

## Exhibit F

### **DESCRIPTION OF THE PROPOSED PRO FORMA ASSIGNMENT AND PUBLIC INTEREST STATEMENT<sup>1</sup>**

This application seeks Commission consent to the *pro forma* transfer of control and assignments of the licenses and applications listed in this application as a result of an internal corporate reorganization among DIRECTV and certain of its wholly-owned subsidiaries, including DIRECTV Enterprises, LLC (“Enterprises”), DIRECTV, Inc. (“DTVI”),<sup>2</sup> and LABC Productions, LLC (“LABC”), each of which holds at least one Commission license.<sup>3</sup>

This transaction will: (1) transfer the licenses held by DTVI and LABC into Enterprises, which already holds the vast majority of licenses under DIRECTV’s control; and (2) add a new, intermediate limited liability entity—to be named DIRECTV, LLC (“New LLC”)—between Enterprises and its ultimate parent, DIRECTV. Thus, both ultimate control of the licenses and 100 percent indirect ownership of each license will remain with DIRECTV and its shareholders. As such, this transaction qualifies as a non-substantial, or *pro forma*, transfer of control under the Commission’s rules.<sup>4</sup>

#### **I. Background and Existing Corporate Structure**

The vast majority of DIRECTV’s satellite and radio licenses are now held by Enterprises, a Delaware limited liability corporation. As set forth in Figure 1, below, Enterprises directly and wholly owns both DTVI, a California corporation, and DIRECTV Operations, LLC (“Operations”), a California limited liability company. DTVI, in turn, indirectly wholly owns LABC, a California limited liability company.

Enterprises is directly wholly owned by DIRECTV Holdings, LLC (“Holdings”), a Delaware limited liability company. Holdings is directly wholly owned by The DIRECTV Group, Inc. (“DTVG”), a Delaware corporation. DTVG is indirectly wholly owned by DIRECTV, a Delaware corporation. DIRECTV in turn is owned by its shareholders, a large and diverse group primarily composed of institutional and other public shareholders.

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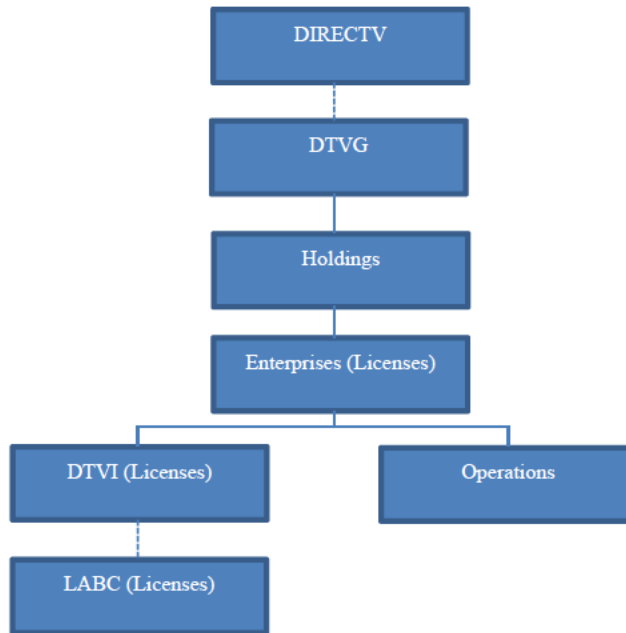
<sup>1</sup> Enterprises also holds one blanket earth station license for up to one million earth stations to communicate with the DIR satellite in the Ku-Band at 72.5° W.L. See SES-MFS-20061213-02157, call sign E040024. However, Enterprises intends to cease service under that blanket license prior to consummating the transaction at issue in this application.

<sup>2</sup> DTVI also holds a license with a separate FCC Registration Number—6400899—that is designated as “DIRECTV-LABC.” As DTVI holds the license, and DIRECTV-LABC is not itself a corporate entity, DTVI is the applicant with respect to that license.

<sup>3</sup> 47 C.F.R. §25.119.

<sup>4</sup> To the extent that Enterprises has received authority to operate any of the licenses identified in this application under special temporary authority at the time this assignment is consummated, DIRECTV requests a determination by the Commission that the grant of this Application includes authority for DIRECTV to assign such temporary authorizations.

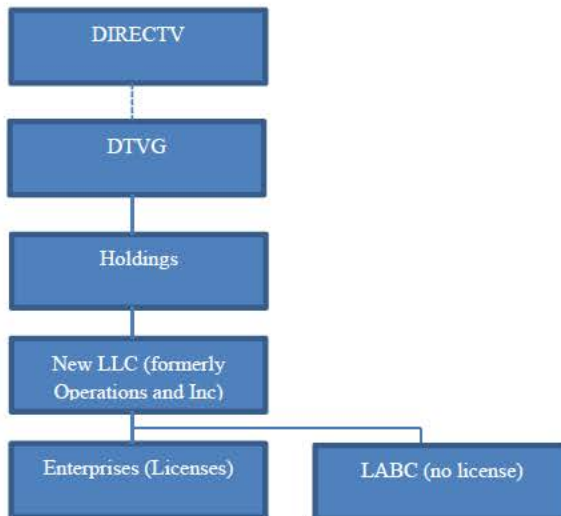
**Figure One: Existing Corporate Structure (Abbreviated)**



## **II. Description of Transaction and Public Interest Benefits**

In a series of interrelated transactions, DIRECTV will: (1) merge DTVI into Operations; (2) Rename Operations as New LLC; (3) place newly-named New LLC between Holdings and Enterprises; and (4) reassign certain company functions between New LLC and Enterprises—including assigning all licenses now held by DTVI and LABC to Enterprises. DIRECTV’s new abbreviated corporate structure will look as follows:

**Figure Two: Post Transaction Corporate Structure**



As discussed above, each of the licenses referenced in this transaction will remain with entities ultimately wholly owned by DIRECTV. Indeed, most will remain with Enterprises itself (while the remainder will be assigned to Enterprises). As such, this proposed transaction qualifies for *pro forma* treatment by the Commission.

The proposed corporate reorganization will permit DIRECTV to operate more efficiently. Moreover, from a regulatory perspective, it will enable DIRECTV to consolidate licenses that are now held by three separate, wholly-owned corporate entities (Enterprises, DTVI, and LABC) into a single entity, Enterprises, thereby simplifying regulatory compliance. Accordingly, Enterprises respectfully requests that the Commission consent to the proposed *pro forma* transfer and assignment.

## Authorizations to be Transferred

### International Bureau Authorizations

#### **Licensee/Registrant**

#### **Call Sign**

DIRECTV Enterprises, LLC  
*Satellite Space Stations-DBS*

S2430  
S2455  
S2632  
S2669  
S2673  
S2693

DIRECTV Enterprises, LLC  
*Satellite Space Stations – Ka-Band*

S2132  
S2133  
S2191  
S2797  
S2711  
S2712  
S2796  
S2640  
S2641  
S2689

DIRECTV Enterprises, LLC  
*Satellite Earth Stations – Transmit/Receive*

E010129  
E010130  
E010237  
E020172  
E020241  
E020242  
E030105  
E030117  
E050112  
E050113  
E050121  
E050122  
E050229  
E050230  
E050255  
E050286  
E060014  
E060187  
E060188  
E060236

E060298  
E060299  
E060441  
E070002  
E070023  
E070027  
E070073  
E070074  
E070111  
E070122  
E070123  
E080025  
E080026  
E080027  
E080028  
E080056  
E080057  
E090024  
E090025  
E090068  
E090076  
E090088  
E090107  
E090173  
E100079  
E100080  
E100119  
E100120  
E100121  
E100122  
E110004  
E930191  
E930229  
E930304  
E930485  
E950349  
E980285  
E990159  
E990545

DIRECTV Enterprises, LLC  
*Satellite Earth Stations – Transmit Only*

E050340

DIRECTV Enterprises, LLC  
*Satellite Earth Stations – Receive Only*

E040179  
E040180  
E090069

E980170  
E980341

DIRECTV Enterprises, LLC  
*Radio Service YG*

WPZC401

**Authorizations to be Assigned**

International Bureau Authorizations

**Licensee/Registrant**

**Call Sign**

DIRECTV, Inc. (a/k/a DIRECTV – LABC)  
*Land Mobile Radio*

WPTZ691

LABC Productions, LLC  
*Radio Service LP*

WQIU946

DIRECTV Inc.  
*Radio Service IG*

WQHM919