

FCC Form 312
Exhibit 34 – Form 312
Item A20 to Schedule A to Form 312
Transfer of Control Exhibit E

In response to Item 34 to Form 312 and Item A20 to Schedule A to Form 312, the Applicant, Panasonic Corporation of North America (“PNA”), hereby provides a statement regarding the ownership and control, including alien ownership and control, of the licensee of earth stations as proposed in the instant transfer of control application.

The present licensee of the earth stations is ITC Global USA, LLC (“ITC”). In File Nos. SES-T/C-2015031600149 and SES-T/C-20150316-00149,¹ the Commission consented to the transfer of control of ITC, from Riverside Fund IV, L.P. to PNA. PNA is a corporation created under the laws of the state of Delaware and maintains its principal offices at Two Riverfront Plaza, Newark, New Jersey 07101.

PNA is a wholly-owned subsidiary of Panasonic Corporation (“Panasonic”), 1006, Oaza Kadoma, Kadoma-Shi, Osaka, Japan 572-8501. Panasonic is a corporation organized under the laws of Japan. Its stock is publicly traded on several securities exchanges around the world. Panasonic’s stock is widely held and dispersed.

PNA now proposes, in the instant application, to transfer control of ITC, from itself to Panasonic Avionics Corporation, a Delaware corporation (“Panasonic Aviation”). Panasonic Avionics, located at 26200 Enterprise Way, Lake Forest, California 92614, is a wholly-owned subsidiary of PNA. Panasonic Avionics will, upon Commission consent, assume control of ITC and the earth station authorizations. In that Panasonic Avionics is a wholly-owned subsidiary of PNA, ITC will continue to be controlled by the same controlling entities, Panasonic and PNA, that were previously considered and consented to by the Commission. Considering these facts,

¹ *Public Notice*, Report No. SES-01772, released August 5, 2015.

while there is a proposed change in the entity having direct control of ITC, there is no change, in any respect, in the controlling interests in the chain of control of the licensee.

Consequently, the parties submit that the instant transfer of control should be treated as a pro forma one, pursuant to Section 25.119(d) of the Commission's Rules.