Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of	)	
	)	
DBSD North America, Inc., Debtor-in-Possession; New DBSD Satellite Services G.P., Debtor-in-Possession; Pendrell Corporation, Transferor; and TerreStar License Inc., Debtor-in-Possession; Assignor,	)	IB Docket No. 11-150
	)	
and	)	
	)	
DISH Network Corporation, Transferee; and Gamma Acquisition L.L.C.; Assignee	)	
	)	
Applications for Consent to Assign/Transfer Control of Licenses and Authorizations of New DBSD Satellite Services G.P., Debtor-in-Possession and TerreStar License Inc., Debtor-in-Possession	)	
	)	
In the Matters of	)	
	)	
New DBSD Satellite Services G.P., Debtor-in-Possession	)	IB Docket No. 11-149
	)	
TerreStar Licensee Inc., Debtor-in-Possession	)	
	)	
Requests for Rule Waivers and Modified Ancillary Terrestrial Component Authority	)	

ORDER

Adopted: March 2, 2012 **Released: March 2, 2012**

By the Chief, International Bureau:

I. INTRODUCTION

1. In this Order, we consider a series of applications by which DISH Network Corporation ("DISH") seeks approval, pursuant to sections 214 and 310 of the Communications Act of 1934, and the Commission's rules,[1] to acquire control of the licenses for the U.S. operations of two satellite systems – TerreStar-1 and DBSD G1. The relevant licensees, both debtors in possession in connection with bankruptcy proceedings, are New DBSD Satellite Services G.P., Debtor-in-Possession ("New DBSD DIP")[2] and TerreStar License Inc., Debtor-in-Possession ("TSL DIP").[3] The licensees both hold licenses

[1] 47 U.S.C. §§ 214, 310(d); 47 C.F.R. §§ 25.119(d), 25.137(g), and 63.24.

[2] *See* ICO Global Communications (Holdings) Limited; DBSD North America, Inc. Debtor-in-Possession; New DBSD Satellite Services G.P. Debtor-in-Possession, Transferors, and DISH Network Corporation, Transferee,

for gateway earth stations, mobile earth terminals (METs), and an ancillary terrestrial component (ATC). The MET and ATC licenses together authorize operations throughout the entire 40 megahertz of spectrum available for mobile satellite service (MSS) operations in the 2 GHz band (2000-2020 MHz uplink and 2180-2200 MHz downlink). Based on the record established in this proceeding, we find that grant of the applications will serve the public interest, convenience, and necessity. We also deny certain requests for waivers of the MSS/ATC rules.

II. BACKGROUND

2. In the DBSD Consolidated Application filed on April 8, 2011, New DBSD DIP and DISH seek approval to transfer control of New DBSD DIP to DISH. In the TerreStar Consolidated Application filed on August 22, 2011, TSL DIP, DISH and Gamma Acquisition L.L.C. (Gamma) seek approval to assign the authorizations held by TSL DIP to Gamma, a wholly owned subsidiary of DISH.[4] Concurrently with the filing of the TerreStar Consolidated Application, New DBSD DIP and DISH filed an amendment to their application to reflect the complementary transaction proposed by TerreStar and DISH.[5] The parties to both sets of applications requested that the DBSD Consolidated Application, the DBSD Consolidated Amendment and the TerreStar Consolidated Application be considered as a consolidated proceeding.[6]

A. Description of the Parties

1. New DBSD Satellite Services G.P, Debtor-in-Possession

3. Pendrell Corporation ("Pendrell"), a Delaware corporation, formerly ICO Global Communications (Holdings) Limited, is the parent of DBSD North America, Inc. Debtor-in-Possession ("DBSD NA DIP"), a Delaware corporation. DBSD NA DIP is an indirect parent of DBSD Satellite Services G.P., Debtor-in-Possession, a Delaware corporation, which owns 99.9% of New DBSD DIP, also a Delaware corporation.[7] New DBSD DIP holds authorizations for gateway earth stations, METs, and an ATC.[8]

2. TerreStar License Inc., Debtor-in-Possession

4. TerreStar License Inc., Debtor-in-Possession ("TSL DIP") is a wholly owned direct

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Consolidated Application for Authority to Transfer Control, Narrative, IBFS File Nos. SES-T/C-20110408-00424 and -00425 (filed Apr. 8, 2011) ("DBSD Consolidated Application"). DBSD amended its application on August 22, 2011. Amendment to Application for Transfer of Control, IBFS File Nos. SES-AMD-20110822-00986, -00987, -00988, -00989, and -00990 (filed Aug. 22, 2011) ("DBSD Consolidated Amendment").

[3] *See* TerreStar Networks Inc., Debtor-in-Possession; and TerreStar License Inc., Debtor-in-Possession, Transferors, and DISH Network Corporation and Gamma Acquisition L.L.C., Transferees, Consolidated Application for Transfer of Authorizations, IBFS File Nos. SES-ASG-20110822-00992, -00993, -00994, and ITC-ASG-20110822-00279 (filed Aug. 22, 2011) ("TerreStar Consolidated Application").

[4] On February 6, Industry Canada approved the transfer of radio licenses held by TerreStar Networks (Canada) Inc. and 0887729 B.C. Ltd., TerreStar's Canadian subsidiaries, to Gamma Acquisition Canada ULC, DISH's wholly owned subsidiary. Letter from Alison Minea, Counsel for DISH, to Marlene Dortch, Secretary, Federal Communications Commission (filed Feb. 7, 2012) ("Feb. 7 DISH ex parte letter").

[5] DISH and Gamma have also filed an application for informational purposes to facilitate the updating of Commission records with respect to the Letter of Intent grants for DBSD G1 and TerreStar-1. *See* IBFS File Nos. SAT-T/C-20110408-00071, as amended by SAT-AMD-20110822-00164, and SAT-ASG-20110822-0165.

[6] DBSD Consolidated Amendment at 2; TerreStar Consolidated Application at 50.

[7] DBSD Consolidated Application at 4, and Attachment 1 at 3. SSG UK Ltd. DIP owns .01% of New DBSD DIP.

[8] *See* Appendix A for a list of all relevant files.

subsidiary of TerreStar Networks Inc., Debtor-in-Possession ("TSN DIP"). Both are corporations organized under the laws of Delaware.[9] TerreStar Corporation, Debtor-in-Possession ("TSC DIP"), is the indirect parent of TSN DIP and is a publicly traded corporation organized under the laws of Delaware.[10]

5. TSN DIP holds licenses to operate ATC base stations and up to two million dual-mode MSS-ATC mobile earth terminals on a common carrier basis.[11] TerreStar provides commercial wholesale MSS roaming as a part of an AT&T Mobility offering.[12] TerreStar offers next-generation mobile broadband with satellite coverage throughout the 50 states, Puerto Rico and the U.S. Virgin Islands.[13]

3. The Transferees/ Assignees – DISH Network Corporation and Gamma Acquisition L.L.C.

6. DISH, a publicly traded company organized under the laws of Nevada, operates a subscription satellite television service.[14] Charles W. Ergen is the controlling shareholder of DISH through stockholdings which give him a 90.5% voting interest and a 53.6% equity interest.[15] Mr. Ergen also controls EchoStar Corporation ("EchoStar"), which designs, develops and distributes digital set-top boxes. EchoStar provides digital broadcast operations to DISH and is DISH's sole supplier of digital set-top boxes for the DISH DBS service. As of February 2012, DISH owns six satellites and leases capacity on seven additional satellites.[16] Also as of February 2012, EchoStar and its subsidiaries own six satellites and lease capacity on five additional satellites.[17]

7. Gamma Acquisition L.L.C. ("Gamma") is a limited liability company organized under the laws of Colorado and is a wholly owned subsidiary of DISH. Gamma was formed for the purpose of

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[9] TerreStar Consolidated Application at Attachment 3.

[10] TerreStar Corporation, Form 10-K, United States Securities and Exchange Commission, at 1 (Mar. 16, 2010). TSC DIP holds an indirect 89.3 percent controlling voting interest in TSN DIP through its wholly owned subsidiary Motient Ventures Holding, Inc. TerreStar Consolidated Application at 11, n.14.

[11] TerreStar Consolidated Application at 11. *See* Appendix A for a list of all authorizations and licenses being transferred. TerreStar has a Network Security Agreement with the Department of Justice and the Department of Homeland Security. Network Security Agreement between TerreStar Corporation, TerreStar Networks, Inc., the Department of Justice and the Department of Homeland Security (executed Dec. 18, 2009). These agreements will continue to apply as conditions of the licenses assigned to Gamma. *See TerreStar Networks Inc. Application for Blanket Authority to Operate Ancillary Terrestrial Component Base Stations and Dual-Mode MSS-ATC Mobile Terminals in the 2 GHz MSS Bands*, Order and Authorization, 25 FCC Rcd 228, 240 (2010).

[12] TerreStar Consolidated Application at 12.

[13] *Id.* at 12 and Declaration of Dennis Matheson at 1.

[14] *Id.* at 4.

[15] *Id.* at 4 and Declaration of Thomas Cullen at 3, *see also* Attachment 1 at 1.

[16] DISH Network Corp., Annual Report (Form 10-K) at 7 (Feb. 23, 2012). In this report, DISH states that it owns EchoStar I, EchoStar VII, EchoStar X, EchoStar XI, EchoStar XIV and EchoStar XV. It leases capacity on five satellites from EchoStar – EchoStar VI, EchoStar VIII, EchoStar IX, EchoStar XII, and Nimiq 5, and two from other parties – Anik F3 and Ciel II. DISH has leased capacity on one space station that is under construction – EchoStar XVI. *Id.*

[17] EchoStar Annual Report (Form 10-K) at 6 (Feb. 24, 2011); EchoStar Quarterly Report (Form 10-Q) (at 16-17 (Nov. 7, 2011). EchoStar states that it owns EchoStar III, EchoStar VI, EchoStar VIII, EchoStar IX and EchoStar XII and, through its Hughes subsidiary, Spaceway 3. It leases capacity on one satellite from DISH – EchoStar 1, and leases capacity on four satellites from other parties – AMC-15, AMC-16, Nimiq 5, and Quetzsat-1. EchoStar owns one satellite currently under construction – EchoStar XVI. EchoStar's Hughes subsidiary has one satellite under construction – Jupiter.

acquiring the assets of TSN DIP, TSL DIP and the other TerreStar debtors.[18]

B. Description of the Transaction

8. *DBSD Transaction.* DISH proposes to acquire control of DBSD NA DIP and its subsidiaries by purchasing all of its reissued stock upon emergence from bankruptcy, offering to purchase some of the DBSD entities' debts and providing $87.5 million to support continued operations before emerging from bankruptcy.[19] DISH will also pay Pendrell approximately $325 million for certain rights and services.[20] Upon consummation of the transaction, New DBSD Satellite Services GP, together with DBSD NA and the debtor entities it owns directly or indirectly, will emerge as subsidiaries of DISH.[21] DISH will acquire indirect control over the five earth station licenses.[22] The United States Bankruptcy Court for the Southern District of New York approved an Investment Agreement detailing the transaction on March 15, 2011, and approved the plan of reorganization for emerging from bankruptcy on July 5, 2011.[23]

9. Sprint Nextel Corporation ("Sprint") asserted pre-petition claims against DBSD, DBSD North America, and certain subsidiaries of DBSD North America.[24] Sprint sought reimbursement of costs arising from the relocation of Broadcast Auxiliary Service facilities in the 2 GHz bands.[25] On November 3, 2011, DISH and Sprint reached an agreement "to settle all of these disputes among Sprint, DISH, and their subsidiaries and affiliates in a mutually satisfactory manner."[26]

10. *Gamma-TerreStar Transaction.* Gamma proposes to acquire substantially all of the assets of TerreStar Debtors for $1.375 billion.[27] On June 14, 2011, DISH, Gamma and the TerreStar debtors entered into a Purchase Agreement, in which Gamma agreed to purchase substantially all of the assets of the TerreStar debtors including the TSL DIP's authorizations granted by the Commission.[28] The United States Bankruptcy Court for the Southern District of New York approved the Purchase Agreement on July 7, 2011.[29]

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[18] TerreStar Consolidated Application at 10, Attachment 3.

[19] DBSD Consolidated Application at 6.

[20] *Id.* at 7. The rights include acquisition by DISH of a call right to acquire Pendrell's stock in DBSD NA DIP. The applicants, while noting that this right is unlikely to be exercised, specifically seek approval for its potential exercise. *Id.* at 8, n.16.

[21] DBSD Consolidated Application, DBSD North America, Inc. – Corporate Structure Post-Transaction Attachment.

[22] DBSD Consolidated Application at 9.

[23] Letter from Peter Corea, DBSD Satellite Services G.P., to Marlene Dortch, Secretary, Federal Communications Commission, July 28, 2011.

[24] DBSD Consolidated Application at 5, 7.

[25] *Id.* at 7.

[26] Withdrawal of Petition to Condition Approval or to Deny of Sprint Nextel Corporation, IB Docket No. 11-150, at 2 (Nov. 3, 2011).

[27] TerreStar Consolidated Application at 2.

[28] *Id.*

[29] *Id.* at 2-3.

C. Application and Review Process

11. The Consolidated Applications were placed on Public Notice on September 15, 2011.[30] In response to the Public Notice,[31] MetroPCS Communications Inc. filed a petition arguing that DISH had not filed sufficient information to justify a grant.[32] DISH filed an opposition.[33] Satellite Holdings LLC filed a reply supporting grant of the application.[34] There were numerous ex parte letters filed.[35]

III. PUBLIC INTEREST ANALYSIS

12. Pursuant to sections 214 and 310(d) of the Communications Act,[36] we must determine whether the applicants have demonstrated that the proposed transfer of control will serve the public interest, convenience, and necessity. In making this determination, we first assess whether the proposed transaction complies with the specific provisions of the Communications Act, other applicable statutes, and the Commission's rules. If the proposed transaction would not violate a statute or rule, we next consider whether it could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Communications Act or related statutes.[37] We then employ a

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[30] DISH Network Corporation Files to Acquire Control of Licenses and Authorizations Held By New DBSD Satellite Services G.P., Debtor-in-Possession and TerreStar License Inc., Debtor-in-Possession, *Public Notice*, DA 11-1557, IB Docket No. 11-150 (rel. Sept. 15, 2011).

[31] Sprint Nextel originally filed a Petition requesting that the Commission condition approval of the applications on DISH immediately meeting its reimbursement obligations to Sprint Nextel or deny the applications. Sprint Nextel Corporation, Petition of Sprint Nextel Corporation to Condition Approval or to Deny, IB Docket No. 11-150 (filed Oct. 17, 2011). However, Sprint withdrew that Petition with prejudice because Sprint had reached an agreement with DISH to settle the disputes regarding the reimbursement obligations. Sprint Withdrawal at 1-2. *See supra* ¶ 9.

[32] MetroPCS Communications, Inc., Petition of MetroPCS Communications, Inc. to Require Further Public Interest Showing or, in the Absence of Such a Showing, to Deny the DISH Network Corporation Applications, IB Docket No. 11-150 (filed Oct. 17, 2011) ("MetroPCS Petition"). CTIA-The Wireless Association ("CTIA") also filed comments and reply comments in this docket and the separate docket concerning waivers of the ATC rules. CTIA's comments relate to the ATC waiver requests and will be addressed separately.

[33] DISH Network Corporation, Gamma Acquisition LLC; TerreStar Networks Inc., Debtor-in-Possession; TerreStar License Inc., Debtor-in-Possession; Pendrell Corporation; DBSD North America Inc., Debtor-in-Possession; and DBSD Satellite Services G.P., Consolidated Opposition to Petitions to Deny and Response to Comments, IB Docket Nos. 11-149 and 11-150 (filed Oct. 27, 2011) ("Consolidated Opposition").

[34] Satellite Holdings, LLC, Reply Comments, IB Docket No. 11-140 (filed Oct. 28, 2011).

[35] Letters from Counsel for DISH, to Marlene Dortch, Secretary, Federal Communications Commission (filed Sept. 20, 23, 28, and 30, October 25, November 9 and 14, December 15, 2011, January 6, 13, and 20, February 2, 3, 7, 8, 14, 21, 23, and 28, and March 1, 2012); Letter from Marc Martin, Counsel for Sprint Nextel, to Marlene Dortch, Secretary, Federal Communications Commission (filed Nov. 17, 2011); Letter from Consolidated Applicants to Marlene Dortch, Secretary, Federal Communications Commission, IB Docket Nos. 11-149 and 11-150 (filed Nov. 30, 2011); Letter from Michael Calabrese, Public Interest Spectrum Coalition, to Marlene Dortch, Secretary, Federal Communications Commission, (filed Jan. 23, 2012); Letter from Sasha Field, Counsel for TerreStar, to Marlene Dortch, Secretary, Federal Communications Commission (filed Feb. 2, 2012), Letter from Mace Rosenstein, Counsel for Ion Media Networks Inc., to Marlene Dortch, Secretary, Federal Communications Commission (filed March 1, 2012. The summary of ex parte filings in this footnote addresses filings in IB Docket No. 11-150, concerning the proposed transfer of control. In light of our action in this Order on the waiver requests under consideration in IB Docket No. 11-149, we have not provided a detailed listing or description of comments and ex parte filings in that docket.

[36] 47 U.S.C. §§ 214, 310(d).

[37] *See, e.g., Applications of XM Satellite Radio Holdings Inc., Transferor, to Sirius Satellite Radio Inc., Transferee, for Consent to the Transfer Control of Licenses*, Memorandum Opinion and Order and Report and Order, 23 FCC Rcd 12348, 12364, ¶ 30 (2008) (*"XM-Sirius Order"*); *News Corp. and DIRECTV Group, Inc. and Liberty Media Corp. for Authority to Transfer Control*, 23 FCC Rcd 3265, 3276-77, ¶ 22 (2008) (*"Liberty Media-DIRECTV*

balancing test weighing any potential public interest harms of the proposed transaction against any potential public interest benefits.[38] The applicants bear the burden of proving, by a preponderance of the evidence, that the proposed transaction, on balance, will serve the public interest.[39] Our public interest evaluation necessarily encompasses the "broad aims of the Communications Act,"[40] which include, among other things, a deeply rooted preference for preserving and enhancing competition in relevant markets, accelerating private sector deployment of advanced services, ensuring a diversity of license holdings, and generally managing spectrum in the public interest.[41] Our public interest analysis may also entail assessing whether the proposed transaction will affect the quality of communications services or will result in the provision of new or additional services to consumers.[42] Our competitive analysis, which forms an important part of the public interest evaluation, is informed by, but not limited to, traditional antitrust principles.[43] The Commission considers whether a transaction will enhance, rather than merely preserve, existing competition, and examines potential and future competition and its impact on the relevant market.[44]

13. We analyze below the competitive issues involved with DISH's proposed acquisition of New DBSD DIP and TSL DIP and conclude that, while the proposed transactions will combine the authorizations and assets of the two 2 GHz mobile satellite service providers, on balance the public interest benefits resulting from the contemplated transactions outweigh the likelihood and nature of any potential anticompetitive harm. We also conclude that the proposed transaction is otherwise consistent with the Communications Act and Commission rules[45] and we find that the application is therefore in the public interest.

A. Competitive Issues Regarding the Provision of Mobile Satellite Services

14. The applicants assert that the proposed transactions present no adverse competitive

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Order"); *SBC Comm. Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, 20 FCC Rcd 18290, 18300, ¶ 16 (2005) (*"SBC-AT&T Order"*); *Verizon Comm., Inc. and MCI, Inc. Applications for Approval of Transfer of Control*, 20 FCC Rcd 18433, 18443, ¶ 16 (2005) (*"Verizon-MCI Order"*).

[38] *See, e.g.*, *XM-Sirius Order*, 23 FCC Rcd at 12364, ¶ 30; *Liberty Media-DIRECTV Order*, 23 FCC Rcd at 3277, ¶ 22; SBC-AT&T Order, 20 FCC Rcd at 18300, ¶ 16; *Verizon-MCI Order*, 20 FCC Rcd at 18443, ¶ 16; *General Motors Corporation and Hughes Electronics Corporation, Transferors, and The News Corporation Limited, Transferee*, Memorandum Opinion and Order, 19 FCC Rcd 473, 483, ¶ 15 (2004) ("*News Corp.-Hughes Order*").

[39] *See, e.g.*, *XM-Sirius Order*, 23 FCC Rcd at 12364, ¶ 30; *Liberty Media-DIRECTV Order*, 23 FCC Rcd at 3277, ¶ 22; *SBC-AT&T Order*, 20 FCC Rcd at 18300, ¶ 16; *Verizon-MCI Order*, 20 FCC Rcd at 18443, ¶ 16; *Application of EchoStar Communications Corporation (a Nevada Corporation), General Motors Corporation, and Hughes Electronics Corporation (Delaware Corporations) (Transferors) and EchoStar Communications Corporation (a Delaware Corporation) (Transferee)*, Hearing Designation Order, 17 FCC Rcd 20559, 20574, ¶ 25 (2002) (*EchoStar-DIRECTV Order*).

[40] *See, e.g.*, *XM-Sirius Order*, 23 FCC Rcd at 12364, ¶ 31; *Liberty Media-DIRECTV Order*, 23 FCC Rcd at 3277, ¶ 23; *News Corp.-Hughes Order*, 19 FCC Rcd at 483, ¶ 16; *EchoStar-DIRECTV Order*, 17 FCC Rcd at 20575, ¶ 26.

[41] *See* Telecommunications Act of 1996, Pub. L. No. 104-104, § 706, 110 Stat. 56, 153 (1996 Act), *codified at* 47 U.S.C. § 157; 47 U.S.C. §§ 254, 332(c)(7); 1996 Act, Preamble; *XM-Sirius Order*, 23 FCC Rcd at 12365, ¶ 31; *Liberty Media-DIRECTV Order,* 23 FCC Rcd at 3277-78, ¶ 23.

[42] *See, e.g.*, *XM-Sirius Order*, 23 FCC Rcd at 12365, ¶ 31; *Liberty Media-DIRECTV Order,* 23 FCC Rcd at 3277-78, ¶ 23.

[43] *See, e.g.*, *XM-Sirius Order*, 23 FCC Rcd at 12365, ¶ 32; *Liberty Media-DIRECTV Order,* 23 FCC Rcd at 3278, ¶ 24; *News Corp.-Hughes Order*, 19 FCC Rcd at 484, ¶ 17; *EchoStar-DIRECTV Order*, 17 FCC Rcd at 20575, ¶ 27.

[44] *See, e.g.*, *XM-Sirius Order*, 23 FCC Rcd at 12366, ¶ 32; *Liberty Media-DIRECTV Order,* 23 FCC Rcd at 3278, ¶ 25.

[45] DISH is an existing licensee and no issues have been raised in this proceeding concerning its basic qualifications.

effects and will yield substantial public interest benefits including (1) extracting the MSS/ATC authorizations and assets of the acquired firms from the bankruptcy process, thereby enabling deployment of those resources; (2) creating a stronger competitor for the provision of (i) MSS voice and data, (ii) MSS/ATC and (iii) mobile broadband services;[46] and (3) facilitating more efficient use of the 2 GHz MSS spectrum by combining the assets and the two assignments.[47]

1. Overview of Mobile Satellite Service Providers

15. *MSS Bands*. Commercial MSS systems are licensed to operate in the United States in the following four sets of bands: the 2 GHz Band,[48] the L-Band,[49] the Big LEO (low-earth orbit) Band,[50] and the Little LEO Band.[51] MSS operators are authorized to provide both voice and data services in the 2 GHz Band, the L-Band, and the Big LEO Band and are authorized to provide only data services in the Little LEO Band.

16. *MSS Providers in the 2 GHz Band*: TerreStar and DBSD North America both operate in the 2 GHz band, each is allocated 20 megahertz of MSS spectrum. Both TerreStar and DBSD have ATC authority. DBSD operates using a MSS satellite, DBSD G-1, at 92.85° W.L, launched in April 2008,[52] and at the time of application did not provide commercial MSS.[53] TerreStar operates using a Canadian-licensed MSS satellite, the TerreStar T-1 at 111° W.L., launched in July 2009,[54] and in September 2010, began providing commercial service as a wholesale provider of satellite roaming to AT&T Mobility.[55] Both DBSD and TerreStar have ATC authorization, but neither is providing ATC service.[56] We also note that in 2001, the International Bureau authorized eight satellite operators to provide MSS in the 2 GHz band, but to date none except for TerreStar have been successful in bringing service to market.[57]

17. *MSS Providers in the L-Band*: Inmarsat and LightSquared are the two L-Band satellite

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[46] *See* TerreStar Consolidated Application at 20-21.

[47] *See* Consolidated Opposition at 27. *See also* DBSD Amendment at 3 and TerreStar Consolidated Application at 23-25. Specifically, the applicants claim that each of the individual spectrum assignments alone is insufficient to support the launch of a robust, nationwide mobile (MSS/ATC) broadband service that will effectively compete with the terrestrial Commercial Mobile Radio Service (CMRS) providers. The applicants also claim that the integration of the combined spectrum in the hands of an experienced and financially sound distributor of multi-channel video programming services that already operates a "network of sales support, installation, customer service, and maintenance infrastructure" will be better positioned to "put underutilized 2 GHz MSS to use" and "meet the expansive bandwidth requirements of Internet access and other broadband services." *Id.* at 3-4.

[48] 2000-2020 MHz (uplink) and 2180-2200 MHz (downlink).

[49] 1525-1559 MHz (uplink) and 1626.5-1660.5 MHz (downlink).

[50] 1610-1626.5 MHz (uplink), 1613.8-1626.5 MHz (secondary downlink allocation); 2483.5-2500 MHz (downlink).

[51] 148-150 MHz (uplink) and 137-138 MHz and 400-401 MHz (downlinks).

[52] DBSD Consolidated Application at 13.

[53] *Id.* at 16.

[54] Third Report and Analysis of Competitive Market Conditions with Respect to Domestic and International Satellite Communications Services; Report and Analysis of Competitive Market Conditions with Respect to Domestic and International Satellite Communications, *Third Report*, FCC 11-183, IB Docket Nos. 09-16 and 10-99, ¶ 59 (rel. Dec. 13, 2011) ("Third Satellite Competition Report").

[55] TerreStar Consolidated Application at 13.

[56] TerreStar Consolidated Application at 31.

[57] Third Satellite Competition Report at ¶¶ 49-51.

operators currently providing service in the L-Band in the United States. The L-Band consists of a 66 megahertz MSS allocation, and Inmarsat and LightSquared operate under a coordination and cooperation agreement that allows both operators contiguous blocks of spectrum and facilitates the provision of MSS and ATC broadband services in the United States.[58]

18. Inmarsat currently has 11 satellites in 9 orbital locations, including three satellites in Inmarsat's I-4 constellation.[59] The I-4 constellation, launched in 2005, is used for Inmarsat's Broadband Global Area Network (BGAN), with one of the three I-4 BGAN satellites servicing the United States. Inmarsat provides voice, low-speed data, and high-speed data services to customers for various applications including: (1) land-based applications, including broadband, machine-to-machine (e.g., asset tracking) and voice; (2) maritime applications, including broadband, voice and maritime safety; and (3) aeronautical applications, including broadband, voice, low-speed data and safety communications.[60] These services are available throughout most of the world (except at the poles), including the United States and U.S. coastal waters.

19. LightSquared, owned by Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations Fund, L.P. (Harbinger),[61] provides service covering North America via two geostationary satellites[62] that provide voice and low-speed data services to customers, including: (1) land-based applications (*e.g.*, voice, asset tracking); (2) maritime applications; and (3) government applications (*e.g.*, disaster relief).[63] On November 15, 2010, LightSquared launched SkyTerra 1, its replacement satellite for MSAT-2, and it was placed into service in 2011. SkyTerra 2 (licensed in Canada), LightSquared's replacement satellite for MSAT-1, is being readied for launch. The design of these satellites will allow communications with smartphones and tablets with a form factor similar to

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[58] *Id.* at ¶¶ 52-53.

[59] Inmarsat PLC, Annual Report and Accounts 2010, http://annualreport.inmarsat.com/download_centre/Inmarsat_annual_report_2010.pdf at 9. *See also*, http://www.inmarsat.com/About/default.aspx. The I-4 series provide mobile broadband services and are 60 times more powerful than the I-3 series. They were first launched in 2005 and are anticipated to continue in commercial operation until about 2020. In August 2010, Inmarsat announced a contract with Boeing to build a constellation of three I-5 satellites. The I-5 satellites will operate in the Ka-band, with operations expected to start in 2014, and will enable Inmarsat to provide a global high speed mobile broadband service offering. *See* Press Release: "Inmarsat announces $1.2bn investment in next generation Ka-band satellite network," August 6, 2010, http://www.inmarsat.com/About/Newsroom/Press/00036066.aspx.

[60] *See* http://www.inmarsat.com.

[61] As of December 20, 2011, Harbinger also held a non-controlling interest in TerreStar Corporation of approximately 3% of the voting shares and approximately 24% of the equity, as well as debt instruments. Letter from Henry Goldberg, Attorney for Harbinger Capital Partners, to Marlene H. Dortch, Secretary, Federal Communications Commission, IB Docket 08-184, November 21, 2011, available at http://apps.fcc.gov/ecfs/document/view?id=7021748027; Letter from Henry Goldberg, Attorney for Harbinger Capital Partners to Marlene H. Dortch, Secretary, Federal Communications Commission, IB Docket 08-184, December 21, 2011, available at http://fjallfoss.fcc.gov/ecfs/document/view?id=7021751386; Letter from Henry Goldberg, Attorney for Harbinger Capital Partners to Marlene H. Dortch, Secretary, Federal Communications Commission, IB Docket 08-184, January 18, 2012, available at http://fjallfoss.fcc.gov/ecfs/document/view?id=7021754431, and Letter from Henry Goldberg, Attorney for Harbinger Capital Partners to Marlene H. Dortch, Secretary, Federal Communications Commission, IB Docket 08-184, February 17, 2012, available at http://apps.fcc.gov/ecfs/document/view?id=7021861353.

[62] These satellites are MSAT-1 (at 106.5° W.L., Canadian licensed) and MSAT-2 (at 101° W.L.).

[63] *See SkyTerra Communications Inc., Transferor and Harbinger Capital Partners Funds, Transferee, Applications for Consent to Transfer Control of SkyTerra Subsidiary, LLC,* Memorandum Opinion and Order and Declaratory Ruling, IB Docket No. 08-184, 24 FCC Rcd 3059, ¶ 33 (2010) (SkyTerra Merger Order).

current terrestrial wireless devices.[64]

20. *MSS Providers in the Big LEO Bands*: Iridium Communications Inc. ("Iridium") and Globalstar, Inc. ("Globalstar") operate in the Big LEO Band. Iridium and Globalstar both provide global voice and low-speed data services to customers for various applications including: (1) land-based applications (e.g., asset tracking); (2) maritime applications (e.g., vessel monitoring); (3) government applications (e.g., disaster relief); and (4) military applications.[65] Iridium's next-generation constellation, Iridium NEXT, described as including new product and service offerings as well as upgrades to Iridium's current services including higher data rates, is expected to launch in 2015 and be fully deployed in 2017.[66]

21. *MSS Provider in the Little LEO Band*: The Little LEO Band is operationally restricted to low data rates.[67] ORBCOMM operates in the Little LEO Band, providing narrowband digital two-way messaging, data communications, and geo-positioning services globally. ORBCOMM provides these services through value-added resellers.[68]

2. Potential Competitive Effects

22. Consistent with the DOJ/FTC Horizontal Merger Guidelines, we begin our analysis of the competitive effects of this transaction by evaluating the impact of the transactions on the competitive alternatives available to customers and consider those services which are reasonably interchangeable by consumers for the same purposes.[69] Recognizing that this transaction will result in consolidated control of the only two licensees of 2 GHz MSS spectrum, we must determine whether an effect of this transaction will be the reduction in consumer options for satellite services offered using 2 GHz MSS spectrum. Thus, for the purpose of our analysis here, we begin by considering whether the proposed acquisition will lessen competition in mobile satellite services offered by licensees using 2 GHz MSS spectrum and by licensees using other MSS spectrum which is used for services which consumers find reasonably interchangeable with the services provided by the two 2 GHz MSS operators.

23. MSS operators generally provide three types of mobile satellite services – low-speed data, voice, and high-speed data – in each of three different locales, namely on land, at sea (maritime), and in the air (aeronautical).[70] The services also vary by the size and type of customer equipment, and by whether the provider can offer global service, or only offers regional service. Based upon the record before us at this time, we find that the L-Band MSS operators, Inmarsat and LightSquared, offer the closest substitute services, each reasonably interchangeable with the services that were planned to be

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[64] *See LightSquared Petition for Declaratory Ruling*, December 20, 2011 describing recent developments in LightSquared's business plans), available at http://www.lightsquared.com/wp-content/uploads/2011/12/LightSquared-PDR.pdf.

[65] *See* SkyTerra Merger Order at ¶ 34.

[66] *See* http://www.iridium.com/About/IridiumNEXT.aspx. The Iridium NEXT constellation will include 66 operational LEO satellites, as well as 6 in-orbit spares and 9 ground spares. *See also "Iridium Announces Comprehensive Plan for Next Generation Constellation,"* June 2, 2010, available at http://multivu.prnewswire.com/mnr/iridium/44300/.

[67] *See* 47 CFR § 2.106, footnote US320.

[68] Third Satellite Competition Report at ¶ 71; and SkyTerra Merger Order at ¶ 36.

[69] See DOJ/FTC Horizontal Merger Guidelines, August 19, 2010, available at http://www.justice.gov/atr/public/guidelines/hmg-2010.html. See also SkyTerra Communications, Inc., Transferor and Harbinger Capital Partners Funds, Transferee, Applications for Consent to Transfer Control of SkyTerra Subsidiary, LLC, Memorandum Opinion and Order and Declaratory Ruling, IB Docket No. 08-184, DA 10-535, 25 FCC Rcd 3059 at ¶ 37 (Int'l Bur./OET/WTB 2010) ("SkyTerra Merger Order").

[70] See Sky Terra Merger Order at ¶ 38.

offered by DBSD and TerreStar. Similar to the DBSD and TerreStar systems, LightSquared's system is designed to operate with small customer handsets.[71] While Inmarsat's services have in the past operated with portable laptop-sized customer equipment, recent service offerings include smaller handsets.[72] Operators in the Big LEO Band currently offer lower data throughput rates than the L-Band and 2 GHz operators, and will not be offering higher data rates in the near future, and the Little LEO Band is restricted to low-speed data service. Given the similarity in the type of services and customer equipment, some customers contemplating the 2 GHz service options are likely to also consider the L-Band service options as reasonably interchangeable.[73] Thus, for the purpose of the current analysis we consider the two 2 GHz MSS operators,[74] DBSD and TerreStar, and the two L-Band MSS operators, Inmarsat and LightSquared.[75]

24. In addition, while the proposed acquisition of the two 2 GHz licensees will consolidate 2 GHz spectrum under common control, to date neither of these providers has been successful (financially or otherwise) in providing MSS on a competitively significant scale. Only TerreStar provides a nascent MSS and neither provides ATC service. As a result, the fact that these licenses will be consolidated under common control does not create the same competitive concerns that would exist if both DBSD and TerreStar were currently providing mobile satellite service. Unlike both of the 2 GHz providers, however, Inmarsat has been offering its high-speed MSS since 2005 and LightSquared has been offering voice and low-speed data MSS since 1996.[76] We also note that each of the 2 GHz license holders in bankruptcy has less MSS spectrum available than either of the two L-Band providers.[77] In addition, nothing in the record suggests that, in a timely manner, these firms would have separately emerged from bankruptcy, each acquired by firms with no other MSS ownership interests.[78] As a result, the record before us suggests rather than reduce MSS options, this transaction may facilitate a quicker and larger scale new entry of 2 GHz MSS and possibly terrestrial service by a financially secure 2 GHz provider that will compete more effectively against L-Band providers in the provision of MSS and in particular mobile satellite broadband service to the benefit of consumers.

B. Public Interest Benefits

25. We next consider evidence of efficiencies and other public interest benefits that

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[71] *See* http://www.lightsquared.com/what-we-do/devices/.

[72] *See* Sky Terra Merger Order at ¶¶ 45-48. *See* Inmarsat, Land Services Overview, http://www.inmarsat.com/Services/Land/Services/?language=EN&textonly=False (last visited February 2, 2012).

[73] For satellite voice service, customers contemplating the 2 GHz service options likely may consider the Big LEO service options (Iridium and Globalstar) and the L-Band service options as reasonably interchangeable. For satellite low-speed data services, customers contemplating the 2 GHz service options likely may consider the Little LEO service options (Orbcomm), the Big LEO service options, and the L-Band service options as reasonably interchangeable.

[74] The applicants also note several technical differences between the 2 GHz and the L-Band in the implementation of ATC. TerreStar Consolidated Application at 32.

[75] We note that, to the extent the Big LEO operators might be a reasonable substitute for some customers, this will further reduce any potential competitive concerns.

[76] Third Satellite Competition Report at ¶ 48.

[77] *Id.* at ¶ 43.

[78] We also note an additional benefit resulting from DISH's acquisition of the TSL DIP licenses i.e., the elimination of any common ownership between LightSquared, which is owned by Harbinger, and Harbinger's minority holdings in TerreStar. After the DISH transaction, Harbinger's ownership interest in the TSL DIP licenses will cease. The elimination of this common ownership through Harbinger is not competitively insignificant given that LightSquared is one of the MSS providers with an ATC authorization in the L-Band.

applicants claim will result from the proposed merger.[79] The Commission applies two general criteria in deciding whether a claimed benefit should be considered and weighed against potential harms. First, claimed benefits must be *merger specific – i.e.,* the claimed benefits must be likely to be accomplished as a result of the merger but unlikely to be realized by other means that entail fewer anticompetitive effects.[80] Second, claimed benefits must be *verifiable.*[81]

26. The applicants claim that the proposed transactions will enable the two bankrupt enterprises to emerge from bankruptcy, facilitating retirement of debt and improving access to capital.[82] We agree. There are significant public interest benefits that will result from an efficient use of the 2 GHz spectrum by a financially sound licensee that has the requisite capital and capability to develop and deploy 2 GHz MSS to consumers. The applicants claim that the proposed transactions will bring together the MSS 2 GHz assignments and allow DISH to offer a new service, on a nationwide basis, which will at least be a partially competitive substitute for services offered by the CMRS carriers.[83]

27. The applicants also claim that combining the two MSS 2 GHz spectrum assignments and the satellite assets will increase the ability to make efficient use of the 2 GHz spectrum.[84] They note that as a result of potential interoperability between the DBSD G-1 and the TerreStar T-1 satellites, capacity shifting and redeployment could be accommodated.[85] Additionally, the applicants note that access to a combined 40 megahertz of spectrum will facilitate deployment of next-generation MSS/ATC.

C. Balancing of Public Interest Consideration

28. The Commission applies a "sliding scale approach" to evaluating public interest benefit claims.[86] Under this approach, where potential harms appear "both substantial and likely, the Applicants'

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[79] Under Commission precedent, the burden of persuasion is on the parties proposing the transfer of a license or authorization to show that the potential public interest benefits of the transfer outweigh the potential public interest harms. *See, e.g., Bell Atlantic-NYNEX Order*, 12 FCC Rcd at 20063. *SBC-Ameritech Order*, 14 FCC Rcd at 14825. *See also DOJ/FTC Guidelines* § 10. ("The Agency will not challenge a merger if cognizable efficiencies are of a character and magnitude such that the merger is not likely to be anticompetitive in any relevant market. To make the requisite determination, the Agency considers whether cognizable efficiencies likely would be sufficient to reverse the merger's potential to harm consumers in the relevant market, e.g., by preventing price increases in that market.").

[80] *See, e.g., Bell Atlantic-NYNEX Order*, 12 FCC Rcd at 20063; *SBC-Ameritech Order*, 14 FCC Rcd at 14825; *see also DOJ/FTC Guidelines* § 10 ("The Agencies credit only those efficiencies likely to be accomplished with the proposed merger and unlikely to be accomplished in the absence of either the proposed merger or another means having comparable anticompetitive effects.").

[81] Because much of the information relating to the potential benefits of a merger is in the sole possession of the merging parties, those parties must provide sufficient support for any benefit claims so that the Commission can verify the likelihood and magnitude of each claimed benefit. *See, e.g., Bell Atlantic-NYNEX Order,* at 20063. Moreover, speculative benefits that cannot be verified will be discounted or dismissed. Thus, for example, benefits that are to occur only in the distant future may be discounted or dismissed because, among other things, predictions about the more distant future are inherently more speculative than predictions about events that are expected to occur closer to the present. *SBC-Ameritech Order*, 14 FCC Rcd at 14825; *see also DOJ/FTC Guidelines* § 10.

[82] DBSD Consolidated Application at 11-12; TerreStar Consolidated Application at 22-23.

[83] TerreStar Consolidated Application at 3, 23-36.

[84] *Id.* at 23, DBSD Consolidated Amendment at 4, DBSD Consolidated Application at 27.

[85] DBSD Consolidated Amendment at 4.

[86] *XM-Sirius Order*, 23 FCC Rcd 12348, 12384, ¶ 76; *Applications of Cellco Partnership d/b/a Verizon Wireless and Rural Cellular Corporation for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order and Declaratory Ruling, 23 FCC Rcd 12463, 12506, ¶ 95 (2008); *Applications of AT&T Inc. and Dobson Communications Corporation for Consent to Transfer Control of Licenses and Authorizations,*

demonstration of claimed benefits also must reveal a higher degree of magnitude and likelihood than we would otherwise demand."[87] On the other hand, where potential harms appear to be less likely or less substantial, as in this case, we will accept a lesser showing of the claimed benefits to approve the transaction.[88] Accordingly, we disagree with MetroPCS' claim[89] that the Applicants have not provided sufficient evidence of their claimed benefits. As we do not find substantial public interest harms with this proposed transaction, we find the evidence of claimed benefits that are likely to result from the transfer of control are sufficient for us to find that the transaction will serve the public interest.[90]

D. Related Matters: Waiver Requests

29. The applicants also sought technical rule waivers and license modifications in connection with the ATC authorized in their licenses. These waiver requests are the subject of a separate docket and will be addressed separately.[91] In addition to these requests for technical waivers, DISH has requested waiver of certain non-technical ATC rule provisions, including the integration and spare satellite provisions in sections 25.149 (b)(4) and (b)(2). Since the release of the National Broadband Plan two years ago,[92] the Commission has been clear about its intent to remove regulatory barriers in this band through a rulemaking to unleash more spectrum for mobile broadband.[93] The unique characteristics of this band, including the possibility of converting it to full terrestrial use, also make it in the public interest to consider the issues raised by the request to waive certain non-technical ATC provisions in the rulemaking context. The record in this proceeding does not provide a sufficient basis to depart from the

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Memorandum Opinion and Order, 22 FCC Rcd 20295, 20332, ¶ 77 (2007); *Applications of AT&T Inc. and BellSouth Corporation for Consent to the Transfer of Control of Licenses*, Memorandum Opinion and Order, 22 FCC Rcd 5662, 5761-2, ¶ 203 (2007); *Applications of Midwest Wireless Holdings, L.L.C. and ALLTEL Communications, Inc.*, Memorandum Opinion and Order, 21 FCC Rcd 11526, 11565, ¶ 109 (2006); *Applications of Western Wireless Corporation and ALLTEL Corporation for Consent to Transfer Control of Licenses*, Memorandum Opinion and Order, 20 FCC Rcd 13053, 13102, ¶ 137 (2005); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21600, ¶ 206 (2004).

[87] *EchoStar-DirecTV Order*, 17 FCC Rcd at 20631, ¶ 192 (quoting *Applications of Ameritech Corp., Transferor, and SBC Communications Inc., Transferee, for Consent to Transfer Control of Licenses*, Memorandum Opinion and Order, 14 FCC Rcd 14712, 14825, ¶ 256 (1999)); *cf. DOJ/FTC Guidelines* § 10 ("The greater the potential adverse competitive effect of a merger, the greater must be the cognizable efficiencies, and the more they must be passed through to customers, for the Agencies to conclude that the merger will not have an anticompetitive effect in the relevant market. When the potential adverse competitive effect of a merger is likely to be particularly substantial, extraordinarily great cognizable efficiencies would be necessary to prevent the merger from being anticompetitive.").

[88] *Verizon-MCI Order*, 20 FCC Rcd at 18531, ¶ 196; *SBC-AT&T Order*, 20 FCC Rcd at 18385, ¶ 185.

[89] *See* MetroPCS Petition.

[90] *See Application of PacifiCorp Holdings, Inc. and Century Telephone Enterprises, Inc. for Consent to Transfer Control of Pacific Telecom, Inc., a Subsidiary of PacifiCorp Holdings, Inc.*, Report No. LB-97-49, Memorandum Opinion and Order, 13 FCC Rcd 8891, 8893-84, ¶ 3 (WTB 1997). Inasmuch as we have concluded there is adequate evidence to support a grant of the applications seeking approval of the proposed transfers of control, we deny MetroPCS' Petition insofar as it relates to the transfer of control applications.

[91] New DBSD Satellite Service G.P., Debtor-in-Possession, and TerreStar Licensee Inc., Debtor-in-Possession, Request for Rule Waivers and Modified Ancillary Terrestrial Component Authority, *Public Notice*, DA 11-1555, IB Docket No. 11-149 (rel. Sept. 15, 2011).

[92] Connecting America: The National Broadband Plan, Recommendation 5.8.4 at 87-88 (2010), available at http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-296935A1.pdf (last visited Feb. 28, 2012).

[93] *See* Fixed and Mobile Services in the Mobile Satellite Service Bands at 1525-1559 MHz and 1626.5-1660.5 MHz, 1610-1626.5 MHz and 2483.5-2500 MHz, and 2000-2020 MHz and 2180-2200 MHz, ET Docket No. 10-142, *Report and Order*, 26 FCC Rcd 5710 (2011).

intended rulemaking approach. Accordingly, the request for waiver of these non-technical rules is denied.

IV. CONCLUSION

30. Upon review of the applications and the record in the proceeding, we conclude that approval of this transaction is in the public interest.

V. ORDERING CLAUSES

31. Accordingly, IT IS ORDERED that, pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 214 and 310(d), and Sections 25.119(d), 25.137(g) and 63.24 of the Commission's rules, 47 C.F.R. §§ 25.119(d), 25.137(g), and 63.24, the applications to transfer or assign licenses and authorizations listed in Appendix A are GRANTED.

32. IT IS FURTHER ORDERED that to the extent indicated herein MetroPCS Communications, Inc.'s Petition to Require Further Public Interest Showing or, in the Absence of Such a Showing, to Deny the DISH Network Corporation Applications is DENIED.

33. IT IS FURTHER ORDERED that application IBFS File Nos. SAT-T/C-20110408-00071 as amended by IBFS File No. SAT-AMD-20110822-00164 and SAT-ASG-20110822-00165 ARE GRANTED to the extent of modifying the name in which the records associated with Call Signs S2651 and S2633 are listed in the International Bureau Filing System, effective upon consummation of the proposed transaction.

34. IT IS FURTHER ORDERED, that the request for waivers of Sections 25.149(b)(ii) and 25.149(b)(4) of the rules, and related modification of ancillary terrestrial component authority, filed by TerreStar Licensee Inc., Debtor-in-Possession, IBFS File No. SES-MOD-20110822-00983, and by New DBSD Satellite Services G.P., Debtor-in-Possession, IBFS File No. SES-MOD-20110822-00985, ARE DENIED.

35. This Order is issued pursuant to Section 0.261 of the Commission's rules on delegated authority, 47 C.F.R. §0.261, and is effective on release. Petitions for reconsideration under Section 1.106 of the Commission's rules, 47 C.F.R. §1.106, may be filed within 30 days of the date of the release of this order. *See* 47 C.F.R. §1.4(b)(2).

FEDERAL COMMUNICATIONS COMMISSION

Rodney E. Porter for MDLT

Mindel De La Torre
Chief, International Bureau

APPENDIX A

I. PART 25 – SATELLITE EARTH STATION LICENSES AND SPACE STATION APPLICATIONS

A. Space Station Applications:

File Nos.	File Name:	Call Signs:
SAT-T/C-20110408-00071 SAT-AMD-20110822-00164	New DBSD Satellite Services G.P., Debtor-in-Possession	S2651
SAT-ASG-20110822-00165	TerreStar License Inc., Debtor-in-Possession	S2633

B. Earth Station Licenses:

File Nos.	Licensee:	Call Signs:
SES-T/C-20110408-00424 SES-AMD-20110822-00990	New DBSD Satellite Services G.P., Debtor-in-Possession	E080035
SES-T/C-20110408-00424 SES-AMD-20110822-00989	New DBSD Satellite Services G.P., Debtor-in-Possession	E080070
SES-T/C-20110408-00424 SES-AMD-20110822-00987	New DBSD Satellite Services G.P., Debtor-in-Possession	E070291
SES-T/C-20110408-00424 SES-AMD-20110822-00988	New DBSD Satellite Services G.P., Debtor-in-Possession	E070290
SES-T/C-20110408-00425 SES-AMD-20110822-00986	New DBSD Satellite Services G.P., Debtor-in-Possession	E070272
SES-ASG-20110822-00993	TerreStar License Inc., Debtor-in-Possession	E090061
SES-ASG-20110822-00994	TerreStar License Inc., Debtor-in-Possession	E060430
SES-ASG-20110822-00992	TerreStar License Inc., Debtor-in-Possession	E070098

C. Section 214 Authorizations:

File No.	Licensee:	Call Signs:
ITC-ASG-20110822-00279	TerreStar License Inc., Debtor-in-Possession	ITC-214-20100513-00194 ITC-214-20100513-00195