

DESCRIPTION OF *PRO FORMA* TRANSACTION AND PUBLIC INTEREST STATEMENT

General Dynamics Corporation (“General Dynamics”), through its regulated subsidiaries, seeks Commission consent for the *pro forma* transfer of control¹ of various FCC licenses and authorizations as part of a planned internal corporate restructuring involving indirect wholly owned subsidiaries of General Dynamics.² The proposed restructuring involves the merger and relocation of several companies in the General Dynamics ownership chain, resulting in the transfer of control of certain FCC licenses and authorizations to and from General Dynamics subsidiaries.

As shown in the attached chart, under the current ownership structure, all of the outstanding stock of each of the licensees—(1) General Dynamics C4 Systems, Inc., a Delaware corporation (“GDC4S”), and (2) General Dynamics Advanced Information Systems, Inc., a Delaware corporation (“GDAIS”)—is owned by General Dynamics Mission Systems, LLC, a Delaware limited liability company (“Mission Systems”). All of the outstanding equity interests of Mission Systems is owned by General Dynamics Government Systems Corporation, a Delaware corporation (“Government Systems”), and Government Systems is a wholly owned direct subsidiary of General Dynamics. GDC4S has several direct and indirect wholly-owned subsidiaries, including the licensee General Dynamics Satellite Communication Services, LLC.

For the proposed transaction, the following steps will take place on January 1, 2016:

- Step #1: GDC4S will be merged with and into GDAIS, with GDAIS continuing as the surviving company. As a result of this merger, all of GDC4S’ assets (including the equity interests it owns in its directly held subsidiaries) and liabilities will become assets and liabilities of GDAIS.
- Step #2: (1) Mission Systems will be merged with and into GDAIS, with GDAIS continuing as the surviving company, and (2) the name of GDAIS will be changed to “General Dynamics Mission Systems, Inc.”

Attached are organizational charts showing the ownership of the affected licensees before and after the proposed transactions and a list of affected licenses.³ Because the proposed restructuring does not change the ultimate control of any license or licensee (all will remain

¹ 47 C.F.R. §§ 5.79, 1.948(c), 25.119(d), 63.24(f).

² Notifications for all authorizations impacted by the restructuring that are eligible for forbearance from the requirement that advance consent to *pro forma* transfer of control be granted will be filed after the proposed restructuring occurs. See 47 C.F.R. § 63.24(f)(1).

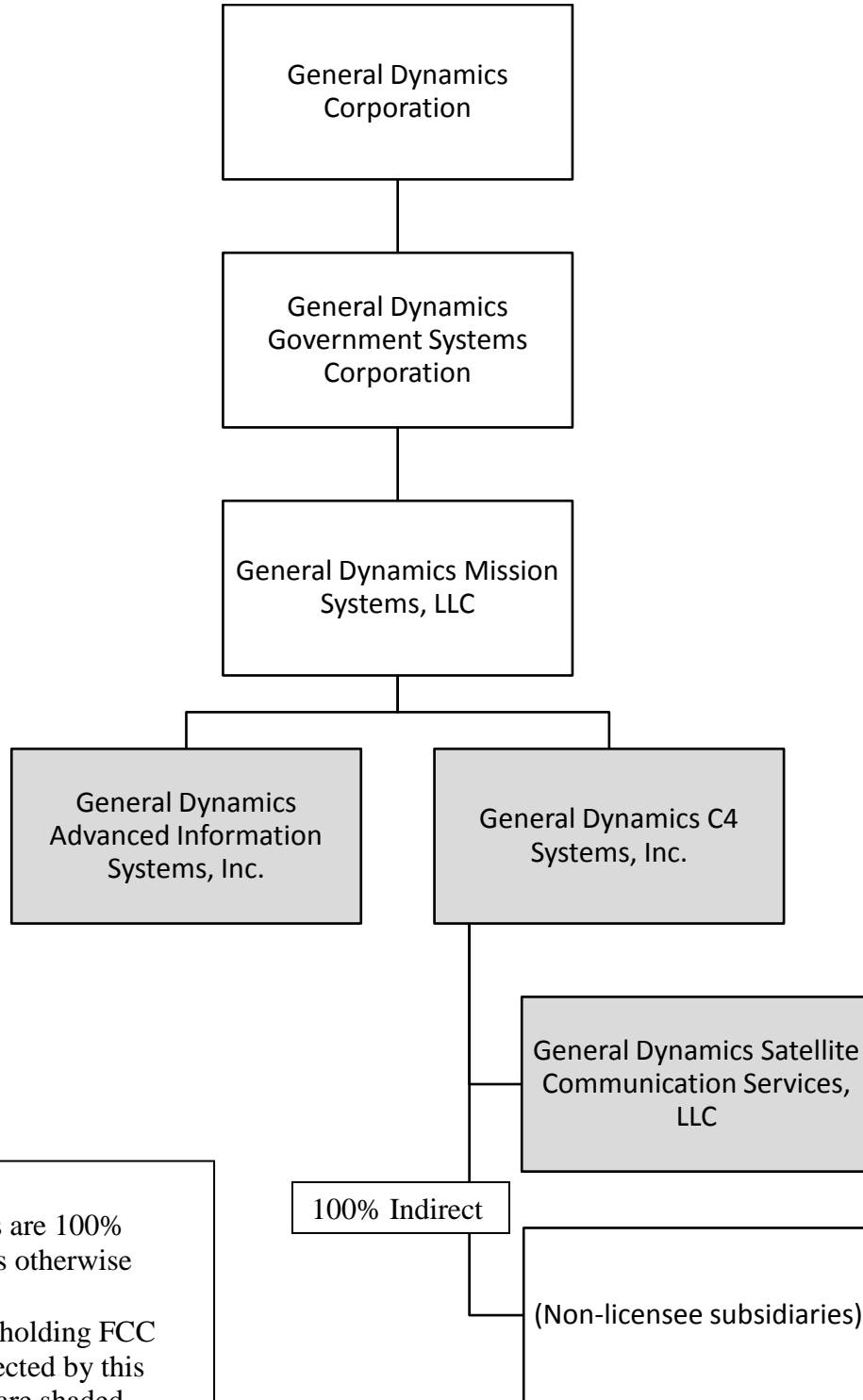
³ The lists of call signs referenced in the applications are intended to be complete and include all licenses under the control of General Dynamics that require prior approval for their transfer. However, the applicants request that Commission approval of the *pro forma* transfer applications include any licenses requiring prior *pro forma* transfer approval that may have been inadvertently omitted.

controlled by General Dynamics), it is *pro forma* in nature.⁴ The Commission has stated that, in situations “where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”⁵ Given that this is a *pro forma* transaction with no substantive change of control, we ask for Commission consent to complete the requested assignments and transfers.

⁴ *Fed. Communications Bar Ass’n’s Petition for Forbearance from Section 310(d)*, Memorandum Opinion and Order, 13 FCC Rcd 6293, 6299, ¶ 8 (1998) (“corporate reorganization which involves no substantial change in the beneficial ownership of the corporation” is *pro forma* in nature); *cf.* 47 C.F.R. § 63.24(d).

⁵ *Id.* at 6295, ¶ 2. *See also 1998 Biennial Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999) (finding that “[r]egulatory review of [pro forma] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers.”)

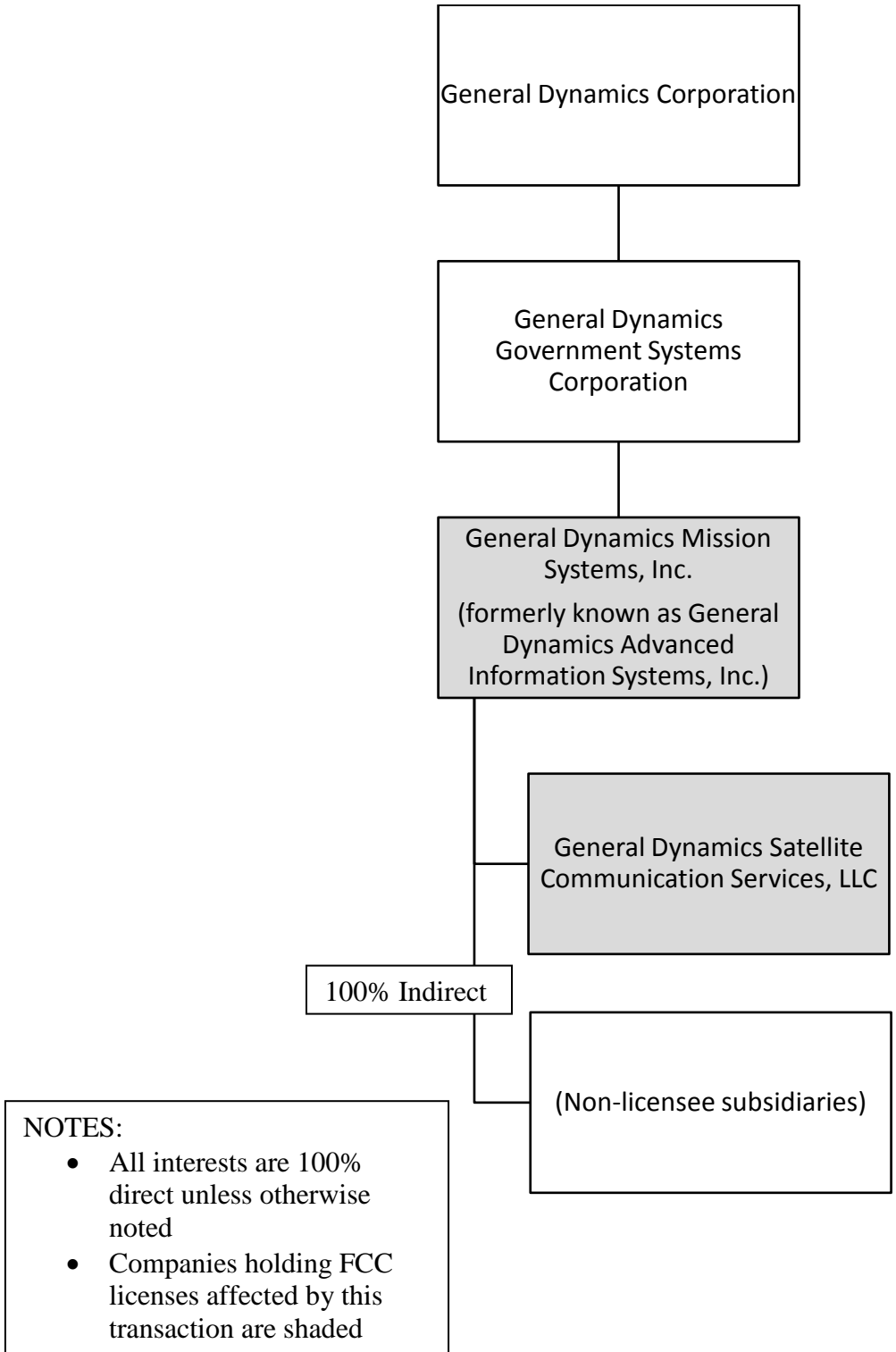
PRE-TRANSACTION ORGANIZATIONAL CHART



NOTES:

- All interests are 100% direct unless otherwise noted
- Companies holding FCC licenses affected by this transaction are shaded

POST-TRANSACTION ORGANIZATIONAL CHART



LICENSES AFFECTED BY THE PROPOSED RESTRUCTURING

Experimental Licenses

Licenses held by General Dynamics C4 Systems, Inc.

FRN	Licensee	Call Sign	Service
0019958503	General Dynamics	WI2XAK	XT
0023930076	General Dynamics C4 Systems	WH2XUX	XT
0023930076	General Dynamics C4 Systems	WH2XUZ	XT
0023930076	General Dynamics Mission Systems	WI2XBE	XT

Wireless Licenses

Licenses held by General Dynamics C4 Systems, Inc.

FRN	Licensee	Call Sign	Service
0020200754	GENERAL DYNAMICS C4 SYSTEMS	WQMZ875	IG
0024295958	GENERAL DYNAMICS C4 SYSTEMS, INC.	WPJX886	GU
0024295958	GENERAL DYNAMICS C4 SYSTEMS, INC.	WQVI983	YU

Licenses held by General Dynamics Advanced Information Systems, Inc.

FRN	Licensee	Call Sign	Service
0008359465	GENERAL DYNAMICS ADVANCED INFORMATION SYSTEMS	WPGC600	IG

Earth Station Authorizations

Authorizations held by General Dynamics Satellite Communication Services, LLC

FRN	Licensee	Call Sign
0017638396	General Dynamics - Satellite Communication Services, Inc.	E980049

International Section 214 Authorizations⁶

Authorizations held by General Dynamics Satellite Communication Services, LLC

FRN	Licensee	File No.
0020769485	General Dynamics Satellite Communication Services, LLC	ITC2141998080700547

⁶ Notification will be filed after the proposed restructuring occurs. *See* 47 C.F.R. § 63.24(f)(1).