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ATTORNEYS AT LAW

December 3, 2018

BY ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

Re: *Submission of Surety Bond*
Space Exploration Holdings, LLC, IBFS File No. SAT-LOA-20170301-00027

Dear Ms. Dortch:

In accordance with Section 25.165 of the Commission's rules and paragraph 34.a of its license for a non-geostationary satellite orbit system operating in V-band spectrum,¹ Space Exploration Holdings, LLC hereby submits the attached surety bond.

Should you have any questions regarding this matter, please direct them to me.

Respectfully submitted,

A handwritten signature in blue ink that reads 'William M. Wiltshire'.

William M. Wiltshire
Counsel to SpaceX

Attachment (Bond No. 404231499)

¹ See *Space Exploration Holdings, LLC*, FCC 18-161, ¶ 34.a (rel. Nov. 19, 2018).

License and/or Permit Continuous Bond

KNOW ALL MEN BY THESE PRESENTS, that we **Space Exploration Holdings, LLC**, as Principal, and **Liberty Mutual Insurance Company**, a Massachusetts corporation, as Surety, are held and firmly bound unto the United States Treasury, as Obligee, in the maximum penal sum of **One Million & Six Hundred Seventy Thousand 00/100 Dollars (\$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") to construct, deploy, and operate a non-geostationary orbit ("NGSO") satellite system pursuant to its applications, **IBFS File No. SAT-LOA-20170301-00027 (Call Sign S2992)** ("Authorization"), in accordance with the terms and conditions set forth in the Ordering Clauses to the FCC's grant of that Authorization on **November 19, 2018**, including the filing of this bond with the FCC pursuant to the Authorization grant; 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 space station authorized by the FCC, or such number of NGSO space stations required by FCC rules then in effect, must be launched, placed into the authorized NGSO 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 November 19, 2024**) (the "Milestone").
2. This bond is for the term beginning **November 19, 2018** and expiring **November 18, 2019**. The bond will automatically renew for a one year period upon the expiration date set forth above and upon each anniversary of such date, unless at least sixty (60) days prior to such expiration date, or prior to any anniversary of such date, Surety provides written notice to both the Obligee and Principal of its intention to non-renew this bond. 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 Obligee under this bond.
3. 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.
4. 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: $A = \$1,000,000.00 + \$4,000,000 * D / 2,192$, 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.
5. 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 Milestone 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 notice in writing via overnight courier:

To the Surety: Liberty Mutual Insurance Company
Attn: Surety Claims
175 Berkeley Street
Boston, MA 02116
(617) 357-9500

To the Principal: Space Exploration Holdings, LLC
Attn: Tony Chi
1 Rocket Road
Hawthorne, CA 90250
(310) 363-6510

With a copy to: Harris, Wiltshire & Grannis LLP
Attn: William M. Wiltshire
1919 M Street, N.W., Suite 800
Washington, DC 20036
202-730-1350
Email: wwiltshire@hwglaw.com

6. 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.
7. 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 19th day of November, 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 19th day of November, 2018.

Attest:

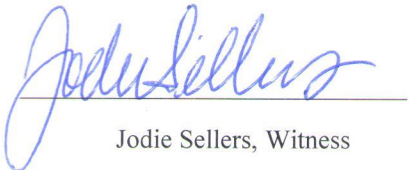
Principal: Space Exploration Holdings, LLC



By: 

Attest:

Surety: Liberty Mutual Insurance Company



Jodie Sellers, Witness

By: 
William T. Krumm, Attorney-In-Fact

State of Illinois
County of Cook

I, Cassandra L Stone, Notary Public, do hereby certify that William T. Krumm Attorney-in-Fact, of the Liberty Mutual Insurance Company who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that he signed, sealed and delivered said instrument, for and on behalf of the Liberty Mutual Insurance Company for the uses and purposes therein set forth.

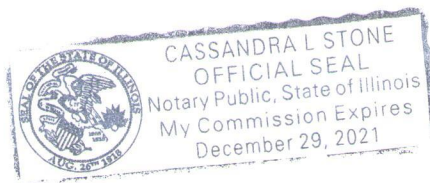
Given under my hand and notarial seal at my office in the City of Rolling Meadows in said County, this 19th day of November, 2018.

Notary Public


Cassandra L Stone

My Commission expires:

12/29/2021



THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

Certificate No. 8101481

Liberty Mutual Insurance Company
The Ohio Casualty Insurance Company West American Insurance Company

POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS: That The Ohio Casualty Insurance Company is a corporation duly organized under the laws of the State of New Hampshire, that Liberty Mutual Insurance Company is a corporation duly organized under the laws of the State of Massachusetts, and West American Insurance Company is a corporation duly organized under the laws of the State of Indiana (herein collectively called the "Companies"), pursuant to and by authority herein set forth, does hereby name, constitute and appoint, Sharon A. Foulk; Patrick Gallagher; Thomas Gill; Kathy Hill; William T. Krumm; David L. Marcus; Harold Miller, Jr; Livia Oliveira; Cynthia Preston; Muriel Saenz; Jon A. Schroeder; Jodie Sellers; Karen E. Socha; Kathleen Weaver

all of the city of Rolling Meadows, state of IL each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents and shall be as binding upon the Companies as if they have been duly signed by the president and attested by the secretary of the Companies in their own proper persons.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Companies and the corporate seals of the Companies have been affixed thereto this 17th day of May, 2018.



STATE OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 17th day of May, 2018, before me personally appeared David M. Carey, who acknowledged himself to be the Assistant Secretary of Liberty Mutual Insurance Company, The Ohio Casualty Company, and West American Insurance Company, and that he, as such, being authorized so to do, execute the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at King of Prussia, Pennsylvania, on the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Teresa Pastella, Notary Public
Upper Merion Twp., Montgomery County
My Commission Expires March 28, 2021
Member, Pennsylvania Association of Notaries

The Ohio Casualty Insurance Company
Liberty Mutual Insurance Company
West American Insurance Company

By: David M. Carey
David M. Carey, Assistant Secretary

By: Teresa Pastella
Teresa Pastella, Notary Public

This Power of Attorney is made and executed pursuant to and by authority of the following By-laws and Authorizations of The Ohio Casualty Insurance Company, Liberty Mutual Insurance Company, and West American Insurance Company which resolutions are now in full force and effect reading as follows:

ARTICLE IV – OFFICERS – Section 12. Power of Attorney. Any officer or other official of the Corporation authorized for that purpose in writing by the Chairman or the President, and subject to such limitation as the Chairman or the President may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Corporation to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Corporation by their signature and execution of any such instruments and to attach thereto the seal of the Corporation. When so executed, such instruments shall be as binding as if signed by the President and attested to by the Secretary. Any power or authority granted to any representative or attorney-in-fact under the provisions of this article may be revoked at any time by the Board, the Chairman, the President or by the officer or officers granting such power or authority.

ARTICLE XIII – Execution of Contracts – SECTION 5. Surety Bonds and Undertakings. Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

Certificate of Designation – The President of the Company, acting pursuant to the Bylaws of the Company, authorizes David M. Carey, Assistant Secretary to appoint such attorneys-in-fact as may be necessary to act on behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

Authorization – By unanimous consent of the Company's Board of Directors, the Company consents that facsimile or mechanically reproduced signature of any assistant secretary of the Company, wherever appearing upon a certified copy of any power of attorney issued by the Company in connection with surety bonds, shall be valid and binding upon the Company with the same force and effect as though manually affixed.

I, Renee C. Llewellyn, the undersigned, Assistant Secretary, The Ohio Casualty Insurance Company, Liberty Mutual Insurance Company, and West American Insurance Company do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy of the Power of Attorney executed by said Companies, is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this 19th day of November, 2018.



By: Renee C. Llewellyn
Renee C. Llewellyn, Assistant Secretary