

APPLICATION FOR *PRO FORMA* ASSIGNMENT OF EARTH STATION LICENSES

Exhibit E: Response to FCC Form 312, Question A20

The instant application seeks FCC authority for the *pro forma* assignment of fixed earth station and/or VSAT licenses from Globecom Systems, Inc. (“Globecom”) to Globecom License Sub LLC (“Globecom Sub”). Globecom and Globecom Sub are both wholly owned subsidiaries of Cosmos Holdings Acquisition Corp. Thus, the ownership and control of the FCC licenses will otherwise remain unchanged following this assignment. Accordingly, the transaction is *pro forma* in nature.

Exhibit 1 provides charts depicting the ownership structure before and after the *pro forma* assignment, as well as a list of all individuals and entities with a ten percent or greater ownership interest in Globecom Sub.

Exhibit F: Response to FCC Form 312, Question A21

This application seeks FCC consent to the *pro forma* assignment of fixed earth station and/or VSAT licenses from Globecom to Globecom’s sister company, Globecom Sub. The Applicants request this authority to comply with the terms of Globecom’s existing credit agreement, which requires Globecom to take reasonable steps to assign its licenses to a separate licensee subsidiary. Accordingly, the filing and grant of the application will assist Globecom in continuing to comply with the credit agreement, ensuring continued access to financial resources that will allow Globecom to serve the needs of its customers. Moreover, the *pro forma* assignment described in the instant application will not change the ultimate ownership or control of the earth stations. The Commission has previously stated that, in situations where no substantial change of control will occur, “grant of the application is deemed presumptively in the public interest.”¹ Applicants request that the Commission staff expeditiously grant this application.

¹ See *Forbearance Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 F.C.C.R. 6293, 6295 (1998).

List of Ten Percent or Greater Ownership

The following individuals and entities hold a ten percent or greater ownership interest in assignee, Globecomm License Sub LLC:

Cosmos Holdings Acquisition Corp.
45 Oser Avenue
Hauppauge, NY 11788-3816
Citizenship: Delaware
Principal Business: Holding company
Direct Ownership Interest: 100% ownership of Globecomm License Sub LLC

Wasserstein Cosmos Co-Invest, L.P.
1301 Avenue of the Americas
41st Floor
New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: 100% ownership of Cosmos Holdings Acquisition Corp.

Direct Ownership of Wasserstein Cosmos

The following entities hold a ten percent or greater direct ownership or controlling interest in Wasserstein Cosmos:

Wasserstein & Co., LP
1301 Avenue of the Americas
41st Floor
New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: General partnership interest representing 0.18% percent equity interest and control of Wasserstein Cosmos. Indirectly, holds a less than ten percent limited partnership interest in Wasserstein Cosmos.

Wasserstein Partners III (Reg AIV), LP
c/o Wasserstein & Co., LP
1301 Avenue of the Americas
41st Floor
New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: 19.4% limited partnership interest in Wasserstein Cosmos

Wasserstein Globecomm Intermediate Holdings, LLC
1301 Avenue of the Americas
41st Floor

New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: 15.0% limited partnership interest in Wasserstein Cosmos.

Lexington Co-Investment Holdings III, L.P.
660 Madison Avenue,
23rd Floor
New York, NY 10065
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: 25.8% limited partnership interest in Wasserstein Cosmos

Indirect Ownership of Wasserstein Cosmos

Wasserstein & Co., LP Ownership

Wasserstein & Co., LP has two partners that will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated – Wasserstein Investments, LLC and Wasserstein Capital, LP.

Wasserstein Investments, LLC
c/o Wasserstein & Co., LP
1301 Avenue of the Americas
41st Floor
New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: General partnership interest representing 0.2% equity interest and control of Wasserstein & Co., LP.
Note: The sole member of this entity is Wasserstein Holdings, LLC (described below).

Wasserstein Holdings, LLC
c/o Wasserstein & Co., LP
1301 Avenue of the Americas
41st Floor
New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: Sole Member of Wasserstein Investments, LLC
Note: Wasserstein Holdings, LLC is managed by its officers: Ellis B. Jones (Chairman), George L. Majoros, Jr. (Vice President and Treasurer), and Robert Mersten (Secretary) and its Board of Directors. Members of the Board are Ellis B. Jones and Pamela Wasserstein. All of these individuals are U.S. citizens. The address for all individuals is c/o Wasserstein & Co., LP, 1301 Avenue of the Americas, 41st Floor, New York, NY 10019.

Three entities have a ten percent or greater equity interest in Wasserstein Holdings, LLC – the Wasserstein Family Trust LLC, the Cranberry Dune 1998 Long-Term Trust and the Estate of Bruce Wasserstein.

Wasserstein Family Trust LLC

c/o Wasserstein & Co., LP

1301 Avenue of the Americas

41st Floor

New York, NY 10019

Citizenship: Delaware

Principal Business: Holding Company

Direct Ownership Interest: 47.02% interest in Wasserstein Holdings, LLC

Note: The Wasserstein Family Trust is 100 percent owned by the 2001 Wasserstein Family Trust (described below).

2001 Wasserstein Family Trust

c/o Wasserstein & Co., LP

1301 Avenue of the Americas

41st Floor

New York, NY 10019

Citizenship: New York

Principal Business: Trust

Note: The 2001 Wasserstein Family Trust is managed by Ellis B. Jones, who also is the Chairman of Wasserstein Holdings, LLC and a member of its Board of Directors. The trustees of the Trust are Pamela Wasserstein, Ben Wasserstein, Alex Wasserstein, and George L. Majoros, Jr. Each of these individuals is a U.S. citizen. The address for all these individuals is c/o Wasserstein & Co., LP, 1301 Avenue of the Americas, 41st Floor, New York, NY 10019. Beneficiaries of the Trust, all of whom are U.S. citizens, are Pamela Wasserstein, Ben Wasserstein, Alex Wasserstein and three additional members of the Wasserstein family who are under eighteen.

Cranberry Dune 1998 Long-Term Trust

c/o Wasserstein & Co., LP

1301 Avenue of the Americas

41st Floor

New York, NY 10019

Citizenship: Delaware

Principal Business: Holding Company

Direct Ownership Interest: 31.99% interest in Wasserstein Holdings, LLC

Note: The Cranberry Dune 1998 Long-Term Trust is managed by Ellis B. Jones, who also is the Chairman of Wasserstein Holdings, LLC and a member of its Board of Directors. The trustees of the Trust are Pamela Wasserstein, Ben Wasserstein, and George Majoros, Jr. The beneficiaries of the Trust are the same as of the 2001 Wasserstein Family Trust.

Estate of Bruce Wasserstein

c/o Wasserstein & Co., LP
1301 Avenue of the Americas
41st Floor
New York, NY 10019
Citizenship: New York
Principal Business: Estate

Direct Ownership Interest: 15.99% interest in Wasserstein Holdings, LLC

Note: The Estate of Bruce Wasserstein is managed by Ellis B. Jones, who also is the Chairman of Wasserstein Holdings, LLC and a member of its Board of Directors. The executors of the Estate are Pamela Wasserstein, Ben Wasserstein, Alex Wasserstein, and Ellis B. Jones. Each of these individuals is a U.S. citizen. The address for all these individuals is c/o Wasserstein & Co., LP, 1301 Avenue of the Americas, 41st Floor, New York, NY 10019. Beneficiaries of the Estate are the same as the beneficiaries of the 2001 Wasserstein Family Trust.

Wasserstein Capital, LP
c/o Wasserstein & Co., LP
1301 Avenue of the Americas
41st Floor
New York, NY 10019

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: 99.8% limited partnership interest in Wasserstein & Co., LP

Note: The sole general partner of this entity is Wasserstein Investments, LLC (described above). Wasserstein Capital, LP has two limited partners that will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated – the Wasserstein Family Trust, LLC (which holds a 60% limited partnership interest) and the Estate of Bruce Wasserstein (which holds a 40% limited partnership interest), each of which is described above. No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Wasserstein Partners III (Reg AIV), LP Ownership

Wasserstein Partners III (Reg AIV), LP (“WP III”) has two partners that will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated – Wasserstein Partners III (Reg AIV GP), LP (“WP III GP”) and Wasserstein Capital, LP (described above and which will hold a 99% limited partner interest in WP III). No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Wasserstein Partners III (Reg AIV GP), LP
c/o Wasserstein & Co., LP
1301 Avenue of the Americas

41st Floor

New York, NY 10019

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: General partnership interest representing 1.0% of the equity interest and control of WP III.

Note: The sole general partner of this entity is Wasserstein Capital, LP (described above), which general partnership interest represents a 100% equity interest of this entity.

Wasserstein Globecomm Intermediate Holdings, LLC Ownership

Wasserstein Globecomm Intermediate Holdings, LLC's sole managing member is Wasserstein Capital, LP, which is described above.

Lexington Co-Investment Holdings III, L.P. Ownership

Lexington Co-Investment Holdings III, L.P. has one partner that will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated – CIP Partners III, L.P.

CIP Partners III, L.P.

660 Madison Avenue,

23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: General partnership interest representing 2% equity interest and control of Lexington Co-Investment Holdings III, L.P.

Note: The sole general partner of this entity is CIP Partners GP III LLC (described below). No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

CIP Partners GP III LLC

660 Madison Avenue,

23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole general partnership interest and control of CIP Partners III, L.P.

Note: The managing member of this entity is Lexington Partners L.P. (described below). No other member of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Lexington Partners L.P.

660 Madison Avenue,

23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Managing member of and 100% equity interest in CIP Partners GP III LLC

Note: The sole general partner of this entity is Lexington Partners Advisors GP L.L.C. (described below). No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Lexington Partners Advisors GP L.L.C.

660 Madison Avenue,

23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole general partnership interest and control of Lexington Partners L.P.

Note: The sole member of this entity is Lexington Partners Advisors Holdings L.P. (described below). No other member of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Lexington Partners Advisors Holdings L.P.

660 Madison Avenue,

23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole member of and 100% equity interest in Lexington Partners Advisors GP L.L.C.

Note: The sole general partner of this entity is Lexington Partners Advisors Holdings GP L.L.C. (described below). No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Lexington Partners Advisors Holdings GP L.L.C.

660 Madison Avenue,

23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole general partnership interest and control of Lexington Partners Advisors Holdings L.P.

Note: The managing member of this entity is Brent R. Nicklas (described below). No other member of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Brent R. Nicklas
660 Madison Avenue,
23rd Floor
New York, NY 10065

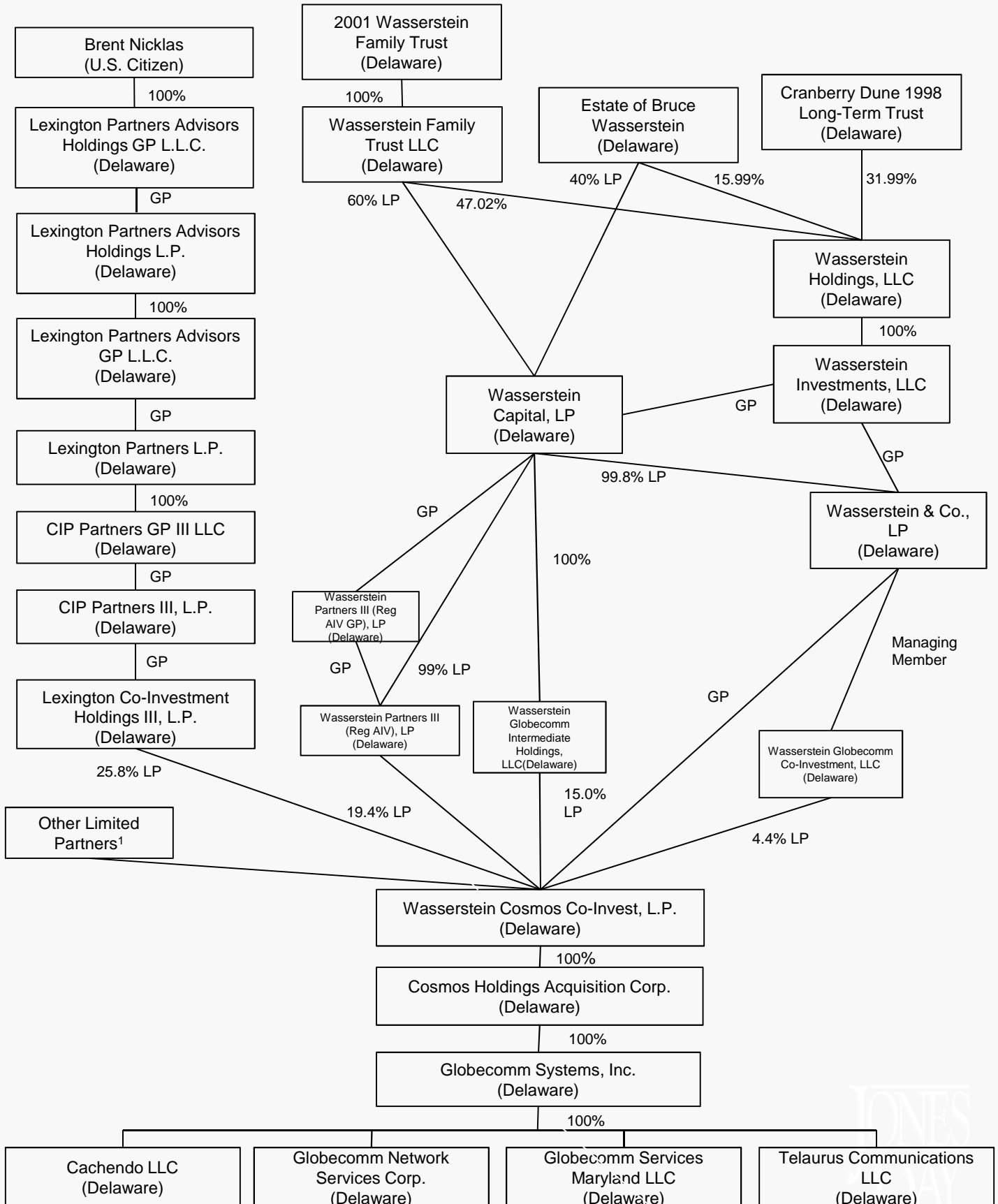
Citizenship: U.S.

Principal Business: Individual

Direct Ownership Interest: Mr. Nicklas has a 100% equity interest and control of Lexington Partners Advisors Holdings GP L.L.C.

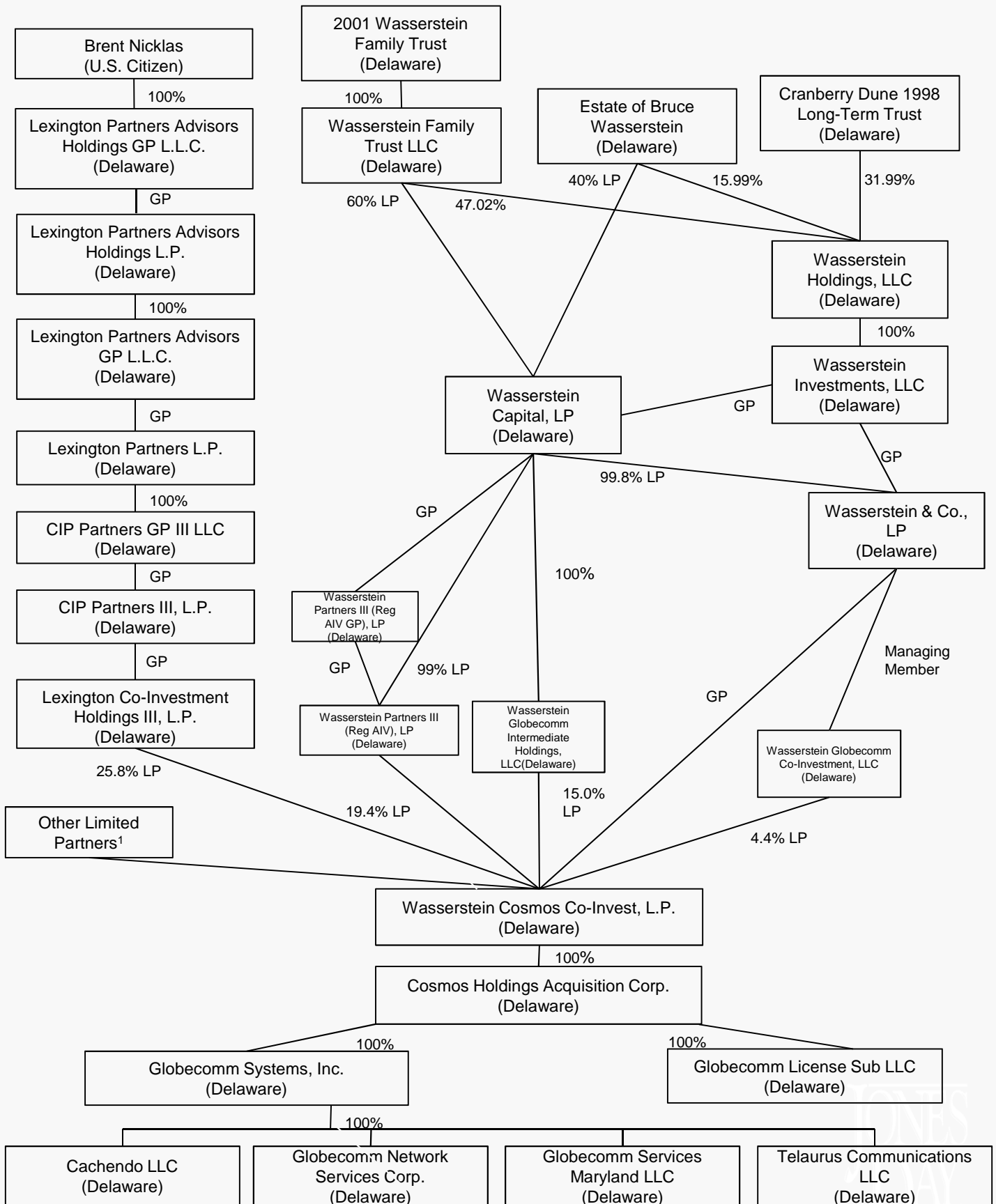
No other person or entity will have a ten percent or greater direct or indirect ownership or a controlling interest in Globecomm License Sub LLC at the time the proposed transaction is consummated.

Current Ownership



1. No other limited partner has a ten percent or greater interest in Wasserstein Cosmos Co-Invest, L.P.

Post-Closing Ownership



1. No other limited partner has a ten percent or greater interest in Wasserstein Cosmos Co-Invest, L.P.