

DESCRIPTION OF THE TRANSACTION

Northrop Grumman Innovation Systems, Inc. (“NGIS”), Orbital Sciences Corporation (“Orbital Sciences”), Space Logistics LLC (“Space Logistics”), Alliant Techsystems Operations LLC (“Alliant Techsystems”), ATK Space Systems Inc. (“ATK Space”), and ATK Launch Systems Inc. (“ATK Launch”) (together the “Licensees”) hold certain private wireless, space station, and experimental licenses.¹ NGIS is a direct wholly-owned subsidiary of Northrop Grumman Corporation (“NGC”). Orbital Sciences and Alliant Techsystems in turn are each direct wholly-owned subsidiaries of NGIS. Space Logistics is a direct wholly-owned subsidiary of Orbital Sciences. ATK Space and ATK Launch are each direct wholly-owned subsidiaries of Alliant Techsystems.

NGC (“Transferor”) and Northrop Grumman Systems Corporation (“Transferee”) (jointly “Applicants”) seek Commission approval for the *pro forma* transfer of control of NGIS and its subsidiaries (including Orbital Sciences, Space Logistics, Alliant Techsystems, ATK Space, and ATK Launch) to Transferee (the “Reorganization”). Transferee is also a direct wholly-owned subsidiary of NGC. At all times during the course of the Reorganization, all Licensees will remain under ultimate control of NGC. Thus, the proposed Reorganization is *pro forma* in nature.

As part of the Reorganization, each of NGIS, Orbital Sciences, ATK Space, and ATK Launch will convert from a corporation to a limited liability company.² Applicants respectfully request Commission approval for this additional *pro forma* step in which the Licensees holding the licenses will remain the same in all respects except for the change in corporate form.

Applicants also respectfully request that grant of this application be deemed to authorize the transfer of any licenses that may be issued to any of the Licensees during the period between the filing of this application and finalizing of the Reorganization. Such action would be consistent with prior decisions of the Commission.³

PUBLIC INTEREST STATEMENT

Consistent with its rules and precedents, the Commission should find that the proposed Reorganization is in the public interest and approve this Application. After consummation of the proposed Reorganization, the licenses will be used in the same manner, at the same locations, and for the same purposes as before the proposed Reorganization. The Reorganization will not affect the technical or managerial qualifications of Licensees, which will at all times remain

¹ Orbital Sciences has pending experimental license applications with file numbers 2232-EX-ST-2019 and 0050-EX-ST-2020, and Space Logistics has a pending space station application for call sign S3059.

² References herein to the four named converting Licensees should be construed as references to these entities as limited liability companies upon completion of the Reorganization.

³ See, e.g., *PacifiCorp Holdings*, 13 FCC Rcd 8891, 8915-16 (WTB 1997); *Pacific Telesis/SBC*, 12 FCC Rcd 2624, 2665 (WTB 1997); *McCaw*, 9 FCC Rcd 5836, 5909 n.300 (CCB 1994).

under the ultimate control of NGC. Since the Reorganization is in compliance with the Commission's rules, is in the public interest, and is *pro forma* in nature, the Applicants request expeditious approval.

With respect to the space station license, approval of the proposed *pro forma* transfer of control application “does not require a waiver of, or a declaratory ruling pertaining to, any applicable Commission rule.”⁴ The Applicants certify that “the proposed transfer of control ... is *pro forma*” and “together with all previous *pro forma* transactions, [the proposed transfer of control] would not result in a change in the actual controlling party.”⁵ Accordingly, the *pro forma* transfer of control application for the space station license should “be deemed granted one business day after filing.”⁶

⁴ See 47 C.F.R. § 25.119(i)(1).

⁵ See 47 C.F.R. § 25.119(i)(2).

⁶ See 47 C.F.R. § 25.119(i).

**ATTACHMENT A
FCC LICENSES AND PENDING APPLICATIONS**

**Alliant Techsystems Operations LLC
FRN: 0020605218**

	Call Sign	Service
1	WQMK478	AF (Aeronautical and Fixed)
2	WQUX809	AF (Aeronautical and Fixed)
3	WNSO448	IG (Industrial/Business Pool, Conventional)
4	WPDT907	IG (Industrial/Business Pool, Conventional)
5	WPNT841	IG (Industrial/Business Pool, Conventional)
6	WPPG524	IG (Industrial/Business Pool, Conventional)
7	WPRL662	IG (Industrial/Business Pool, Conventional)
8	WQAL450	IG (Industrial/Business Pool, Conventional)
9	WYK236	IG (Industrial/Business Pool, Conventional)
10	WNEP790	MG (Microwave Industrial/Business Pool)
11	WPND890	MG (Microwave Industrial/Business Pool)
12	WPNI921	MG (Microwave Industrial/Business Pool)
13	WNVH555	YG (Industrial/Business Pool, Trunked)
14	WPPU563	YG (Industrial/Business Pool, Trunked)
15	WPTF315	YG (Industrial/Business Pool, Trunked)
16	WRCR611	AC (Aircraft)

Alliant Techsystems Operations LLC FRN: 0026285189		
	Call Sign	Service
17	WK2XDH	XT (Experimental Testing)
ATK Launch Systems Inc. FRN: 0004828349		
	Call Sign	Service
18	WQNG746	AF (Aeronautical and Fixed)
19	KA82995	IG (Industrial/Business Pool, Conventional)
20	KAY769	IG (Industrial/Business Pool, Conventional)
21	KB25257	IG (Industrial/Business Pool, Conventional)
22	KB27106	IG (Industrial/Business Pool, Conventional)
23	KB27918	IG (Industrial/Business Pool, Conventional)
24	KB35194	IG (Industrial/Business Pool, Conventional)
24	KB35205	IG (Industrial/Business Pool, Conventional)
26	KB63407	IG (Industrial/Business Pool, Conventional)
27	KB89359	IG (Industrial/Business Pool, Conventional)
28	KD25561	IG (Industrial/Business Pool, Conventional)
29	KD51741	IG (Industrial/Business Pool, Conventional)
30	KKE404	IG (Industrial/Business Pool, Conventional)
31	WNXU492	IG (Industrial/Business Pool, Conventional)
32	WPDG366	IG (Industrial/Business Pool, Conventional)
33	WPEI366	IG (Industrial/Business Pool, Conventional)
34	WPGD280	IG (Industrial/Business Pool, Conventional)
35	WPHN566	IG (Industrial/Business Pool, Conventional)

36	WQGC336	IG (Industrial/Business Pool, Conventional)
37	WQVA497	IG (Industrial/Business Pool, Conventional)
ATK Space Systems Inc. FRN: 0016244311		
	Call Sign	Service
38	WQLU780	IG (Industrial/Business Pool, Conventional)
39	WQII371	IG (Industrial/Business Pool, Conventional)
40	WQRE509	IG (Industrial/Business Pool, Conventional)
Northrop Grumman Innovation Systems, Inc. FRN: 0027459437		
	Call Sign	Service
41	WH2XPW	XT (Experimental Testing)
42	WH2XUE	XT (Experimental Testing)
43	WH2XUF	XT (Experimental Testing)
44	WH2XUG	XT (Experimental Testing)
45	WH2XVB	XT (Experimental Testing)
46	WH2XVC	XT (Experimental Testing)
47	WH2XVD	XT (Experimental Testing)
48	WH2XVE	XD (Experimental Developmental)
49	WH2XVF	XD (Experimental Developmental)
50	WH2XVG	XD (Experimental Developmental)
51	WI2XPR	XT (Experimental Testing)
52	WJ2XLH	XD (Experimental Developmental)
53	WH2XUH	XT (Experimental Testing)
54	WH2XUD	XT (Experimental Testing)

55	WP9XVW	XT (Experimental Testing)
56	WRBS959	IG (Industrial/Business Pool, Conventional)
Orbital Sciences Corporation FRN: 0014578496		
	Call Sign	Service
57	KA98112	AF (Aeronautical and Fixed)
58	140SC	AC (Aircraft)
59	29330MOB	AC (Aircraft)
Orbital Sciences Corporation FRN: 0020275566		
	Call Sign	Service
60	WPRK698	IG (Industrial/Business Pool, Conventional)
61	WPRK699	IG (Industrial/Business Pool, Conventional)
62	WPZV554	IG (Industrial/Business Pool, Conventional)
63	WQFU805	IG (Industrial/Business Pool, Conventional)
Orbital Sciences Corporation FRN: 0003577186		
	Call Sign	Service
64	WD2XIF	XD (Experimental Developmental)
65	WE2XSF	XD (Experimental Developmental)
66	WI2XBF	XT (Experimental Testing)
67	WE2XSE	XD (Experimental Developmental)
68	WI2XCG	XT (Experimental Testing)
69	WO9XDR ¹	XT (Experimental Testing)

¹ Call sign WO9XDR is assigned to file numbers 1274-EX-ST-2019 and 1465-EX-ST-2019. Accordingly, transfer of control is respectfully requested for both file numbers.

70	WP9XVV	XT (Experimental Testing)
71	WNZX982	IG (Industrial/Business Pool, Conventional)
Space Logistics LLC FRN: 00025902156		
	Call Sign	Service
72	S2990	Satellite Space Station
Pending FCC Applications		
Applicant	Call Sign (File Number)	FRN
Space Logistics LLC	S3059 (SAT-LOA-20191210- 00144)	0025902156
Orbital Sciences Corporation	WP9XSQ (2232-EX-ST-2019)	0003577186
Orbital Sciences Corporation	WO9XDR (0050-EX-ST-2020)	0003577186

SUPPLEMENTAL RESPONSE TO QUESTION 37

Northrop Grumman Corporation, which will remain the ultimate parent of the license holders after completion of the corporate reorganization, has not been convicted of a felony. Northrop Grumman Corporation is a publicly traded company, not directly or indirectly controlled by any other party.

For transparency, we note that we are aware that certain entities acquired by Northrop Grumman Corporation (or a wholly owned subsidiary or a predecessor entity) were convicted of felonies many years ago and prior to being acquired as a subsidiary. We also note that another subsidiary of Northrop Grumman Corporation had prior convictions, but they were more than 25 years ago. None of these entities will be a parent of or control any of the license holders.

SUPPLEMENTAL RESPONSE TO QUESTIONS 40 AND A20

The following are the officers of Space Logistics LLC (“Space Logistics”):

Officers

Richard N. Osborne	Secretary
Steve Romant	Assistant Treasurer
Cheryl Stuckey	Assistant Treasurer
Phillip Tan	Treasurer
Tom Wilson	President
Talha A. Zobair	Vice President, Tax

The address of Space Logistics is:

2980 Fairview Park Drive
Falls Church, VA 22042

There are no directors of Space Logistics. Space Logistics is wholly owned by Orbital Sciences Corporation (“Orbital Sciences”), which is the 100% shareholder of Space Logistics. Orbital Sciences is a wholly owned subsidiary of Northrop Grumman Innovation Systems Inc. (“NGIS”), which is a Delaware corporation. NGIS is a wholly-owned subsidiary of Northrop Grumman Corporation (“Northrop Grumman”), a publicly held company. As part of the reorganization, NGIS and Orbital Sciences will each convert from a corporation to a limited liability company, and NGIS will become a wholly-owned subsidiary of Northrop Grumman Systems Corporation, a direct wholly-owned subsidiary of Northrop Grumman. The ownership of Northrop Grumman is widely dispersed and based on information filed by State Street Bank and Trust Company, a publicly held investment management corporation (“State Street”). State Street owns shares comprising approximately 10.2% of the outstanding common stock of Northrop Grumman Corporation as of December 31, 2018.

The following are the officers of Northrop Grumman:

Kathy J. Warden
Chairman, Executive Officer and President

Ann M. Addison
Corporate Vice President and Chief Human Resources Officer

Kenneth L. Bedingfield
Corporate Vice President and Chief Financial Officer

Mark A. Caylor
Corporate Vice President and President, Mission Systems

Sheila C. Cheston
Corporate Vice President and General Counsel

Todd B. Ernst
Corporate Vice President and Treasurer

Michael A. Hardesty
Corporate Vice President, Controller and Chief Accounting Officer

Lesley A. Kalan
Corporate Vice President and Chief Strategy and Development Officer

Blake E. Larson
Corporate Vice President and President, Space Systems

Jennifer C. McGarey
Corporate Vice President and Secretary

Janis G. Pamiljans
Corporate Vice President and President, Aeronautics Systems

David T. Perry
Corporate Vice President and Chief Global Business Officer

Mary D. Petryszyn
Corporate Vice President and President, Defense Systems

Shawn N. Purvis
Corporate Vice President and President of Enterprise Services

Lucinda K. Ryan
Corporate Vice President, Communications

The following are the directors of Northrop Grumman:

Marianne C. Brown
Donald E. Felsinger
Ann M. Fudge
Bruce S. Gordon
William H. Hernandez
Madeleine Kleiner
Karl J. Krapek

Gary Roughead
Thomas M. Schoewe
James S. Turley
Kathy J. Warden
Mark A. Welsh, III

The address for the principal executive officers and directors of Northrop Grumman:

2980 Fairview Park Drive
Falls Church, VA 22042