

## **DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT**

Through a series of applications, Orbital ATK, Inc. (“Orbital ATK”) and Northrop Grumman Corporation (“Northrop Grumman”) seek consent of the Federal Communications Commission (“FCC” or “Commission”) in connection with a transaction pursuant to which Orbital ATK will be renamed and will become a wholly-owned subsidiary of Northrop Grumman. Orbital ATK, either directly or indirectly through subsidiaries (Alliant Techsystems Inc., Alliant Techsystems Operations LLC, ATK Launch Systems Inc., ATK Space Systems Inc., Orbital Sciences Corporation, and Space Logistics, LLC), holds, and will continue to hold, a number of FCC experimental, aviation, Part 90 wireless, and satellite licenses. A list of the specific FCC licenses at issue (the “FCC Licenses”) is provided in Attachment A to this Exhibit.

### **Description of Transaction**

On September 17, 2017, Orbital ATK entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Northrop Grumman and Neptune Merger, Inc. (“Sub”), a wholly owned subsidiary of Northrop Grumman. Upon the terms and subject to the conditions set forth in the Merger Agreement, Sub will merge with and into Orbital ATK, with Orbital ATK continuing as the surviving corporation and a wholly-owned subsidiary of Northrop Grumman.

Upon consummation of the transaction, the name of Orbital ATK will change,<sup>1</sup> but all licenses currently held by Orbital ATK will remain with that entity and each license currently held by a subsidiary of Orbital ATK will remain with that respective subsidiary. No licenses will be assigned to Northrop Grumman or other corporate entities in connection with the transaction.

Northrop Grumman is a leading global security company providing innovative systems, products, and solutions to government and commercial customers worldwide, offering a broad portfolio of capabilities and technologies for applications from undersea to outer space and into cyberspace. Orbital ATK is an aerospace and defense systems company and supplier of related products to the U.S. Government, allied nations, prime contractors and other customers. Orbital ATK’s products include launch vehicles and related propulsion systems; satellites and associated components and services; composite aerospace structures; tactical missiles, subsystems and defense electronics; and precision weapons, armament systems and ammunition. The FCC Licenses are, and will continue to be used primarily to provide internal communications in support of Orbital ATK’s businesses. The space station license granted to Orbital ATK’s subsidiary, Space Logistics, LLC, authorizes it to launch and operate a mission extension vehicle that is intended to enhance in-orbit flexibility and end-of-life options for geosynchronous satellite operators.

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<sup>1</sup> Orbital ATK will update its administrative records with the Commission to reflect its new name after it has been determined and announced.

### Public Interest Statement

In reviewing requests to transfer or assign licenses pursuant to Section 310(d) of the Communications Act of 1934, as amended (the “Act”), the Commission first assesses whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules.<sup>2</sup> If the proposed transaction does not violate a statute or rule, then the Commission considers whether the transaction could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.<sup>3</sup> If the Commission has determined that a transaction raises no public interest harms or any such harms have been ameliorated by narrowly tailored conditions, the Commission next considers a transaction’s public interest benefits.<sup>4</sup> The Commission then grants a request to transfer or assign licenses if it finds, based on the foregoing assessment, “that the public interest, convenience and necessity will be served thereby.”<sup>5</sup>

The instant application fully meets this standard. First, the transaction complies with all applicable provisions of the Act, other applicable statutes, and the Commission’s rules, and thus there are no FCC regulatory impediments to this transaction. None of the licenses involved in this transaction were initially obtained through FCC auction. There are no transferability restrictions associated with the licenses or with this transaction, and the proposed transaction is consistent with the FCC’s relevant foreign ownership regulations.<sup>6</sup> Second, this transaction would not result in any public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes. To the contrary, grant of the

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<sup>2</sup> See *Applications of Level 3 Communications, Inc. and CenturyLink, Inc.*, Memorandum Opinion and Order, WC Docket No. 16-403, FCC 17-142, para. 8 (rel. Oct. 30, 2017).

<sup>3</sup> *Id.* at para. 9; *Joint Application of General Communication, Inc. and GCI Liberty, Inc.*, WC Docket No. 17-114, DA 17-1096, para. 7 (rel. Nov. 8, 2017) (“*GCI-Liberty Order*”).

<sup>4</sup> *GCI-Liberty Order* at para. 9; see also *Application of Cellco Partnership d/b/a Verizon Wireless and XO Holdings*, ULS File No. 0007765708, DA 17-1154, at para. 7 (rel. Nov. 29, 2017).

<sup>5</sup> 47 U.S.C. § 310(d); see *Applications of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC and Cox TMI, LLC For Consent To Assign AWS-1 Licenses*, Memorandum Opinion and Order and Declaratory Ruling, 27 FCC Rcd 10698 at para. 28 (2012); *Application of AT&T Inc. and Qualcomm Inc.*, Order, 26 FCC Rcd 17589 at para. 2 (2011); *Applications of AT&T Inc. and Centennial Communications Corp.*, Memorandum Opinion and Order, 24 FCC Rcd 13915 at para. 1 (2009); *Applications of Cellco Partnership d/b/a Verizon Wireless and Rural Cellular Corp.*, Memorandum Opinion and Order and Declaratory Ruling, 23 FCC Rcd 12463 at para. 3 (2008); *Applications of AT&T Inc. and Dobson Communications Corp.*, Memorandum Opinion and Order, 22 FCC Rcd 20295 at para. 2 (2007); *Applications of Midwest Wireless Holdings, L.L.C. and ALLTEL Communications, Inc.*, Memorandum Opinion and Order, 21 FCC Rcd 11526 at para. 16 (2006); *Applications of Nextel Communications, Inc. and Sprint Corp.*, Memorandum Opinion and Order, 20 FCC Rcd 13967 at para. 20 (2005); *Applications of Western Wireless Corp. and ALLTEL Corp.*, Memorandum Opinion and Order, 20 FCC Rcd 13053 at para. 17 (2005); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp.*, Memorandum Opinion and Order, 19 FCC Rcd 21522 at para. 40 (2004); *Applications for Consent to the Assignment of Licenses Pursuant to Section 310(d) of the Communications Act from NextWave Personal Communications, Inc., Debtor-in-Possession, and NextWave Power Partners, Inc., Debtor-in-Possession, to subsidiaries of Cingular Wireless LLC*, Memorandum Opinion and Order, 19 FCC Rcd 2570 at para. 24 (2004).

<sup>6</sup> See, e.g., 47 C.F.R. §§ 25.105, 87.19, 90.115.

applications will allow Orbital ATK to continue to provide the communications necessary to support its businesses on an uninterrupted basis. Third, as the Commission has recognized, there are “clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.”<sup>7</sup> In this case, Orbital ATK and its subsidiaries will continue to hold the licenses after the transaction closes; the only change is that Orbital ATK will be renamed and will acquire a new ultimate parent in Northrop Grumman. Any deemed transfer of the licenses would occur in connection with a transaction that will benefit customers of both companies through, among other things, accelerated innovation.<sup>8</sup>

### **Pending Applications and Other Authorizations**

The list of licenses in Attachment A is intended to include all of the authorizations and applications that Orbital ATK indirectly or directly holds. Additionally, Orbital ATK directly or indirectly may hereafter file additional requests for authorizations for new or modified facilities, and those requests may be granted before or after the Commission takes action on the applications submitted herein. Accordingly, Orbital ATK and Northrop Grumman request that the approval granted in response to this application covers not only licenses currently held by Orbital ATK (or one of its wholly-owned subsidiaries), but also: (1) any FCC authorization granted to Orbital ATK (directly or indirectly) during the pendency of the subject transaction prior to closing; and (2) any application submitted by Orbital ATK, which is pending at the time the proposed transfer is consummated. Such action would be consistent with prior decisions of the Commission.<sup>9</sup>

For all of the above reasons, the Applicants respectfully submit that this transaction is in the public interest and the applications submitted in connection with it raise no concerns whatsoever and should be granted expeditiously.

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<sup>7</sup> *GCI-Liberty Order* at para. 9.

<sup>8</sup> See *Northrop Grumman to Acquire Orbital ATK for \$9.2 Billion*, Press Release, Sept. 18, 2017, <https://news.northropgrumman.com/news/releases/northrop-grumman-to-acquire-orbital-atk-for-9-2-billion>.

<sup>9</sup> See, e.g., *Sprint Nextel Corporation and Clearwire Corporation*, Memorandum Opinion and Order, 23 FCC Rcd 17570 at para. 105 (2008); *NYNEX Corp. and Bell Atlantic Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 19985 at para. 247 (1997); *Craig O. McCaw and American Telephone & Telegraph*, Memorandum Opinion and Order, 9 FCC Rcd 5836 para. 137 n.300 (1994).

**ATTACHMENT A  
FCC LICENSES AND PENDING APPLICATIONS**

	<b>Call Sign</b>	<b>Service</b>
Orbital Sciences Corp. FRN: 0003577186		
1)	<a href="#">WL9XKG</a>	XT (Experimental Testing)
2)	<a href="#">WI2XCG</a>	XT (Experimental Testing)
3)	<a href="#">WI2XBF</a>	XT (Experimental Testing)
4)	<a href="#">WD2XIF</a>	XD (Experimental Developmental)
5)	<a href="#">WE2XSF</a>	XD (Experimental Developmental)
6)	<a href="#">WE2XSE</a>	XD (Experimental Developmental)
7)	<a href="#">WNZX982</a>	IG (Industrial/Business Pool, Conventional)
ATK Launch Systems Inc. FRN: 0004828349		
8)	<a href="#">WQNG746</a>	AF (Aeronautical and Fixed)
9)	<a href="#">KAY769</a>	IG (Industrial/Business Pool, Conventional)
10)	<a href="#">KA82995</a>	IG (Industrial/Business Pool, Conventional)
11)	<a href="#">WNXU492</a>	IG (Industrial/Business Pool, Conventional)
12)	<a href="#">KB89359</a>	IG (Industrial/Business Pool, Conventional)
13)	<a href="#">KKE404</a>	IG (Industrial/Business Pool, Conventional)
14)	<a href="#">KB25257</a>	IG (Industrial/Business Pool, Conventional)
15)	<a href="#">KB27106</a>	IG (Industrial/Business Pool, Conventional)
16)	<a href="#">KD25561</a>	IG (Industrial/Business Pool, Conventional)
17)	<a href="#">KB27918</a>	IG (Industrial/Business Pool, Conventional)
18)	<a href="#">KB35194</a>	IG (Industrial/Business Pool, Conventional)

	<b>Call Sign</b>	<b>Service</b>
19)	<a href="#">KB35205</a>	IG (Industrial/Business Pool, Conventional)
20)	<a href="#">WPDG366</a>	IG (Industrial/Business Pool, Conventional)
21)	<a href="#">WPEI366</a>	IG (Industrial/Business Pool, Conventional)
22)	<a href="#">KB63407</a>	IG (Industrial/Business Pool, Conventional)
23)	<a href="#">WQVA497</a>	IG (Industrial/Business Pool, Conventional)
24)	<a href="#">WPGD280</a>	IG (Industrial/Business Pool, Conventional)
25)	<a href="#">KD51741</a>	IG (Industrial/Business Pool, Conventional)
26)	<a href="#">WPHN566</a>	IG (Industrial/Business Pool, Conventional)
27)	<a href="#">WQGC336</a>	IG (Industrial/Business Pool, Conventional)
Orbital Sciences Corporation FRN: 0014578496		
28)	<a href="#">140SC</a>	AC (Aircraft)
29)	<a href="#">KA98112</a>	AF (Aeronautical and Fixed)
30)	<a href="#">29330MOB</a>	AC (Aircraft)
Orbital ATK, Inc FRN: 0014956486		
31)	<a href="#">WL9XXI</a>	XT (Experimental Testing)
32)	<a href="#">WL9XGF</a>	XT (Experimental Testing)
33)	<a href="#">WL9XJQ</a>	XT (Experimental Testing)
34)	<a href="#">WL9XNL</a>	XT (Experimental Testing)
35)	<a href="#">WH2XFB</a>	XD (Experimental Developmental)
36)	<a href="#">WI2XHZ</a>	XT (Experimental Testing)
37)	<a href="#">WH2XPW</a>	XT (Experimental Testing)
38)	<a href="#">WH2XUD</a>	XT (Experimental Testing)

	<b>Call Sign</b>	<b>Service</b>
39)	<a href="#">WH2XUE</a>	XT (Experimental Testing)
40)	<a href="#">WH2XUF</a>	XT (Experimental Testing)
41)	<a href="#">WH2XUG</a>	XT (Experimental Testing)
42)	<a href="#">WH2XUH</a>	XT (Experimental Testing)
43)	<a href="#">WH2XVB</a>	XT (Experimental Testing)
44)	<a href="#">WH2XVC</a>	XT (Experimental Testing)
45)	<a href="#">WH2XVD</a>	XT (Experimental Testing)
46)	<a href="#">WH2XVE</a>	XD (Experimental Developmental)
47)	<a href="#">WH2XVF</a>	XD (Experimental Developmental)
48)	<a href="#">WH2XVG</a>	XD (Experimental Developmental)
49)	<a href="#">WI2XPR</a>	XT (Experimental Testing)
Alliant Techsystems Inc. FRN: 0015485592		
50)	<a href="#">WG2XPG</a>	XD (Experimental Developmental)
Orbital Sciences Corporation FRN: 0016225740		
51)	<a href="#">WL9XZA</a>	XT (Experimental Testing)
ATK Space Systems Inc. FRN: 0016244311		
52)	<a href="#">WQII371</a>	IG (Industrial/Business Pool, Conventional)
53)	<a href="#">WQLU780</a>	IG (Industrial/Business Pool, Conventional)
54)	<a href="#">WQRE509</a>	IG (Industrial/Business Pool, Conventional)
Orbital Science Corp FRN: 0020275566		
55)	<a href="#">WPZV554</a>	IG (Industrial/Business Pool, Conventional)
56)	<a href="#">WPRK698</a>	IG (Industrial/Business Pool, Conventional)

	<b>Call Sign</b>	<b>Service</b>
57)	<a href="#">WPRK699</a>	IG (Industrial/Business Pool, Conventional)
58)	<a href="#">WQFU805</a>	IG (Industrial/Business Pool, Conventional)
Alliant Techsystems Operations LLC FRN: 0020605218		
59)	<a href="#">WPNI921</a>	MG (Microwave Industrial/Business Pool)
60)	<a href="#">WQUX809</a>	AF (Aeronautical and Fixed)
61)	<a href="#">WQMK478</a>	AF (Aeronautical and Fixed)
62)	<a href="#">WNVH555</a>	YG (Industrial/Business Pool, Trunked)
63)	<a href="#">WPTF315</a>	YG (Industrial/Business Pool, Trunked)
64)	<a href="#">WNEP790</a>	MG (Microwave Industrial/Business Pool)
65)	<a href="#">WPND890</a>	MG (Microwave Industrial/Business Pool)
66)	<a href="#">WNSO448</a>	IG (Industrial/Business Pool, Conventional)
67)	<a href="#">WPDT907</a>	IG (Industrial/Business Pool, Conventional)
68)	<a href="#">WPNT841</a>	IG (Industrial/Business Pool, Conventional)
69)	<a href="#">WQAL450</a>	IG (Industrial/Business Pool, Conventional)
70)	<a href="#">WYK236</a>	IG (Industrial/Business Pool, Conventional)
71)	<a href="#">WPPG524</a>	IG (Industrial/Business Pool, Conventional)
72)	<a href="#">WPPU563</a>	YG (Industrial/Business Pool, Trunked)
73)	<a href="#">WPRL662</a>	IG (Industrial/Business Pool, Conventional)
Alliant Techsystems Operations LLC FRN: 0026285189		
74)	<a href="#">WI2XWL</a>	XT (Experimental Testing)
Space Logistics, LLC FRN: 0025902156		
75)	<a href="#">S2990</a>	Satellite Space Station

**Pending FCC Applications**

	<b>File Number</b>	<b>Applicant</b>	<b>FRN</b>
1)	<a href="#">0008028990</a>	ATK Space Systems Inc.	0016244311
2)	<a href="#">0004-EX-CN-2018</a>	Orbital ATK	0003577186