

DESCRIPTION OF *PRO FORMA* TRANSACTION AND PUBLIC INTEREST STATEMENT

Pursuant to Section 25.119(i) of the FCC's rules, 47 C.F.R. § 25.119(i), this application requests FCC approval of the *pro forma* transfer of control of Thales Avionics, Inc. ("Thales Avionics"), which holds transmit/receive satellite earth station call sign E170068. Currently, Thales Avionics is directly and wholly owned and controlled by Thales Holding Corporation, which in turn is directly and wholly owned and controlled by Thales USA, Inc. ("Thales USA"). Thales USA is directly and wholly owned and controlled by Thales S.A., a Société Anonyme organized under the laws of France that is publicly traded on the Euronext exchange. As the result of an internal restructuring, Thales Holding Corporation will dividend to Thales USA all of its interest in Thales Avionics, and Thales USA will become the direct 100 percent owner of Thales Avionics. Thus, the only change in the ownership or control of Thales Avionics will be the removal of its current direct owner. The removal of a holding company from the ownership chain of an authorization holder with no other change in the ownership or control of the authorization holder is a "corporate reorganization which involves no substantial change in the beneficial ownership of" the authorization holder.¹ Accordingly, the applicants hereby certify that the proposed transfer of control is *pro forma* and that the proposed transaction, together with all previous *pro forma* transactions, will not result in a change in the actual controlling party. The applicants further note that this application does not request, nor does it require, a waiver of or exemption from the FCC's rules. Pre- and post-transaction ownership of Thales Avionics is shown in the table and diagrams attached to this application as Exhibit E.

Thales USA respectfully submits that, pursuant to Section 25.119(i) of the FCC's rules, the instant application is deemed granted one business day after filing. Grant of the application pursuant to Section § 25.119(i) is in the public interest because it will enable Thales USA to efficiently restructure its ownership of its subsidiaries that hold FCC licenses and authorizations.

¹ See *Federal Communications Bar Association's Petition for Forbearance From Section 310(d) of the Communications Act Regarding Non-Substantial Assignment of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, Memorandum Opinion and Order, 13 FCC Rcd. 6293 ¶ 8 (1998) ("common categories of transaction that are considered non-substantial and therefore are eligible for pro forma treatment [include] . . . corporate reorganization which involves no substantial change in the beneficial ownership of the corporation.").