

WILKINSON) BARKER) KNAUER) LLP

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December 18, 2018

BY ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20010

Re: *Submission of Surety Bond*
LeoSat MA, Inc.,
IBFS File No. SAT-PDR-20161115-00112 (Call Sign S2979)

Dear Ms. Dortch:

In accordance with Section 25.165 of the Commission's rules, 47 C.F.R. § 25.165, and paragraph 25.a of the Order and Declaratory Ruling¹ granting access to the U.S. Market to LeoSat MA, Inc. ("LeoSat") for the operation of a non-geostationary satellite system operating in Ka-band spectrum, LeoSat hereby submits the attached surety bond.

The surety bond is in the dollar amount of \$1,220,000.00, which is the amount required as of March 19, 2019 pursuant to the formula set forth in Section 25.165(a)(1) of the Commission's rules. LeoSat and the surety will execute a rider to the bond on or before March 12, 2019 to increase the amount of the bond in accordance with the Commission's requirements.

¹ See *LeoSat MA, Inc., Petition for Declaratory Ruling Concerning U.S. Market Access for the LeoSat Ka-band Low-Earth Orbit Satellite System*, Order and Declaratory Ruling, FCC 18-164, ¶ 25.a (rel. Nov. 19, 2018).

WILKINSON) BARKER) KNAUER) LLP

Marlene H. Dortch
December 18, 2018
Page 2

Please direct any questions regarding this matter to the undersigned.

Respectfully Submitted,

/s/ Lynne M. Montgomery
Lynne M. Montgomery
Phillip R. Marchesiello

Counsel to LeoSat MA, Inc.

Attachment

This bond is executed in Duplicate

Bond No: 800041798

License and/or Permit Continuous Bond

KNOW ALL MEN BY THESE PRESENTS, that we **LeoSat MA, Inc.**, as Principal, and **Atlantic Specialty Insurance Company**, State of New York, as Surety, are held and firmly bound unto the United States Treasury, as Obligee, in the maximum penal sum of **One Million Two Hundred Twenty Thousand (\$1,220,000.00)** 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-satellite orbit, fixed-satellite service (NGSO FSS) system pursuant to its application, **IBFS File No. SAT-PDR-20161115-00112; Call Sign S2979** ("Authorization"), in accordance with the terms and conditions set forth in the Conditions for Letter of Intent attached to the FCC's order and declaratory ruling on **18 November 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 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 **19 November 2024**) (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 have 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 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**
Attn: Michael McCue
605 Highway 169 North, Suite 800
Plymouth, MN 55441

To the Principal: **LeoSat MA, Inc. Attn:**
General Counsel PO
Box 96503 #67784
Washington, DC 20090

With a Copy to: **Phillip Marchesiello Wilkinson**
Barker Knauer LLP 1800 M
Street, NW
Suite 800N
Washington, DC 20036

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.

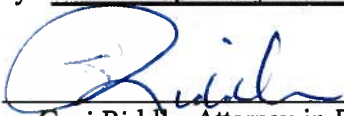
PROVIDED FURTHER, that this bond shall be effective on the **19th day of November, 2018** and shall cease at such time as the FCC confirms that the Principal has satisfied all conditions of the Authorization set forth in paragraph 1 above, unless earlier cancelled as provided herein.

Signed, sealed and dated the 17th day of December, 2018

Principal: LeoSat MA, Inc.

By: 
Joseph Anders, President and Chairman

Surety: Atlantic Specialty Insurance Company

By: 
Cori Riddle, Attorney-in-Fact





One Beacon
INSURANCE GROUP

Power of Attorney

Surety Bond No: 800041798

Principal: LeoSat MA, Inc.

Obligee: United States Treasury

KNOW ALL MEN BY THESE PRESENTS, that ATLANTIC SPECIALTY INSURANCE COMPANY, a New York corporation with its principal office in Minnetonka, Minnesota, does hereby constitute and appoint: Cori Riddle, Attorney-in-Fact, 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.



By

Paul J. Brehm, Senior Vice President

STATE OF MINNESOTA
HENNIPEN COUNTY

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.

11th Signed and sealed. Dated 17th day of December 2018



James G. Jordan, Assistant Secretary

This bond is executed in Duplicate

Bond No: 800041798

License and/or Permit Continuous Bond

KNOW ALL MEN BY THESE PRESENTS, that we **LeoSat MA, Inc.**, as Principal, and **Atlantic Specialty Insurance Company**, State of **New York**, as Surety, are held and firmly bound unto the United States Treasury, as Obligee, in the maximum penal sum of **One Million Two Hundred Twenty Thousand (\$1,220,000.00)** 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.

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4. 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.

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General Counsel PO
Box 96503 #67784
Washington, DC 20090

With a Copy to: **Phillip Marchesiello Wilkinson**
Barker Knauer LLP 1800 M
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Washington, DC 20036

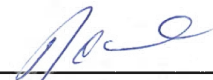
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By: 
Joseph Anders, President and Chairman

Surety: Atlantic Specialty Insurance Company

By: 
Cori Riddle, Attorney-in-Fact





Power of Attorney

Surety Bond No: 800041798

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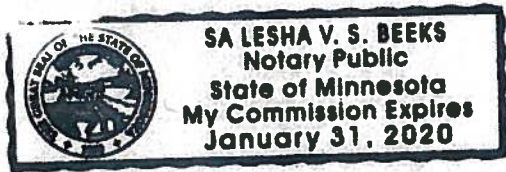
IN WITNESS WHEREOF, ATLANTIC SPECIALTY INSURANCE COMPANY has caused these presents to be signed by an Authorized Officer and the seal of the Company to be affixed this eighth day of December, 2014.

STATE OF MINNESOTA
HENNIPEN COUNTY



By *Paul J. Brehm*
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.



Sa Lesha V. S. Beeks
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.

11th Signed and sealed. Dated 17th day of December 2018



James G. Jordan
James G. Jordan, Assistant Secretary