

DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT

DISH Network Corporation (“DISH”); DISH Wireless Holding L.L.C., a wholly-owned subsidiary of DISH (“DISH Wireless”); Gamma Acquisition L.L.C., a wholly-owned subsidiary of DISH (“Gamma”); DBSD North America, Inc., a wholly-owned subsidiary of DISH (“DBSD”); DBSD Services Ltd (“DBSD Services”), a wholly-owned subsidiary of DISH; and New DBSD Satellite Services G.P. (“New DBSD GP”), a wholly-owned subsidiary of DISH, (collectively, the “Applicants”) seek Commission approval of a *pro forma* transfer of control through the transactions described below.

DISH currently holds, and, after the transactions described below, will continue to hold, 100% indirect ownership and control over all of the Applicants’ Commission authorizations. The *pro forma* transactions described below will serve the public interest by simplifying the ownership structure of DISH’s wireless business subsidiaries and reorganizing these subsidiaries under the wireless business segment of DISH. This more efficient structure should facilitate investment in any future potential service offerings by the Applicants using the authorizations.

I. Description of the Transactions

The current ownership structure and control of the Applicants is illustrated in **Attachment 1**. DISH seeks to simplify the ownership structure of the Applicants and any intervening parents, as follows:

1. The first step is to transfer 100% of the ownership interests of Gamma and DBSD from DISH to DISH Wireless (the “DISH Wireless Transaction”) (as illustrated in **Attachment 2**).
2. The next step is to “collapse” the current partnership structure under DBSD through the following transactions (the “DBSD Transactions”):
 - a. DBSD Satellite Services Ltd will transfer its 10% partnership interest in DBSD Satellite Services G.P. (“DBSD SS GP”) to DBSD Services, in exchange for 10% of the shares of DBSD Services being issued to DBSD Satellite Services Ltd (as illustrated in **Attachment 3**);
 - b. DBSD SS GP will be dissolved pursuant to Delaware law (as illustrated in **Attachment 4**);
 - c. SSG UK Ltd will transfer its 0.01% partnership interest in New DBSD GP to DBSD Services, in exchange for nominal consideration (as illustrated in **Attachment 5**); and
 - d. New DBSD GP will be dissolved pursuant to Delaware law (as illustrated in **Attachment 6**).

The DISH Wireless Transaction and DBSD Transactions are referred to herein collectively as the “Transactions” and will be consummated following approval by the

Commission. The proposed ownership structure following Commission approval of the Transactions is illustrated in **Attachment 7**.

The Transactions will: (i) transfer Gamma and DBSD under a new, intermediate entity, DISH Wireless; and (ii) result in a subsidiary of DBSD, DBSD Services, holding the Commission authorizations previously held by New DBSD GP.

The ultimate control and 100% indirect ownership of all of the authorizations will remain with DISH.

II. Authorizations To Be Transferred

New DBSD GP, Gamma, DISH Wireless, and DISH seek consent to the *pro forma* transfer of control of the following authorizations:

Call Sign	License Description	Pre-Transactions Licensee	Post-Transactions Licensee
S2651 ¹	MSS space station	New DBSD GP	DBSD Services
E080035	S-band earth station in North Las Vegas	New DBSD GP	DBSD Services
E080070	Ku-band earth station in North Las Vegas	New DBSD GP	DBSD Services
E070291	S-band pointing beacon earth stations	New DBSD GP	DBSD Services
E070290	Ka-band gateway earth station in North Las Vegas	New DBSD GP	DBSD Services
E070272	S-band blanket license for mobile earth terminals	New DBSD GP	DBSD Services
S2633 ²	MSS space station	Gamma	Gamma
E090061	15 S-band calibration earth stations	Gamma	Gamma
E070098	Ku-band earth station for two antennas in Las Vegas	Gamma	Gamma

¹ These transactions will also result in the transfer of control of the Letter of Intent authorizations previously held by Gamma (File No. SAT-LOI-19970926-00161) and New DBSD GP (File No. SAT-LOI-19970926-00163). Those transfers are not subject to prior Commission approval. *See* New DBSD Satellite Services G.P., Debtor-in-Possession, Transfer of Control of Earth Station and Ancillary Terrestrial Component Licenses and Conforming Modifications to Commission Records, *Order*, 25 FCC Rcd. 13664, 13667-68 ¶ 7 (2010); Applications for Consent to Assign/Transfer Control of Licenses and Authorizations of New DBSD Satellite Services G.P., Debtor-in-Possession, and TerreStar License Inc., Debtor-in-Possession, *Order*, 27 FCC Rcd. 2250, 2251 n.5 (2012). The Applicants have completed a Form 312 with respect to each of those transfers, too, in order to notify the Commission of them.

² *Id.*

E060430	S-band blanket license for mobile earth terminals	Gamma	Gamma
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The Applicants request that the grant of these applications include authority for transfer of control over any authorizations that may be obtained after this date and prior to consummation of the Transactions, including without limitation: (1) any Special Temporary Authorizations that may be held by New DBSD GP or Gamma; (2) authorizations issued to New DBSD GP or Gamma prior to consummation of the Transactions; and (3) applications filed by New DBSD GP or Gamma and pending during the period prior to consummation of the Transactions. In addition to the authorizations, the Applicants note that New DBSD GP and Gamma currently hold AWS-4 wireless licenses across the United States. The *pro forma* transfer of these AWS-4 wireless licenses does not require prior Commission approval.³ Rather, in accordance with the Commission’s rules for *pro forma* transfer of control of wireless licenses, the Applicants will notify the Commission of the transfer of control of those licenses within 30 days of their transfer.⁴ Furthermore, Gamma holds domestic and international Section 214 authorizations, which also do not require Commission approval prior to a *pro forma* transfer.⁵ As with the transfer of the AWS-4 wireless licenses and in accordance with the Commission’s rules, the Applicants will notify the Commission of the transfer of control of those licenses within 30 days of their transfer.⁶

III. The Transactions Will Serve the Public Interest

The Transactions will serve the public interest by simplifying the ownership structure of DISH’s wireless business subsidiaries and reorganizing these subsidiaries under the wireless business segment of DISH. This more efficient structure should facilitate investment in any future potential service offerings by the Applicants using the authorizations. These potential service offerings may provide innovative consumer offerings that could facilitate competition in the satellite and wireless services industries. The Transactions will result in no public interest harm as they are simply *pro forma* transactions undertaken solely as an internal corporate reorganization with no change in the ultimate control of any licensee. In addition, the Commission has already reviewed the qualifications of the Applicants, except DISH Wireless, which is a new wholly-owned subsidiary of DISH.⁷ Accordingly, the Applicants request Commission consent to the proposed *pro forma* transfer of control as contemplated by the Transactions.

³ See 47 C.F.R. § 1.948(c)(1).

⁴ See *id.*

⁵ See 47 C.F.R. § 63.24(d).

⁶ See 47 C.F.R. § 63.24(f).

⁷ DBSD North America, Inc., Debtor-in-Possession, and DISH Network Corporation, *Order*, 27 FCC Rcd. 2250 (2012).