Description of the Transaction

This application seeks the FCC's consent to the assignment of the two geostationary space station authorizations, AfriStar-1 (call sign 2367) and AfriStar-2 (call sign S2666) held by AfriSpace, Inc. Debtor-in-Possession ("AfriSpace DIP") to Liberty Satellite Radio, Inc. ("Liberty Satellite") that will result from the proposed transaction described below.

Liberty Satellite, a Delaware corporation and an indirect wholly-owned subsidiary of Liberty Media Corporation ("Liberty Media"), intends to enter a transaction in which it would acquire certain assets of WorldSpace, Inc. ("WorldSpace"), WorldSpace Systems Corporation, AfriSpace, Inc., and WorldSpace Satellite Company Ltd. (collectively, the "Debtors") in a sale transaction to be approved by the United States Bankruptcy Court for the District of Delaware. The acquired assets will include the geostationary space station authorizations held by AfriSpace DIP.

Liberty Satellite Radio Holdings, LLC ("Liberty Satellite Holdings"), a Delaware limited liability company and an indirect wholly-owned subsidiary of Liberty Media and an affiliate of Liberty Satellite, holds all of the senior secured debt of the Debtors, including debtor-in-possession loans in the current principal amount of $22.3 million ("DIP Loan"). It is anticipated that Liberty Satellite Holdings will make additional advances to the Debtors under the DIP Loan to fund the cash requirements of the Debtors until the closing of the proposed transaction. Prior to the closing of the proposed transaction, Liberty Satellite Holdings will assign its rights as the holder of the DIP Loan to Liberty Satellite, and Liberty Satellite will release all of the obligations of the Debtors under the DIP Loan in exchange for the acquired assets.

Liberty Media and the Debtors expect to enter into definitive agreements relating to the proposed transaction. Completion of the proposed transaction is subject to the customary conditions precedent, including obtaining all required regulatory approvals.

~ Doc# 59457.1 ~