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August 12, 2015

Via Electronic Filing

Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

**Re: Airbus DS SatCom Government, Inc.
ITC-T/C-20150804-00192**

Dear Ms. Dortch:

By this letter, Airbus DS SatCom Government, Inc. ("Applicant") respectfully withdraws the *nunc pro tunc* waiver request that was included in the above-referenced application ("Application"). In the Application, the parties request Federal Communications Commission consent to the transfer of control of the Applicant from Airbus DS System Holdings, Inc. to Satcom Direct Communications, Inc. The Applicant has filed a *pro forma* transfer of control notification for the prior corporate restructurings that were the subject of the waiver request. See IBFS File No. ITC-T/C-IB2015-001506.

Finally, attached please find an amended version of Attachment 1 to the Applications, which replaces the version of Attachment 1 that was filed with the Application. The amended version removes the *nunc pro tunc* waiver request and provides additional information requested by FCC staff regarding the licenses and authorizations held by the Applicant.

Please contact the undersigned with any questions regarding this request.

Respectfully submitted,

/s/ Mark W. Brennan

Mark W. Brennan

Partner
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D 202-637-6409

cc: Sumita Mukhoty
Jeannette Spriggs
Veronica Garcia-Ulloa

ATTACHMENT 1
(Amended)

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 “Applicants” or “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.

¹ The Commission consented to the assignment of Earth Station On-Board Vessels authorization WB36 from Airbus DS SatCom Government, Inc. (“ASGI”) to Astrium Services Business Communications Inc. (“ASBCI”). See IBFS File No. SES-ASG-20150729-00480 (granted Aug. 11, 2015). ASBCI is an indirect, wholly owned subsidiary of Airbus Group SE (as is the Licensee).

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 63.18:²

In response to Section 63.18(a):

Airbus DS SatCom Government, Inc. (Licensee)
2550 Wasser Terrace
Suite 6000
Herndon, VA 20173
Phone: 703-466-5873
FRN: 0008760456

Airbus DS Systems Holdings, Inc. (Transferor)
2550 Wasser Terrace
Suite 6000
Herndon, VA 20173
Phone: 703-466-5873
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.

² 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
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555 13th Street NW
Washington, DC 20004
Phone: 202-637-6409
Mark.Brennan@hoganlovells.com

Robert Swanson
Airbus DS SatCom Government, Inc.
Airbus DS Systems Holdings, 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,

By: /s/ Mark W. Brennan

By: /s/ Mark A. Whitson

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Counsel to Licensee and Transferor

Robert W. Swanson
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2550 Wasser Terrace
Suite 6000
Herndon, VA 20170
Phone: 571-306-7223
Rob.Swanson@airbus.com

Dated: August 12, 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 Authorizations³

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

³ The Commission previously reviewed many of the authorizations in this chart as part of a 2011 transaction. *See, e.g.*, https://apps.fcc.gov/edocs_public/attachmatch/DA-11-1488A1_Rcd.pdf, Applications of Chrysaor S.à r.l. and Astrium Holding S.A.S. for Consent to Transfer of Control and Petition for Declaratory Ruling, IB Docket No.11-143, FCC File Nos. SES-T/C-20110818-00979 *et al.*, and IBFS File Nos. ITC-T/C-20110818-00265 and ITC-T/C-20110818-00266. This chart includes information for authorizations currently held by the Licensee that were in that transaction, as well as a few additional authorizations that were obtained after that transaction.

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AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Airbus DS SatCom Government, Inc.	ITC-214-19900913-00017	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
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

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AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Airbus DS SatCom Government, Inc.	ITC-214-19910930-00021, 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
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

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AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Airbus DS SatCom Government, Inc.	ITC-214-19960501-00176 ⁴	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 ⁵	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 ⁶	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-214-19970414-00206	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

⁴ In 2001, authorizations held by Comsat Corporation and Comsat Mobile Communications were acquired by Telenor Satellite, Inc. *See* IBFS File Nos. SES-ASG-20010504-00896 *et al.* In 2007, Telenor Satellite, Inc. changed its name to Vizada Satellite, Inc., and in 2008 it merged with Vizada, Inc., with Vizada, Inc. surviving the merger. *See* IBFS File Nos. ISP-PDR-20060804-00010 and ISP-PDR-20080501-00011. In 2011, Vizada, Inc. was acquired by the Licensee’s parent company, Airbus Group SE (then called European Aeronautic Defence and Space Company EADS N.V.). *See* IBFS File Nos. ITC-T/C-20110818-00266 *et al.* In 2012, Airbus reported to the Commission that Vizada, Inc. changed its name to Astrium Services Government, Inc. *See* IBFS File No. ITC-T/C-20121128-00313. In 2014, Astrium Services Government, Inc. underwent a name change to Airbus DS SatCom Government Inc.

⁵ Applications of Lockheed Martin Global Telecommunications *et al.* and Telenor Satellite Mobile Services, Inc. *et al.* for Consent to the Assignment of Section 214 Authorizations, Private Land Mobile Radio Licenses, Experimental Licenses, and Earth Station Licenses and Petition for Declaratory Ruling, *Order and Authorization*, IBFS File Nos. SES-ASG-20010504-00896 *et al.*, 16 FCC Rcd 22897, Appx. A (2001) (identifying the authorization as a “214”).

⁶ *Id.*

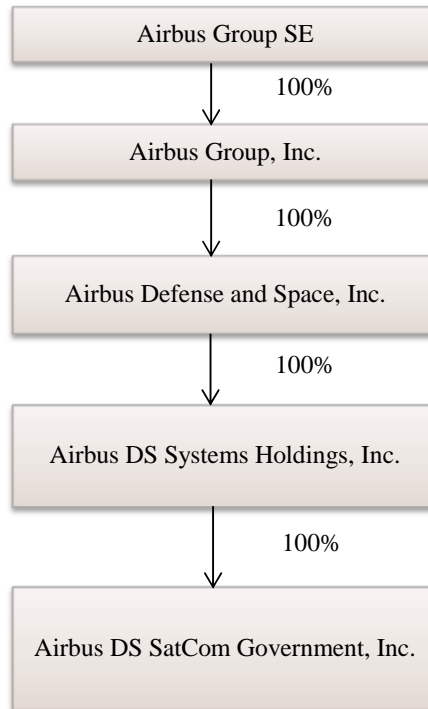
Airbus DS SatCom Government, Inc.
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AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Airbus DS SatCom Government, Inc.	ITC-214-19940217-00396	Authority to provide Inmarsat-C in the IOR through a Norwegian LES at Eik, Norway.	Order, Authorization and Certificate (Feb. 17, 1994), DA 94-176, 1994 FCC LEXIS 902	Feb. 17, 1994
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> ⁷	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-T/C-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

⁷ This is the 2001 transaction referenced in footnote 4.

Exhibit 2

Licensee Ownership Structure (Before)



Licensee Ownership Structure (After)

