

ATTACHMENT 1

Joint International and Domestic Section 214 Application to Assign Assets from Blue Sky Network, LLC to BSN Buyer, LLC

This joint application seeks Commission consent under Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.04 and 63.24 of the Commission’s rules,¹ to assign the assets and international Section 214 authorization of Blue Sky Network, LLC (“Blue Sky”) to BSN Buyer, LLC (“BSN”). Information shown in this joint application is as of the closing date.

I. RESPONSES TO QUESTIONS SET FORTH IN THE FCC SECTION 214 MAIN FORM

Responses to certain questions set forth in the application’s FCC Section 214 Main Form are as follows:

Answers to Question 10

Assignor Contact Information

Jon Gilbert
Blue Sky Network, LLC
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With a copy to:

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Assignee Contact Information

Gregoire Demory
BSN Buyer, LLC
10513 Santa Monica Blvd
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With a copy to:

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¹ 47 U.S.C. § 214; 47 C.F.R. §§ 63.04, 63.24.

Place of Organization

Blue Sky is a limited liability company organized under the laws of the state of Delaware. BSN is a limited liability corporation organized under the laws of the state of Delaware.

Prior International Section 214 Authorizations

Blue Sky holds one international Section 214 authorization, File No. ITC-214-20010713-00369, which authorizes it to provide telecommunications service on a facilities and resale basis. BSN holds no international Section 214 authorizations.

Answer to Question 11

Pursuant to Section 63.18(h) of the Commission's rules, the following entities hold a direct 10 percent or greater equity interest in BSN:

BSN Midco, LLC, a limited liability company organized under the laws of Delaware ("Midco"), and whose principal business is acting as an investment holding company, is the managing member of BSN and holds 100% of the equity of BSN;

Kerwood Capital Partners, LLC, a limited liability company organized under the laws of Delaware ("Kerwood"), and whose principal business is acting as an investment company, is the managing member of Midco and holds 100% of the equity of Midco;

Kerwood is managed by its board of managers, which is comprised of the following individuals: Jon Gilbert, Kambiz Aghili, Gregoire Demory,² Craig Jones, David Dodson, and Robert Whitelaw, all of whom are U.S. citizens.

Jon Gilbert, a U.S. citizen, holds approximately 15 percent of Kerwood's equity.

Craig Jones, a U.S. citizen, in part directly and in part indirectly through two investment funds he controls, Ticonderoga KI III, L.P., a limited partnership organized under the laws of Delaware, and Ticonderoga JW L.P, a limited partnership organized under the laws of Delaware, holds approximately 10 percent of Kerwood's equity.

The addresses for each of the persons and entities identified above are as follows:

BSN Midco, LLC
10513 Santa Monica Blvd
Los Angeles, CA 90025

Kerwood Capital Partners, LLC
10513 Santa Monica Blvd
Los Angeles, CA 90025

² Messrs. Aghili and Demory share a single board seat.

Jon Gilbert
1298 Prospect St., Suite 1-D
La Jolla, CA 92037

Kambiz Aghili
10513 Santa Monica Blvd
Los Angeles, CA 90025

Gregoire Demory
10513 Santa Monica Blvd
Los Angeles, CA 90025

Craig Jones
Ticonderoga Private Equity
1942 Broadway St., Suite 211
Boulder, CO 80302

David Dodson
PO Box 10707
Jackson, WY 83002

Robert Whitelaw
4151 Gulf Shore Blvd North #1601
Naples, FL 34103

Ticonderoga KI III, L.P.
Ticonderoga Private Equity
1942 Broadway St., Suite 211
Boulder, CO 80302

Ticonderoga JW L.P.
Ticonderoga Private Equity
1942 Broadway St., Suite 211
Boulder, CO 80302

No other entity or individual directly or indirectly holds a 10 percent or greater interest in BSN.

Answer to Question 13

Description of Transaction and Public Interest Statement

Blue Sky is a principal supplier of satellite tracking and communication solutions for the aviation, land mobile and maritime industries. Its solutions leverage the power of the Iridium satellite network to deliver reliable GPS tracking, interconnected voice, two-way messaging, and asset monitoring for improved fleet management. Blue Sky's interconnected voice services are provided on a common carrier basis.

The shareholders of BSN formed the company for the purpose of acquiring Blue Sky's communications business. BSN will acquire Blue Sky's communications business, including its international Section 214 authorization, pursuant to an asset purchase agreement.

The proposed transaction will serve the public interest by providing additional capital for the provision of satellite tracking and communications solutions to Blue Sky customers, which will in turn allow BSN to maintain and improve Blue Sky's services and promote competition in the telecommunications marketplace. Moreover, Blue Sky currently holds, and BSN post-closing will hold, only *de minimis* shares of the domestic and U.S.-international telecommunications markets. The proposed transaction thus poses no risk of competitive harm to the telecommunications markets within the U.S. or on routes between the United States and foreign points.

Answer to Question 20

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules. BSN is not and upon closing BSN will not be affiliated with any foreign carrier. It therefore qualifies for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S.-international routes. BSN is not and upon closing will also not be affiliated with a dominant U.S. carrier.

II. INFORMATION REQUIRED BY SECTION 63.04 OF THE FCC'S RULES IN RELATION TO BLUE SKY'S DOMESTIC SECTION 214 AUTHORITY

In support of the applicants' request for consent to assign the telecommunications service assets of Blue Sky to BSN, the following information is submitted pursuant to Section 63.04 of the Commission's rules.³ Specifically, Section 63.04(b) provides that applicants submitting a joint international/domestic Section 214 application should submit in an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04:

(a)(6) Description of the transaction:

A description of the transaction is set forth in Section I above.

(a)(7) Description of the geographic areas in which the applicants offer domestic telecommunications services, and what services are provided in each area:

Blue Sky provides interstate, interexchange interconnected voice calling services via satellite in all fifty states, the District of Columbia, and any U.S. territories or possessions. BSN provides no telecommunications services.

³ 47 C.F.R. § 63.04.

(a)(8) Statement as to how the application qualifies for streamlined treatment:

This application qualifies for streamlined treatment under Section 63.03(b) of the Commission's rules because: (1) the transferee is not a telecommunications provider; (2) Blue Sky's market share of the interstate, interexchange market is significantly less than 10 percent; and (3) Blue Sky provides competitive telecommunications services exclusively in geographic markets served by a dominant local exchange carrier that is not a party to this transaction. Neither applicant is affiliated with a carrier that is dominant with respect to any telecommunications service offered in the United States.

(a)(9) Identification of all other Commission applications related to this transaction:

This joint application is the only application filed with the Commission that relates to the proposed transaction.

(a)(10) Statement of whether the applicants request special consideration because either party is facing imminent business failure:

The applicants request no special consideration of this application for reasons relating to imminent business failure.

(a)(11) Identification of any separately filed waiver requests being sought in conjunction with this transaction:

The applicants seek no separately filed waiver requests in conjunction with this transaction.

(a)(12) Statement showing how grant of the Application will serve the public interest, convenience and necessity:

A demonstration of how the grant of the proposed transaction serves the interest, convenience and necessity is set forth in Section I above.