

ORIGINAL



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VIA HAND DELIVERY

FILED/ACCEPTED

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

APR 29 2010

Federal Communications Commission
Office of the Secretary

Re: **DG Consents Sub, Inc.**
File No. SAT-T/C-20091130-00130
Call Sign S2129

Dear Ms. Dortch:

DG Consents Sub, Inc. (“DG Consents Sub”), by its undersigned counsel, respectfully requests an additional 90 days to consummate the above-referenced transfer of control of the non-geostationary orbit satellite system licensed to DG Consents Sub under Call Sign S2129 from Morgan Stanley & Co., Inc. (“Morgan Stanley”) to the shareholders of DigitalGlobe, Inc. (“DigitalGlobe”), the parent company of DG Consents Sub. With this request, DG Consents Sub seeks until August 1, 2010 to complete the subject transaction.

The International Bureau granted DG Consents Sub’s transfer of control application effective March 4, 2010. *See* Public Notice, Report No. SAT-00670, DA 10-382 (March 5, 2010). Under the Commission’s rules, the Bureau’s action established May 3, 2010 as the date by which the subject transaction is to be completed. *See* 47 C.F.R. § 25.119(f) (transfers of control shall be completed within 60 days from the date of authorization). However, as DG Consents Sub forecast in its transfer of control application, the event triggering the transfer of control – *i.e.*, a reduction in Morgan Stanley’s equity holdings in DigitalGlobe to less than 25 percent – cannot be assured of occurring by the May 3 deadline due to market conditions and other economic factors. This timing uncertainty led DG Consents Sub to request a waiver of Section 25.119(f) to allow 180 days after approval for consummation of the transfer. *See* File No. SAT-T/C-20091130-00130, Exhibit F (Description, Public Interest Statement and Request for Waiver of Section 25.119(f)). DG Consents Sub is now certain that the May 3 deadline will not be met, and accordingly seeks an additional 90 days in which to complete its transfer of control.



The Bureau has previously granted requests to extend the transfer of control consummation period of licensees unable to close their transactions within the initial 60-day period. *See, e.g.* Robert M. Franklin, Transferor and Inmarsat, plc, Transferee, 24 FCC Rcd 449, 484 (IB 2009) (granting Inmarsat's request to complete transaction within 180 days to permit a consolidated closing of various authorization types). Comparable treatment is appropriate here where the event triggering the transfer of control is subject to circumstances beyond DG Consents Sub's control, including the fluctuation of ownership interests in the now publicly-traded DigitalGlobe that affect Morgan Stanley's equity holdings in the company.

Approval of this request also will serve the public interest by avoiding the need for DG Consents Sub to submit a follow-on transfer of control application, which Bureau staff would in turn be required to process. Preparing, filing and processing this second, duplicative request would be wasteful and an inefficient use of limited Bureau resources. The public interest will be better served by extending the consummation deadline to encompass a period within which DG Consents Sub expects the transfer of control to occur.

For the foregoing reasons, DG Consents Sub requests an additional 90 days, through August 1, 2010, in which to consummate the subject transfer of control. Should you have any questions regarding this request, please contact the undersigned counsel.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read 'Stephen D. Baruch', with a large, sweeping flourish extending to the right.

Stephen D. Baruch
Philip A. Bonomo

Counsel to DG Consents Sub, Inc.

cc: Karl Kensinger (by e-mail)
Jeanette Spriggs (by e-mail)