

**DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT**

In the instant application, DG FastChannel, Inc. (“DG FastChannel”) requests authority *nunc pro tunc* for the *pro forma* assignment of a single earth station license, Call Sign E980336,¹ from Pathfire, Inc. (“Pathfire”) to DG FastChannel. On December 17, 2010, Pathfire merged with and into DG FastChannel, with DG FastChannel being the surviving entity. As had been reported previously to the Commission, Pathfire was a wholly owned subsidiary of DG FastChannel prior to the date of merger.² Accordingly, the requested authorization would result in no change in the ultimate control of the license and, thus, this transaction is *pro forma* in nature.

Due to an administrative oversight, the parties inadvertently failed to file an application for consent to assign the above-mentioned earth station license during the course of the transaction. DG FastChannel recently became aware of the mistake in preparation for its 2011 regulatory fee submission. DG FastChannel regrets the oversight and, through this filing and its contemporaneous request for special temporary authorization,³ is taking prompt action seeking to rectify the oversight. DG FastChannel thus seeks authority for the *pro forma* assignment of the earth station license.

DG FastChannel provides digital media distribution and management solutions to the television, media, and entertainment industries. It operates the largest domestic network designed specifically for advertising spot distribution. Broadcasters rely on DG FastChannel’s distribution system to deliver programming and advertisements to their stations via an IP-based platform, eliminating the need for video tapes. DG FastChannel does not use the earth station facility at issue to provide a telecommunications service subject to Title II of the Communications Act of 1934, as amended. Rather, DG FastChannel utilizes the facility to carry DG FastChannel’s own communications as part of its underlying business. Specifically, the earth station facility is used to provide expanded capacity to DG FastChannel’s distribution network and serves as a back up for other video distribution paths.⁴

Without the additional capacity afforded by the earth station facility, DG FastChannel’s distribution network may become congested, which could diminish the quality of service

¹ See File No. SES-LIC-20090304-00240.

² See File No. SES-T/C-20070531-00740.

³ Concurrent with this filing, DG FastChannel is submitting a request for special temporary authorization to allow it to use the earth station facility while the instant assignment application is pending.

⁴ DG FastChannel also holds an earth station license, Call Sign E090202, through which it operates one 4.6 meter antenna that transmits and receives data and video. See File No. SES-LIC-20091111-01444.

provided to its customers. Grant of the *pro forma* assignment would allow DG FastChannel to continue to distribute programming and advertisements to broadcast stations at the high level of quality and reliability to which its customers are accustomed. Therefore, the public interest would be served by the grant of the requested assignment, because it would facilitate DG FastChannel's provision of video delivery service to its customers, which in turn would ensure the continued availability of the broadcast and media services provided by those customers to the public. Due to the non-substantial nature of the assignment, there are no public interest harms that would weigh against these public interest benefits.

DG FastChannel is a Delaware corporation and a publicly traded company headquartered at 750 West John Carpenter Freeway, Suite 700, Irving, Texas 75039. As a publicly traded company, the stock of DG FastChannel is widely held. Based on publicly available SEC filings, FMR LLC and affiliates beneficially owned approximately 15.5% of DG FastChannel's voting stock as of March 31, 2011. FMR LLC is a limited liability company formed under the laws of the Commonwealth of Massachusetts, and its address is 82 Devonshire Street, Boston, MA 02109. There are no other stockholders holding 10 percent or more of DG FastChannel's voting stock.

The following are the directors and senior officers of DG FastChannel, Inc., all of whom can be reached c/o DG FastChannel, Inc., 750 West John Carpenter Freeway, Suite 700, Irving, Texas 75039:

Name	Title
Scott K. Ginsburg	Chief Executive Officer, Chairman of the Board
Neil H. Nguyen	President and Chief Operating Officer and Director
Omar A. Choucair	Chief Financial Officer and Director
William Donner	Director
Lisa C. Gallagher	Director
Kevin C. Howe	Director
David M. Kantor	Director
Cecil Moore	Director
John R. Harris	Director
Jeffrey A. Rich	Director