

REQUEST FOR TRANSFER OF CONTROL OF
FCC EXPERIMENTAL LICENSES

INTRODUCTION

AST&Science LLC (“AST”) hereby seeks Federal Communications Commission (“FCC” or “Commission”) consent for a *pro forma* transfer of control to a publicly-traded holding company that will purchase equity interests in AST and become the managing member of AST. Pursuant to Section 5.79(a) of the FCC rules,¹ AST is requesting FCC consent prior to the transaction that will effectuate the transfer of control.

No modification to the test plan or technical data involved in grant of the licenses is required as a result of this transaction. Additionally, after the transaction, actual control and majority ownership of AST will be maintained by CEO Abel Avellan, who will own the majority of the voting securities in the new holding company and be entitled to appoint the majority of its board of directors. Mr. Avellan currently owns approximately 60% of the outstanding voting power of AST; following the transaction, he will own approximately 88% of the total outstanding voting power of AST SpaceMobile. Permission is sought from the Commission here solely because of the new ownership structure that will be put in place as a result of the public offering.

Grant of AST’s request is in the public interest because no actual change in control of AST operations will occur as a result of the transaction, allowing for the continuation of important testing that will inform the development of a novel satellite system designed to provide 5G connectivity throughout the United States.

BACKGROUND

AST holds two FCC experimental licenses to test with the BlueWalker 1 (“BW1”) test satellite from its Midland, TX headquarters: (1) File Number 0884-EX-CN-2018 (Call Sign WJ2XZZ); and (2) File Number 0047-EX-CN-2019 (Call Sign WK2XCX).

AST does not hold any other FCC authorizations other than these two experimental licenses. AST&Science LLC will continue as licensee for the two aforementioned FCC experimental licenses.

THE PARTIES AND THE TRANSACTION

Transferor: AST&Science LLC is a Delaware limited liability company headquartered in Midland, TX. AST was established in 2017 with the mandate of providing Low Earth Orbit (“LEO”) satellite services worldwide. AST is in the process of building the SpaceMobile constellation, consisting of more than 200 LEO satellites, to fulfill this mission.

¹ 47 C.F.R. § 5.79(a).

AST&Science LLC
FCC Form 703
Call Signs WJ2XZZ and WK2XCX

Transferee: New Providence Acquisition Corp., a Delaware corporation (“NPA”), is a publicly-traded special purpose acquisition company that will be renamed “AST SpaceMobile, Inc.” (“AST SpaceMobile”) at the closing of the transaction with AST. AST SpaceMobile will hold ~29% of the equity interests of AST after the transaction and will be AST’s managing member. AST SpaceMobile will not hold any assets other than its equity interests in AST.

The Transaction: As a result of an equity purchase agreement dated December 15, 2020, NPA will purchase approximately 29% equity interest in and become the managing member of AST, which will continue to be the operating company.

Closing of this transaction is expected to occur in the first quarter of 2021. Post-closing, AST SpaceMobile will continued to be controlled by AST Founder and CEO Abel Avellan. Therefore, this request is *pro forma*.

Both AST and AST SpaceMobile are parties in good standing with the Commission; neither has had a license revoked or an application for permanent authority denied.

FOREIGN OWNERSHIP INFORMATION

No foreign government holds or controls, or will own or control, any interest in AST SpaceMobile Inc. Therefore, the licensee corporation will not be a representative of an alien or a foreign government.

Additionally, the Commission is not required to conduct a review of this application under Section 310(b)(4) of the Communications Act because that section does not apply to this request as there are no broadcast, common carrier, aeronautical en route or aeronautical fixed license at issue.

Please direct any questions to Laura Stefani, lstefani@mintz.com and 202-434-7387, or Sallye Clark, sclark@mintz.com and 202-434-7405.