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ATTORNEYS AT LAW

November 6, 2019

**BY ELECTRONIC FILING**

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

Re: *Submission of Surety Bond*
*Swarm Technologies, Inc., IBFS File No. SAT-LOA-20181221-00094*

Dear Ms. Dortch:

In accordance with Section 25.165 of the Commission's rules and paragraph 19.a of its license for a Non-Voice, Non-Geostationary satellite system,[1] Swarm Technologies, Inc. hereby submits the attached surety bond.

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

Respectfully submitted,

William M. Wiltshire

William M. Wiltshire
*Counsel to Swarm*

Attachment (Bond No. 43BSBHZ8180)

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[1] *See Swarm Technologies, Inc.*, DA 19-1044, ¶ 19.a (rel. Oct. 17, 2019).

This bond is executed in Duplicate

**Bond No.43BSBHZ8180**

**License and/or Permit Continuous Bond**

KNOW ALL MEN BY THESE PRESENTS, that we SWARM TECHNOLOGIES, INC. as Principal, and HARTFORD FIRE **Insurance Company**, as Surety, are held and firmly bound unto the Unites 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") for authority to access the United States market using a Non-geostationary (NGSO) satellite system pursuant to its application, **FCC IBFS File No. SAT-LOA-20181221-00094; Call Sign S3041 ("Authorization")**, in accordance with terms and conditions set forth in Conditions to the FCC's grant of that Authorization on **10/17/19**, 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, other wise to remain in full force and effect.

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

1. The NGSO space stations authorized by the FCC, or such number of NGSO space stations required by FCC rules then in effect, must be launched, placed in 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 10/17/2025) (the "Milestone").

2. 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.

3. 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 elapsed from the date of the Authorization grant until the date when the Authorization was surrendered.

4. In the event of a Notice of Default (*i.e.*, an order of 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: **THE HARTFORD**

Attention: Surety Department

BOND, T-12

One Hartford Plaza

Hartford, CT 06155

To the Principal: **SWARM TECHNOLOGIES, INC.**

Attention: Sara Spangelo, CEO

435 N. Whisman Rd, Suite 100

Mountain View, CA 94043

With a Copy to: **ATTORNEY**

**William Wiltshire**

Harris, Wiltshire & Grannis LLP

1919 M Street, NW, 8th Floor

Washington, DC 20036

(202) 730-1300

Email: WWiltshire@hwglaw.com

5. 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.
6. 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 OCTOBER, 2019** 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 5th **day of NOVEMBER, 2019**

**SWARM TECHNOLOGIES, INC.**

Sara Spangelo

**Sara Spangelo, CEO**

**Hartford Fire Insurance Company**

Sara S. DeJarnette

**Sara S. DeJarnette,** Attorney-In-Fact

# POWER OF ATTORNEY

*Direct Inquiries/Claims to:*
**THE HARTFORD**
**Bond T-4**
**One Hartford Plaza**
**Hartford, Connecticut 06155**
*call:* **888-266-3488** *or fax:* **860-757-5835)**

**KNOW ALL PERSONS BY THESE PRESENTS THAT:** Agency Code: 43-482794

- [X] **Hartford Fire Insurance Company**, a corporation duly organized under the laws of the State of Connecticut
- [X] **Hartford Casualty Insurance Company**, a corporation duly organized under the laws of the State of Indiana
- [X] **Hartford Accident and Indemnity Company**, a corporation duly organized under the laws of the State of Connecticut
- [ ] **Hartford Underwriters Insurance Company**, a corporation duly organized under the laws of the State of Connecticut
- [ ] **Twin City Fire Insurance Company**, a corporation duly organized under the laws of the State of Indiana
- [ ] **Hartford Insurance Company of Illinois**, a corporation duly organized under the laws of the State of Illinois
- [ ] **Hartford Insurance Company of the Midwest**, a corporation duly organized under the laws of the State of Indiana
- [ ] **Hartford Insurance Company of the Southeast**, a corporation duly organized under the laws of the State of Florida

having their home office in Hartford, Connecticut (hereinafter collectively referred to as the "Companies") do hereby make, constitute and appoint, ***up to the amount of*** Unlimited :

Stephen Beahm, Darlene A. Bornt, Sara S. DeJarnette, Kristine Donovan, Elizabeth C. Dukes, R. Tucker Fitz-Hugh, Clark P. Fitz-Hugh, Candice T. Gros, Catherine C. Kehoe, Emily G. Lapeyre, Conway C. Marshall, Marley M. Morris, Elizabeth Schott, Linda C. Sheffield, Elizabeth K. Wright of NEW ORLEANS, Louisiana

their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign its name as surety(ies) only as delineated above by ☒, and to execute, seal and acknowledge any and all bonds, undertakings, contracts and other written instruments in the nature thereof, on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

**In Witness Whereof**, and as authorized by a Resolution of the Board of Directors of the Companies on August 1, 2009, the Companies have caused these presents to be signed by its Vice President and its corporate seals to be hereto affixed, duly attested by its Assistant Secretary. Further, pursuant to Resolution of the Board of Directors of the Companies, the Companies hereby unambiguously affirm that they are and will be bound by any mechanically applied signatures applied to this Power of Attorney.

Wesley W. Cowling, Assistant Secretary

M. Ross Fisher, Vice President

**STATE OF CONNECTICUT**
} ss. Hartford
**COUNTY OF HARTFORD**

On this 12th day of July, 2012, before me personally came M. Ross Fisher, to me known, who being by me duly sworn, did depose and say: that he resides in the County of Hartford, State of Connecticut; that he is the Vice President of the Companies, the corporations described in and which executed the above instrument; that he knows the seals of the said corporations; that the seals affixed to the said instrument are such corporate seals; that they were so affixed by authority of the Boards of Directors of said corporations and that he signed his name thereto by like authority.

Kathleen T. Maynard
Notary Public
My Commission Expires July 31, 2016

**CERTIFICATE**

I, the undersigned, Vice President of the Companies, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is still in full force effective as of

Signed and sealed at the City of Hartford.

Gary W. Stumper, Vice President

POA 2012