

**FCC Form 312, Response to Questions 43 and A21:
Description of the Transaction and Public Interest Statement**

SSL MDA Holdings, Inc. (“SSL MDA Holdings”), a wholly-owned subsidiary of MacDonald, Dettwiler and Associates Ltd. (“MDA”), and DigitalGlobe, Inc. (“DigitalGlobe”) (collectively, the “Applicants”) request the Commission’s authority to transfer control of DG Consents Sub, Inc. (“DG Licensee”), a wholly-owned subsidiary of DigitalGlobe, from DigitalGlobe to SSL MDA Holdings (the “Transaction”). Under an Agreement and Plan of Merger dated February 24, 2017 (the “Agreement”), SSL MDA Holdings will own 100% of DigitalGlobe upon consummation of the transaction. *See* Ownership Exhibit, attached.

As discussed below, the Transaction will serve the public interest by unifying complementary space-related capabilities, thereby enabling the combined company to offer transformative end-to-end space systems, Earth imagery, and geospatial solutions to commercial and government consumers worldwide.

FCC Licenses

DG Licensee holds the following FCC licenses:

Call Sign	Type	Expiration Date
S2129	Space station	10/8/2024
S2348	Space station	9/5/2023
E040264	Earth station	11/23/2019
E120040	Earth station	6/5/2027
E950499	Earth station	1/26/2021
E980375	Earth station	4/15/2024

Operating under Call Sign S2129, DG Licensee provides Earth Exploration Satellite Service (“EESS”) using three non-geostationary satellite orbit (“NGSO”) space stations: WorldView-1, WorldView-2, and WorldView-3. Under Call Sign S2348, the company provides EESS using its GeoEye-1 and WorldView-4 NGSO satellites. DG Licensee also holds four EESS fixed Earth station licenses, authorizing operation of facilities in Fairbanks, Alaska; Prudhoe Bay, Alaska; Dulles, Va.; and Rock Springs, Wyo.

Description of the Parties

SSL MDA Holdings, the U.S. operating company of MDA, is incorporated in Delaware and headquartered in Palo Alto, Calif. Space Systems Loral (“SSL”) has been the recognized global leader in communications satellite design and manufacturing. SSL’s global customers operate more than 85 communications satellites in geostationary orbit, and the company also produces small satellites for Earth observation and communications applications. Under the guidance and approval of the U.S. Department of Defense (“DoD”), SSL MDA Holdings currently operates under a Security Control Agreement with DoD, allowing it to pursue and execute U.S. Government programs that require security clearances.

MDA is a corporation organized under the laws of British Columbia with headquarters in Vancouver, Canada. MDA is a global communications and information company providing advanced technology solutions to both commercial and government customers across the globe. MDA primarily serves consumers in the communications industry, offering space-based solutions to facilitate global delivery of direct-to-home satellite television, radio, broadband Internet, and mobile communications, as well as the surveillance and intelligence industry, offering end-to-end solutions to monitor and manage global activities and developments.

DigitalGlobe is a Delaware corporation headquartered in Westminster, Colo. The company provides enhanced Earth imagery and geospatial information using high-resolution satellites. As the first and only company to deliver true 30cm resolution imagery, DigitalGlobe offers state-of-the-art services from environmental monitoring and mapmaking to capturing mission-critical images to support defense and public safety efforts. Among other users, DigitalGlobe serves customers in the commercial sector and in the defense and intelligence sector.

Public Interest Statement

Commission approval of the Transaction will serve the public interest. DigitalGlobe is a leader in the collection, dissemination and analysis of commercial Earth imagery. SSL MDA Holdings' industry-leading technology in ground stations and satellites large and small will complement and enhance DigitalGlobe's existing and future constellations. The combined company will allow for enhanced analytics capabilities of images and information from the most rapidly changing places on the planet, better serving its customers and increasing competition with other imagery services and data providers. Indeed, the competitiveness of the thriving and growing global earth imagery industry obviates any concern that the Transaction will harm the public interest.

Notably, DigitalGlobe will operate as a stand-alone division under SSL MDA Holdings, which will maintain the DigitalGlobe name, brand and headquarters in Westminster. As part of the Transaction, MDA will apply to list its shares on the New York Stock Exchange in addition to the Toronto Stock Exchange. Upon consummation, MDA expects to have approximately 4,600 employees in the United States. The combined company also will continue to execute its "U.S. Access Plan" strategy, which will include further reorganization of all or part of the combined Company's corporate and operating structure to ensure that the ultimate parent of DigitalGlobe is incorporated in the U.S. by the end of 2019, subject to customary approvals.

For the reasons above, the Applicants respectfully request that the Commission expeditiously grant this Application.