

DESCRIPTION OF *PRO FORMA* TRANSACTION AND PUBLIC INTEREST STATEMENT

General Dynamics Corporation (“General Dynamics”) through its regulated subsidiary General Dynamics SATCOM Technologies, Inc. (“SATCOM”) seeks Commission consent for the *pro forma* assignment¹ of two FCC authorizations—experimental license WD2XSB and transmit-receive earth station authorization E110012—as part of an internal transaction involving indirect wholly owned subsidiaries of General Dynamics. The proposed transaction will result in an assignment of the subject licenses from SATCOM to its immediate parent, General Dynamics Mission Systems, Inc. (FRN 0026988261) (“GDMS”). The proposed assignment of licenses from SATCOM to GDMS will be made in advance of, and in preparation for, a planned substantive transfer of control of SATCOM. That subsequent transfer of control of SATCOM will be the subject of separately filed applications for consent to transfer additional experimental licenses unrelated to this transaction.

Because the proposed assignment does not change the ultimate control of any license or licensee (all will remain controlled by General Dynamics), it is *pro forma* in nature.² 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.”³ Given that this is a *pro forma* transaction with no substantive change of control, we ask for Commission consent to complete the requested assignments.

¹ 47 C.F.R. §§ 5.79, 25.119(d).

² *Fed. Communications Bar Ass’n’s Petition for Forbearance from Section 310(d)*, Memorandum Opinion and Order, 13 FCC Rcd 6293, 6299, ¶ 8 (1998) (“assignment or transfer from a corporation to a wholly owned subsidiary thereof or vice versa” is *pro forma* in nature); cf. 47 C.F.R. § 63.24(d).

³ *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.”)