

**FCC Form 312**  
**Exhibit E & F**

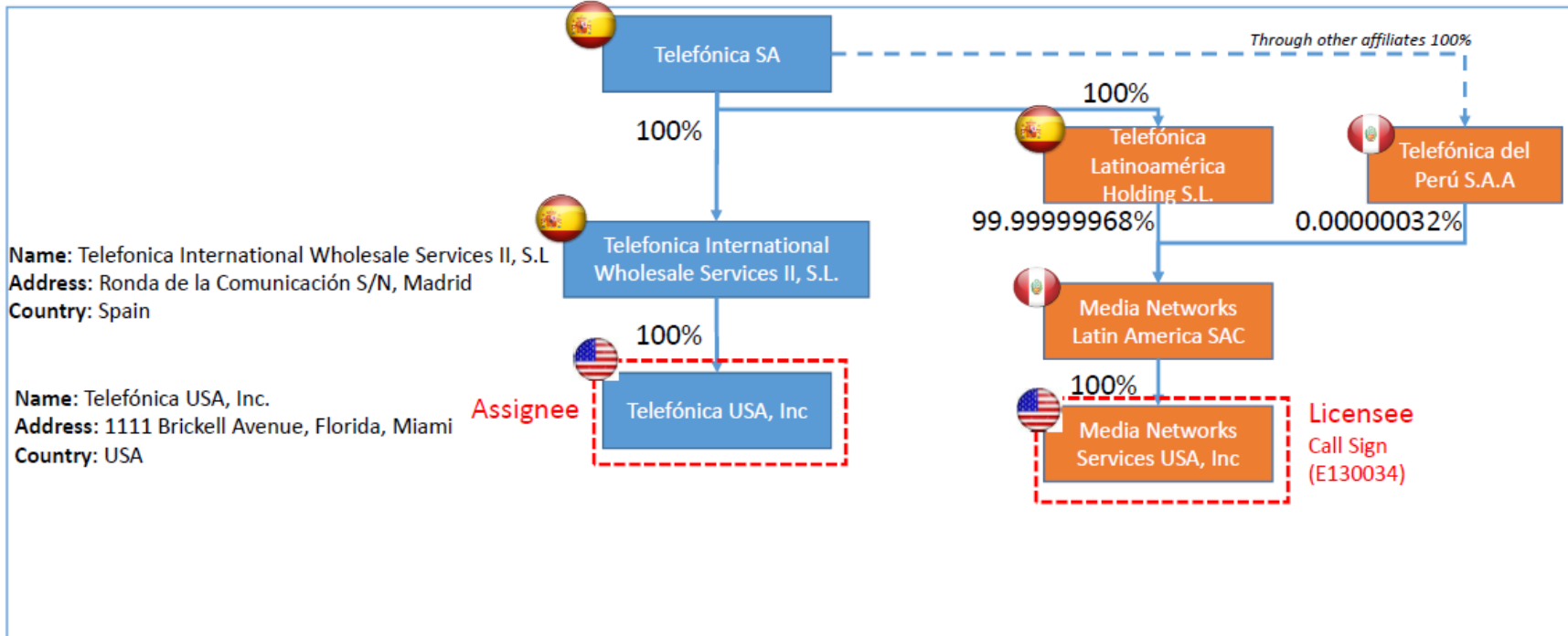
This application seeks FCC consent to the *pro forma* assignment of the license for satellite earth station E130034 (the “Station”) from Media Networks Services USA, Inc. (“MNS”) to Telefónica USA, Inc. (“TUSA”). Both MNS and TUSA are Florida corporations. The ultimate parent of both MNS and TUSA is Telefónica SA (“Telefónica”), a Spanish corporation. As part of an internal corporate restructuring, TUSA’s immediate parent (Telefónica International Wholesale Services II, S.L., a Spanish corporation) will acquire MNS from MNS’s current immediate parent (Media Networks Latin America SAC). Immediately thereafter, MNS will be merged with and into TUSA, with TUSA as the surviving company. Accordingly, the end result of this two-step process with respect to the Station will be the assignment of the Station’s license from MNS to TUSA, with Telefónica holding ultimate control both before and after consummation of the restructuring. No person or entity holds a direct or indirect 10 percent voting stock interest in Telefónica. Diagrams illustrating the Station’s ownership before and after the restructuring are attached hereto as Attachment 1.

Pursuant to 47 C.F.R. § 25.119(i), MNS and TUSA certify that the proposed assignment is *pro forma* and that, together with all previous *pro forma* transactions, it will not result in a change in the actual controlling party, which is and will remain Telefónica.

MNS uses the Station to provide satellite-based Internet data services, and TUSA will use the Station in the same manner and for the same purposes after consummation of the restructuring. Grant of this application accordingly will serve the public interest by allowing the TUSA to maintain continuity of service for MNS’s current customers and to continue to compete in the data services market.

# **Attachment 1**

### Before



### After

