

APPLICATION FOR *PRO FORMA* TRANSFER OF CONTROL

This application seeks Federal Communications Commission (“FCC” or “Commission”) consent to the *pro forma* transfer of control of DG Consents Sub, Inc. (“DG Licensee”). DG Licensee is a wholly-owned subsidiary of DigitalGlobe, Inc. (“DigitalGlobe”), which is a wholly-owned subsidiary of Maxar Technologies Holdings Inc. (“Maxar Holdings”), which is a wholly-owned subsidiary of Maxar Technologies Ltd. (“Maxar”). As part of the planned domestication of Maxar from Canada to the United States (the “U.S. Domestication”), the ultimate parent of DG Licensee, DigitalGlobe and Maxar Holdings will be an entity incorporated under the laws of the State of Delaware named Maxar Technologies Inc. (“Maxar U.S.”).

Per FCC Rule 25.119(i)(2), DG Licensee hereby certifies that the proposed transfer of control is *pro forma* and that, together with all previous *pro forma* transactions, it would not result in a change in the actual controlling party. Further, per FCC Rule 25.119(i)(1), DG Licensee submits that the instant application does not require waiver of, or a declaratory ruling pertaining to, any applicable Commission rule. Therefore, as DG Licensee is not a telecommunications carrier, the instant application should be deemed granted one business day after filing. *See* 47 C.F.R. § 25.119(i).

I. 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

II. Description of the Proposed *Pro Forma* Transfer of Control

DG Licensee seeks FCC consent for a *pro forma* transfer of control of DG Licensee as part of a planned corporate reorganization. Subject to obtaining required court approvals, as well as the satisfaction of other conditions precedent, Maxar anticipates that the U.S. Domestication will be completed on or about January 1, 2019. As described above, DG Licensee is an indirect wholly-owned subsidiary of Maxar, a Canadian entity. Maxar will be reorganized such that the ultimate parent of DG Licensee will be Maxar U.S.

The U.S. Domestication is *pro forma* because it will not affect ultimate ownership or control of DG Licensee; it is merely a change in corporate form and jurisdiction of organization of the ultimate parent. The Commission has approved previously the ultimate ownership and control of

DG Licensee by its current shareholders,¹ and there have been no material changes since then. After the proposed *pro forma* transaction is consummated, the previously approved current shareholders will continue their indirect ownership and control of DG Licensee.

Maxar Holdings previously identified its plans for the U.S. Domestication in prior FCC applications. Specifically, Maxar Holdings stated that “[t]he 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[.]”²

To the extent that any pending applications, or any other applications for new facilities or for renewal or modification of existing facilities, are granted to DG Licensee prior to the closing of the proposed transaction, DG Licensee requests that the grant of this application include consent with respect to all such subsequently granted authorizations. Further, DG Licensee requests that grant of this application include authority for the *pro forma* transfer of control of any special temporary authorizations held by DG Licensee, or applications for special temporary authority that are pending, at the time of the consummation of the proposed *pro forma* transfer of control.

III. Public Interest Statement – Response to Question A.21

Commission approval of the *pro forma* transfer of control will serve the public interest. Maxar is a leading global provider of advanced space technology solutions, delivering unmatched end-to-end capabilities in satellites, robotics, Earth imagery, geospatial data, analytics and insights. The U.S. Domestication will serve the public interest by further integrating Maxar and DG Licensee within the jurisdiction of the United States. Additionally, U.S. Domestication fulfills a commitment made as part of the acquisition of DigitalGlobe in 2017 and enhances DigitalGlobe’s ability to serve the U.S. space and defense markets and support classified applications for U.S. Government agencies.

Consistent with these public benefits, DG Licensee respectfully requests FCC consent for this *pro forma* transfer of control.

IV. Officers, Directors and Ten Percent Shareholders – Response to Questions 40

Upon consummation of the U.S. Domestication, the ownership of DG Licensee will be:

¹ See DG Consents Sub, Inc., *Transfer of Control Application*, SAT-T/C-20170320-00054 (Call Signs S2129, S2348) (granted April 26, 2017); see also DG Consents Sub, Inc., *Transfer of Control Application*, SES-T/C-20170320-00344 (Call Signs E040264, E120040, E950499, E980375) (granted May 16, 2017).

² See, e.g., DG Consents Sub, Inc., *Transfer of Control Application*, SAT-T/C-20170320-00054 (Call Signs S2129, S2348), Exhibit B (granted April 26, 2017).

Ownership

No individuals or entities hold a 10 percent or more equity and/or voting interest in Maxar.

Directors

Maxar U.S.'s Directors are:

NAME	ADDRESS	CITIZENSHIP
Howard L. Lance President and CEO	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Robert L. Phillips	1300 W. 120 th Ave. Westminster, CO 80234	Canada
Dennis H. Chookaszian	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Nick S. Cyprus	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Howell M. Estes III Chairman of the Board	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Joanne O. Isham	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
C. Robert Kehler	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Brian G. Kenning	1300 W. 120 th Ave. Westminster, CO 80234	Canada
L. Roger Mason, Jr.	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Eric Zahler	1300 W. 120 th Ave. Westminster, CO 80234	U.S.

Maxar Holding's Directors are:

NAME	ADDRESS	CITIZENSHIP
Howard L. Lance Chairman of the Board	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Dennis H. Chookaszian	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Nick S. Cyprus	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Howell M. Estes III	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Lori B. Garver	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Joanne O. Isham	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
C. Robert Kehler	1300 W. 120 th Ave.	U.S.

	Westminster, CO 80234	
L. Roger Mason, Jr.	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Eric Zahler	1300 W. 120 th Ave. Westminster, CO 80234	U.S.

DigitalGlobe's Directors are:

NAME	ADDRESS	CITIZENSHIP
Daniel L. Jablonsky	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Michelle Kley	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Jose A. Torres, Jr.	1300 W. 120 th Ave. Westminster, CO 80234	U.S.

Officers

The Officers of Maxar U.S. are:

NAME	ADDRESS	CITIZENSHIP
Howard L. Lance President and CEO	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Biggs C. Porter Executive VP and Chief Financial Officer	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Michelle Kley Senior Vice President, General Counsel, Chief Legal Officer and Corporate Secretary	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Jose A. Torres, Jr. Senior VP and Chief Accounting Officer	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Andrea Bortner Senior VP and Chief Human Resources Officer	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Stephanie Georges Senior VP and Chief Marketing Officer	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Dr. Walter S. Scott Executive VP and Chief Technology Officer	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Randall H. Lynch, SVP, Treasurer	1300 W. 120 th Ave. Westminster, CO 80234	U.S.

The Officers of Maxar Holdings are:

NAME	ADDRESS	CITIZENSHIP
Howard L. Lance President and CEO	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Biggs C. Porter Executive VP and Chief Financial Officer	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Jose A. Torres, Jr. Senior VP and Chief Accounting Officer	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Andrea Bortner Senior VP and Chief Human Resources Officer	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Stephanie Georges Senior VP and Chief Marketing Officer	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Michelle Kley Senior VP, General Counsel, Chief Legal Officer and Corporate Secretary	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Dr. Walter S. Scott Executive VP and Chief Technology Officer	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Randall H. Lynch, SVP, Treasurer	1300 W. 120 th Ave. Westminster, CO 80234	U.S.

The Officers of DigitalGlobe are:

NAME	ADDRESS	CITIZENSHIP
Daniel L. Jablonsky, President	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Michelle Kley, Secretary	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Jose A. Torres, Jr., SVP and Chief Accounting Officer	1300 W. 120 th Ave. Westminster, CO 80234	U.S.
Randall H. Lynch, Chief Financial Officer	1300 W. 120 th Ave. Westminster, CO 80234	U.S.