**ATTACHMENT 1**

**Joint International and Domestic Section 214 Application to Transfer Control of Blue Sky Network, 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 64.24 of the Commission's rules[1] to transfer control of Blue Sky Network, LLC ("BSN") from Kerwood Capital Partners, LLC ("Kerwood" or "Transferor") to ACR Group Borrower LLC ("ACR" or "Transferee"). BSN holds an international Section 214 authorization as well as blanket Section 214 domestic operating authority. As explained further below, grant of the application serves the public interest.

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

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

**Answers to Question 10**

*Contact Information for Transferor*:

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*Contact Information for Transferee*:

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[1] 47 U.S.C. § 214; 47 C.F.R. §§ 63.04, 64.24.

*Places of Organization:*

Kerwood (FRN: 0032328304) is a Delaware limited liability company. BSN (FRN: 0025862160) is a Delaware limited liability company. ACR (FRN: 0032383655) is a Delaware limited liability company.

*Prior International Section 214 Authorizations*:

BSN holds an international Section 214 authorization (File No. ITC-214-20010713-00369), which authorizes it to provide telecommunications service on a facilities and resale basis between the U.S. and foreign points. It also holds a blanket domestic Section 214 authority which authorizes it to provide telecommunications service within the U.S. ACR does not hold any Section 214 authorizations.

**<u>Answer to Question 11</u>**

Pursuant to Section 63.18(h) of the Commission's rules, the following entities will directly or indirectly hold a ten percent or greater equity interest in BSN upon consummation of this transaction. Charts showing the pre- and post-transaction ownership of BSN also are attached.

100 percent of BSN will be held by the Transferee:

ACR Group Borrower, LLC, a Delaware limited liability company.
5757 Ravenswood Road
Fort Lauderdale, FL 33312

100 percent of the Transferee's equity is owned by:

ACR Group Guarantor, LLC, a Delaware limited liability company.
5757 Ravenswood Road
Fort Lauderdale, FL 33312

100 percent of the equity of ACR Group Guarantor, LLC is owned by:

ACR Group Parent, Inc., a Delaware corporation.
5757 Ravenswood Road
Fort Lauderdale, FL 33312.

99 percent of the equity of ACR Group Parent, Inc. is owned by:

The Resolute II Continuation Fund, L.P., a Delaware limited partnership:
399 Park Avenue
30th Floor
New York, NY 10022

Two entities own 10 percent or more of the equity of The Resolute II Continuation Fund, L.P., and, therefore, a 10 percent or greater indirect interest in ACR Group Borrower, LLC. They are:

> HLSF V Holdings LP, a Delaware limited partnership, which owns 13 percent of The Resolute II Continuation Fund, L.P.:
> One Presidential Boulevard
> 4th Floor
> Bala Cynwyd, PA 19004, and

> PEF 2020-2021 Sub, LLC, a Delaware limited liability company, which owns 13 percent of The Resolute II Continuation Fund, L.P:
> 666 Third Avenue
> 2nd Floor
> New York, NY 10017.

The Resolute II Continuation Fund, L.P. is controlled by its general partner:

> Resolute II Continuation Fund Partners L.P., a Delaware limited partnership:
> 399 Park Avenue
> 30th Floor
> New York, NY 10022

Resolute II Continuation Fund Partners L.P. is controlled by its general partner:

> Resolute II Continuation Fund Partners, LLC, a Delaware limited liability company
> 399 Park Avenue
> 30th Floor
> New York, NY 10022

Resolute II Continuation Fund Partners, LLC is controlled by its managing member:

> The Jordan Company, L.P., a Delaware limited partnership
> 399 Park Avenue
> 30th Floor
> New York, NY 10022

The Jordan Company, L.P. is controlled by its general partner:

> The Jordan Company GP, LLC,[2] a Delaware limited liability company
> 399 Park Avenue
> 30th Floor
> New York, NY 10022

No other individual or entity will hold a 10 percent or greater equity interest, or control, BSN post-closing.

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[2] All individuals who own 10 percent or greater equity interests in The Jordan Company GP, LLC are U.S. citizens.

## Answer to Question 13

***Description of Transaction and Public Interest Statement***

BSN 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. BSN 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 is a wholly-owned subsidiary of BSN Midco, LLC ("Seller"), which is in turn a wholly-owned subsidiary of the Transferor. On May 4, 2022, ACR entered into a Membership Interest Purchase Agreement with the Seller, pursuant to which ACR agreed to purchase 100% of the issued and outstanding membership interests of BSN from the Seller.

The transfer of the Section 214 authorization at issue in this transaction is consistent with the public interest, convenience, and necessity. First, the transaction complies with the Communications Act of 1934 and the Commission's Rules.

Moreover, the Commission has recognized the public interest benefits that result from a license or authorization holder being able to freely transfer such an authorization. Those benefits will result here. The transaction involves the acquisition of all of the interests of BSN, which provides a range of satellite tracking and communications solutions leveraging the Iridium satellite network. BSN's solutions are utilized by the aviation, land mobile, and maritime industries – meaning BSN's customers across several industries have significant interests in ensuring the continued operation of its services and the seamless transition of BSN to ACR.

## Answer to Question 20

The applicants respectfully request streamlined processing of this application, which qualifies for such processing pursuant to 47 C.F.R. § 63.12.

The Transferee is not affiliated with a foreign carrier and is not affiliated with a dominant U.S. carrier. BSN has no foreign carrier affiliates, and neither the Transferee nor BSN will have any such affiliates post-closing. Therefore, this application meets the requirements for streamlined processing pursuant to 47 C.F.R. § 63.12.

## II. INFORMATION REQUIRED BY SECTION 63.04 OF THE FCC'S RULES IN RELATION TO TRANSFER OF BLANKET DOMESTIC SECTION 214 AUTHORITY

In support of the applicants' request for consent to transfer control of BSN to ACR, 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**:

BSN provides interstate, interexchange interconnected voice calling services via satellite in all fifty states, the District of Columbia, and any U.S. territories or possessions. Neither ACR nor its affiliates (including any person or entity that holds a 10 percent or greater direct or indirect ownership interest in ACR) provide telecommunications services.

**(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 the Transferee is not a telecommunications provider.

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

No other FCC applications related to this transaction are being filed with respect to this 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.

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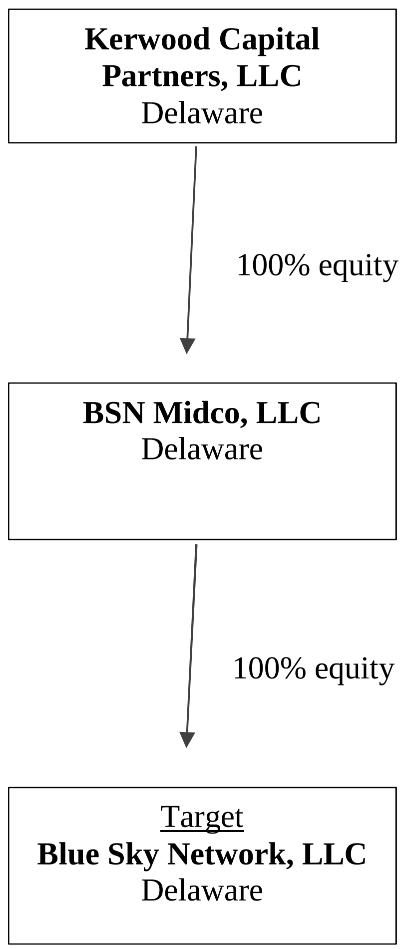
[3] 47 C.F.R. § 63.04

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

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

**Pre-Closing Ownership (10% or greater owners)**



**Post-Closing Ownership (10% or greater owners)**