

EXHIBITS E AND F

DESCRIPTION OF PROPOSED *PRO FORMA* ASSIGNMENT AND PUBLIC INTEREST STATEMENT

Pursuant to Section 25.119 of the Commission's rules, DIRECTV Enterprises, LLC ("DIRECTV") and California Broadcast Center, LLC ("CBC") hereby seek Federal Communications Commission ("Commission" or "FCC") consent to the non-substantial or *pro forma* assignment of four fixed satellite transmit/receive earth stations (call signs E010237, E120148, E950349, and E090107) from DIRECTV to CBC.

DIRECTV and CBC certify that the proposed assignment is *pro forma* and that, together with all previous *pro forma* transactions, it would not result in a change in the actual controlling party.

I. DESCRIPTION OF THE PROPOSED *PRO FORMA* ASSIGNMENT

A. Description of Transaction — Response to Question 43

This transaction proposes the non-substantial or *pro forma* assignment of four fixed satellite transmit/receive earth stations (call signs E010237, E120148, E950349, and E090107) from DIRECTV to CBC. Both DIRECTV and CBC are indirect wholly-owned subsidiaries of AT&T Inc. As such, this transaction will not change the ultimate ownership or control of the authorization. Accordingly, the assignment is *pro forma* in nature, *see* 47 C.F.R. § 63.24(d), and qualifies for grant one business day after filing, without prior public notice, *see* 47 C.F.R. § 25.119(i).

B. Ownership Structure of Assignee – Response to Question A.20

CBC, a Delaware limited liability company, is a wholly owned subsidiary of DIRECTV Latin America, LLC, a Delaware limited liability company, which is a wholly owned subsidiary of Vrio Finco 1 LLC, a Delaware limited liability company, which is a wholly owned subsidiary of Vrio Holdco Inc., a Delaware limited liability company, which is a wholly owned subsidiary of Vrio Corp., a Delaware corporation, which is a wholly owned subsidiary of AT&T Inc., a Delaware corporation. AT&T Inc. is a publicly traded company, and there is no one person or group that owns 10% or more of the stock of AT&T Inc. The address for these entities is 208 S. Akard Street, Dallas, Texas 75202.

The primary business for CBC and DIRECTV Latin America, LLC is satellite television. Vrio Finco 1 LLC, Vrio Holdco Inc., Vrio Corp., and AT&T Inc. are holding companies.

II. PUBLIC INTEREST STATEMENT — Response to Question A.21

The *pro forma* assignment of the above-mentioned earth station authorizations from DIRECTV to CBC will serve the public interest by creating operational and administrative efficiencies. The FCC routinely finds that similar non-substantial corporate changes serve the public interest. *See, e.g., AT&T Inc. to AT&T Inc. Pro Forma Transfer – Space Stations –*

Non-DBS, Application for Pro Forma Transfer of Control, Stamp Grant, File No. SAT-T/C-20161116-00123 (granted Dec. 6, 2016).