

EXHIBIT F

Description of Application and Public Interest Statement

Pursuant to Section 25.119 of the Commission's rules, 47 C.F.R. § 25.119, the applicants seek Commission consent to the *pro forma* assignment of the mobile earth terminal (including ancillary terrestrial component) license of TerreStar Networks Inc., Debtor-in-Possession ("TerreStar Networks DIP"), to its wholly owned subsidiary, TerreStar License Inc., Debtor-in-Possession ("TerreStar License DIP").

Both companies are operating under bankruptcy court supervision as a result of the filing of voluntary petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code with the U.S. Bankruptcy Court for the Southern District of New York ("Bankruptcy Court").¹ The Chapter 11 filings resulted in both the involuntary, *pro forma* assignment and transfer of control of the mobile earth terminal (including ancillary terrestrial component) license from TerreStar Networks Inc. to TerreStar Networks DIP.

Grant of the proposed *pro forma* assignment of license from TerreStar Networks DIP to TerreStar License DIP will serve the public interest by facilitating an orderly Chapter 11 restructuring process and allowing the companies to consolidate their earth station licenses and other authorizations under a single licensee.

¹ See *In re TerreStar Networks, Inc.*, Case No. 10-15446(SHL)(SDNY Oct. 19, 2010). TerreStar Corporation, the ultimate parent company of the applicants, did not file a petition for reorganization. On October 20, 2010, the Bankruptcy Court granted a request for procedural consolidation and joint administration of the Chapter 11 petitions.