

ATTACHMENT 1
INTERNATIONAL AND DOMESTIC SECTION 214
TRANSFER OF CONTROL APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended,¹ and Sections 63.04 and 63.24 of the Federal Communications Commission's ("Commission") rules,² Globecomm Systems, Inc. ("Globecomm" or "Transferor") and Wasserstein Cosmos Co-Invest, L.P. ("Wasserstein Cosmos" or "Transferee") hereby request Commission consent to the transfer of control of the domestic and international Section 214 authorizations held by Globecomm and its wholly owned subsidiary, Telaurus Communications LLC ("Telaurus"), from Globecomm to Wasserstein Cosmos.³

ANSWER TO QUESTION 10

63.18(c) and (d) Information for Globecomm Systems, Inc. – Transferor

- Contact Information for Globecomm

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¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04 and 63.24.

³ Globecomm and Wasserstein Cosmos (collectively, "Applicants") are filing two applications to transfer control of domestic and international Section 214 authorizations (one for Globecomm and one for Telaurus). In addition, the Applicants are filing applications to transfer control of Globecomm's fixed earth stations and VSAT networks. Finally, the Applicants are filing applications to transfer private land mobile authorizations held by Globecomm and its wholly owned subsidiary, Cachendo LLC ("Cachendo"), to Wasserstein Cosmos.

- Globecom is a U.S. corporation organized under the laws of the State of Delaware.
- Globecom holds Section 214 authority to provide international and domestic telecommunications services. *See* File No. ITC-214-20030811-00396 and 47 C.F.R. § 63.01. Globecom's wholly owned subsidiary, Telaurus, also holds Section 214 authority to provide international and domestic telecommunications services. *See* File No. ITC-214-20090717-00337 and 47 C.F.R. § 63.01.

63.18(c) and (d) Information for Wasserstein Cosmos Co-Invest, L.P. – Transferee

- Contact Information for Wasserstein Cosmos

Company Contact

Wasserstein Cosmos Co-Invest, L.P.
 c/o Wasserstein & Co., LP
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- Wasserstein Cosmos is a U.S. limited partnership organized under the laws of Delaware.
- Wasserstein Cosmos has not previously received Section 214 authority.

ANSWER TO QUESTION 11

The following entities will have a ten percent or greater direct or indirect ownership or controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated:

Direct Ownership

The following entities will have a ten percent or greater direct ownership or controlling interest in Wasserstein Cosmos:

Wasserstein & Co., LP
1301 Avenue of the Americas
41st Floor
New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: General partnership interest representing 0.18% percent equity interest and control of Wasserstein Cosmos

Wasserstein Capital, LP
c/o Wasserstein & Co., LP
1301 Avenue of the Americas
41st Floor
New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: 22.34% limited partnership interest in Wasserstein Cosmos

Wasserstein Partners III (Reg AIV), LP
c/o Wasserstein & Co., LP
1301 Avenue of the Americas
41st Floor
New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: 22.34% limited partnership interest in Wasserstein Cosmos

Lexington Co-Investment Holdings III, L.P.
660 Madison Avenue,
23rd Floor
New York, NY 10065
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: 29.59% limited partnership interest in Wasserstein Cosmos

No other person or entity will have a ten percent or greater direct ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Indirect Ownership

Wasserstein & Co., LP Ownership

Wasserstein & Co., LP has two partners that will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated – Wasserstein Investments, LLC and Wasserstein Capital, LP. (the latter is also described on the previous page).

Wasserstein Investments, LLC

c/o Wasserstein & Co., LP

1301 Avenue of the Americas

41st Floor

New York, NY 10019

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: General partnership interest representing 0.2% equity interest and control of Wasserstein & Co., LP.

Note: The sole member of this entity is Wasserstein Holdings, LLC (described below).

Wasserstein Holdings, LLC

c/o Wasserstein & Co., LP

1301 Avenue of the Americas

41st Floor

New York, NY 10019

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole Member of Wasserstein Investments, LLC

Note: Wasserstein Holdings, LLC is managed by its officers: Ellis B. Jones (Chairman), George L. Majoros, Jr. (Vice President and Treasurer), and Robert Mersten (Secretary) and its Board of Directors. Members of the Board are Ellis B. Jones and Pamela Wasserstein. All of these individuals are U.S. citizens. The address for all individuals is c/o Wasserstein & Co., LP, 1301 Avenue of the Americas, 41st Floor, New York, NY 10019.

Three entities have a ten percent or greater equity interest in Wasserstein Holdings, LLC – the Wasserstein Family Trust LLC, the Cranberry Dune 1998 Long-Term Trust and the Estate of Bruce Wasserstein.

Wasserstein Family Trust LLC

c/o Wasserstein & Co., LP

1301 Avenue of the Americas

41st Floor

New York, NY 10019

Citizenship: Delaware

Principal Business: Holding Company

Direct Ownership Interest: 47.02% interest in Wasserstein Holdings, LLC

Note: The Wasserstein Family Trust is 100 percent owned by the 2001 Wasserstein Family Trust (described below).

2001 Wasserstein Family Trust
c/o Wasserstein & Co., LP
1301 Avenue of the Americas
41st Floor
New York, NY 10019
Citizenship: New York
Principal Business: Trust

Note: The 2001 Wasserstein Family Trust is managed by Ellis B. Jones, who also is the Chairman of Wasserstein Holdings, LLC and a member of its Board of Directors. The trustees of the Trust are Pamela Wasserstein, Ben Wasserstein, Alex Wasserstein, and George L. Majoros, Jr. Each of these individuals is a U.S. citizen. The address for all these individuals is c/o Wasserstein & Co., LP, 1301 Avenue of the Americas, 41st Floor, New York, NY 10019. Beneficiaries of the Trust, all of whom are U.S. citizens, are Pamela Wasserstein, Ben Wasserstein, Alex Wasserstein and three additional members of the Wasserstein family who are under eighteen.

Cranberry Dune 1998 Long-Term Trust
c/o Wasserstein & Co., LP
1301 Avenue of the Americas
41st Floor
New York, NY 10019
Citizenship: Delaware
Principal Business: Holding Company

Direct Ownership Interest: 31.99% interest in Wasserstein Holdings, LLC

Note: The Cranberry Dune 1998 Long-Term Trust is managed by Ellis B. Jones, who also is the Chairman of Wasserstein Holdings, LLC and a member of its Board of Directors. The trustees of the Trust are Pamela Wasserstein, Ben Wasserstein, and George Majoros, Jr. The beneficiaries of the Trust are the same as of the 2001 Wasserstein Family Trust.

Estate of Bruce Wasserstein
c/o Wasserstein & Co., LP
1301 Avenue of the Americas
41st Floor
New York, NY 10019
Citizenship: New York
Principal Business: Estate

Direct Ownership Interest: 15.99% interest in Wasserstein Holdings, LLC

Note: The Estate of Bruce Wasserstein is managed by Ellis B. Jones, who also is the Chairman of Wasserstein Holdings, LLC and a member of its Board of Directors. The executors of the Estate are Pamela Wasserstein, Ben Wasserstein, Alex Wasserstein, and Ellis B. Jones. Each of these individuals is a U.S. citizen. The address for all these individuals is c/o Wasserstein & Co., LP, 1301 Avenue of the Americas, 41st Floor, New

York, NY 10019. Beneficiaries of the Estate are the same as the beneficiaries of the 2001 Wasserstein Family Trust.

Wasserstein Capital, LP

Direct Ownership Interest: 99.8% limited partnership interest in Wasserstein & Co., LP

Note: The sole general partner of this entity is Wasserstein Investments, LLC (described above). Wasserstein Capital, LP has two limited partners that will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated – the Wasserstein Family Trust, LLC (which holds a 60% limited partnership interest) and the Estate of Bruce Wasserstein (which holds a 40% limited partnership interest), each of which is described above. No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Wasserstein Capital, LP Ownership

Wasserstein Capital, LP has three partners that will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated – the Wasserstein Family Trust, LLC, the Estate of Bruce Wasserstein and Wasserstein Investments, LLC, each of which is described above.

Wasserstein Partners III (Reg AIV), LP Ownership

Wasserstein Partners III (Reg AIV), LP (“WP III”) has two partners that will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated – Wasserstein Partners III (Reg AIV GP), LP (“WP III GP”) and Wasserstein Capital, LP (described above and which will hold a 99% limited partner interest in WP III). No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Wasserstein Partners III (Reg AIV GP), LP

c/o Wasserstein & Co., LP

1301 Avenue of the Americas

41st Floor

New York, NY 10019

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: General partnership interest representing 1.0% of the equity interest and control of WP III.

Note: The sole general partner of this entity is Wasserstein Capital, LP (described above), which general partnership interest represents a 100% equity interest of this entity.

Lexington Co-Investment Holdings III, L.P. Ownership

Lexington Co-Investment Holdings III, L.P. has one partner that will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated – CIP Partners III, L.P.

CIP Partners III, L.P.

660 Madison Avenue,

23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: General partnership interest representing 2% equity interest and control of Lexington Co-Investment Holdings III, L.P.

Note: The sole general partner of this entity is CIP Partners GP III LLC (described below). No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

CIP Partners GP III LLC

660 Madison Avenue,

23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole general partnership interest and control of CIP Partners III, L.P.

Note: The managing member of this entity is Lexington Partners L.P. (described below). No other member of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Lexington Partners L.P.

660 Madison Avenue,

23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Managing member of and 100% equity interest in CIP Partners GP III LLC

Note: The sole general partner of this entity is Lexington Partners Advisors GP L.L.C. (described below). No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Lexington Partners Advisors GP L.L.C.

660 Madison Avenue,

23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole general partnership interest and control of Lexington Partners L.P.

Note: The sole member of this entity is Lexington Partners Advisors Holdings L.P. (described below). No other member of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Lexington Partners Advisors Holdings L.P.

660 Madison Avenue,

23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole member of and 100% equity interest in Lexington Partners Advisors GP L.L.C.

Note: The sole general partner of this entity is Lexington Partners Advisors Holdings GP L.L.C. (described below). No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Lexington Partners Advisors Holdings GP L.L.C.

660 Madison Avenue,

23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole general partnership interest and control of Lexington Partners Advisors Holdings L.P.

Note: The managing member of this entity is Brent R. Nicklas (described below). No other member of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Brent R. Nicklas

660 Madison Avenue,

23rd Floor

New York, NY 10065

Citizenship: U.S.

Principal Business: Individual

Direct Ownership Interest: Mr. Nicklas has a 100% equity interest and control of Lexington Partners Advisors Holdings GP L.L.C.

No other person or entity will have a ten percent or greater direct or indirect ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

ANSWER TO QUESTION 13

Description of the Proposed Transaction

Wasserstein Cosmos and Globecomm seek FCC consent to the transfer of control of the international and domestic Section 214 authorizations, earth stations licenses, and private wireless authorizations held by Globecomm and its wholly owned subsidiaries to Wasserstein Cosmos. As described below, the transaction will be in the public interest, as it will enable Globecomm to be acquired by a parent with substantial financial wherewithal. The transaction will thus provide Globecomm with a solid financial platform to better enable it to compete within the highly competitive market for global communications.

Description of the Parties

Globecomm is a global communications solutions provider, offering customers managed access services to the United States Internet backbone, video content, the public switched telephone network or their corporate headquarters or government offices. Globecomm utilizes a combination of terrestrial connectivity, satellite bandwidth and teleports, along with a variety of remote very small aperture terminals, or VSATs, to provide end-to-end connectivity. Globecomm also leases and resells over one GHz of total satellite bandwidth across the globe for different frequencies, coverage areas and polarizations. Domestically, Globecomm and its wholly owned subsidiaries, Globecomm Network Services Corp. and Globecomm Services Maryland, provide nationwide toll-based termination of voice calls. Globecomm holds Section 214 authority to provide international and domestic telecommunications services, non-common carrier earth station authorizations, and a private wireless authorization.

Globecomm's wholly owned subsidiary, Telaurus, a Delaware limited liability company, provides a secure and robust global maritime communications network. This network provides shipboard users with an easy to use, reliable and cost effective means by which they can communicate. Telaurus resells pre-paid and post-paid phone cards and voice services for Inmarsat and Iridium satellite phones. Telaurus holds section 214 authority to provide international and domestic telecommunications services.⁴

As described above, the Transferee, Wasserstein Cosmos, is a Delaware limited partnership. Wasserstein Cosmos will be owned by Wasserstein & Co., LP, Wasserstein Family Trust LLC, WP III, Lexington Co-Investment Holdings III, L.P., and other private equity funds

⁴ In addition to the international and domestic Section 214 authorizations held by Globecomm and Telaurus, the following authorizations are the subject of FCC transfer of control applications that will be filed as part of this transaction: Globecomm holds fixed earth stations, call signs E050308, E060446, E090179, E120057, E120200, E070227, E010177, E020003, E980122, E020288, E970361, E990402, E060431, E970206, E020002, and VSAT networks, call signs E000251, E000277, E000278. Globecomm also holds one private wireless authorization, call sign WQLT500. Globecomm's wholly owned subsidiary, Cachendo, holds one private wireless authorization, call sign WPLH258. Globecomm also currently holds two common carrier microwave authorizations that will be surrendered prior to closing and, thus, transfer authority is not being sought for them.

that will each hold less than ten percent of the equity and voting interests in Wasserstein Cosmos. The general partner of Wasserstein Cosmos is Wasserstein & Co., LP, a Delaware limited partnership and a leading independent private equity and investment firm. Wasserstein & Co., LP also manages capital on behalf of institutional and individual investors. The firm is focused on investments primarily in the media, consumer products and water equipment and services industries. Wasserstein & Co. has offices in New York and Los Angeles.

Description of the Agreement

On August 25, 2013, Globecomm entered into a definitive Agreement and Plan of Merger (the “Merger Agreement”) with Wasserstein Cosmos and Cosmos Acquisition Corp., an indirect, wholly owned subsidiary of Wasserstein Cosmos. Pursuant to the terms of the Merger Agreement, and subject to the conditions thereof, Cosmos Acquisition Corp. will merge with and into Globecomm. Globecomm will thus become an indirect, wholly owned subsidiary of Wasserstein Cosmos at closing.⁵ The Merger Agreement was unanimously approved by Globecomm’s board of directors.

The transaction thus will result in the transfer of control of all of the FCC licenses and authorizations held by Globecomm and its wholly owned subsidiaries to Wasserstein Cosmos. Specifically, at closing, Globecomm will be directly wholly owned by Cosmos Holdings Acquisition Corp., a Delaware corporation. Cosmos Holdings Acquisition Corp. in turn will be wholly owned by Wasserstein Cosmos at closing. Because the proposed transfer of control will be completed at the holding company level, the Applicants expect that the transaction will be entirely transparent to Globecomm’s customers and will have no effect on the services those customers currently receive. As it affects only the ownership of Globecomm, the proposed transaction will not result in any adverse change in the assets Globecomm uses to provide service or Globecomm’s day-to-day operations, nor will the transaction itself have any adverse effect on Globecomm’s rates, terms or conditions of service.

Public Interest Statement

The proposed transfer of control of Globecomm and its wholly owned subsidiaries to Wasserstein Cosmos serves the public interest and will cause no offsetting public interest harms. Therefore, the Commission should expeditiously approve the proposed transfer of control.

The proposed transfer of control will promote competition by enabling Globecomm to be acquired by a parent with substantial financial resources. Wasserstein & Co. currently manages capital on behalf of institutional and individual investors. The transaction will provide Globecomm with a solid financial platform to better enable it to expand its customer base and develop new products and services to meet the evolving needs of its customers. As such, the

⁵ At the closing of the Merger, each outstanding share of Globecomm common stock, other than shares owned by Globecomm, shares owned by Wasserstein Cosmos or any subsidiary of either Globecomm or Wasserstein Cosmos, and shares with respect to which appraisal rights are properly exercised and not withdrawn, will be converted into the right to receive \$14.15 in cash, without interest and less any applicable withholding taxes.

transaction will better enable Globecom to compete in the highly competitive market for global communications.

At the same time, the proposed transfer of control does not raise any competitive concerns. Wasserstein Cosmos is not in the business of providing communications services. Accordingly, the transaction does not eliminate a competitor or in any way reduce competition in the market for global communications. In contrast, the transaction will likely increase competition by strengthening Globecom's financial wherewithal, enabling it to become an even more effective competitor.

ANSWER TO QUESTION 20

This application for transfer of control of international Section 214 authorization qualifies for streamlined processing pursuant to Section 63.12(c).⁶ The Transferee is not a foreign carrier and is not affiliated with any foreign carriers. The parties will not consummate the proposed transaction until after all necessary Commission approvals are obtained.

⁶ 47 C.F.R. § 63.12(c).

INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO DOMESTIC 214 AUTHORIZATIONS

In support of the Applicants' request for consent to transfer control of Globecomm and Telaurus's domestic blanket Section 214 authority to Wasserstein Cosmos, the following information is submitted pursuant to Section 63.04 of the Commission's rules.⁷ Specifically, Section 63.04(b) provides that applicants submitting a joint domestic/international Section 214 transfer of control application should submit as an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04.

RESPONSES TO SECTION 63.04(a)(6)-(12)

Section 63.04(a)(6):

See Answer to Question 13.

Section 63.04(a)(7):

Globecomm is a global communications solutions provider, providing customers managed access services to the United States Internet backbone, video content, the public switched telephone network or their corporate headquarters or government offices. Domestically, Globecomm provides nationwide toll-based termination of voice calls. Globecomm provides some of these services through its wholly owned subsidiaries, Globecomm Network Services Corp. and Globecomm Services Maryland.⁸

Telaurus, Globecomm's wholly owned subsidiary, provides a secure and robust global maritime communications network. This provides shipboard users with an easy-to-use, reliable and cost effective means by which they can communicate. Telaurus resells pre-paid phone cards for Inmarsat and Iridium satellite phones. Although these services are intended for use on board vessels at sea, they can be used domestically if the card holder had access to an Inmarsat or Iridium satellite phone. Telaurus also resells post-paid voice services using Iridium and Inmarsat phones.

Neither Wasserstein Cosmos nor its affiliates provide domestic telecommunications services.

⁷ 47 C.F.R. § 63.04.

⁸ To the extent required, authority is also requested for the transfer of control of any domestic Section 214 authority held by Globecomm Network Services Corp. and Globecomm Services Maryland.

Section 63.04(a)(8):

This application for transfer of control of domestic Section 214 authority presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(1)(ii) because Wasserstein Cosmos, the transferee, is not a telecommunications provider. 47 C.F.R. § 63.03(b)(1)(ii). This application also qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction: (1) Applicants and their affiliates (as defined in 47 U.S.C. § 153(1) – “Affiliates”) combined will hold less than a ten percent share of the interstate, interexchange market; (2) to the extent that Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services are provided only in geographic areas served by a dominant local exchange carrier that is not a party to this transaction; and (3) none of the Applicants or their Affiliates is dominant with respect to any U.S. domestic service. 47 C.F.R. § 63.03(b)(2)(i).

Section 63.04(a)(9):

See footnotes 3 and 4 above.

Section 63.04(a)(10):

The Applicants are not requesting special consideration because neither party to the transaction is facing imminent business failure.

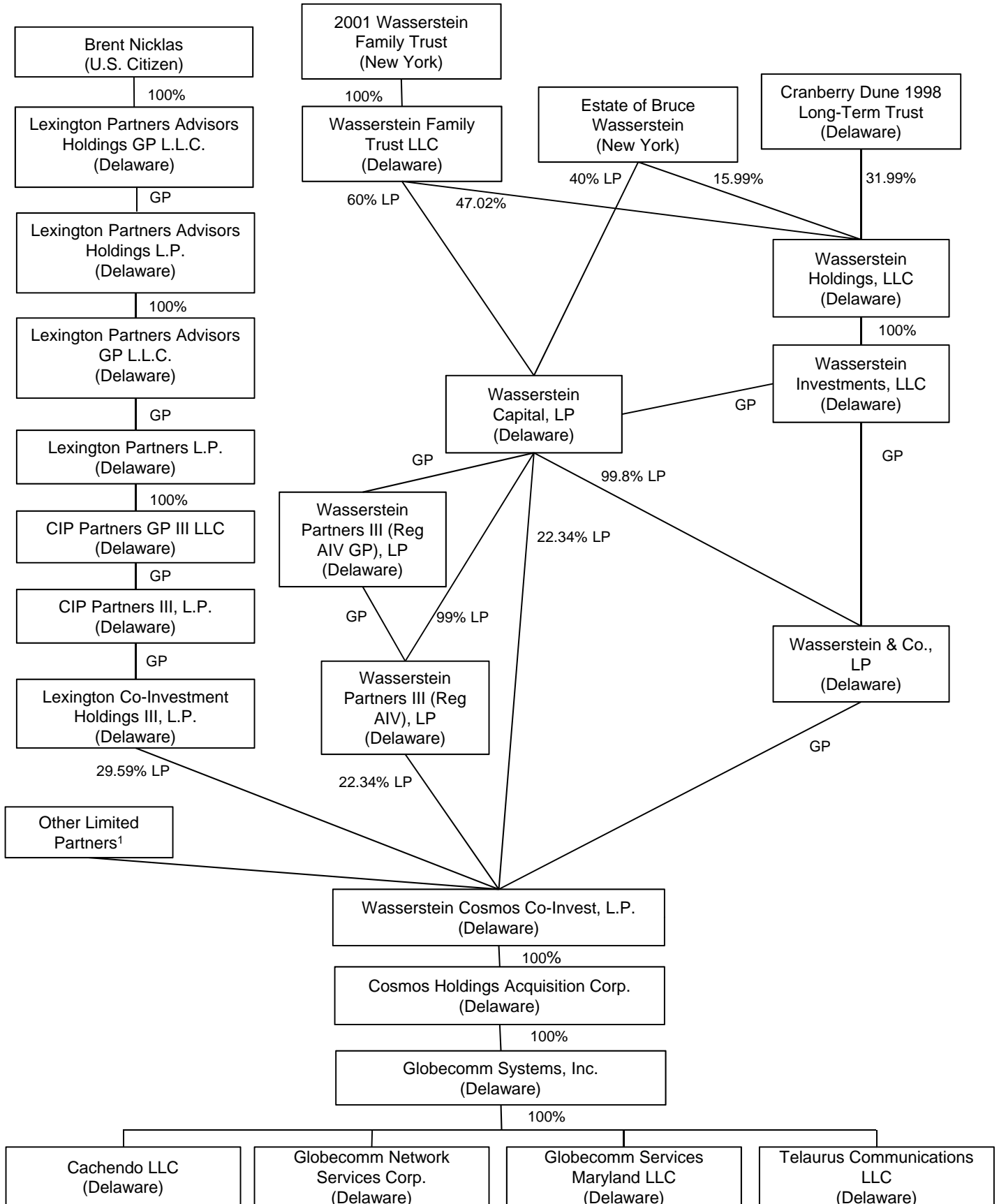
Section 63.04 (a)(11):

The Applicants are not separately filing any waiver requests in conjunction with the transaction.

Section 63.04 (a)(12):

See Answer to Question 13.

Post-Closing Ownership



1. No other limited partner has a ten percent or greater interest in Wasserstein Cosmos Co-Invest, L.P.