

**Description of *Pro Forma* Transaction and  
Public Interest Statement**

AT&T Inc. (“AT&T”) hereby seeks consent for the *pro forma* transfer of control of the earth and space station licenses held by DIRECTV Enterprises, LLC (“DIRECTV”) and the earth station license held by California Broadcast Center, LLC (“CBC”) from DIRECTV Group Holdings, LLC (“DIRECTV Group”) to SBC Telecom, Inc. (“SBC”). As part of a planned internal reorganization set to occur on December 31, 2016, changes will occur in DIRECTV’s and CBC’s indirect ownership that will result in both companies becoming indirectly controlled by SBC.<sup>1</sup> Specifically, interests in DIRECTV and CBC’s intermediate parents will be contributed into SBC such that SBC will become both companies’ indirect parent.

As DIRECTV, CBC, DIRECTV Group, and SBC are wholly owned subsidiaries of AT&T, no substantial change in control of the affected licenses will occur.<sup>2</sup> The Commission has stated that, in situations “where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”<sup>3</sup> Applicants request that Commission staff expeditiously grant these applications.

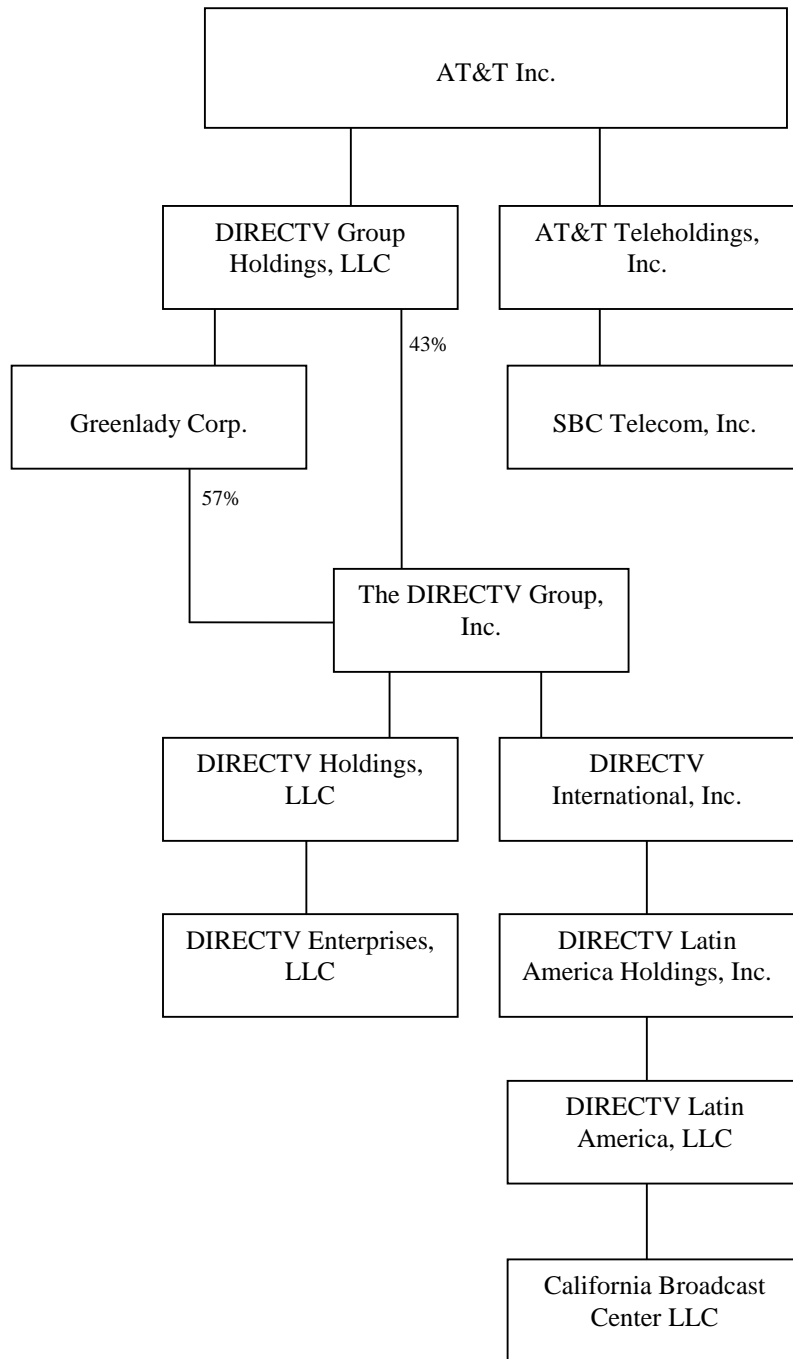
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<sup>1</sup> Please see the attached charts for a pictorial representation of the corporate structure of NCWPCS’s ownership, both before and after the reorganization.

<sup>2</sup> *In re Fed. Communications Bar Ass’n’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses & Transfers of Control Involving Telecomms. Carriers*, Memorandum Opinion and Order, 13 FCC Rcd. 6293, 6299, ¶ 8 (1998).

<sup>3</sup> *Id.* at 6295, ¶ 2.

**Pre-Reorganization<sup>4</sup>**



<sup>4</sup> All ownership percentages are rounded to the nearest percentage.

**Post-Reorganization**

