

EXHIBIT F

Description of Application and Public Interest Statement

Pursuant to Section 25.119 of the Commission's rules, 47 C.F.R. § 25.119, the applicants seek Commission consent to the involuntary *pro forma* transfer of control of TerreStar License Inc., Debtor-in-Possession (the "Licensee"), from TerreStar Corporation ("TerreStar") to TerreStar Corporation, Debtor-in-Possession ("TerreStar DIP"). The involuntary *pro forma* transfer of control occurred when TerreStar filed a petition under Chapter 11 of the United States Bankruptcy Code on February 16, 2011.

The applicants also request a waiver of Section 25.119(d) of the Commission's rules, which otherwise requires the filing of an involuntary transfer of control application within 10 days, in order to permit the Commission to accept and process this application *nunc pro tunc*. As set forth below, approval of this application and waiver request will serve the public interest, convenience, and necessity.

On October 19, 2010, TerreStar License Inc. ("TerreStar License") and certain affiliates filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").¹ Shortly thereafter, the companies sought and obtained Commission consent to the resultant involuntary *pro forma* transfer of control and assignment of licenses

¹ See *In re TerreStar Networks Inc.*, Case No. 10-15446 (SHL) (SDNY Oct. 19, 2010). On October 20, 2010, the Bankruptcy Court granted the request of TerreStar License and its debtor-affiliates for procedural consolidation and joint administration of the Chapter 11 petitions.

with respect to their Section 214, satellite, and earth station authorizations.² In order to place all of these authorizations under a single entity, the companies later sought and obtained Commission consent to the voluntary *pro forma* assignment of certain satellite and earth station licenses from TerreStar Networks Inc., Debtor-in-Possession, to the Licensee.³

On February 16, 2011, TerreStar, an indirect parent company of the Licensee filed a petition with the Bankruptcy Court also seeking protection under Chapter 11 of the Bankruptcy Code.⁴ Consequently, the applicants are seeking Commission consent to the involuntary *pro forma* transfer of control resulting from TerreStar's Chapter 11 filing.

The restructuring process will allow TerreStar DIP to enhance its financial position and maximize the value of its capabilities and assets. The Licensee expects to continue to operate in the ordinary course of business during TerreStar DIP's restructuring process.

Grant of this application will serve the public interest by facilitating the Chapter 11

² See FCC File Nos. ITC-ASG-20101022-00423 (filed Oct. 22, 2010; granted Nov. 3, 2010), SES-ASG-20101101-01416 (filed Oct. 22, 2010; granted Nov. 16, 2010), SES-ASG-20101101-01417 (filed Oct. 22, 2010; granted Nov. 16, 2010), SES-ASG-20101101-01419 (filed Oct. 22, 2010; granted Nov. 16, 2010), and SAT-ASG-20101022-00222 (filed Oct. 22, 2010; granted Jan. 10, 2011).

³ See FCC File Nos. SES-ASG-20101210-01529 (filed Dec. 10, 2010; granted Dec. 20, 2010); SES-ASG-20101210-01530 (filed Dec. 10, 2010; granted Dec. 20, 2010).

⁴ See *In re TerreStar Corporation*, Case No. 11-10612 (SHL) (SDNY Feb. 16, 2011). Pursuant to an agreement between TerreStar and certain holders of TerreStar's issued and outstanding preferred stock, TerreStar agreed to delay its bankruptcy filing beyond the date on which TerreStar License and certain of its affiliates filed for bankruptcy (*i.e.*, October 19, 2010) to enable TerreStar and such preferred shareholders to attempt to negotiate a consensual restructuring of TerreStar. However, the parties were unable to reach agreement on such a consensual restructuring and, as a result, TerreStar subsequently entered bankruptcy protection on February 16, 2011. See *In re TerreStar Corporation*, Case No. 11-10612 (SHL) (SDNY Feb. 16, 2011) (Affidavit of Jeffrey W. Epstein Pursuant to Local Bankruptcy Rule 1007-2 in Support of First Day Pleadings, ¶¶ 32-35). The bankruptcy petitions of TerreStar and certain of its affiliates that contemporaneously filed for bankruptcy protection have been consolidated with the TerreStar License bankruptcy proceeding and the two proceedings are being jointly administered.

restructuring process and allowing the Licensee to retain its FCC licenses, with no substantive change in ownership or control.

Additionally, the applicants request a waiver of Section 25.119(d)'s requirement to file an application within 10 days of the event causing an involuntary *pro forma* transfer of control. The Commission may waive its rules for good cause shown.⁵ The Commission also may waive its rules where strict application would serve no purpose and would be contrary to the public interest, or where the "applicant has no reasonable alternative."⁶ Each of these standards is satisfied here. The late filing in this instance resulted from an inadvertent administrative oversight as opposed to any effort to conceal the bankruptcy proceedings, as evidenced by the fact that applications were timely filed with the Commission with respect to the involuntary transfers and assignments resulting from the bankruptcy petitions filed by TerreStar License and certain affiliates on October 19, 2010. Further, the instant application is the only vehicle by which the Licensee can seek Commission consent to the involuntary transfer of control resulting from the bankruptcy petition filed by TerreStar and, assuming the application is granted, for the Commission's records to accurately reflect the control of the Licensee. Since maintaining the accuracy of the Commission's license records serves the public interest, waiving the Commission's rules in this instance to allow the submission and processing of this application would do so as well.

Accordingly, favorable action on this application and waiver request will serve the public interest, convenience and necessity.

⁵ See 47 C.F.R. § 1.3.

⁶ See 47 C.F.R. § 1.925(b)(3).