

FCC Form 312
Application for Assignment of Authorization
Exhibit F

Description of Transaction and Public Interest Statement

PetroCom License Corporation (“PetroCom License”) and Broadpoint Wireless License Co., LLC (“Broadpoint License”) (collectively, the “Parties”) seek Commission consent to the assignment of the satellite service licenses referenced in this application (the “FCC Licenses”) from PetroCom License, as the Assignor, to Broadpoint License, as the Assignee.^{1/} The owners of Broadpoint License also hold a majority interest in a number of affiliates^{2/} that predominantly provide commercial mobile radio service (“CMRS”) in rural areas, and its qualification to control FCC licenses is a matter of public record.

The management of the Parties involved in this transaction has experience operating wireless systems in rural areas and is well-positioned to provide customers in the Gulf of Mexico with high-quality wireless services. For example, Broadpoint’s Affiliates currently promote the public interest by providing a range of services to customers throughout Montana, northern Wyoming, and parts of Texas and Oklahoma. This team will bring the benefit of its experience to the existing customers in the Gulf of Mexico.

Specifically, the Affiliates expect to share with Broadpoint License its systems and resources, including an established billing platform, a full-service customer care center, accounting and finance, IT, roaming administration, and human resources, all of which will enable Broadpoint License to serve the acquired Gulf of Mexico market independently after a customary transition period.

In addition, Broadpoint License will receive a customer base, fully built network assets, retail facilities and operations, roaming and interconnection agreements, real property, equipment and personal property, inventory, customer support and business systems, and intellectual property. While PetroCom License’s existing operations will provide an excellent platform from which to serve existing and future customers in the Gulf of

^{1/} PetroCom License is currently a wholly-owned subsidiary of PetroCom, LLC (“PetroCom”). Immediately prior to, and as part of the transaction resulting in the assignment of the FCC Licenses, PetroCom License will merge into PetroCom. PetroCom will merge with and into Broadpoint Wireless Merger-Sub, LLC, which will be the surviving entity, and the FCC Licenses will be assigned to Broadpoint License. Accordingly, Broadpoint License will become a wholly owned subsidiary of Broadpoint Wireless Merger-Sub whose ultimate ownership is shown in the attached exhibit. The Parties seek FCC consent to all of these nearly-concurrent transactions as well as the ultimate assignment of the FCC Licenses to Broadpoint License.

^{2/} MTPCS, LLC d/b/a Cellular One (“MTPCS”), TX-10 Licensee Co, LLC d/b/a Cellular One (“TX-10”) and OK-5 Licensee Co., LLC d/b/a Cellular One (“OK-5”) (collectively, the “Affiliates”) will be under common ownership and management with the Licensee.

Mexico, the Affiliates' management team expects, from time to time, to assess, upgrade, and expand these systems, just as it has done in its current service areas.

Broadpoint License is well-qualified to acquire, control and make beneficial public use of the FCC Licenses and maintain competition within the Gulf of Mexico. The proposed transaction also does not create any geographic overlap, will not adversely affect competition in the subject markets, and will otherwise serve the public interest, convenience and necessity. For these reasons, Commission grant of consent for the transaction described in this application is warranted.