

EXHIBITS E AND F

DESCRIPTION OF PROPOSED *PRO FORMA* ASSIGNMENT

AND PUBLIC INTEREST STATEMENT

Pursuant to Section 25.119 of the Commission's rules, 47 C.F.R. § 25.119, consent is hereby sought to the non-substantial or *pro forma* assignment of sixty-nine (69) fixed satellite transmit/receive earth stations from DIRECTV Enterprises, LLC to DIRECTV, LLC.

DIRECTV Enterprises, LLC and DIRECTV, LLC 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

The Commission recently granted the applications of AT&T Inc. (“AT&T”) and TPG Capital (“TPG”) to jointly own and manage DIRECTV Entertainment Holdings, LLC (“New DIRECTV”), which will offer direct-to-home satellite digital television services as well as other video programming services. *Applications of AT&T Inc. (Transferor) and DIRECTV Entertainment Holdings LLC (Transferee) for Transfer of Control of DIRECTV Enterprises, LLC*, Memorandum Opinion and Order, DA 21-838 (IB/WTB July 16, 2021). The transaction closed on July 31, 2021.

A post-closing internal reorganization is planned. A New DIRECTV subsidiary called DIRECTV Enterprises, LLC, which holds all of New DIRECTV’s FCC licenses, including the sixty-nine (69) fixed satellite transmit/receive earth stations that are the subject of this application, will be merged into another New DIRECTV subsidiary called DIRECTV, LLC. Since both DIRECTV Enterprises, LLC and DIRECTV, LLC are indirect wholly owned subsidiaries of New DIRECTV, this transaction will not change the ultimate ownership or control of the authorizations. 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

DIRECTV, LLC, a California limited liability company, is a wholly owned subsidiary of DIRECTV Holdings LLC, a Delaware limited liability company, which is a wholly owned subsidiary of DIRECTV Financing, LLC, a Delaware limited liability company, which is a wholly owned subsidiary of DIRECTV Financing Holdco, LLC, a Delaware limited liability company, which is a wholly owned subsidiary of New DIRECTV, a Delaware limited liability company. The attached charts set forth the ownership of AT&T and TPG in New DIRECTV.

The address for the New DIRECTV entities is 2260 E. Imperial Hwy, El Segundo, CA 90245. The address for the AT&T entities is 205 S. Akard St., Dallas, TX 75202. The address for the TPG entities is 345 California St., Suite 3300, San Francisco, CA 94104.

The primary business for DIRECTV, LLC is satellite television, and the other New DIRECTV entities are holding companies. AT&T provides communications services, and TPG is an investment firm.

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

The *pro forma* assignment of the above-mentioned earth station authorizations from DIRECTV Enterprises, LLC to DIRECTV, LLC 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).*

ATTACHMENT 1

ORGANIZATIONAL CHARTS

Post-Closing Ownership Structure



