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ATTORNEYS AT LAW

November 12, 2021

BY ELECTRONIC FILING

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

Re: *Submission of Surety Bond Rider*
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 ("SpaceX") hereby submits the attached surety bond to replace the one currently on file with the Commission.

Please note that SpaceX is working with a new surety and the attached bond (AXA XL No. US00113829SU21A) is replacing the prior bond (Liberty Mutual No. 404231499) filed with the Commission, and increases the maximum penal sum in compliance with the Commission's rules and the terms of SpaceX's authorization.[2]

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

Respectfully submitted,

William M. Wiltshire

William M. Wiltshire
Counsel to SpaceX

Attachment

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1 *See Space Exploration Holdings, LLC*, 33 FCC Rcd. 11434, ¶ 34.a (2018).

2 *See* 47 C.F.R. § 25.165(a)(1).

Bond No. US00113829SU21A

License and/or Permit Continuous Bond

KNOW ALL MEN BY THESE PRESENTS, that we, **Space Exploration Holdings, LLC**, as Principal, and **XL Specialty Insurance Company**, a Delaware Corporation, as Surety, are held and firmly bound unto the United States Treasury, as Obligee, in the maximum penal sum of **Three Million Six Hundred Eighty Thousand and 00/100 dollars ($3,680,000.00)** 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 it applications, **FCC File Nos. 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 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 the 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, 2021** and expiring **November 18, 2022.** 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: XL Specialty Insurance Company
Attn: Seaview House
70 Seaview Avenue
Stamford, CT 06902
(469) 334-9158

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, statues 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 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 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, 2021 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 8th day of November, 2021

Attest: ______________________

Principal: Space Exploration Holdings, LLC

By ______________________

Attest: ______________________

Surety: XL Specialty Insurance Company

By: ______________________
LAURA L. PLAISANT, ATTORNEY-IN-FACT

XL SPECIALTY INSURANCE COMPANY CORPORATE SEAL DELAWARE this bond will be the tender of payment or 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: XL Specialty Insurance Company
Attn: Service House
70 Seaview Avenue
Stamford, CT 06902
(469) 351-9158

To the Principal: Space Exploration Holdings, LLC
Attn: Tony Chu
1 Rocket Road
Hawthorne, CA 90250
(310) [illegible]

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 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 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, 2021 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 8th day of November, 2021.

Attest: ______________________ Principal: Space Exploration Holdings, LLC

By: ______________________

Attest: ______________________ Surety: XL Specialty Insurance Company

By: ______________________
LAURA L. PLEASANT, ATTORNEY-IN-FACT

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT **CIVIL CODE § 1189**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)

County of San Francisco)

On November 8, 2021 before me D. B. Diaz, Notary Public,
Date *Here Insert Name and Title of the Officer*

personally appeared Laura L. Plaisant
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

D. B. DIAZ
Notary Public - California
San Francisco County
Commission # 2260392
My Comm. Expires Oct 3, 2022

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature D. B. Diaz
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: ______ Document Date: ______

Number of Pages: ______ Signer(s) Other Than Named Above: ______

Capacity(ies) Claimed by Signer(s)

Signer's Name: ______
- [ ] Corporate Officer — Title(s): ______
- [ ] Partner — [ ] Limited [ ] General
- [ ] Individual [ ] Attorney in Fact
- [ ] Trustee [ ] Guardian or Conservator
- [ ] Other: ______

Signer Is Representing: ______

Signer's Name: ______
- [ ] Corporate Officer — Title(s): ______
- [ ] Partner — [ ] Limited [ ] General
- [ ] Individual [ ] Attorney in Fact
- [ ] Trustee [ ] Guardian or Conservator
- [ ] Other: ______

Signer Is Representing: ______

Power of Attorney
XL Specialty Insurance Company
XL Reinsurance America Inc.

THIS IS NOT A BOND NUMBER
LIMITED POWER OF ATTORNEY
XL 1615535

KNOW ALL MEN BY THESE PRESENTS: That XL Specialty Insurance Company, a Delaware insurance companies with offices located at 505 Eagleview Blvd., Exton, PA 19341, and XL Reinsurance America Inc., a New York insurance company with offices located at 70 Seaview Avenue, Stamford, CT 06902, , do hereby nominate, constitute, and appoint:
Adam Mcdonough, Jeffrey Prevost, Laura L. Plaisant, Rae Lynn Zachary

each its true and lawful Attorney(s)-in-fact to make, execute, attest, seal and deliver for and on its behalf, as surety, and as its act and deed, where required, any and all bonds and undertakings in the nature thereof, for the penal sum of no one of which is in any event to exceed $100,000,000.00.

Such bonds and undertakings, when duly executed by the aforesaid Attorney (s) - in - Fact shall be binding upon each said Company as fully and to the same extent as if such bonds and undertakings were signed by the President and Secretary of the Company and sealed with its corporate seal.

The Power of Attorney is granted and is signed by facsimile under and by the authority of the following Resolutions adopted by the Board of Directors of each of the Companies on the 26th day of July 2017.

RESOLVED, that Gary Kaplan, Daniel Riordan, Maria Duhart, Gregory Boal and Kevin Mirsch are hereby appointed by the Board as authorized to make, execute, seal and deliver for and on behalf of the Company, any and all bonds, undertakings, contracts or obligations in surety or co-surety with others and that the Secretary or any Assistant Secretary of the Company be and that each of them hereby is authorized to attest the execution of any such bonds, undertakings, contracts or obligations in surety or co-surety and attach thereto the corporate seal of the Company.

RESOLVED, FURTHER, that Gary Kaplan, Daniel Riordan, Maria Duhart, Gregory Boal and Kevin Mirsch each is hereby authorized to execute powers of attorney qualifying the attorney named in the given power of attorney to execute, on behalf of the Company, bonds and undertakings in surety or co-surety with others, and that the Secretary or any Assistant Secretary of the Company be, and that each of them is hereby authorized to attest the execution of any such power of attorney, and to attach thereto the corporate seal of the Company.

RESOLVED, FURTHER, that the signature of such officers named in the preceding resolutions and the corporate seal of the Company may be affixed to such powers of attorney or to any certificate relating thereto by facsimile, and any such power of attorney or certificate bearing such facsimile signatures or facsimile seal shall be thereafter valid and binding upon the Company with respect to any bond, undertaking, contract or obligation in surety or co-surety with others to which it is attached.

IN WITNESS WHEREOF, the XL SPECIALTY INSURANCE COMPANY has caused its corporate seal to be hereunto affixed, and these presents to be signed by its duly authorized officers this September 3rd, 2021.

XL SPECIALTY INSURANCE COMPANY

XL SPECIALTY INSURANCE COMPANY CORPORATE SEAL DELAWARE

by: [signature]

Gregory Boal, VICE PRESIDENT

STATE OF PENNSYLVANIA
COUNTY OF CHESTER

Attest: [signature]

Kevin M. Mirsch, ASSISTANT SECRETARY

On this 3rd day of September, 2021, before me personally came Gregory Boal to me known, who, being duly sworn, did depose and say: that he is Vice President of XL SPECIALTY INSURANCE COMPANY, described in and which executed the above instrument; that he knows the seals of said Companies; that the seals affixed to the aforesaid instrument is such corporate seals and were affixed thereto by order and authority of the Boards of Directors of said Companies; and that he executed the said instrument by like order.

Commonwealth of Pennsylvania - Notary Seal
S. Grace Freed-Brown, Notary Public
Chester County
My commission expires March 8, 2022
Commission number 1322812
Member, Pennsylvania Association of Notaries

[signature]

S. Grace Freed-Brown, NOTARY PUBLIC

Power of Attorney
XL Specialty Insurance Company
XL Reinsurance America Inc.

THIS IS NOT A BOND NUMBER
LIMITED POWER OF ATTORNEY
XL [illegible]5835

KNOW ALL MEN BY THESE PRESENTS: That XL Specialty Insurance Company, a Delaware insurance company with offices located at 505 Eagleview Blvd., Exton, PA 19341, and XL Reinsurance America Inc., a New York insurance company with offices located at 70 Seaview Avenue, Stamford, CT 06902, do hereby nominate, constitute, and appoint:

Adam Fitzborough, Jeffrey Pierson, [illegible], Rae Lynn Buckley

each its true and lawful Attorney(s)-in-fact to make, execute, attest, seal and deliver for and on its behalf, as surety and as its act and deed, where required, any and all bonds and undertakings in the nature thereof, for the penal sum of no one of which is in any event to exceed $100,000,000.00.

Such bonds and undertakings, when duly executed by the aforesaid Attorney(s)-in-fact shall be binding upon each said Company as fully and to the same extent as if such bonds and undertakings were signed by the President and Secretary of the Company and sealed with its corporate seal.

The Power of Attorney is granted and is signed by facsimile under and by the authority of the following Resolutions adopted by the Board of Directors of each of the Companies on the 26th day of July 2017.

RESOLVED, that Gary Kaplan, Daniel Riordan, Maria Duhart, Gregory Boal and Kevin Mirsch are hereby appointed by the Board as authorized to make, execute, seal and deliver for and on behalf of the Company, any and all bonds, undertakings, contracts or obligations in surety or co-surety with others and that the Secretary or any Assistant Secretary of the Company be, and each of them hereby is, authorized to attest the execution of any such bonds, undertakings, contracts or obligations in surety or co-surety and attach thereto the corporate seal of the Company.

RESOLVED, FURTHER, that Gary Kaplan, Daniel Riordan, Maria Duhart, Gregory Boal and Kevin Mirsch each is hereby authorized to execute powers of attorney qualifying the attorney named in the given power of attorney to execute, on behalf of the Company, bonds and undertakings in surety or co-surety with others, and that the Secretary or any Assistant Secretary of the Company be, and that each of them is hereby authorized to attest the execution of any such power of attorney, and to attach thereto the corporate seal of the Company.

RESOLVED, FURTHER, that the signature of such officers named in the preceding resolutions and the corporate seal of the Company may be affixed to such powers of attorney or to any certificate relating thereto by facsimile, and any such power of attorney or certificate bearing such facsimile signatures or facsimile seal shall be thereunto valid and binding upon the Company with respect to any bond, undertaking, contract or obligation in surety or co-surety with others to which it is attached.

IN WITNESS WHEREOF, the XL SPECIALTY INSURANCE COMPANY has caused its corporate seal to be hereunto affixed, and these presents to be signed by its duly authorized officers this September 3rd, 2021.

XL SPECIALTY INSURANCE COMPANY

by: Gregory Boal, VICE PRESIDENT

Attest: [illegible], ASSISTANT SECRETARY

CORPORATE SEAL

STATE OF PENNSYLVANIA
COUNTY OF CHESTER

On this 3rd day of September, 2021, before me personally came Gregory Boal to me known, who, being duly sworn, did depose and say: that he is a Vice President of XL SPECIALTY INSURANCE COMPANY, described in and which executed the above instrument; that he knows the seals of said Companies; that the seals affixed to the aforesaid instrument is such corporate seals and were thereto affixed by order and authority of the Board of Directors of said Companies; and that he executed the said instrument by like order.

D. Grace Freed-Brown, NOTARY PUBLIC

Commonwealth of Pennsylvania - Notary Seal
D. Grace Freed-Brown, Notary Public
Chester County
My commission expires [illegible]
Commission number [illegible]
Member, Pennsylvania Association of Notaries

STATE OF PENNSYLVANIA
COUNTY OF CHESTER

I, Kevin M. Mirsch, Assistant Secretary of XL SPECIALTY INSURANCE COMPANY, a corporation of the State of Delaware, do hereby certify that the above and forgoing is a full, true and correct copy of a Power of Attorney issued by said Companies, and that I have compared same with the original and that it is a correct transcript therefrom and of the whole of the original and that the said Power of Attorney is still in full force and effect and has not been revoked.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation, at the City of Exton, this 8th day of November 2021 .

XL SPECIALTY INSURANCE COMPANY CORPORATE SEAL DELAWARE

Kevin M. Mirsch, ASSISTANT SECRETARY

IN WITNESS WHEREOF, XL REINSURANCE AMERICA INC. has caused its corporate seal to be hereunto affixed, and these presents to be signed by its duly authorized officers this 3rd day of September, 2021.

XL REINSURANCE AMERICA INC. CORPORATE SEAL NEW YORK

XL REINSURANCE AMERICA INC.

by:

Gregory Boal, VICE PRESIDENT

Attest:

Kevin M. Mirsch, ASSISTANT SECRETARY

STATE OF PENNSYLVANIA
COUNTY OF CHESTER

On this 3rd day of September, 2021, before me personally came Gregory Boal to me known, who, being duly sworn, did depose and say: that he is Vice President of XL REINSURANCE AMERICA INC., described in and which executed the above instrument; that he knows the seal of said Corporation; that the seal affixed to the aforesaid instrument is such corporate seal and was affixed thereto by order and authority of the Board of Directors of said Corporation, and that he executed the said instrument by like order.

Commonwealth of Pennsylvania - Notary Seal
S. Grace Freed-Brown, Notary Public
Chester County
My commission expires March 6, 2022
Commission number 1322812
Member, Pennsylvania Association of Notaries

S. Grace Freed-Brown, NOTARY PUBLIC

STATE OF PENNSYLVANIA
COUNTY OF CHESTER

I, Kevin M. Mirsch, Assistant Secretary of XL REINSURANCE AMERICA INC. a corporation of the State of New York, do hereby certify that the person who executed this Power of Attorney, with the rights, respectively of XL REINSURANCE AMERICA INC., do hereby certify that the above and forgoing is a full, true and correct copy of a Power of Attorney issued by said Corporation, and that I have compared same with the original and that it is a correct transcript therefrom and of the whole original and that the said Power of Attorney is still in full force and effect and has not been revoked.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation, at the City of Exton, this ___ day of ________ ______.

XL REINSURANCE AMERICA INC. CORPORATE SEAL NEW YORK

Kevin M. Mirsch, ASSISTANT SECRETARY

This Power of Attorney may not be used to execute any bond with an inception date after 9/3/2023