

Form 312, Schedule A
Response to Item A21**Transaction Description and Public Interest Statement**

By the instant application (“Application”), BAE Systems Technical Services Inc. and BAE Systems Technology Solutions & Services Inc. (collectively, the “Parties”) seek Commission consent, nunc pro tunc, to a transaction which was completed in December 2006. Specifically, on December 31, 2006, the following occurred:

- BAE Systems Technical Services Inc. merged with and into an entity then called BAE Systems Applied Technologies Inc., with BAE Systems Applied Technologies Inc. being the surviving entity. At that time, both entities were indirect wholly-owned subsidiaries of BAE Systems plc., their ultimate corporate parent.
- The corporate name of the surviving entity (BAE Systems Applied Technologies Inc.) was changed to BAE Systems Technology Solutions & Services Inc.¹
- BAE Systems Technology Solutions & Services Inc., as the surviving entity, is the entity operating and controlling the licensed facilities subject to this Application, and is the entity that will be listed as the post-transaction licensee entity in the Commission’s records upon approval of the Application and the filing of the necessary submittals.

The parties to the transaction are identified as follows:

- Licensee/Transferor - BAE Systems Technical Services Inc.² (the entity currently listed as the licensee of the stations subject to the transaction, which merged with and into the Transferee entity) – FRN 0009216755.

¹ A restated certificate of incorporation was filed with the Delaware Secretary of State on March 24, 2010.

² With respect to the signature on the Application for BAE Systems Technical Services, Inc., it is believed that a waiver is not required because the signator has been authorized to sign the Application on behalf of that entity, in accordance with the instructions on Form 312. However, to the extent necessary, a waiver is requested with respect to the signature due to the fact that the entity no longer exists. Requests for waiver of the Commission’s rules will be granted for good cause (See 47 CFR 1.3), for example where the underlying purpose of the rule(s) would not be served or would be frustrated by application to the instant case, and that a grant of the requested waiver would be in the public interest, or in view of unique or unusual factual circumstances of the instant case, application of the rule(s) would be inequitable, unduly burdensome or contrary to the public interest, or the applicant has no reasonable alternative. See 47 C.F.R. §1.925(b)(3)(i),(ii). The purpose of the Commission’s signature requirement in a license transfer context is to “verify the accuracy and validity” of the representations made with respect to the parties signing the application. See Lotus Development Corp., 16 FCC Rcd 5209 (2001). In this case, the signator for BAE Systems Technical Services, Inc. is specified as Roger Ogilvie, who was the Vice President of BAE Systems Technical Services, Inc. prior to the transaction and is

- Transferee - BAE Systems Technology Solutions & Services Inc. (the surviving entity, which is operating and controlling the licensed facilities, and is the entity that will be listed as the post-transaction licensee entity upon approval of the Application and the filing of the necessary submittals) – FRN 0018817858.

The completed transaction was *pro forma* in nature. Because all of the parties involved in the transaction were or are indirect wholly-owned subsidiaries of BAE Systems plc. (the ultimate corporate parent), the transaction does not constitute a "substantial change in ownership or control" of the subject licensed facilities pursuant to Section 309(c)(2)(B) of the Communications Act of 1934, as amended, 47 U.S.C. § 309(c)(2)(B). Although the ultimate corporate parent BAE Systems plc. is a British company, due to the nature of the licenses involved in this transaction, a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act is not required.

Earth Station Authorization Subject to the Pro Transfer of Control: **E030156**.³

Approval of the Applications is in the public interest, convenience and necessity, as it will ensure compliance with the Commission's requirements while preserving the continuity of the business operations of BAE Systems Technology Solutions & Services Inc. and the licensed facilities subject to the transaction. In this regard, the following is noted:

- The facilities authorized under the licenses subject to the transaction are utilized for the private activities of the company and to support government contract requirements and are not used for the provision of commercial telecommunications service. As such, the continued operation and licensing of such facilities is necessary for the company's ongoing business operations, but will have no impact on the public at large.
- The failure to request prior Commission consent for the transaction was inadvertent, and largely the result of the engineers and other technical personnel involved with these licensing efforts apparently not being aware of the corporate changes which had occurred from a legal perspective. BAE Systems Technology Solutions & Services Inc. has reviewed its internal regulatory and transactional procedures and is confident that such

the Vice President of BAE Systems Technology Solutions & Services Inc. currently, and is therefore familiar with the facts surrounding the transaction. Accordingly, execution of the Application by Mr. Ogilvie will ensure fulfillment of the purpose of the rule, thereby fully comporting with Commission policy and the public interest. In addition, no reasonable alternative exists. As explained herein, upon completion of the transaction BAE Systems Technical Services, Inc. ceased to exist.

³ Two separate applications (collectively, the "Applications") are being filed with respect to this completed transaction – (1) For Experimental Stations WE2XCK and WE2XTB, and (2) Transmit/Receive Earth Station E030156. These licenses are currently held in the name of BAE Systems Technical Services Inc. in the Commission's records.

errors will not re-occur in the future, and it apologizes for not requesting Commission consent to the transfer of control prior to the completion of the transaction.

For all of the foregoing reasons, it is respectfully submitted that the proposed transaction will serve the public interest and the Commission should grant its consent to the instant Applications, nunc pro tunc.