

ATTACHMENT 1

I. INTRODUCTION AND SUMMARY OF THE TRANSACTION

Airbus DS SatCom Government, Inc. (“Licensee”) is the holder of the authorizations identified in Exhibit 1, which authorize the provision of international facilities-based and global resale telecommunications services. Licensee is a direct, wholly owned subsidiary of Airbus DS Systems Holdings, Inc. (“ADS”). ADS and Satcom Direct Communications, Inc. (“SDC” and, together with ADS, the “Parties”) hereby request Federal Communications Commission (“Commission”) consent to the transfer of control of the Licensee from ADS to SDC.

On July 29, 2015, the Parties and other shareholders entered into a stock purchase agreement pursuant to which ADS is selling 100% of the outstanding shares in the Licensee to SDC, which will result in the transfer of control of the Licensee from ADS to SDC. Upon closing, the transaction would result in a transfer of control of the Commission licenses and authorizations held by the Licensee, which are identified in Exhibit 1.¹

The acquisition of the shares in the Licensee will enhance competition in the satellite services marketplace by giving Licensee the benefits of the robust operational expertise and strong financial position of SDC.

The Licensee also requests Commission consent *nunc pro tunc* for a *pro forma* transfer of control of the Licensee that occurred during prior internal corporate restructurings. On April 25, 2014, a new, intermediate subsidiary, Airbus Group Inc., was inserted into the Licensee’s ownership structure between ADS’s immediate parent, Airbus Defense and Space, Inc., and Airbus Group SE, the ultimate parent of the Licensee.² Because this notice is being filed more than 30 days after the transaction’s consummation date, the Parties request a waiver of the 30-day notification deadline contained in Section 63.24(f)(2) of the Commission’s rules. The Licensee takes its FCC compliance obligations seriously, and the delay in filing a notice with the Commission is purely the result of an administrative oversight that was identified in the context of the instant transaction. Licensee has also implemented additional procedures to prevent a similar error in the future and to comply fully with its license obligations.

¹ Licensee is also a party to a request for Commission consent to the assignment of Earth Station On-Board Vessels authorization WB36 from Licensee to Astrium Services Business Communications Inc. See IBFS File No. SES-ASG-INTR2015-01418 (filed Jul. 29, 2015). ASBCI is an indirect, wholly owned subsidiary of Airbus Group SE (as is the Licensee).

² On June 4, 2015, Airbus Group N.V., formerly known as European Aeronautic Defence and Space Company EADS N.V., became Airbus Group SE.

II. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

The Parties submit the following information pursuant to Section 63.24(e) of the Commission's rules, including the information requested in Section 63.18:³

In response to Section 63.18(a):

Airbus DS SatCom Government, Inc. (Licensee)
2550 Wasser Terrace
Suite 6000
Herndon, VA 20173
Phone: 571-306-7223
FRN: 0008760456

Airbus DS Systems Holdings, Inc. (Transferor)
2550 Wasser Terrace
Herndon, VA 20173
Phone: 571-306-7223
FRN: 0022218887

Satcom Direct Communications, Inc. (Transferee)
1901 Hwy A1A
Satellite Beach, FL 32937
Phone: 321-777-3000
FRN: 0010339182

In response to Section 63.18(b):

Licensee and Transferor are Delaware corporations. Transferee is a Florida corporation.

³ 47 C.F.R. §§ 63.18, 63.24(e).

Answer to Question 10

In response to Section 63.18(c):

Please direct correspondence concerning this application to the following:

For the Licensee and Transferor:

Mark Brennan
Partner
Hogan Lovells US LLP
555 13th Street NW
Washington, DC 20004
Phone: 202-637-6409
Mark.Brennan@hoganlovells.com

Robert Swanson
Airbus DS SatCom Government, Inc.
2550 Wasser Terrace
Suite 6000
Herndon, VA 20171
Phone: 571-306-7223
Rob.Swanson@airbus.com

For the Transferee:

Mark A. Whitson
Satcom Direct Communications, Inc.
1901 Hwy A1A
Satellite Beach, FL 32937
Phone: 321-777-3000
legal@satcomdirect.com

In response to Section 63.18(d):

SDC holds authority under Section 214 of the Communications Act, as amended, to provide global or limited global facilities-based and resold telecommunications services. *See* IBFS File No. ITC-214-19990628-00364.

Answer to Question 11

In response to Section 63.18(h):

The transferee is:

Satcom Direct Communications, Inc.
1901 Hwy A1A
Satellite Beach, FL 32937
Phone: 321-777-3000
Jurisdiction of Formation – Florida
Principal Business – Satellite Communications Services

The name, address, citizenship and principal business of any person or entity currently holding, either directly or indirectly, at least a ten percent equity or voting interest in the Transferee are listed below:

Name – James W. Jensen, Trustee, James W. Jensen Living Trust
Address – 1901 Hwy A1A, Satellite Beach, FL 32937
Phone – 321-777-3000
Citizenship – U.S.
Principal Business – Satellite Communications Services
Interest – 70% (direct)

Name – David E. Greenhill
Address – 1907 Highway A1A, Unit 102, Satellite Beach, FL 32937
Phone – 321-777-3000
Citizenship – U.S.
Principal Business – Satellite Communications Services
Interest – 30% (direct)

There are no other individuals or entities that hold a 10% or greater direct or indirect equity or voting interest in the Transferee.

Answer to Question 12

Interlocking directorates of the Transferee:

The Transferee has no interlocking directorates.

Answer to Question 13

As discussed above, pursuant to the Agreement, ADS is selling 100% of the outstanding shares in the Licensee to SDC, which will result in a transfer of control of the Licensee from ADS to SDC. *See* Exhibit 2 for charts depicting the Licensee's current and proposed ownership structure. Upon closing, SDC would directly control the Licensee (through 100% ownership) that holds FCC licenses and authorizations.

Answer to Question 14

In response to Section 63.18(i)

After consummation of the proposed transaction, the Section 214 holder will not be affiliated with any foreign carriers.

Answer to Question 15

In response to Section 63.18(j)

After consummation of the proposed transaction, no entity that controls the Section 214 holder will also control, or hold at least 25% of the voting or equity interests, in a foreign carrier.

Answer to Question 16

In response to Section 63.18(m)

Pursuant to Section 63.10(a)(3), the Licensee qualifies for non-dominant carrier status on all international routes because it is not affiliated with any foreign carriers.

To the extent that the Commission evaluates local access markets based on a combination of fixed and wireless connections, the Licensee will not be affiliated with any foreign wireless-only carriers.

Answer to Question 17

In response to Section 63.18(n)

Licensee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

Answer to Question 18

In response to Section 63.18(k)

Not Applicable

Answer to Question 20

This Application qualifies for streamlined processing consistent with Sections 63.18(p) and 63.12 for the following reasons:

- (1) Applicant has no foreign affiliation with a dominant U.S. carrier.
- (2) Applicant has no foreign affiliation with a foreign carrier that owns only mobile wireless facilities. *See* Section 63.12(c)(1)(iii).
- (3) With regard to all other countries, the Licensee qualifies for a presumption of non-dominance under Section 63.10(a)(3), as described above in the response to Question 16. *See* Section 63.12(c)(1)(ii).

In response to Section 63.18(o)

Licensee certifies pursuant to §§1.2001 through 1.2003 of the Commission's rules that no party to the instant application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a.

III. CONCLUSION

For the foregoing reasons, the Parties respectfully request that the Commission expeditiously consent to the proposed transfer of control of the Licensee from ADS to SDC.

Respectfully submitted

<p>By: /s/_____</p> <p>Mark W. Brennan Carly T. Didden Hogan Lovells US LLP 555 13th Street NW Washington, DC 20004 Phone: 202-637-6409 Mark.Brennan@hoganlovells.com</p> <p><i>Counsel to Licensee and Transferor</i></p> <p>Robert W. Swanson Airbus DS SatCom Government, Inc. 2550 Wasser Terrace Suite 6000 Herndon, VA 20170 Phone: 571-306-7223 Rob.Swanson@airbus.com</p>	<p>By: /s/_____</p> <p>Mark A. Whitson Satcom Direct Communications, Inc. 1901 Highway A1A Satellite Beach, FL 32937 Phone: 321-777-3000 legal@satcomdirect.com</p>
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Dated: July 31, 2015

Exhibit 1

FCC Licenses and Authorization

Satellite Earth Station Licenses (Part 25)

LICENSEE	CALL SIGN	CLASS OF STATION
Airbus DS SatCom Government, Inc.	KA304	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	KA313	Earth Stations On-Board Vessels
Airbus DS SatCom Government, Inc.	KA312	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	WA28	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	E990034	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	E990032	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	KB34	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	KA305	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	KA31	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	E990027	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	E980136	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	E930320	Fixed Earth Station
Airbus DS SatCom Government, Inc.	E980137	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	E990422	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	E890649	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	KA249	Fixed Land Earth Stations

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LICENSEE	CALL SIGN	CLASS OF STATION
Airbus DS SatCom Government, Inc.	E000280	MES Blanket License – Inm GAN
Airbus DS SatCom Government, Inc.	E000282	MES Blanket License – Inm Mini-M
Airbus DS SatCom Government, Inc.	E000283	MES Blanket License - Inm M
Airbus DS SatCom Government, Inc.	E000284	MES Blanket License – Inm C
Airbus DS SatCom Government, Inc.	E000285	MES Blanket License – Inm B
Airbus DS SatCom Government, Inc.	E050276	MES Blanket License – Inm BGAN
Airbus DS Satcom Government, Inc.	E040390	Fixed Land Earth Station – Slovak Consulate – NY, NY

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International Section 214 Authorizations

AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Airbus DS Satcom Government, Inc.	ITC-214-19860710-00002	Authority to install and operate a compressed television system at Southbury, CT and Santa Paula, CA coast earth stations for use in providing maritime video transmission service to ships.	Order and Authorization and Certificate (July 10, 1986), 1986 FCC LEXIS 3042	July 10, 1986
Airbus DS Satcom Government, Inc.	ITC-214-19861016-00003	Authority to participate in an Inmarsat program to lease the L-band capacity of the Marisat system.	Memorandum Opinion, Order and Authorization (Oct. 16, 1986), DA 86-83, 1986 FCC LEXIS 2492;	Oct. 16, 1986
Airbus DS Satcom Government, Inc.	ITC-214-19870226-00006	Authority to interconnect with Graphnet, Inc. and ITT offshore points.	Memorandum Opinion and Order (Feb. 26, 1987), DA 87-212, 1987 FCC LEXIS 4346;	Feb. 26, 1987
Airbus DS Satcom Government, Inc.	ITC-214-19870630-00007	Authority to exchange traffic between ship earth stations and foreign points served by Consortium Communications International, Inc.	Order and Authorization (June 30, 1987), DA 87-854, 1987 FCC LEXIS 3541	June 30, 1987
Airbus DS Satcom Government, Inc.	ITC-214-19880630-00009	Authority to interconnect ship earth stations with overseas points served by MCII.	Order and Authorization (June 30, 1988), DA 88-1050, 1988 FCC LEXIS 1327	June 30, 1988
Airbus DS Satcom Government, Inc.	ITC-214-19890928-00007	Authority to provide international aeronautical MSS, subject to certain conditions.	Memorandum Opinion, Order and Authorization (Sept. 28, 1989), DA 891259, 1989 FCC LEXIS 1973	Sept. 28, 1989
Airbus DS Satcom Government, Inc.	ITC-214-19900913-00017	Authority to upgrade Southbury, CT land earth station to allow fourth ocean region (AOR E and -W).	Order and Authorization (Sept. 13, 1990), DA 90-1240, 1990 FCC LEXIS 5019	Sept. 13, 1990
Airbus DS Satcom Government, Inc.	ITC-214-19901231-00018	Authority to implement a dual-satellite system in AOR (MCS-B and MARECS-B2) and POR (MCS-D and MARECS-A); to construct and operate earth stations in Southbury, CT and Santa Paula, CA.	Order and Authorization (Dec. 31, 1990), DA 90-1940, 1991 FCC LEXIS 281	Dec. 31, 1990

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AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Airbus DS Satcom Government, Inc.	ITC-214-19911230-00019, ITC-214-19911230-00020	Authority to provide Inmarsat Standard M and Standard B services in AOR and POR.	Memorandum, Opinion, Order and Authorization (Dec. 30, 1991), DA 911650, 1992 FCC LEXIS 143	Dec. 30, 1991
Airbus DS Satcom Government, Inc.	ITC-214-19920121-00132	Authority to provide interim limited aeronautical MSS via Inmarsat within the United States (until launch of domestic MSS spacecraft-AMSC).	Memorandum, Opinion and Order (Jan. 21, 1992), FCC 92-25, 1992 FCC LEXIS 682	Jan. 21, 1992
Airbus DS Satcom Government, Inc.	ITC-214-19920131-00133	Authority to interconnect authorized Inmarsat services with AT&T PSTN facilities.	Order and Authorization (Jan. 31, 1992), DA 92-131, 1992 FCC LEXIS 742	Jan. 31, 1992
Airbus DS Satcom Government, Inc.	ITC-214-19920312-00134	Authority to interconnect Inmarsat Standard C facilities with a Sprint division.	Order and Authorization (March 12, 1992), DA 92-322, 1992 FCC LEXIS 1377	March 12, 1992
Airbus DS Satcom Government, Inc.	ITC-214-19920326-00135	Authority to provide Inmarsat Standard A in IOR and to acquire and operate associated leased line facilities.	Memorandum Opinion, Order and Authorization (March 26, 1992), DA 92-385, 1992 FCC LEXIS 1690	March 26, 1992
Airbus DS Satcom Government, Inc.	ITC-214-19920512-00136	Authority to provide certain point-to-multipoint data service in shore-to-ship direction in AOR, POR and IOR.	Memorandum, Opinion, Order and Authorization (May 12, 1992), DA 92-586, 1992 FCC LEXIS 2623	May 12, 1992
Airbus DS Satcom Government, Inc.	ITC-214-19920904-00137	Authority to provide certain video services in shore-to-ship direction in AOR and POR.	Memorandum, Opinion, Order and Authorization (Sept. 4, 1992), DA 92-1254, 1992 FCC LEXIS 5455	Sept. 4, 1992
Airbus DS Satcom Government, Inc.	ITC-214-19910930-00021, ITC-214-19910930-00022, ITC-214-19910930-00023, ITC-214-19910930-00024	Authority to provide Inmarsat Standard C service to aeronautical users in AOR-West and POR.	Order on Reconsideration: Memorandum, Opinion, Order and Authorization (Sept. 16, 1992), DA 92-1282, 1992 FCC LEXIS 5474 Memorandum, Opinion, Order and Authorization (Sept. 30, 1991) DA 91-1251, 1991 FCC LEXIS 5345	Sept. 16, 1992 Sept. 30, 1991

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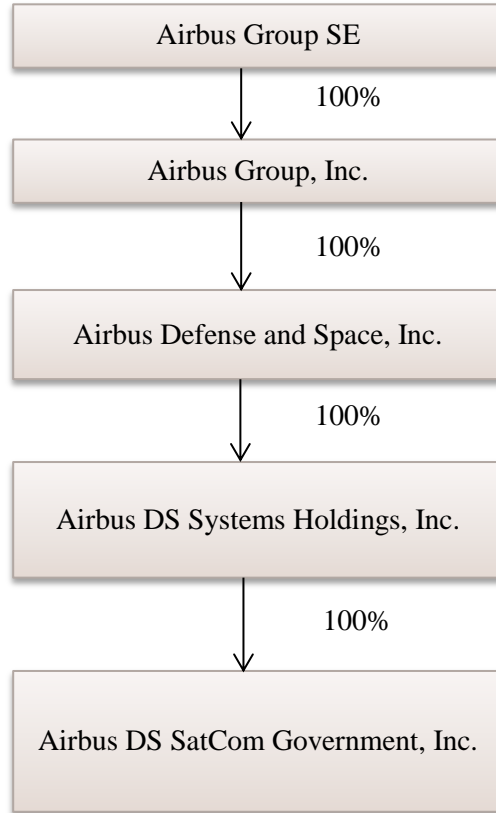
AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Airbus DS Satcom Government, Inc.	ITC-214-19930112-00263, ITC-214-19930112-00264, ITC-214-19930112-00265, ITC-214-19930112-00266, ITC-214-19930112-00267, ITC-214-19930112-00268, ITC-214-19930112-00269, ITC-214-19930112-00270	Authority to provide international land mobile-satellite and land-based temporary FSS within and between foreign countries and between LES in the U.S. and Turkey and MSS terminals outside of North America.	Memorandum Opinion, Order and Certificate (Jan. 12, 1992), FCC 93-21, DA 91-1650, 1993 FCC LEXIS 343	Jan. 12, 1993
Airbus DS Satcom Government, Inc.	ITC-214-19931217-00271	Authority to provide Inmarsat Standard C satellite services to AOR customers and upgrade Southbury, CT LES (KA-312) with Inmarsat Standard C capability.	Memorandum Opinion, Order and Authorization (Dec. 17, 1993), DA 93-1542, 1993 FCC LEXIS 6448	Dec. 17, 1993
Airbus DS Satcom Government, Inc.	ITC-214-19940131-00395	Authority to interconnect Inmarsat MSS services with Sprint PSTN facilities.	Order, Authorization and Certificate (Jan. 31, 1994), DA 94-137, 1994 FCC LEXIS 704	Jan 31, 1994
Airbus DS Satcom Government, Inc.	ITC-214-19960501- 00176	Authority to interconnect Inmarsat satellite facilities with those of commercial Internet service providers.	Order (Nov. 22, 1996), DA 96-1961, 1996 FCC LEXIS 6477	Nov. 22, 1996
Airbus DS Satcom Government, Inc.	CC Docket No. 87-75	Authority for Comsat for the use of Inmarsat Space Segment to provide AMS(R) S and AMSS on an ancillary basis.	Report and Order and Authorization (Oct. 5, 1998), FCC 98-262, 1998 FCC LEXIS 5464	Oct. 5, 1998
Airbus DS Satcom Government, Inc.	SES-MS-19990331-02474	Authority to provide Inmarsat A maritime and land mobile services via earth station facilities at Kuantan, Malaysia in the IOR.	Granted June 19, 2001	
Airbus DS Satcom Government, Inc.	SAT-ITC-20000605-00103, ITC-97-222; ITC-214-19970414-000206	Authority to provide U.S. domestic land mobile and aeronautical services.	Memorandum Opinion, Order and Authorization (Sept. 24, 2001), FCC 01-272	Sept. 24, 2001
Airbus DS Satcom Government, Inc.	ITC-214-19940217-00396	Authority to provide Inmarsat-C in the IOR through a Norwegian LES at Eik, Norway.	Order, Authorization and Certificate (Feb. 17, 1994), DA 94-176, 1994 FCC LEXIS 902	Feb. 17, 1994

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AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Airbus DS Satcom Government, Inc.	ITC-214-19960510-00018	Authority to provide currently authorized services using Inmarsat third generation satellites.	Memorandum Opinion and Order (May 10, 1996), DA 96-742	May 10, 1996
Airbus DS Satcom Government, Inc.	ITC-214-19931203-00272	Authority to interconnect with NASA.	Order and Authorization (Dec. 3, 1993), DA 93-1464, 1993 FCC LEXIS 6274	Dec. 3, 1993
Airbus DS Satcom Government, Inc.	SES-ASG-20010504- 00896 <i>et seq.</i>	Assignment of COMSAT 214 authorizations to Telenor Satellite, Inc.	Order and Authorization (Dec. 14, 2001), FCC 01-369	Dec. 14, 2001
Airbus DS Satcom Government, Inc.	ITC-214-19940121-00394	Authority to provide Inmarsat M and Inmarsat B in IOR and to acquire and operate associated leased facilities.	Order, Authorization and Certificate (Jan. 21, 1994), DA 94-108, 1994 FCC LEXIS 609	Jan. 21, 1994
Airbus DS Satcom Government, Inc.	ITC-214-20061213-00558	Global Facilities and Resale Based Service Authorization	Report DA 07-2041	May 10, 2007
Airbus DS Satcom Government, Inc.	ITC-214-20061213-00559, ITC-214-20100917-00368	Global Facilities and Resale Based Service Authorization	Report DA 10-412	March 10, 2010
Airbus DS Satcom Government, Inc.	ITC-214-20020926-00462	Global Facilities and Resale Based Service Authorization	Report No. TEL-00593, DA 02-2926 (Oct. 31, 2002)	Oct. 31, 2002

Exhibit 2

Licensee Ownership Structure (Before)



Licensee Ownership Structure (After)

