

JONES DAY

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April 3, 2014

VIA E-MAIL

Karl Kensinger
Associate Division Chief
International Bureau, Satellite Division
Federal Communications Commission
445 12th Street S.W.
Washington, D.C. 20554

**Re: Outerlink Corporation
Application for Transfer of Control
FCC File No. SES-T/C-20140309-00133
Request for Expedited Treatment**

Dear Karl:

On March 9, 2014, Outerlink Corporation filed an application with the Commission requesting authority to transfer its control to S&H Communications, LLC (“S&H”), an affiliate of one of Outerlink’s major aviation customers. Since 1998, Outerlink has provided satellite-based vehicular asset tracking services to the government and enterprise customers using a mobile-satellite service (“MSS”) earth station license, call sign E980203.

Outerlink’s customers use its service to monitor the locations of aircraft that provide critical public safety services. Outerlink’s tracking devices are equipped on more than 300 aircraft operated by the U.S. Border Patrol, 60 water bomber aircraft operated by the Canadian Ministry of Natural Resources for fire suppression, about 450 helicopters operated by air ambulance companies, and about 300 helicopters used to transport personnel to and from oil platforms in the Gulf of Mexico.

Outerlink’s proposed transfer to S&H would be very beneficial to the company and to the public interest because it would ensure that Outerlink’s management remains focused on the critical needs of the aviation industry and the public safety services that those aircraft provide. Expedient consideration of Outerlink’s application would also avoid a sudden financial shortfall within the company that could jeopardize the continued provision of Outerlink’s tracking services. One of Outerlink’s minority interest holders has exercised a put option that will require significant payments from Outerlink by May 15, 2014. If the proposed transaction

Karl Kensinger
April 3, 2014
Page 2

does not close by May 15, 2014, Outerlink will not have sufficient reserves to make the put payment and may be forced to suspend or terminate its tracking services.

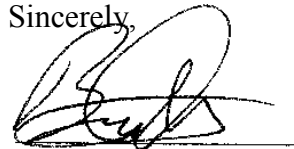
Throughout Outerlink's history, the company has closely adhered to the Commission's regulations. For example, formal control of Outerlink has transferred three times in the past, each following an application to, and grant of prior consent from, the Commission. During the preparation of the FCC application for the current transaction, however, Outerlink identified and voluntarily disclosed to the Commission an inadvertent relinquishment of *de facto* control that took place in 2008 during an internal reorganization of the company.

One year prior to the reorganization, and with the Commission's approval, an investment entity with a significant indirect equity interest in Outerlink, MB Growth Partners II, LP, was elevated to *de facto* control of Outerlink through its retention of three board seats on Outerlink's parent company, Newcomb Communications, Inc. In 2008, MB Growth split into two entities, MB Growth and Eastern Growth Capital I, LP. Eastern Growth retained the indirect equity interest in Outerlink, but those interests were reduced to one board seat, eliminating its *de facto* control. The relinquishment of *de facto* control did not place any new individual or entity in control of Outerlink, but instead resulted in no single party or entity controlling Outerlink.

As noted above, Outerlink promptly disclosed this inadvertent relinquishment of *de facto* control to the Commission upon its discovery. Outerlink is prepared to cooperate fully with the Commission in its consideration of Outerlink's disclosure. Outerlink, however, urges the Commission to bifurcate its consideration of Outerlink's disclosure and the processing of its transfer of control application. In order to ensure the continued availability of Outerlink's critically important asset tracking services, the Commission should complete its review of Outerlink's transfer application on an expedited basis.

Thank you for your attention to this matter. Please let us know if you have any questions or if we can provide you additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "Bruce A. Olcott", written over a horizontal line.

Bruce A. Olcott