

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

Through a series of applications, Alliant Techsystems Inc. (“Alliant”) and Orbital Sciences Corporation (“Orbital” or “Licensee”) seek the consent of the Federal Communications Commission (“FCC” or “Commission”) to the transfer of control of Orbital resulting from the merger of Orbital with a wholly owned subsidiary of Alliant.¹

Description of Transaction

Specifically, Vista Merger Sub Inc. (a wholly owned subsidiary of Alliant) will merge with and into Orbital, with Orbital surviving the merger as a wholly owned subsidiary of Alliant.² Alliant’s charter will be revised to change the name of the combined company to Orbital ATK, Inc. (“Orbital ATK”). In the merger, each share of Orbital common stock issued and outstanding immediately prior to the closing of the merger (other than shares owned by Orbital, Alliant or Vista Merger Sub Inc., which will be cancelled) will be converted into the right to receive 0.449 shares of Alliant common stock.

Immediately following the consummation of the transaction, holders of record of Alliant common stock will own approximately 53.8% of the combined company on a fully diluted basis and holders of record of Orbital common stock will own approximately 46.2% of the combined company on a fully diluted basis. The Chairman of the Orbital ATK board will be the current Chairman of Alliant’s board, and initially the current Orbital directors and senior management will hold the majority of board seats and senior management positions of Orbital ATK. The SEC has agreed that Alliant is the acquiring entity in this transaction.³

Public Interest Statement

Under Section 310(d) of the Communications Act of 1934, as amended, licenses may be transferred or assigned where the Commission finds “that the public interest,

¹ Orbital holds a number of FCC experimental, aviation, and Part 90 wireless licenses in separate FRN accounts, which are identified in Attachment A to this Exhibit.

² The merger will occur immediately after the spin-off of Alliant’s Sporting Group business (to be held by a newly formed subsidiary of Alliant, Vista Outdoor Inc.), as described in the separate application seeking FCC consent to the *pro forma* transfer of control of Alliant subsidiary Federal Cartridge Company. ULS File No. 0006615942.

³ See Alliant Form S-4 at 119 (filed Dec. 10, 2014) (discussing the accounting treatment of the transaction), available at <http://www.sec.gov/Archives/edgar/data/866121/000104746914009779/a2222446zs-4a.htm>.

convenience and necessity will be served thereby.”⁴ This standard involves a balancing process that weighs the potential public interest benefits of the proposed transaction against any potential harm.⁵ In addition, the Commission has determined that transfer and assignment applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission rules nor frustrate or undermine policies and enforcement of the Act, do not require extensive review and expenditures of considerable resources by the Commission.⁶ The instant application meets this standard.⁷ Not only is the proposed transaction permitted under the

⁴ 47 U.S.C. § 310(d); see *Applications of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC and Cox TMI, LLC For Consent To Assign AWS-1 Licenses*, Memorandum Opinion and Order and Declaratory Ruling, 27 FCC Rcd 10698, 10710 (2012) (“*Verizon-SpectrumCo Order*”); *Application of AT&T Inc. and Qualcomm Inc.*, Order, 26 FCC Rcd 17589, 17590 (2011) (“*AT&T-Qualcomm Order*”); *Applications of AT&T Inc. and Centennial Communications Corp.*, Memorandum Opinion and Order, 24 FCC Rcd 13915, 13916 (2009) (“*AT&T-Centennial Order*”); *Applications of Cellco Partnership d/b/a Verizon Wireless and Rural Cellular Corp.*, Memorandum Opinion and Order and Declaratory Ruling, 23 FCC Rcd 12463, 12465 (2008) (“*Verizon-Rural Order*”); *Applications of AT&T Inc. and Dobson Communications Corp.*, Memorandum Opinion and Order, 22 FCC Rcd 20295, 20296 (2007) (“*AT&T-Dobson Order*”); *Applications of Midwest Wireless Holdings, L.L.C. and ALLTEL Communications, Inc.*, Memorandum Opinion and Order, 21 FCC Rcd 11526, 11535 (2006) (“*Alltel-Midwest Order*”); *Applications of Nextel Communications, Inc. and Sprint Corp.*, Memorandum Opinion and Order, 20 FCC Rcd 13967, 13976-77 (2005) (“*Sprint-Nextel Order*”); *Applications of Western Wireless Corp. and ALLTEL Corp.*, Memorandum Opinion and Order, 20 FCC Rcd 13053, 13062-63 (2005) (“*Alltel-Western Order*”); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp.*, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21542-43 (2004) (“*Cingular-AT&T Wireless Order*”); *Applications for Consent to the Assignment of Licenses Pursuant to Section 310(d) of the Communications Act from NextWave Personal Communications, Inc., Debtor-in-Possession, and NextWave Power Partners, Inc., Debtor-in-Possession, to subsidiaries of Cingular Wireless LLC*, Memorandum Opinion and Order, 19 FCC Rcd 2570, 2580-81 (2004) (“*Cingular-NextWave Order*”).

⁵ *Verizon-SpectrumCo Order*, 27 FCC Rcd at 10710; *AT&T-Qualcomm Order*, 26 FCC Rcd at 17598-99; *AT&T-Centennial Order*, 24 FCC Rcd at 13927; *Verizon-Rural Order*, 23 FCC Rcd at 12476-77; *AT&T-Dobson Order*, 22 FCC Rcd at 20333; *Alltel-Midwest Order*, 21 FCC Rcd at 11535; *Sprint-Nextel Order*, 20 FCC Rcd at 13976; *Alltel-Western Order*, 20 FCC Rcd at 13062-63; *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21543; *Cingular-NextWave Order*, 19 FCC Rcd 2570 at 2580-81.

⁶ See *Tele-Communications, Inc. and AT&T Corp.*, Memorandum Opinion and Order, 14 FCC Rcd 3160, 3170 (1999); *Ameritech Corp. and SBC Communications, Inc.*, Memorandum Opinion and Order, 14 FCC Rcd 14712, 14740-41 (1999).

⁷ The Commission has emphasized that a detailed showing of benefits is not required for transactions where there are no anti-competitive effects. The Commission stated in *Southern New England Telecomm. Corp. to SBC Communications Inc.*, Memorandum Opinion and Order, 13 FCC Rcd 21292, 21315 (1998) that, in the absence of anti-competitive effects, a detailed showing of benefits is not necessary in seeking approval of a merger. Similarly, as the Commission stated in its approval of the SBC/Pacific Telesis merger, where it found that the merger would not

Act and the Commission's rules, it will serve the public interest without raising any competitive concerns.

There are no regulatory impediments to this transaction. None of the licenses involved in this transaction were initially obtained through FCC auction. There are no transferability restrictions associated with the licenses or with this transaction, and the proposed transaction is consistent with the FCC's relevant foreign ownership regulations. *See* 47 C.F.R. §§ 87.19, 90.115. Moreover, this application does not involve any wireless licenses for which facilities have not yet been constructed, and thus trafficking concerns are not implicated.⁸ A list of FCC licenses held by Orbital and to be transferred to Alliant is provided in Attachment A to this Exhibit.

The proposed transaction also does not raise competitive concerns. Consummation of the transaction will not create a geographic overlap of Wireless Radio Service licenses capable of providing interconnected mobile voice and/or data services under applicable service rules. Finally, Orbital ATK will continue providing service on an uninterrupted basis.

Pending Applications and Other Authorizations

Alliant respectfully requests that a grant of consent to the instant transfer of control of the Licensee also include applications filed by the Licensee that are pending. In addition, Alliant seeks authority to include in this transaction other authorizations or applications not specifically referenced herein as more fully described below.

While the list of licenses referenced in Attachment A is intended to be complete, the Licensee may now have on file, or may hereafter file, additional requests for authorizations for new or modified facilities that may be granted before or after the Commission takes action on this application. Accordingly, Alliant requests that Commission approval of this application include authority for it to transfer control of: (1) any authorization issued to the Licensee during the pendency of the subject transaction prior to closing; (2) any construction permit held by the Licensee that matures into a license after closing, as well as (3) any applications that are pending at the time the proposed transfer of control is consummated. Such action would be consistent with prior

reduce competition and that SBC possessed the requisite qualifications to control the licenses in question, "[a] demonstration that benefits will arise from the transfer is not . . . a prerequisite to our approval, provided that no foreseeable adverse consequences will result from the transfer." *Pacific Telesis Group and SBC Communications Inc.*, Memorandum Opinion and Order, 12 FCC Rcd 2624, 2626-27 (1997); *see also, Comcast Cellular Holdings, Co. and SBC Communications, Inc.*, Memorandum Opinion and Order, 14 FCC Rcd 10604, 10608-09 (WTB 1999).

⁸ 47 C.F.R. § 1.948(i) (noting that the Commission *may* request additional information regarding trafficking if it appears that a transaction involves unconstructed authorizations that were obtained for the principal purpose of speculation).

decisions of the Commission.⁹ Moreover, because the instant transfer of control is intended to include all of the FCC authorizations that the Licensee holds, or will hold, Alliant requests that Commission approval of this application include authority for it to transfer any call signs that inadvertently may have been omitted.

In addition, Alliant hereby requests a blanket exemption from Sections 1.927(h) and 1.933(b) of the Commission's rules in cases where the Licensee files amendments to pending applications to reflect consummation of the transfer of control.¹⁰ The exemption is requested so that such amendments reporting the change in ownership will not be treated as major amendments requiring a second public notice for the still-pending applications. Since any ownership changes that result with respect to any particular pending application are part of a larger transaction undertaken for a legitimate business purpose, grant of such an exemption would be consistent with previous Commission decisions.¹¹

Conclusion

Alliant is a leading provider of advanced weapons and space systems. Its advanced technologies and ammunition are critical to keep our Homeland secure and defend our national security. Alliant is proud to have been chosen to provide key components for NASA's Space Shuttle and other NASA missions. Orbital is also a key provider of space and launch systems that enable or enhance commercial, civil government and defense operations.

Commission grant of this application will serve the public interest, convenience and necessity as it will permit Alliant and Orbital to combine their expertise, more efficiently manage their holdings, effectuate the proposed merger, and for Orbital ATK to carry on these operations uninterrupted, which are critical to Homeland security and U.S. space exploration. For the reasons set forth herein, Alliant requests that the Commission grant the instant application expeditiously.

⁹ *NYNEX Corp. and Bell Atlantic Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 19985, 20097 (1997); *Craig O. McCaw and Am. Tel. & Telegraph*, Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 n.300 (1994) ("*McCaw*").

¹⁰ 47 C.F.R. §§ 1.927(h), 1.933(b).

¹¹ *See, e.g., PacifiCorp Holdings, Inc. and Century Telephone Enterprises, Inc.*, Memorandum Opinion and Order, 13 FCC Rcd 8891, 8915 (WTB 1997); *McCaw*, 9 FCC Rcd at 5909 n.300.

Attachment A

FCC licenses to be transferred

	FRN	Call Sign	Type of License
1	0003577186	WD2XIF	Experimental
2	0003577186	WE2XSE	Experimental
3	0003577186	WE2XSF	Experimental
4	0003577186	WNZX982	Industrial/Business Pool, Conventional
5	0014578496	KA98112	Aeronautical and Fixed
6	0014578496	140SC	Aircraft
7	0014578496	29330MOB	Aircraft
8	0014956486	WG2XPG	Experimental
9	0014956486	WH2XFB	Experimental
10	0014956486	WF2XYR	Experimental
11	0014956486	WF2XZL	Experimental
12	0014956486	WH9XVR	Experimental
13	0016225740	WH9XRI	Experimental
14	0020275566	WPRK698	Industrial/Business Pool, Conventional
15	0020275566	WPRK699	Industrial/Business Pool, Conventional
16	0020275566	WPZV554	Industrial/Business Pool, Conventional
17	0020275566	WQFU805	Industrial/Business Pool, Conventional