

EXHIBIT F
(DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT)

This application seeks Commission approval of a *pro forma* assignment of two earth station licenses, with call signs E140108 and E150025, (the “Licenses”) from HBO Latin America Production Services, L.C. (“LAPS”) to Ole Production Services, LLC (“Assignee”), an entity wholly owned and controlled by U.S. citizen Enrique Nicolas Cusco through intermediary entities Ole Premium Channels LLC, Ole Communications Inc., and Ole Communications Group US LLC (collectively, “the Ole entities”). Please see Exhibit E for diagrams of the pre-transaction and post-transaction ownership structure of Assignee.

As noted on prior applications with the Commission, Mr. Cusco (through the Ole entities) has long shared control of LAPS with entities controlled by Time Warner Inc. (collectively, “TWX”), with each of Mr. Cusco and TWX indirectly holding 50 percent (negative) voting power. *See, e.g.*, FCC File No. SES-T/C-20131205-01175 (noting that OCG “shared control” of LAPS). In particular, Mr. Cusco, through the Ole entities, has held negative control of LAPS since before LAPS was first granted the Licenses in 2014 and 2015. *See* FCC File Nos. SES-LIC-20141022-00811 and SES-LIC-20150324-00179. As of the time of any assignment, the Assignee also will own or otherwise have access to the facilities necessary to continue to operate the services associated with the Licenses.

Through the proposed assignment, Mr. Cusco proposes to transition from 50 percent (negative) control of the Licenses to 100 percent (positive) control of the Licenses. In a variety of contexts, the Commission has previously established that, “where two parties have negative control . . . short form procedures may be used when one stockholder buys out the other.” *Canton 67, Ltd., Debtor-in-Possession, and Morton J. Kent, Assignment of License for Television Station WOAC(TV), Channel 67, Canton, Ohio*, Memorandum Opinion and Order, 7 FCC Rcd 736, 738 (1992) (also citing *Barnes Enterprises, Inc.*, 55 FCC2d 721 (1975), and *Mize & Rowland Radio*, 86 FCC2d 782 (1981)). Because the proposed assignment also will not affect the equity ownership of LAPS, *pro forma* procedures appear appropriate.

Additionally, because this application does not require a waiver of, or declaratory ruling pertaining to, any applicable Commission Rule and because the applicants hereby certify that the proposed assignment is *pro forma* and that, together with all previous *pro forma* transactions, would not result in a substantial change in control of the Licenses, this application should be deemed granted one business day after filing, pursuant to Section 25.119(h) of the Commission’s Rules.