

EXHIBITS E AND F

DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT

Airbus DS SatCom Government, Inc. (“Licensee”) is the holder of the authorizations identified in Exhibit 1, which authorize the provision of international facilities-based and global resale telecommunications services. Licensee is a direct, wholly owned subsidiary of Airbus DS Systems Holdings, Inc. (“ADS”). ADS and Satcom Direct Communications, Inc. (“SDC” and, together with ADS, the “Parties”) hereby request Federal Communications Commission (“Commission”) consent to the transfer of control of the Licensee from ADS to SDC.

On July 29, 2015, the Parties and other shareholders entered into a stock purchase agreement pursuant to which ADS is selling 100% of the outstanding shares in the Licensee to SDC, which will result in the transfer of control of the Licensee from ADS to SDC. Upon closing, the transaction would result in a transfer of control of the Commission licenses and authorizations held by the Licensee, which are identified in Exhibit 1.¹ See Exhibit 2 for charts depicting the Licensee’s current and proposed ownership structure.

The acquisition of the shares in the Licensee will enhance competition in the satellite services marketplace by giving Licensee the benefits of the robust operational expertise and strong financial position of SDC.

The Licensee also requests Commission consent *nunc pro tunc* for a *pro forma* transfer of control of the Licensee that occurred during prior internal corporate restructurings. On April 25, 2014, a new, intermediate subsidiary, Airbus Group Inc., was inserted into the Licensee’s ownership structure between ADS’s immediate parent, Airbus Defense and Space, Inc., and Airbus Group SE, the ultimate parent of the Licensee.² Because this notice is being filed more than 30 days after the transaction’s consummation date, the Parties request a waiver of the 30-day notification deadline contained in Section 63.24(f)(2) of the Commission’s rules. The Licensee takes its FCC compliance obligations seriously, and the delay in filing a notice with the Commission is purely the result of an administrative oversight that was identified in the context of the instant transaction. Licensee has also implemented additional procedures to prevent a similar error in the future and to comply fully with its license obligations.

¹ Licensee is also a party to a request for Commission consent to the assignment of Earth Station On-Board Vessels authorization WB36 from Licensee to Astrium Services Business Communications Inc. See IBFS File No. SES-ASG-INTR2015-01418 (filed Jul. 29, 2015). ASBCI is an indirect, wholly owned subsidiary of Airbus Group SE (as is the Licensee).

² On June 4, 2015, Airbus Group N.V., formerly known as European Aeronautic Defence and Space Company EADS N.V., became Airbus Group SE.

Exhibit 1

FCC Licenses and Authorization

Satellite Earth Station Licenses (Part 25)

LICENSEE	CALL SIGN	CLASS OF STATION
Airbus DS SatCom Government, Inc.	KA304	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	KA313	Earth Stations On-Board Vessels
Airbus DS SatCom Government, Inc.	KA312	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	WA28	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	E990034	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	E990032	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	KB34	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	KA305	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	KA31	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	E990027	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	E980136	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	E930320	Fixed Earth Station
Airbus DS SatCom Government, Inc.	E980137	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	E990422	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	E890649	Fixed Land Earth Stations
Airbus DS SatCom Government, Inc.	KA249	Fixed Land Earth Stations

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LICENSEE	CALL SIGN	CLASS OF STATION
Airbus DS SatCom Government, Inc.	E000280	MES Blanket License – Inm GAN
Airbus DS SatCom Government, Inc.	E000282	MES Blanket License – Inm Mini-M
Airbus DS SatCom Government, Inc.	E000283	MES Blanket License - Inm M
Airbus DS SatCom Government, Inc.	E000284	MES Blanket License – Inm C
Airbus DS SatCom Government, Inc.	E000285	MES Blanket License – Inm B
Airbus DS SatCom Government, Inc.	E050276	MES Blanket License – Inm BGAN
Airbus DS Satcom Government, Inc.	E040390	Fixed Land Earth Station – Slovak Consulate – NY, NY

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International Section 214 Authorizations

AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Airbus DS Satcom Government, Inc.	ITC-214-19860710-00002	Authority to install and operate a compressed television system at Southbury, CT and Santa Paula, CA coast earth stations for use in providing maritime video transmission service to ships.	Order and Authorization and Certificate (July 10, 1986), 1986 FCC LEXIS 3042	July 10, 1986
Airbus DS Satcom Government, Inc.	ITC-214-19861016-00003	Authority to participate in an Inmarsat program to lease the L-band capacity of the Marisat system.	Memorandum Opinion, Order and Authorization (Oct. 16, 1986), DA 86-83, 1986 FCC LEXIS 2492;	Oct. 16, 1986
Airbus DS Satcom Government, Inc.	ITC-214-19870226-00006	Authority to interconnect with Graphnet, Inc. and ITT offshore points.	Memorandum Opinion and Order (Feb. 26, 1987), DA 87-212, 1987 FCC LEXIS 4346;	Feb. 26, 1987
Airbus DS Satcom Government, Inc.	ITC-214-19870630-00007	Authority to exchange traffic between ship earth stations and foreign points served by Consortium Communications International, Inc.	Order and Authorization (June 30, 1987), DA 87-854, 1987 FCC LEXIS 3541	June 30, 1987
Airbus DS Satcom Government, Inc.	ITC-214-19880630-00009	Authority to interconnect ship earth stations with overseas points served by MCII.	Order and Authorization (June 30, 1988), DA 88-1050, 1988 FCC LEXIS 1327	June 30, 1988
Airbus DS Satcom Government, Inc.	ITC-214-19890928-00007	Authority to provide international aeronautical MSS, subject to certain conditions.	Memorandum Opinion, Order and Authorization (Sept. 28, 1989), DA 891259, 1989 FCC LEXIS 1973	Sept. 28, 1989
Airbus DS Satcom Government, Inc.	ITC-214-19900913-00017	Authority to upgrade Southbury, CT land earth station to allow fourth ocean region (AOR E and -W).	Order and Authorization (Sept. 13, 1990), DA 90-1240, 1990 FCC LEXIS 5019	Sept. 13, 1990
Airbus DS Satcom Government, Inc.	ITC-214-19901231-00018	Authority to implement a dual-satellite system in AOR (MCS-B and MARECS-B2) and POR (MCS-D and MARECS-A); to construct and operate earth stations in Southbury, CT and Santa Paula, CA.	Order and Authorization (Dec. 31, 1990), DA 90-1940, 1991 FCC LEXIS 281	Dec. 31, 1990

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AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Airbus DS Satcom Government, Inc.	ITC-214-19911230-00019, ITC-214-19911230-00020	Authority to provide Inmarsat Standard M and Standard B services in AOR and POR.	Memorandum, Opinion, Order and Authorization (Dec. 30, 1991), DA 911650, 1992 FCC LEXIS 143	Dec. 30, 1991
Airbus DS Satcom Government, Inc.	ITC-214-19920121-00132	Authority to provide interim limited aeronautical MSS via Inmarsat within the United States (until launch of domestic MSS spacecraft-AMSC).	Memorandum, Opinion and Order (Jan. 21, 1992), FCC 92-25, 1992 FCC LEXIS 682	Jan. 21, 1992
Airbus DS Satcom Government, Inc.	ITC-214-19920131-00133	Authority to interconnect authorized Inmarsat services with AT&T PSTN facilities.	Order and Authorization (Jan. 31, 1992), DA 92-131, 1992 FCC LEXIS 742	Jan. 31, 1992
Airbus DS Satcom Government, Inc.	ITC-214-19920312-00134	Authority to interconnect Inmarsat Standard C facilities with a Sprint division.	Order and Authorization (March 12, 1992), DA 92-322, 1992 FCC LEXIS 1377	March 12, 1992
Airbus DS Satcom Government, Inc.	ITC-214-19920326-00135	Authority to provide Inmarsat Standard A in IOR and to acquire and operate associated leased line facilities.	Memorandum Opinion, Order and Authorization (March 26, 1992), DA 92-385, 1992 FCC LEXIS 1690	March 26, 1992
Airbus DS Satcom Government, Inc.	ITC-214-19920512-00136	Authority to provide certain point-to-multipoint data service in shore-to-ship direction in AOR, POR and IOR.	Memorandum, Opinion, Order and Authorization (May 12, 1992), DA 92-586, 1992 FCC LEXIS 2623	May 12, 1992
Airbus DS Satcom Government, Inc.	ITC-214-19920904-00137	Authority to provide certain video services in shore-to-ship direction in AOR and POR.	Memorandum, Opinion, Order and Authorization (Sept. 4, 1992), DA 92-1254, 1992 FCC LEXIS 5455	Sept. 4, 1992
Airbus DS Satcom Government, Inc.	ITC-214-19910930-00021, ITC-214-19910930-00022, ITC-214-19910930-00023, ITC-214-19910930-00024	Authority to provide Inmarsat Standard C service to aeronautical users in AOR-West and POR.	Order on Reconsideration: Memorandum, Opinion, Order and Authorization (Sept. 16, 1992), DA 92-1282, 1992 FCC LEXIS 5474 Memorandum, Opinion, Order and Authorization (Sept. 30, 1991) DA 91-1251, 1991 FCC LEXIS 5345	Sept. 16, 1992 Sept. 30, 1991

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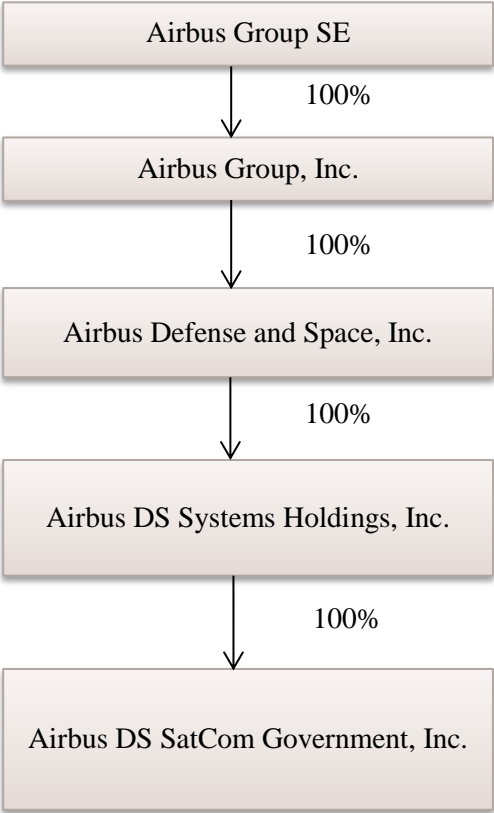
AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Airbus DS Satcom Government, Inc.	ITC-214-19930112-00263, ITC-214-19930112-00264, ITC-214-19930112-00265, ITC-214-19930112-00266, ITC-214-19930112-00267, ITC-214-19930112-00268, ITC-214-19930112-00269, ITC-214-19930112-00270	Authority to provide international land mobile-satellite and land-based temporary FSS within and between foreign countries and between LES in the U.S. and Turkey and MSS terminals outside of North America.	Memorandum Opinion, Order and Certificate (Jan. 12, 1992), FCC 93-21, DA 91-1650, 1993 FCC LEXIS 343	Jan. 12, 1993
Airbus DS Satcom Government, Inc.	ITC-214-19931217-00271	Authority to provide Inmarsat Standard C satellite services to AOR customers and upgrade Southbury, CT LES (KA-312) with Inmarsat Standard C capability.	Memorandum Opinion, Order and Authorization (Dec. 17, 1993), DA 93-1542, 1993 FCC LEXIS 6448	Dec. 17, 1993
Airbus DS Satcom Government, Inc.	ITC-214-19940131-00395	Authority to interconnect Inmarsat MSS services with Sprint PSTN facilities.	Order, Authorization and Certificate (Jan. 31, 1994), DA 94-137, 1994 FCC LEXIS 704	Jan 31, 1994
Airbus DS Satcom Government, Inc.	ITC-214-19960501- 00176	Authority to interconnect Inmarsat satellite facilities with those of commercial Internet service providers.	Order (Nov. 22, 1996), DA 96-1961, 1996 FCC LEXIS 6477	Nov. 22, 1996
Airbus DS Satcom Government, Inc.	CC Docket No. 87-75	Authority for Comsat for the use of Inmarsat Space Segment to provide AMS(R) S and AMSS on an ancillary basis.	Report and Order and Authorization (Oct. 5, 1998), FCC 98-262, 1998 FCC LEXIS 5464	Oct. 5, 1998
Airbus DS Satcom Government, Inc.	SES-MS-19990331-02474	Authority to provide Inmarsat A maritime and land mobile services via earth station facilities at Kuantan, Malaysia in the IOR.	Granted June 19, 2001	
Airbus DS Satcom Government, Inc.	SAT-ITC-20000605-00103, ITC-97-222; ITC-214-19970414-000206	Authority to provide U.S. domestic land mobile and aeronautical services.	Memorandum Opinion, Order and Authorization (Sept. 24, 2001), FCC 01-272	Sept. 24, 2001
Airbus DS Satcom Government, Inc.	ITC-214-19940217-00396	Authority to provide Inmarsat-C in the IOR through a Norwegian LES at Eik, Norway.	Order, Authorization and Certificate (Feb. 17, 1994), DA 94-176, 1994 FCC LEXIS 902	Feb. 17, 1994

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AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Airbus DS Satcom Government, Inc.	ITC-214-19960510-00018	Authority to provide currently authorized services using Inmarsat third generation satellites.	Memorandum Opinion and Order (May 10, 1996), DA 96-742	May 10, 1996
Airbus DS Satcom Government, Inc.	ITC-214-19931203-00272	Authority to interconnect with NASA.	Order and Authorization (Dec. 3, 1993), DA 93-1464, 1993 FCC LEXIS 6274	Dec. 3, 1993
Airbus DS Satcom Government, Inc.	SES-ASG-20010504- 00896 <i>et seq.</i>	Assignment of COMSAT 214 authorizations to Telenor Satellite, Inc.	Order and Authorization (Dec. 14, 2001), FCC 01-369	Dec. 14, 2001
Airbus DS Satcom Government, Inc.	ITC-214-19940121-00394	Authority to provide Inmarsat M and Inmarsat B in IOR and to acquire and operate associated leased facilities.	Order, Authorization and Certificate (Jan. 21, 1994), DA 94-108, 1994 FCC LEXIS 609	Jan. 21, 1994
Airbus DS Satcom Government, Inc.	ITC-214-20061213-00558	Global Facilities and Resale Based Service Authorization	Report DA 07-2041	May 10, 2007
Airbus DS Satcom Government, Inc.	ITC-214-20061213-00559, ITC-214-20100917-00368	Global Facilities and Resale Based Service Authorization	Report DA 10-412	March 10, 2010
Airbus DS Satcom Government, Inc.	ITC-214-20020926-00462	Global Facilities and Resale Based Service Authorization	Report No. TEL-00593, DA 02-2926 (Oct. 31, 2002)	Oct. 31, 2002

Exhibit 2

Licensee Ownership Structure (Before)



Licensee Ownership Structure (After)

