

September 14, 2018

VIA IBFS

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Submission of Surety Bond
Karousel Satellite LLC Application for Authority to Launch and Operate a Non-Geostationary Earth Orbit Satellite System in the Fixed Satellite Service; IBFS File Nos. SAT-LOA-20161115-00113 and SAT-AMD-20180801-00058

Dear Ms. Dortch:

Karousel Satellite LLC (Karousel) submits the attached, fully executed surety bond as required under the FCC's rules and order granting Karousel's application to construct, deploy and operate an NGSO FSS system.¹

Please contact me directly with any questions.

Respectfully submitted,

/s/ C. Sean Spivey

C. Sean Spivey

Senior Associate
sean.spivey@hoganlovells.com
D 202.637.3280

Enclosure

cc: Stephen Duall
Kerry Murray

¹ See 47 C.F.R. § 25.165; *Karousel Satellite LLC Application for Authority to Launch and Operate a Non-Geostationary Earth Orbit Satellite System in the Fixed Satellite Service*, Memorandum Opinion, Order and Authorization, FCC 18-125 ¶¶ 26-27 (rel. Aug. 16, 2018).

This bond is executed in Duplicate

Bond No. 800000097

License and/or Permit Continuous Bond

KNOW ALL MEN BY THESE PRESENTS, that we Karousel Satellite, LLC, as Principal, and Atlantic Specialty Insurance Company State of corporation, as Surety, are held and firmly bound unto the United States Treasury, as Oblige, in the maximum penal sum of One Million Six Hundred Seventy Thousand & 00/100 (\$1,670,000.00) U.S. Dollars, which said maximum penal sum may be increased pursuant to the terms and conditions set forth below, for which payment, well and truly to be made, we bind ourselves, our heirs, executors, administrators, successors and assigns, jointly and severally, firmly, by these presents.

WHEREAS, the above bounden Principal has obtained authorization from the Federal Communications Commission ("FCC") for authority to construct, deploy, and operate a non-geostationary satellite orbit, fixed-satellite service (NGSO FSS) system pursuant to its application, FCC File Nos. SAT-LOA-20161115-00113 and SAT-AMD-20180801-00058; Call Sign S2980 ("Authorization"), in accordance with the terms and conditions set forth in the Ordering Clauses enumerated in the FCC's Memorandum Opinion, Order and Authorization released on August 16, 2018, including the filing of this bond with the FCC pursuant to the Authorization grant and 47 C.F.R. §§ 25.165; and

WHEREAS, the Principal is required by law to file with the FCC a bond conditioned as hereinafter set forth;

NOW, THEREFORE, THE CONDITION OF THIS OBLIGATION IS SUCH, that if the Principal shall well and truly perform each and every obligation set forth below at the time and in the manner specified during the term of this bond, then this obligation shall be void, otherwise to remain in full force and effect.

PROVIDED HOWEVER, that this bond is subject to the following conditions:

1. The NGSO FSS space stations authorized by the FCC, or such number of NGSO FSS space stations required by FCC rules then in effect, must be launched, placed in the authorized NGSO FSS orbit(s), and operated in accordance with the terms of the Authorization no later than six (6) years after the grant of the Authorization (i.e., by August 16, 2024) (the "Milestone").
2. This bond is for the term beginning August 16, 2018 and ending August 15, 2019. This bond may be extended for additional terms at the option of the Surety by continuation certificate executed by the Surety. If the Surety elects to non-renew said bond at the end of the term, Surety must provide 90 days' written notice of non-renewal to Oblige. Neither non-renewal by the Surety, nor failure of the Principal to continue this bond shall constitute a default by the Principal recoverable by the Oblige under this bond.
3. Changes to the bond amount will be accomplished by rider issued by Surety on an annual basis pursuant to 47 C.F.R. § 25.165.
4. Upon completion of the Milestone specified in paragraph 1 above, confirmation of which will be filed with the FCC by the Principal, and the issuance of a Public Notice by the FCC confirming the FCC's determination of the satisfaction of said Milestone, then this bond shall be cancelled.

5. The maximum penal sum of the bond may be increased on an annual basis with the Surety's consent, via a rider to this bond sent to the FCC and the Obligee. Such riders will increase the maximum penal sum to the required amount in accordance with the following formula, with all sums expressed in U.S. Dollars: $A = \$1,000,000.00 + \$4,000,000.00 * D / 2,192$, where A is the penal sum to be paid and D is the lesser of 2,192 or the number of days that have elapsed from the date of the Authorization grant until the date when the Authorization was surrendered.

6. In the event of a Notice of Default (*i.e.*, an order or public notice revoking the Principal's Authorization for any reason, including but not limited to, the Principal surrendering the Authorization before timely meeting the Milestone, failure to timely meet the Milestone, or the Authorization becoming null and void due to failure to maintain a surety bond in an adequate amount) issued by the FCC to the Principal and the Surety regarding the performance of the Milestones specified above during the term of this bond, the Surety shall be liable only up to the then current outstanding maximum penal sum amount after any applicable increase(s) to the maximum penal sum subject to the terms and conditions set forth above. It is also understood and unconditionally agreed that upon receipt of such Notice of Default, the sole remedy under this bond will be the tender of payment of the then current outstanding maximum penal sum of the bond within thirty (30) business days of such Notice of Default.

Any such Notice of Default made under this Bond shall be made in writing and shall be given by a

To the Surety: Atlantic Specialty Insurance Company
605 Highway 169 North, Suite 800
Plymouth, MN 55441

To the Principal: Karousel Satellite, LLC
c/o Columbia Capital
204 South Union Street
Alexandria, VA 22314

With a Copy to: Hogan Lovells US, LLP
ATTN: Trey Hanbury
555 13th St. NW
Washington, DC 20004

7. No right of action shall accrue on this bond to or for the use of any person or corporation other than the Obligee named herein or the heirs, executors, administrators or successors of the Obligee.

8. If any conflict or inconsistency exists between the Surety's obligation or undertakings as described in this bond and as described in other documents, statutes or regulations, then the terms of this bond shall prevail.

PROVIDED FURTHER, that regardless of the number of years this bond shall continue or be continued in force and of the number of premiums that shall be payable or paid the Surety shall not be liable hereunder for a larger amount, in the aggregate, than the then current outstanding maximum penal sum pursuant to the terms and conditions set forth above.

PROVIDED FURTHER, that this bond shall be effective on the 16th day of August, 2018 and shall cease at such time as the FCC confirms that the Principal has satisfied all conditions of the Authorization set forth in paragraph 1 above, unless earlier cancelled as provided herein.

Signed, sealed and dated the 14th day of September, 20 18.

Principal: Karousel Satellite, LLC

By: Donald A. Doering
(print name & title)
Donald A. Doering, Authorized Person

Surety: Atlantic Specialty Insurance Company

By: 
Francis J. Curran, Attorney-in-Fact



Power of Attorney

KNOW ALL MEN BY THESE PRESENTS, that ATLANTIC SPECIALTY INSURANCE COMPANY, a New York corporation with its principal office in Plymouth, Minnesota, does hereby constitute and appoint: **Francis J. Curran, Marina A. Kenney, Sally J. Phillips, Cori Riddle**, each individually if there be more than one named, its true and lawful Attorney-in-Fact, to make, execute, seal and deliver, for and on its behalf as surety, any and all bonds, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof; provided that no bond or undertaking executed under this authority shall exceed in amount the sum of: **sixty million dollars (\$60,000,000)** and the execution of such bonds, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof in pursuance of these presents, shall be as binding upon said Company as if they had been fully signed by an authorized officer of the Company and sealed with the Company seal. This Power of Attorney is made and executed by authority of the following resolutions adopted by the Board of Directors of ATLANTIC SPECIALTY INSURANCE COMPANY on the twenty-fifth day of September, 2012:

Resolved: That the President, any Senior Vice President or Vice-President (each an "Authorized Officer") may execute for and in behalf of the Company any and all bonds, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof, and affix the seal of the Company thereto; and that the Authorized Officer may appoint and authorize an Attorney-in-Fact to execute on behalf of the Company any and all such instruments and to affix the Company seal thereto; and that the Authorized Officer may at any time remove any such Attorney-in-Fact and revoke all power and authority given to any such Attorney-in-Fact.

Resolved: That the Attorney-in-Fact may be given full power and authority to execute for and in the name and on behalf of the Company any and all bonds, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof, and any such instrument executed by any such Attorney-in-Fact shall be as binding upon the Company as if signed and sealed by an Authorized Officer and, further, the Attorney-in-Fact is hereby authorized to verify any affidavit required to be attached to bonds, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof.

This power of attorney is signed and sealed by facsimile under the authority of the following Resolution adopted by the Board of Directors of ATLANTIC SPECIALTY INSURANCE COMPANY on the twenty-fifth day of September, 2012:

Resolved: That the signature of an Authorized Officer, the signature of the Secretary or the Assistant Secretary, and the Company seal may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing an Attorney-in-Fact for purposes only of executing and sealing any bond, undertaking, recognizance or other written obligation in the nature thereof, and any such signature and seal where so used, being hereby adopted by the Company as the original signature of such officer and the original seal of the Company, to be valid and binding upon the Company with the same force and effect as though manually affixed.

IN WITNESS WHEREOF, ATLANTIC SPECIALTY INSURANCE COMPANY has caused these presents to be signed by an Authorized Officer and the seal of the Company to be affixed this eighth day of December, 2014.

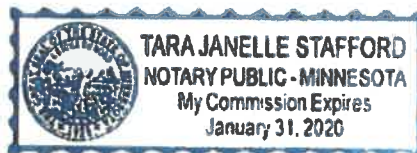
STATE OF MINNESOTA
HENNEPIN COUNTY



By


Paul J. Brehm, Senior Vice President

On this eighth day of December, 2014, before me personally came Paul J. Brehm, Senior Vice President of ATLANTIC SPECIALTY INSURANCE COMPANY, to me personally known to be the individual and officer described in and who executed the preceding instrument, and he acknowledged the execution of the same, and being by me duly sworn, that he is the said officer of the Company aforesaid, and that the seal affixed to the preceding instrument is the seal of said Company and that the said seal and the signature as such officer was duly affixed and subscribed to the said instrument by the authority and at the direction of the Company.




Notary Public

I, the undersigned, Assistant Secretary of ATLANTIC SPECIALTY INSURANCE COMPANY, a New York Corporation, do hereby certify that the foregoing power of attorney is in full force and has not been revoked, and the resolutions set forth above are now in force.

Signed and sealed. Dated 14th day of Sept. 2018.

This Power of Attorney expires
October 1, 2019




James G. Jordan, Assistant Secretary