



WASHINGTON, DC

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August 27, 2010

VIA HAND DELIVERY

FILED/ACCEPTED

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

AUG 27 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, hereby revises its July 26, 2010 request for an extension of time 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. As the result of new information, DG Consents Sub now anticipates that the triggering event for the transfer will occur by the end of September 2010. As a result, DG Consents Sub is now able to reduce the length of time covered by its July 26, 2010 extension request from six additional months (*i.e.*, through January 31, 2011) to two additional months (*i.e.*, through September 30, 2010).

In its July 26, 2010 letter requesting a further six-month extension, DG Consents Sub cited the uncertainty as to when the event triggering the transfer of control – namely, the reduction of Morgan Stanley’s non-majority equity holdings in Digital Globe to less than 25 percent – would occur. *See* Letter to Marlene H. Dortch, Federal Communications Commission, from Stephen D. Baruch and Philip A. Bonomo, Counsel to DG Consents Sub, Inc., File No. SAT-T/C-20091130-00130 (July 26, 2010). At the time it filed its request, DG Consents Sub believed that the triggering event would occur as late as January 2011. However, DG Consents Sub has been informed that Morgan Stanley now intends to reduce its holdings in DigitalGlobe through a secondary equity offering at some point next month. Consequently, DG Consents Sub anticipates that it will be able to report the consummation of the transfer of control by the end of September, thereby eliminating the need for the requested extension beyond that time.

Grant of the 60-day extension is warranted for the reasons explained in the July 26 letter to the Commission. In particular, DG Consents Sub still remains unable to provide a precise closing date because this is an unconventional transfer without a new single shareholder

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Ms. Marlene H. Dortch

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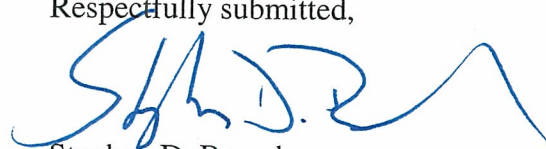
acquiring the company at a certain moment in time. Instead, market conditions still will ultimately determine when Morgan Stanley can reduce its equity stake in DigitalGlobe to below the 25 percent threshold – an event now expected to occur in September. The revised extension will also not harm the public interest, as it will have no immediate effect on day-to-day operations of DigitalGlobe’s Earth Exploration Satellite Service (“EESS”) system or any impact on DigitalGlobe’s EESS customers. Indeed, as DG Consents Sub previously explained, Morgan Stanley will remain a significant stockholder of DigitalGlobe after the 25 percent threshold is crossed, and its presence will help ensure the continued smooth operation of DigitalGlobe under standard corporate provisions whereby stockholder equity rights are commensurate with the level of equity ownership. In addition, grant of this request will also serve the public interest by avoiding the substantial administrative burdens on DG Consents Sub and Bureau staff associated with the preparing, filing and processing of a duplicative transfer of control application, which would be made necessary if the instant extension request is not granted.

Finally, grant of this request will ensure that the space station and earth station transfer files remain in sync. In a companion extension request, also filed July 26, 2010, DG Consents Sub requested a six-month extension in connection with two DG Consent Sub earth stations that would also undergo a transfer of control with the triggering event. *See* File No. SES-T/C-20091201-01512 (Call Signs E040264 and E950499). This request was granted in substantive part by stamp grant on August 6, 2010 (see Attachment), and the consummation deadline for the earth station transfers of control is now set at January 2, 2011. As a consummation in September 2010 would be within this time frame, DG Consents does not intend to correspondingly revise the earth station transfer approvals. It does, however, include an additional copy of this letter, for information, for placement in the earth station transfer of control file.

For the foregoing reasons, DG Consents Sub respectfully requests that the Commission allow DG Consents Sub until September 30, 2010 to consummate the referenced transfer of control.

Should you have any questions regarding this request, or require any additional information regarding the reasons for the deferral, please contact the undersigned counsel.

Respectfully submitted,



Stephen D. Baruch

Philip A. Bonomo

Counsel to DG Consents Sub, Inc.

cc (via email): Karl Kensinger
Jeanette Spriggs



WASHINGTON, DC



ORIGINAL

File # SES-T/C-20091201-01512
E040264
 Call Sign E950499 Grant Date 8/6/2010
 (or other identifier)
 Term Dates
 From 8/2/2010 To: 1/2/2011
 Approved: Jeannette W. Spragg STEPHEN D. BARUCH
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July 26, 2010

VIA HAND DELIVERY

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

FILED/ACCEPTED

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Federal Communications Commission
Office of the Secretary

Re: **DG Consents Sub, Inc.**
File No. SES-T/C-20091201-01512
Call Signs E040264 and E950499

Dear Ms. Dortch:

DG Consents Sub, Inc. ("DG Consents Sub"), by its undersigned counsel, respectfully requests an additional six months (*i.e.*, until January 31, 2011) to consummate the above-referenced transfer of control of the two fixed-satellite service earth stations licensed to DG Consents Sub under Call Signs E040264 and E950499 from Morgan Stanley & Co., Inc. ("Morgan Stanley") to the shareholders of DigitalGlobe, Inc. ("DigitalGlobe"), the parent company of DG Consents Sub. As DG Consents Sub explains below, the unusual circumstances of this case warrant the grant of additional time for consummation, and ensure that the overall transaction remains in the public interest.

The International Bureau granted DG Consents Sub's transfer of control application effective March 4, 2010. *See* Public Notice, Report No. SES-01225 (March 10, 2010). Under the Commission's rules, the Bureau's action established May 3, 2010 as the date by which the subject transaction was 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 – could not 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 temporary waiver of Section 25.119(f) to allow it until August 1, 2010 for consummation of the transfer. *See* Letter to Marlene H. Dortch, Federal Communications Commission, from Stephen D. Baruch and Philip A. Bonomo, Counsel to DG Consents Sub, Inc., File No. SES-T/C-20091201-01512 (Apr. 29, 2010). It now appears that the reduction of Morgan Stanley's equity interest to below the 25 percent threshold may not occur until the end of 2010 or January 2011. Accordingly, DG Consents Sub seeks an additional six months in which to complete its transfer of control.

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The extension requested herein is necessary because the triggering event – *i.e.*, the reduction by Morgan Stanley of its equity interest from a level above 25 percent to a level below 25 percent – is not an event that can occur on a schedule. As DG Consents Sub explained in its application, the transfer of control from Morgan Stanley to the shareholders of DigitalGlobe will occur pursuant to the terms of an Investor Agreement entered into by the parties in April 2009. This Investor Agreement specifies that Morgan Stanley will relinquish its current right to nominate a majority of the board of directors of DigitalGlobe once its equity interest falls below the 25 percent threshold, but does not designate a date by which such a relinquishment has to take place. There is no “closing,” no new single stockholder acquiring control, and no changing of the guard as there would be in a conventional transfer.

The extension requested here is warranted because there is no harm to the public interest associated with the deferral of consummation. The transfer, once it occurs, will have no immediate effect on day-to-day operations of DigitalGlobe’s Earth Exploration Satellite Service (“EESS”) system or any impact on DigitalGlobe’s EESS customers. Indeed, Morgan Stanley will remain a significant stockholder of DigitalGlobe after the 25 percent threshold is crossed, and its presence will help ensure the continued smooth operation of DigitalGlobe under standard corporate provisions whereby stockholder equity rights are commensurate with the level of equity ownership. Clearly, there is no question that continuation in the short term of the operation of DigitalGlobe/DG Consents Sub under the current ownership regime remains in the public interest. Finally, approval of this request will also serve the public interest by avoiding substantial administrative burdens on DG Consents Sub and Bureau staff. If the instant extension request is not granted, DG Consents Sub will need to prepare and file a second, factually duplicative transfer of control application, and the Bureau will in turn be obliged to process it. Rather than pursue this inefficient use of limited resources, the public interest would 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 six months, through January 31, 2011, in which to consummate the subject transfer of control. Should you have any questions regarding this request, or require any additional information regarding the reasons for the deferral, please contact the undersigned counsel.

Respectfully submitted,



Stephen D. Baruch
Philip A. Bonomo

Counsel to DG Consents Sub, Inc.

cc (via email): Karl Kensinger
Jeanette Spriggs