

**DESCRIPTION OF *PRO FORMA* TRANSACTION
AND RELATED FCC APPROVALS**

Pursuant to Section 5.79(a) of the FCC's rules, 47 C.F.R. § 5.79(a), this application requests FCC approval of the *pro forma* transfer of control of Thales Defense & Security, Inc. ("TDSI"), which holds experimental licenses, call signs WL9XXZ and WI2XUZ. Currently, TDSI is directly and wholly owned and controlled by Thales Holding Corporation, which in turn is directly and wholly owned and controlled by Thales USA, Inc. ("Thales USA"). Thales USA is directly and wholly owned and controlled by Thales S.A., a Société Anonyme organized under the laws of France that is publicly traded on the Euronext exchange. As the result of an internal restructuring, Thales Holding Corporation will dividend to Thales USA all of its interest in TDSI, and Thales USA will become the direct 100 percent owner of TDSI. Thus, the only change in the ownership or control of TDSI will be the removal of its current direct owner. The removal of a holding company from the ownership chain of a licensee with no other change in the ownership or control of licensee is a "corporate reorganization which involves no substantial change in the beneficial ownership of the" licensee.¹

This *pro forma* transaction also involves one satellite earth station authorization, call sign E170068, held by Thales Avionics, Inc., and one private wireless license, call sign WNZU403, held by Thales Communications, Inc., both of which are subsidiaries of Thales USA. An application to transfer control of call sign E170068 (IBFS File No. SES-T/C-20171211-01326) was filed on December 11, 2017 and was deemed granted pursuant to Section 25.119(i) of the FCC's rules, 47 C.F.R. § 25.119(i) on December 12, 2017. An application to transfer control of call sign WNZU403 (ULS File No. 0008023430) was filed on December 11, 2017 and was consented to on December 14, 2017.

Grant of the instant application is in the public interest because it will enable Thales USA to efficiently restructure its ownership of its subsidiaries that hold FCC licenses and authorizations.

¹ See *Federal Communications Bar Association's Petition for Forbearance From Section 310(d) of the Communications Act Regarding Non-Substantial Assignment of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, Memorandum Opinion and Order, 13 FCC Rcd. 6293 ¶ 8 (1998) ("common categories of transaction that are considered non-substantial and therefore are eligible for pro forma treatment [include] . . . corporate reorganization which involves no substantial change in the beneficial ownership of the corporation.").



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ULS Application

0008023430 - Thales USA, Inc.

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File Number 0008023430 Application Status C - Consented To

General Information

Application Purpose	TC - Transfer of Control		
Receipt Date	12/11/2017		
Entered Date	12/11/2017	Action Date	12/14/2017
Waiver	No	Number of Rules	
Attachments	Yes		
Application Fee Exempt	No	Waiver/Deferral Fee	No

Licensee Information

FRN	0007329378 (View Ownership Filing)	Type	Corporation
Name	Thales Communications, Inc. ATTN Scott Peters 22605 Gateway Center Dr. Clarksburg, MD 20871		P:(240)864-7977 E:Scott.Peters@thalesdsi.com
Race		Gender	
Ethnicity			

Licensee Contact Information

Name	Thales Communications, Inc. ATTN Scott Peters 22605 Gateway Center Dr. Clarksburg, MD 20871	P:(240)864-7977 E:Scott.Peters@thalesdsi.com
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Transferor Information

FRN	0021083316 (View Ownership Filing)	Type	Corporation
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Name	Thales USA, Inc. ATTN Alex Woods 2733 South Crystal Drive, Suite 1200 Arlington, VA 22202	P:(703)519-6311 E:alex.woods@us.thalesgroup.com
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Race	Gender
Ethnicity	

Transferor Contact Information

Name	Willkie Farr & Gallagher LLP Mia G Hayes 1875 K Street NW Washington, DC 20006	P:(202)303-1197 E:mhayes@willkie.com
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Transferee Information

FRN	0021083316 (View Ownership)	Type	Corporation
Name	Thales USA, Inc. ATTN Alex Woods 2733 South Crystal Drive, Suite 1200 Alexandria, VA 22202	P:(703)519-6311 E:alex.woods@us.thalesgroup.com	
Real Party In Interest	Thales USA, Inc.	FRN of Real Party in Interest	0021083316
Race		Gender	
Ethnicity			

Transferee Contact Information

Name	Willkie Farr & Gallagher LLP Mia G Hayes 1875 K Street NW Washington, DC 20006	P:(202)303-1197 E:mhayes@willkie.com
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Transferee Qualifications and Ownership Information

Alien Ownership

Is the Post-Transfer Licensee a foreign government or the representative of any foreign government? No

Is the Post-Transfer Licensee an alien or the representative of an alien?

Is the Post-Transfer Licensee a corporation organized under the laws of any foreign government?

Is the Post-Transfer Licensee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

Is the Post-Transfer Licensee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign

government or representative thereof, or by any corporation organized under the laws of a foreign country?

The Alien Ruling question is not answered.

Basic Qualifications

The Applicant answered "No" to each of the [Basic Qualification](#) questions.

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