

**Description of Pro Forma Transaction and
Public Interest Statement**

AT&T Inc. (“AT&T”) hereby seeks consent for the *pro forma* transfer of control of the satellite earth station license held by its indirect subsidiary, California Broadcast Center, LLC (“CBC”), with the call sign E020091. As part of a planned internal reorganization, CBC’s chain of ownership will change.¹ Specifically, two new entities (Vrio Holdco Inc. and Vrio Finco 1 LLC) will be inserted into the chain of ownership, and two other entities (DIRECTV International, Inc. and DIRECTV Latin America Holdings, Inc.) will be removed from that chain.

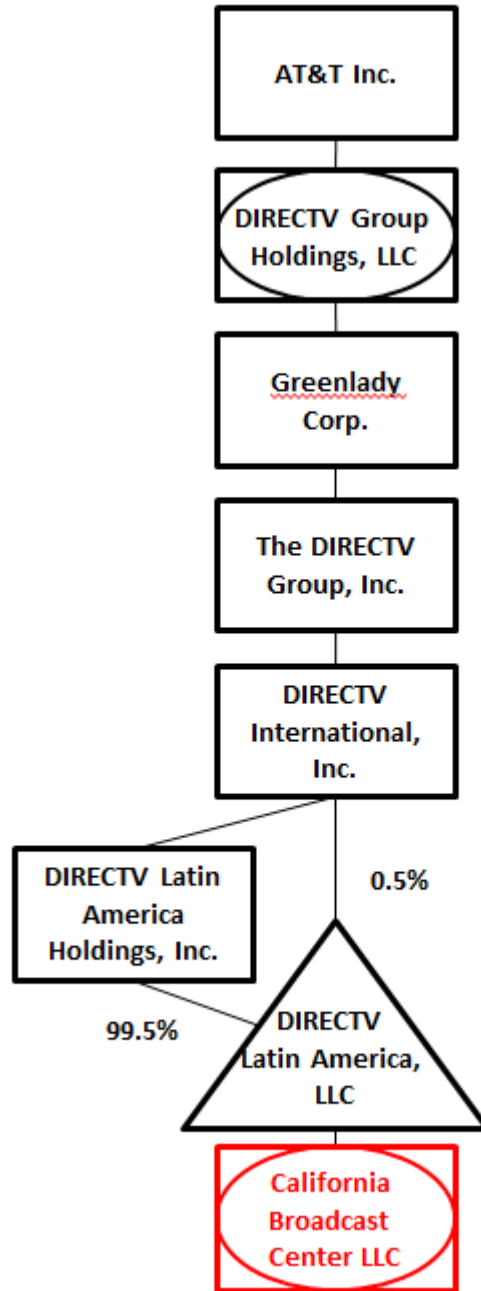
As Vrio Holdco Inc., Vrio Finco 1 LLC, DIRECTV International, Inc. and DIRECTV Latin America Holdings, Inc. are wholly owned subsidiaries of AT&T, no substantial change in control of the affected license will occur.² The Commission has stated that, in situations “where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”³ Applicants request that Commission staff expeditiously grant this application.

¹ Please see the attached charts for a pictorial representation of the corporate structure of CBC’s ownership, both before and after the reorganization.

² *In re Fed. Communications Bar Ass 'n's Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses & Transfers of Control Involving Telecomms. Carriers*, Memorandum Opinion and Order, 13 FCC Rcd. 6293, 6299, ¶ 8 (1998).

³ *Id.* at 6295 ¶ 2.

Pre-Reorganization Ownership Structure



Post-Reorganization Ownership Structure

