 FCC Rcd 8551, 8551 (IB 2008). In July 2001, the Commission authorized New DBSD's predecessor-in-interest, ICO Services Limited, to provide MSS using non-geostationary-orbit satellites. *See* ICO Services

New DBSD received Commission approval to operate dual-mode mobile earth terminals ("METs") and ATC facilities on a non-common-carrier basis.[6]

In August 2005, DBSD NA issued $650 million in aggregate principal amount of 7.5% convertible senior secured notes due August 15, 2009, to fund its North American satellite development initiatives and operations (the "Senior Notes"). The Senior Notes were secured by a second-priority security interest in substantially all of the assets of DBSD NA and its subsidiaries, as well as by a second-priority pledge of the equity of DBSD NA by ICO Global. On March 27, 2008, due in part to the unanticipated illiquidity of certain auction rate securities ("Auction Rate Securities") in which DBSD NA had invested, DBSD NA entered into a $40 million revolving credit facility (the "Credit Facility") to provide the cash flow necessary to insure DBSD's satellite, DBSD G1, for launch and to sustain operations during 2008. The Credit Facility was secured by a first-priority security interest in substantially all of the assets of DBSD NA and its subsidiaries, as well as by a first-priority pledge of the equity of DBSD NA by ICO Global.

The disrupted credit markets and the continued illiquidity of the Auction Rate Securities rendered DBSD NA unable to satisfy, recapitalize, or refinance the Senior Notes or the Credit Facility when they matured in May 2009. In addition, despite the successful launch of DBSD G1 in April 2008, New DBSD was prohibited under Commission rules from offering commercial

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Limited, 16 FCC Rcd 13762, 13762 (IB/OET 2001). The Commission authorized ICO Satellite Services G.P. ("ICO Satellite Services") to provide MSS using a geostationary satellite in 2005. ICO Satellite Services G.P., 20 FCC Rcd 9797, 9797 (IB 2005). The Commission approved the pro forma assignment of the MSS authorization to New DBSD in 2005. *See* Policy Branch Information: Actions Taken, 20 FCC Rcd 16835 (2005).

6 *See* New ICO Satellite Services G.P., Order and Authorization, 24 FCC Rcd 171 (IB 2009) ("Order").

services until more than a year later, when the Commission provided regulatory relief in June 2009.[7] Under these circumstances, on May 15, 2009, DBSD filed for chapter 11 protection.

III. DESCRIPTION OF THE TRANSACTION

A. Structure of the Transaction

Under the proposed transaction, ownership control of New DBSD DIP's indirect parent, DBSD NA, will change, but the corporate structure of DBSD NA in relation to its subsidiaries, including New DBSD, will remain unchanged. New DBSD DIP holds a Letter of Intent (the "LOI") authorization and associated licenses for Ka, Ku, and S Band earth stations, as well as METs and ATC facilities. New DBSD will hold these licenses and authorizations after consummation of the proposed transaction.

Under the court-approved Plan, claims of senior note holders, other lenders, and certain general unsecured claim holders will be converted into equity of the reorganized DBSD NA. The current equity of DBSD NA, 99.84 percent of which is held by ICO Global, will be cancelled and replaced entirely by new Class A Common Stock (the "New Common Stock"). The New Common Stock will have equal voting and equity rights. At issuance, the New Common Stock will not be registered under the Securities Act or listed on a national securities exchange.

B. Equity Distributions

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7 Prior to the Commission's elimination of its top 30 market rule in June 2009, New DBSD was prohibited from providing commercial services. As a result of the elimination of the top 30 market rule, New DBSD may now offer commercial services, provided that it successfully coordinates with incumbent operators in markets that remain uncleared. *See* Improving Public Safety Commc'ns in the 800 MHz Band, Report and Order and Order and Further Notice of Proposed Rulemaking, 24 FCC Rcd 7904, 7922-23 (2009).

Equity distributions will be made under the Plan to a number of different groups, including: (1) senior note holders; (2) participants in an exit financing facility; (3) unsecured creditors; and (4) ICO Global.

Senior note holders: Senior note holders will be issued New Common Stock based upon their debt holdings. In exchange for the retirement of their debt, senior note holders will receive approximately 94 percent of the New Common Stock in reorganized DBSD NA on a *pro rata* basis consistent with their respective holdings of DBSD NA's senior notes ("Senior Note Holder Allocation"), subject to dilution by the New Common Stock to be allocated to the Exit Facility Lenders (as defined below).

Exit Facility Lenders: Approximately 20 percent of the New Common Stock will be distributed, or reserved for distribution, to lenders under the $53 million credit facility contemplated pursuant to the Plan (the "Exit Facility Lenders") on a *pro rata* basis consistent with each Exit Facility Lender's participation.

Most of the senior note holders entitled to New Common Stock under the Plan are also expected to be Exit Facility Lenders. Therefore, for purposes of this application, the initial exit facility allocation will be aggregated and attributed to those senior note holders who would be entitled to additional New Common Stock as Exit Facility Lenders in order to determine their proposed ownership interests in reorganized DBSD NA. The exit facility consists of an initial loan that will close on or prior to the effective date of the plan,[8] entitling the Exit Facility Lenders to 11.02 percent of the New Common Stock, and a delayed drawdown loan that can be accessed on January 1, 2011, unless an earlier date is agreed upon, entitling the participating

8 Upon approval of this application by the Commission, the exit facility will close simultaneously with the implementation of the Plan.

lenders to an additional 8.98 percent of the New Common Stock. The exact percentages of New Common Stock ownership, however, may be affected by the actual timing of the draws on the exit facility and the ultimate *pro rata* participation of the Exit Facility Lenders in the exit facility. The ownership disclosure in Exhibit E is based upon the senior note holders' distributions of New Common Stock as approved by the Bankruptcy Court as well as their maximum *pro rata* entitlements as participants in the Initial Loan.

None of the greater than ten percent owners listed herein will acquire a controlling interest in DBSD NA based on their participation in the exit facility. Even accounting for full attribution of the 20 percent exit facility allocation at the effective date of the plan and emergence from the chapter 11 process, no substantial change in the identities of the greater than ten percent shareholders listed in Exhibit E to this application is expected. If required, the applicants will update the record in this proceeding pursuant to Section 1.65 of the Commission's rules to notify the Commission of any substantial changes in the ownership information provided herein.[9]

Unsecured creditors: Certain unsecured creditors will receive equity based upon their prepetition claims against DBSD NA and its subsidiaries. These unsecured creditors will be issued approximately 0.75 percent of the New Common Stock in reorganized DBSD NA under the Plan, subject to dilution by the New Common Stock to be allocated to lenders of the Exit Facility.

ICO Global: Finally, ICO Global, which currently holds 99.84 percent of DBSD NA's equity, will receive approximately 5 percent of the equity of reorganized DBSD NA through the

9 47 C.F.R. § 1.65.

issuance of New Common Stock, subject to dilution by the New Common Stock to be allocated to lenders of the Exit Facility.

C. The Authorizations to Be Transferred

This application is one of three concurrently filed applications collectively seeking consent to the transfer of control of the following authorizations:

Licensee	Call Sign/File No.	Radio Service
New DBSD Satellite Services, G.P.	S2651	MSS
New DBSD Satellite Services, G.P.	E080035	S-band NLV station
New DBSD Satellite Services G.P.	E080070	Ku-band NLV station
New DBSD Satellite Services G.P.	E070291	S-band PBS stations
New DBSD Satellite Services G.P.	E070290	Ka-band NLV Gateway Earth Station
New DBSD Satellite Services G.P.	E070272	MET and ATC

New DBSD has also notified the FCC that it intends to commence construction and testing of its MSS/ATC system pursuant to Sections 25.136(g) and 25.149(j) of the Commission's rules, 47 C.F.R. §§ 25.136(g), 25.149(j).[10]

New DBSD DIP requests that grant of these applications include authority for transfer of control of any authorizations that may be obtained after this date and prior to consummation of the transaction discussed herein, including: (1) Special Temporary Authorizations ("STAs") held by DBSD NA or its subsidiaries; (2) authorizations issued to DBSD NA or its subsidiaries prior

10 Letter from Suzanne Hutchings Malloy to Marlene Dortch, Secretary, FCC (Aug. 24, 2007).

to consummation; and (3) applications filed by DBSD NA or its subsidiaries and pending during the period prior to consummation.

After approval of the proposed transaction, New DBSD, as reorganized under the Plan, will continue to hold the LOI authorization for the 2 GHz assignment, the license for four S-band Pointing Beacon Station earth stations, the Las Vegas S-band test antenna license, Ku-band and Ka-band gateway earth station licenses, the blanket MET/ATC license, and any new authorizations obtained prior to consummation of the transaction.

IV. THE PROPOSED TRANSACTION WILL YIELD SUBSTANTIAL PUBLIC INTEREST BENEFITS

The proposed transfer of control should be approved. Under Section 310(d) of the Act, the Commission may approve the proposed transfer of control upon a finding that "the public interest, convenience, and necessity will be served."[11] The Commission's public interest evaluation necessarily encompasses the "broad aims of the Communications Act,"[12] which include, among other things, accelerating private sector deployment of advanced services, ensuring a diversity of license holdings, avoiding anti-competitive effects, and generally managing the spectrum in the public interest.[13] The Commission's public interest analysis also

11 47 U.S.C. § 310(d).

12 *See* IntelSat Holdings, Ltd., Mem. Op. and Order, 22 FCC Rcd 22151, 22156-57 (2007) ("Intelsat Serafina Order"); BCE Inc. and Lorel Skynet Corp., Mem. Op. and Order, 22 FCC Rcd 18049, 18053 (2007) ("BCE-Loral Order"); Verizon Commc'ns Inc. and America Movil, Mem. Op. and Order, 22 FCC Rcd 6195, 6203-04 (2007) ("TELPRI Order"); Guam Cellular and Paging and DoCoMo Guam Holdings, Inc., Mem. Op. and Order, 21 FCC Rcd 13580, 13591 (2006) ("DoCoMo-Guam Cellular Order"); Midwest Wireless Holdings and ALLTEL Commc'ns Inc., Mem. Op. and Order, 21 FCC Rcd 11526, 11537 (2006) ("ALLTEL-Midwest Wireless Order"); SBC Commc'ns Inc. and AT&T Corp., Mem. Op. and Order, 20 FCC Rcd 18290, 18301-02 (2005) ("SBC/AT&T Order"); Verizon Commc'ns Inc. and MCI, Inc., Mem. Op. and Order, 20 FCC Rcd 18433, 18443-44 (2005) ("Verizon/MCI Order").

13 *See* Iridium Holdings LLC, Mem. Op. and Order, 24 FCC Rcd 10725, 10733 (2009) ("Iridium –GHL Order") (citing 47 U.S.C. §§ 157 (incorporating section 706 of the Telecommunications Act of 1996, Pub. L. No. 104-104, 110 Stat. 56 (1996) (1996 Act), 254, 332(c)(7)); 1996 Act, Preamble); BCE-Loral Order, 22 FCC Rcd at

may include assessing whether the proposed transaction will affect the quality of communications services or will result in the provision of new or additional services to consumers.[14] In conducting this analysis, "the Commission may consider technological and market changes; the nature, complexity, and speed of change," as well as "trends within the communications industry."[15]

The Plan will enable DBSD to continue development of its MSS/ATC system and to raise additional capital required for the development, operation, and long-term viability of its system. The Commission has found that a transaction facilitating the retirement of debt during periods of global financial instability and improving access to capital is likely to offer substantial public benefits.[16] The Plan provides for the restructuring and substantial de-leveraging of DBSD NA's capital structure and affords DBSD greater liquidity to meet its operational requirements. The new financial and operational structure will allow DBSD to fulfill the public interest benefits of MSS/ATC, including the provision of increased network capacity, more efficient use of spectrum, extension of service coverage to areas where MSS operators previously have been unable to offer reliable service, improved emergency communications, enhanced competition, and economies of scale that will be passed along to consumers.[17]

18053; TELPRI Order, 22 FCC Rcd at 6203; DoCoMo-Guam Cellular Order, 21 FCC Rcd at 13591; SBC/AT&T Order, 20 FCC Rcd at 18301; Verizon/MCI Order, 20 FCC Rcd at 18443-44.

14 *See* BCE-Loral Order, 22 FCC Rcd at 18053; TELPRI Order, 22 FCC Rcd at 6204; DoCoMo-Guam Cellular Order, 21 FCC Rcd at 13591; ALLTEL-Midwest Wireless Order, 21 FCC Rcd at 11537; SBC/AT&T Order, 20 FCC Rcd at 18301; Verizon/MCI Order, 20 FCC Rcd at 18443-44.

15 *See* Iridium –GHL Order, 24 FCC Rcd at 10733.

16 *See* Iridium –GHL Order, 24 FCC Rcd at 10733.

17 Flexibility for Delivery of Communications by Mobile Satellite Service Providers in the 2 GHz Band, the L-Band, and the 1.6/2.4 GHz Bands, Report and Order and Notice of Proposed Rulemaking, 18 FCC Rcd 1962, ¶¶ 2, 20, 45, and 210-11 (2003).

The transfer of control of licenses pursuant to the new ownership of DBSD NA serves the public interest and furthers the "broad aims" of the Act. DBSD's restructuring under bankruptcy court protection will enable it to provide authorized services free of significant debt burdens. This restructuring will also enhance DBSD's ability to secure financing and to attract potential strategic and financial investors, thus facilitating the continued development of new hybrid satellite/terrestrial technologies and competitive services. In addition, as discussed in Section V below, the proposed transaction will not result in competitive harms or otherwise frustrate any other Commission policy objective. Accordingly, the proposed transaction will serve the public interest and satisfy the requirements of Section 310(d) of the Act.

The Commission routinely has found that approving the transfer of authorizations in connection with entities emerging from bankruptcy-related restructuring benefits the public interest by facilitating the introduction of new services and continuation of existing services to the public.[18] Consistent with Commission precedent, approval of the proposed transfer of control will enable DBSD to proceed with its bankruptcy-related restructuring and with the planned deployment of its innovative MSS/ATC system.

Throughout 2008 and 2009, DBSD has been testing the first-of its-kind MSS/ATC system. DBSD has focused on leveraging the unique advantages of its satellite, ground-based-beam-forming ("GBBF") system, and its system's capability to support hybrid MSS/ATC services. The DBSD G1 S-band phased-array antenna provides the flexibility of generating a very large number of transmit and receive communications beam configurations over the service

18 International Authorizations Granted, 19 FCC Rcd 4079 (2004); Space Station Licensee, Inc. and Iridium Constellation LLC, Mem. Op. and Order, 17 FCC Rcd 2271, 2288-89 (IB 2002); ICO-Teledesic Global Limited, Mem. Op. and Order, 16 FCC Rcd 6403, 6407 (IB 2001). *See also* Loral/Qualcomm Partnership, L.P., Order, 10 FCC Rcd 2333, 2334 (IB 1995) (even if a "major" change of ownership occurs, it is in the public interest when it is motivated by a need for financing).

area, including simultaneous support of a single beam covering the continental United States and up to approximately 250 spot beams. GBBF provides the unprecedented capability to adjust communication beam size, shape, location, power, frequency assignments, and protocol employed – all from the ground. Transmit and receive capacity can be redistributed on a real-time basis. DBSD has been a pioneer in developing and deploying GBBF. DBSD G1 is the first satellite ever launched to use GBBF in the forward and return links. This powerful new capability will allow the MSS system to be adapted to changing service needs and to support dynamic interaction with complementary terrestrial systems.

By employing the advanced antenna design along with innovative GBBF technologies, DBSD will be able to implement a variety of air interface protocols in unique and different ways. DBSD's MSS/ATC system is able to simultaneously support different protocols and air interfaces with different requirements for coverage, power, and interference protection. This capability enables the simultaneous provision of a variety of services using multiple technology platforms. In addition, the flexibility of DBSD's MSS/ATC system allows the system to be reconfigured for new services as user demand or other market forces dictate.

DBSD has been conducting "Alpha" trials of its hybrid MSS/ATC system and dual-mode mobile devices using the GMR1 air interface and Digital Video Broadcast – Satellite Handheld standard to test and demonstrate the capabilities of these systems. These Alpha trials have validated hybrid satellite/terrestrial architectures and coverage models, while also demonstrating the differentiated service capabilities of MSS/ATC systems beyond traditional voice and data services. The trials also have demonstrated extremely efficient use of spectrum and system resources, as well as ubiquitous nationwide coverage and capacity. Moreover, these trials were

the first to show operation of a single frequency network spanning satellite and terrestrial transmitters.

Concurrently with the Alpha trials, DBSD also launched efforts to ensure that the capabilities of its MSS/ATC network can be integrated seamlessly and at low cost into next-generation user devices, thus providing end users with ubiquitous access to advanced communications services. In 2006, DBSD entered into multiple development contracts to study the ability to include satellite communications protocols into cellular chipsets at no incremental cost. DBSD then launched a development program with Qualcomm to demonstrate that satellite communication technology could be integrated into a standard cellular chipset, thus enabling efficient and cost-effective integrated terrestrial/satellite services. Qualcomm used its standard chipset development platforms to create a prototype handset using the Geo Mobile Satellite Air-interface (Satellite-EVDO) ("GMSA") protocol that DBSD demonstrated to the public at the CTIA Wireless Show in 2009.

With this foundation in place (*i.e.*, a flip-phone or other small, internal antenna, style handset that communicates with a geosynchronous satellite), DBSD joined with Qualcomm and other MSS operators such as TerreStar and Skyterra, to commercialize this technology and, in the process, create a common platform that has the potential to reduce costs for, and enhance the competitiveness of, the entire MSS/ATC industry. Under this joint arrangement, Qualcomm will (a) integrate satellite and cellular communication technology in select multi-mode mobile baseband chips, (b) develop the GMSA satellite protocol and include it in the firmware of select, upcoming multi-mode baseband chips, and (c) offer select RF processors that support the L- and S-band frequencies in which DBSD, Skyterra, and TerreStar operate. The new chips are expected to be available beginning in 2010. More importantly, Qualcomm will sell and support

its hybrid MSS/terrestrial chipsets to mobile device vendors in the same manner it does with its terrestrial wireless chipsets today and at no incremental cost to its customers. This will enable terminal equipment manufacturers to provide a full range of handhelds and mobile computing devices capable of terrestrial connectivity with 3GPP and 3GPP2 technologies across the L- and S-bands, as well as a wide range of existing mobile terrestrial frequency bands.

By establishing multiple platforms for hybrid broadcast and interactive services, DBSD showed that its MSS/ATC system will facilitate more mass market deployment through increased capacity, thus enabling delivery of service to far more customers than traditional mobile voice services have allowed to date. Deploying these IP-based platforms for innovative and differentiated offerings will also enable the implementation of next-generation mobile networks that will help meet the growing consumer demand for competitive data services, while leveraging unique MSS-based capabilities for advanced services to rural and otherwise unserved areas. Through these initiatives, DBSD has demonstrated MSS/ATC network technologies from a platform that has wide commercial appeal and can be used for numerous broadband services, as well as public safety and other emergency communications applications, all with the scale of commercial products previously not offered by other MSS systems.

V. THE PROPOSED TRANSACTION WILL FOSTER COMPETITION

The proposed transfer of control will cause no competitive harm and, in fact, will foster competition. No individual or entity will obtain a controlling interest in DBSD NA, and no 10 percent or greater investor in DBSD NA will hold a controlling interest in another MSS provider. The largest ownership interest in DBSD NA that any individual or entity will acquire is approximately 21.73 percent interest, to be controlled by Highland Capital Management, LP ("Highland") through various managed/advised accounts, as described in Exhibit E. Moreover,

Highland holds no controlling interest in any other Commission-licensed service provider. In fact, of the individuals or entities that will hold a ten percent or greater ownership interest in the reorganized DBSD NA, only one—Charles Ergen, who has majority voting control of DISH Network Corporation[19] and its subsidiary Chesapeake Capital Advisors (collectively, "DISH")—holds a controlling interest in another Commission-licensed, non-MSS provider. DISH will hold at most 15.15 percent of reorganized DBSD NA's equity as described in Exhibit E.[20] Therefore, no individual or entity will hold controlling interests in both DBSD NA and another Commission licensee. As a result, no competitive harm is possible. To the contrary, after the financial restructuring, DBSD will emerge as a stronger competitor and will be better equipped to offer competitive advanced services over its MSS/ATC system, thus benefiting consumers and public safety users alike.

VI. CONCLUSION

The applicants have demonstrated that granting the instant application will advance the public interest by enabling DBSD to introduce new and innovative services and enhance competition in the market for advanced communications services. Upon emergence from chapter 11 protection and upon Commission approval of this application, DBSD will be better positioned to finance and complete development of its MSS/ATC system. Accordingly, the applicants request that the Commission grant this application on an expedited basis in order to

19 DISH, through certain of its subsidiaries, operates the DISH Network television service, which provides a direct broadcast satellite subscription television service in the United States.

20 Charles W. Ergen, through his control of EchoStar Corporation, also holds a non-controlling 21.55 percent voting interest in TerreStar Corporation, MSS operator TerreStar's parent company, and 16.41 percent of TerreStar Corporation's total capital stock. *See* TerreStar response to IB information request, File No. ISP-PDR-20080229-00004 (Aug. 21, 2009).

safeguard funding for the continued operation of DBSD and to ensure the successful

reorganization and emergence of reorganized DBSD NA and its subsidiaries from bankruptcy.