

EXHIBIT F

Description of *Pro Forma* Transactions and Public Interest Statement

AT&T Inc. (“AT&T”) respectfully requests FCC approval for two *pro forma* transfers of control of the earth station and space station licenses held by DIRECTV Enterprises, LLC (“DIRECTV”) and the earth station license held by California Broadcast Center, LLC (“CBC”). The *pro forma* transfers of control occurred as a result of two internal corporate reorganizations that eliminated two holding companies in the licensees’ ownership structure.¹ As described below, the transactions resulted in no substantial change in control of DIRECTV or CBC and did not have any effect on the licensees’ management or day-to-day operations.

On March 31, 2016, DTV Entertainment, Inc., an indirect parent company of DIRECTV and CBC, was merged into DIRECTV Group Holdings, LLC, DTV Entertainment, Inc.’s immediate parent company. Separately, on July 31, 2017, Greenlady Corp., an indirect parent company of DIRECTV and CBC, was merged into The DIRECTV Group, Inc., a subsidiary of Greenlady Corp. and indirect parent company of DIRECTV and CBC. The attached organizational charts depict the relevant changes to AT&T’s corporate structure before and after the internal corporate reorganizations.

The *pro forma* transfers of control serve the public interest and cause no offsetting public interest harms. The transactions occurred in the context of two internal corporate reorganizations that simplified AT&T’s ownership structure. Moreover, as DIRECTV and CBC are both indirect wholly owned subsidiaries of AT&T, no substantial change in control of the licensees occurred as a result of the transactions.² The Commission has stated that “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 In the context of non-common carrier earth and space station licenses, the FCC has further indicated that “*pro forma* transfer applications do not raise public interest concerns, and the Commission’s review is limited to determining that they are, in fact, *pro forma*, in nature.”⁴ AT&T therefore respectfully requests that Commission staff grant this application expeditiously.

¹ AT&T is filing this *pro forma* transfer of control application out of an abundance of caution because it is not certain that FCC approval is required for elimination of an intermediate parent company that is neither the direct parent company nor the ultimate parent company of an FCC licensee.

² See *Federal Communications Bar Association’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses & Transfers of Control Involving Telecommunications Carriers*, Memorandum Opinion and Order, 13 FCC Rcd 6293, 6299 ¶ 8 (1998).

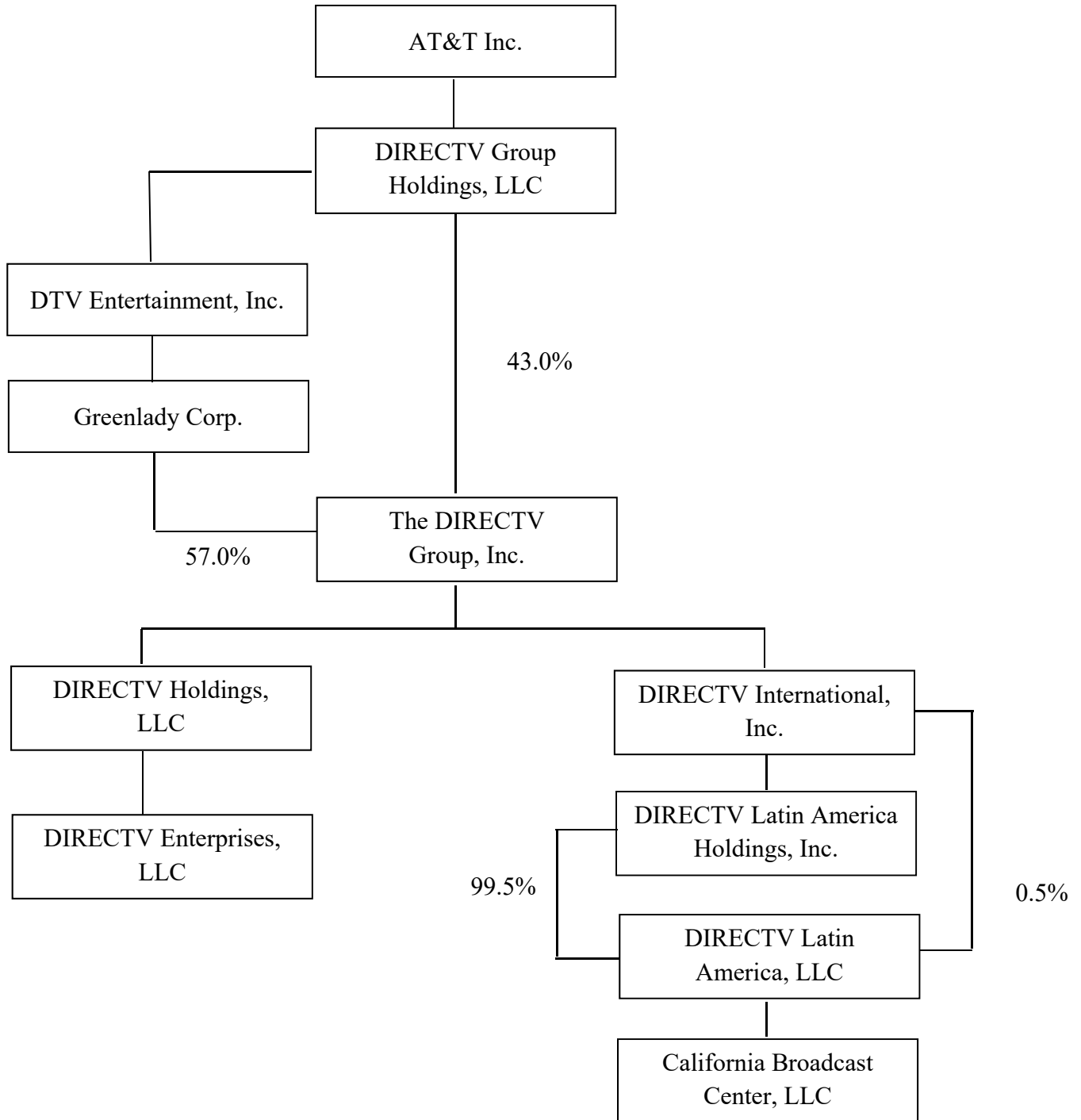
³ *Id.* at 6295 ¶ 2.

⁴ *Comprehensive Review of Licensing and Operating Rules for Satellite Services*, Second Report and Order, 30 FCC Rcd 14713, 14810 ¶ 305 (2015).

To the extent necessary, AT&T respectfully requests a waiver of Section 25.119 of the Commission's rules, which requires prior Commission approval for the transfer of control of earth station and space station authorizations.⁵ AT&T only recently discovered that the internal restructurings were in the chain of ownership of the licensee entities and that it had inadvertently failed to obtain FCC approvals prior to consummating the *pro forma* transfers of control. AT&T takes its obligations to the FCC very seriously and is voluntarily disclosing these transactions to ensure the FCC's records reflect the current ownership structure. AT&T has taken steps to ensure that all internal corporate reorganizations are reviewed by regulatory counsel in the future to ensure that any necessary FCC approvals are obtained prior to consummating such transactions.

⁵ 47 C.F.R. § 25.119.

Pre-Reorganization Ownership Structure⁶



⁶ Ownership interests are 100% unless otherwise noted.

Post-Reorganizations Ownership Structure as of July 31, 2017

