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August 18, 2017

John M. Burgett  
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JBurgett@wileyrein.com

**VIA ELECTRONIC FILING**

Federal Communications Commission  
Wireline Competition Bureau  
445 12<sup>th</sup> Street SW  
Washington, DC 20054

Re: Application to Transfer Control of the Domestic Section 214 Authorization  
of Globecomm Systems, Inc.

Dear Sir/Madam:

Wasserstein Cosmos Co-Invest, L.P. ("Wasserstein Cosmos") and HCT Acquisition, LLC ("HCT") hereby submit via the Commission's ECFS system the enclosed Joint Application for Transfer of Control of Domestic and International Section 214 Authorizations.

Enclosed please find a completed Form 159 with a credit card payment in the amount of \$ 1,155.00 in satisfaction of the required filing fee associated with an application to transfer the domestic Section 214 authorization of Globecomm Systems, Inc. from Wasserstein Cosmos to HCT. Pursuant to Section 63.04 of the Commission's rules, 47 C.F.R. §63.04, on August 18, 2017, the parties filed electronically a joint domestic and international Section 214 application through the International Bureau Filing System ("IBFS"). A copy of the IBFS filing is also enclosed.

Should you have any questions concerning this filing, please contact the undersigned.

Sincerely,

/s/ John M. Burgett /s/

John M. Burgett  
Counsel for HCT

Enclosures

**Agency Tracking ID:PGC2984190**  
**Authorization Number:018654**  
**Successful Authorization -- Date Paid: 8/18/17**  
**FILE COPY ONLY!!**

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING  (1) LOCKBOX #979091	FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE</b> <b>FORM 159</b> PAGE NO 1 OF 1	APPROVED BY OMB 3060-059 SPECIAL USE FCC USE ONLY
<b>SECTION A - Payer Information</b>		
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) <b>Wiley Rein LLP</b>		(3) TOTAL AMOUNT PAID (dollars and cents) <b>\$1155.00</b>
(4) STREET ADDRESS LINE NO. 1 <b>1776 K Street, N.W.</b>		
(5) STREET ADDRESS LINE NO. 2		
(6) CITY <b>Washington</b>	(7) STATE <b>DC</b>	(8) ZIP CODE <b>20006-2304</b>
(9) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) <b>202-7197000 x7235</b>		(10) COUNTRY CODE (IF NOT IN U.S.A.) <b>US</b>
<b>FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED</b>		
(11) PAYER (FRN) <b>0002151744</b>		(12) FCC USE ONLY
<b>IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)</b>		
(13) APPLICANT NAME <b>Globecomm Systems, Inc.</b>		
(14) STREET ADDRESS LINE NO. 1 <b>45 Oser Avenue</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Hauppauge</b>	(17) STATE <b>NY</b>	(18) ZIP CODE <b>11788-3816</b>
(19) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) <b>631-2319800 x1144</b>		(20) COUNTRY CODE (IF NOT IN U.S.A.) <b>US</b>
<b>FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED</b>		
(21) APPLICANT (FRN) <b>0004072260</b>		(22) FCC USE ONLY
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>		
(23A) FCC Call Sign/Other ID <b>Dom.214</b>	(24A) Payment Type Code(PTC) <b>CDT</b>	(25A) Quantity <b>1</b>
(26A) Fee Due for (PTC) <b>\$1,155.00</b>	(27A) Total Fee <b>\$1155.00</b>	FCC Use Only
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) FCC Call Sign/Other ID	(24B) Payment Type Code(PTC)	(25B) Quantity
(26B) Fee Due for (PTC)	(27B) Total Fee	FCC Use Only
(28B) FCC CODE 1		(29B) FCC CODE 2



**FCC IBFS - Electronic Filing**

**Submission\_id :IB2017002306**

**Successfully filed on :Aug 18 2017 3:16:00:390PM**

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Approved by OMB  
3060-0686

**INTERNATIONAL SECTION 214 AUTHORIZATIONS  
FOR ASSIGNMENT OR  
TRANSFER OF CONTROL  
FCC FORM 214TC  
FOR OFFICIAL USE ONLY**

**APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu:

Aug. 2017 - Transfer of Control of Globecomm Systems, Inc.'s International and Domestic 214 Authority to HCT Acquisition, LLC

**1. Legal Name of Applicant**

Name:	Globecomm Systems, Inc.	Phone Number:	631-457-1144
DBA Name:		Fax Number:	631-231-1557
Street:	45 Oser Avenue	E-Mail:	jhanft@globecomm.com
City:	Hauppauge	State:	NY
Country:	USA	Zipcode:	11788 -3816
Attention:	Julia Hanft		

**2. Name of Contact Representative**

Name:	Nancy Victory	Phone Number:	202-799-4216
Company:	DLA Piper	Fax Number:	202-799-5616
Street:	500 Eighth Street, N.W.	E-Mail:	nancy.victory@dlapiper.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20004-
Attention:		Relationship:	Legal Counsel

**CLASSIFICATION OF FILING**

**3. Choose the button next to the classification that best describes this filing. Choose only one.**

☒ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority ( **No fee required** )

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority ( **No fee required** )

Date of Consummation: **Must be completed if you select c or d.**

**4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.**

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must



specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number:ITC2142003081100396	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
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5. Name of Section 214 Authorization Holder

Name: Globecomm Systems, Inc. Phone Number: 631-457-1144  
 DBA Name: Fax Number: 631-231-1557  
 Street: 45 Oser Avenue E-Mail: jhanft@globecomm.com  
 City: Hauppauge State: NY  
 Country: USA Zipcode: 11788 -3816  
 Attention: Julia Hanft

6. Name of Assignor / Transferor

Name: Wasserstein Cosmos Co-Invest, L.P. Phone Number: 212-702-5600  
 DBA Name: Fax Number: 212-702-5635  
 Street: 1185 Avenue of the Americas E-Mail: ab@eagletree.com  
 39th Floor  
 City: New York State: NY  
 Country: USA Zipcode: 10036 -  
 Attention: Anup Bagaria

7. Name of Assignee / Transferee

Name: HCT Acquisition, LLC Phone Number: 212-287-6767  
 DBA Name: Fax Number: 212-287-6777  
 Street: 40 West 57th Street E-Mail: vikas.keswani@hpspartners.com  
 Floor 33  
 City: New York State: NY  
 Country: USA Zipcode: 10019 -  
 Attention: Vikas Keswani

8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)  
☐ Other(please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

This application seeks the transfer of control of Globecomm Systems, Inc.'s international and domestic 214 authority to HCT Acquisition, LLC.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? ☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? ☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. ☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☐ Yes ☒ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."



16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules.

☐ Yes ☒ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☐ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61( c ) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

**Applicant certifies that its responses to questions 21 through 25 are true:**

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission

☒ Yes ☐ No

consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No ☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. ☒ Yes ☐ No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. ☒ Yes ☐ No

### CERTIFICATION

26. Printed Name of Assignor / Transferor Wasserstein Cosmos Co-Invest, L.P.	29. Printed Name of Assignee / Transferee HCT Acquisition, LLC
27. Title (Office Held by Person Signing) Authorized Signatory	30. Title (Office Held by Person Signing) President
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Anup Bagaria	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Vikas Keswani
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT</b> <b>(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION</b> <b>(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>	

### FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to [PRA@fcc.gov](mailto:PRA@fcc.gov). PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.



**ATTACHMENT 1**  
**INTERNATIONAL AND DOMESTIC SECTION 214**  
**TRANSFER OF CONTROL APPLICATION**

Wasserstein Cosmos Co-Invest, L.P. (“Wasserstein Cosmos” or “Transferor”) currently directly owns 95.5% of the outstanding shares of Cosmos Holdings Acquisition Corp. (“Cosmos Holdings”), which is the direct 100% parent of Globecomm Systems, Inc. (“Globecomm”) and Globecomm License Sub LLC (“Globecomm License Sub”). Globecomm is the direct 100% parent of Telaurus Communications LLC (“Telaurus”). Globecomm and Telaurus each hold international and domestic Section 214 authorizations. As described in further detail elsewhere in this exhibit, it is contemplated that control of Cosmos Holdings will be transferred from Wasserstein Cosmos to HCT Acquisition, LLC (“HCT” or “Transferee”). Accordingly, pursuant to Section 214 of the Communications Act of 1934, as amended,<sup>1</sup> and Sections 63.04, 63.18 and 63.24 of the Federal Communications Commission’s (“FCC” or “Commission”) rules,<sup>2</sup> the parties hereto hereby respectfully request Commission consent to the transfer of control of the international and domestic Section 214 authorizations held by Globecomm and Telaurus from Wasserstein Cosmos to HCT.<sup>3</sup>

**ANSWER TO QUESTION 10**

**63.18(c) and (d) Information for Wasserstein Cosmos Co-Invest, L.P. – Transferor**

- Contact Information for Wasserstein Cosmos

Company Contact

Wasserstein Cosmos Co-Invest, L.P.  
c/o Wasserstein & Co., LP  
Attention: Anup Bagaria  
1185 Avenue of the Americas, 39<sup>th</sup> Floor  
New York, NY 10036  
Tel: (212) 702-5600  
Fax: (212) 702-5635  
E-mail: ab@eagletree.com

Legal Counsel

Andrew M. Levine  
Jones Day  
250 Vesey Street

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.04, 63.18 and 63.24.

<sup>3</sup> Wasserstein Cosmos and HCT (collectively, “Applicants”) are filing two applications to transfer control of international and domestic Section 214 authorizations (one for Globecomm and one for Telaurus). In addition, the Applicants are contemporaneously filing applications to transfer control of the fixed earth stations, VSAT networks, and private land mobile authorizations licensed to Globecomm License Sub.

New York, NY 10281-1047  
Tel: (212) 326-8319  
Fax: (212) 755-7306  
Email: amlevine@jonesday.com

- Wasserstein Cosmos is a U.S. limited partnership organized under the laws of Delaware.

**63.18(c) and (d) Information for Globecomm – Section 214 Authorization Holder**

- Contact Information for Globecomm

Company Contact:

Julia Hanft  
Vice President & General Counsel  
Globecomm Systems, Inc.  
45 Oser Avenue  
Hauppauge, NY 11788-3816  
Tel: (631) 457-1144  
Fax: (631) 231-1557  
Email: jhanft@globecomm.com

Legal Counsel

Nancy J. Victory  
DLA Piper  
500 Eighth Street, NW  
Washington, DC 20004  
Tel: (202) 799-4216  
Fax: (202) 799-5616  
Email: nancy.victory@dlapiper.com

- Globecomm is a U.S. corporation organized under the laws of Delaware.
- Globecomm holds Section 214 authority to provide international and domestic telecommunications services.<sup>4</sup> Globecomm's wholly owned subsidiary, Telaurus, also holds Section 214 authority to provide international and domestic telecommunications services.<sup>5</sup>

**63.18(c) and (d) Information for HCT – Transferee**

- Contact information for HCT

<sup>4</sup> See File No. ITC-214-20030811-00396 and 47 C.F.R. § 63.01.

<sup>5</sup> See File No. ITC-214-20090717-00337 and 47 C.F.R. § 63.01.



Company Contact

Vikas Keswani  
c/o HPS Investment Partners, LLC  
40 West 57th Street, 33rd Floor  
New York, NY 10019  
Tel: (212) 287-6767  
Fax: (212) 287-6777  
Email: vikas.keswani@hpspartners.com

Legal Counsel

John M. Burgett  
Eve Klindera Reed  
Kathleen Scott  
Wiley Rein LLP  
1776 K Street, NW  
Washington, DC 20006  
Tel: (202) 719-4239  
Fax: (202) 719-7049  
Email: jburgett@wileyrein.com

- HCT is a U.S. limited liability company organized under the laws of the state of Delaware. Each of the members of HCT identified in this application is a U.S. corporation, limited partnership or limited liability company. The states of organization for each of the members of HCT are identified in response to Question 11 below.
- HCT has not previously received Section 214 authority.

**ANSWER TO QUESTION 11**

At the time the proposed transaction is consummated, the entities disclosed below will hold a ten percent or greater direct or indirect ownership or controlling interest in HCT. Other than the parties disclosed below, no other person or entity will have a ten percent or greater direct or indirect ownership or controlling interest in HCT at the time the proposed transaction is consummated. A chart depicting the proposed ownership structure is attached hereto.

***Direct Ownership***

The following entities will have a ten percent or greater direct ownership or controlling interest in HCT:

Lincoln Investment Solutions, Inc.  
1300 S. Clinton Street, Fort Wayne, IN 46802  
Citizenship: Delaware  
Principal Business: Investment Holding Company  
Direct Ownership Interest: 37.5% equity and voting interest in HCT

American United Life Insurance Company  
One American Square  
Indianapolis, IN 46206  
Citizenship: Indiana  
Principal Business: Insurance Company  
Direct Ownership Interest: 25.01% equity and voting interest in HCT

No other person or entity will have a ten percent or greater direct ownership or controlling interest in HCT at the time the proposed transaction is consummated.

Lincoln Investment Solutions, Inc. and American United Life Insurance Company are parties to investment management agreements with HPS Investment Partners, LLC, pursuant to which HPS Investment Partners, LLC will exercise discretion and control over the investments by Lincoln Investment Solutions, Inc. and American United Life Insurance Company in HCT. HPS Investment Partners, LLC does not hold any equity interests in Lincoln Investment Solutions, Inc. or American United Life Insurance Company and will not hold an attributable ownership interest in HCT. However, to the extent the Commission may view HPS Investment Partners, LLC's investment management relationship with Lincoln Investment Solutions, Inc. and American United Life Insurance Company as conferring a controlling interest in HCT and, thus, relevant to the evaluation of the instant application, information concerning HPS Investment Partners, LLC is provided below in the section disclosing indirect ownership interests.

Cerberus ASRS Funding LLC, Cerberus Onshore II CLO-2 LLC, Cerberus N-1 Funding LLC and Cerberus Onshore II CLO LLC (collectively, the "Cerberus Funds") will individually hold direct ownership interests of less than ten percent in HCT, but collectively will hold a 16% direct ownership interest in HCT at the time the proposed transaction is consummated. Each of the Cerberus Funds is organized under the laws of the state of Delaware. Cerberus ASRS Funding LLC is managed by its sole member, Cerberus ASRS Holdings LLC ("ASRS Holdings"). Cerberus Onshore II CLO-2 LLC and Cerberus Onshore II CLO LLC are managed by their sole member, Cerberus Levered Loan Opportunities Fund II, L.P. ("CLLOF II"). Cerberus N-1 Funding LLC is managed by its sole member, Cerberus NJ Credit Opportunities Fund, L.P. ("NJ", together with ASRS Holdings and CLLOF II, collectively, the "Servicers"). The Servicers are parties to investment management agreements with Cerberus Capital Management II, LP and, through certain family trusts used for tax planning purposes,<sup>6</sup> are ultimately controlled by Stephen Feinberg. Information for Cerberus Capital Management II, LP and Mr. Feinberg is provided below in the section disclosing indirect ownership interests.

Tennenbaum Waterman CLO, LLC, Tennenbaum Senior Loan Fund II, LP, Tennenbaum Senior Loan Funding III, LLC, Tennenbaum Senior Loan SPV IV-A, LLC, Tennenbaum Senior Loan Fund IV-B, LP and TCPC Funding I, LLC (collectively, the "Tennenbaum Funds") will individually hold direct ownership interests of less than ten percent in HCT, but collectively will hold a 21.49% direct ownership interest in HCT at the time the proposed transaction is consummated. Each of the Tennenbaum Funds is organized under the laws of the state of

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<sup>6</sup> Ownership information concerning these tax planning trusts is confidential and is not publicly disclosed, but will be provided to the Commission upon its request pursuant to a request for confidentiality.



Delaware. The Tennenbaum Funds are parties to investment management agreements with, and are ultimately controlled by, Tennenbaum Capital Partners, LLC. Information for Tennenbaum Capital Partners, LLC is provided below in the section disclosing indirect ownership interests.

### ***Indirect Ownership***

#### **Lincoln Investment Solutions, Inc. Ownership**

The sole shareholder of Lincoln Investment Solutions, Inc. (described above in the section disclosing direct ownership interests) is The Lincoln National Life Insurance Company. As noted above, Lincoln Investment Solutions, Inc. is a party to an investment management agreement with HPS Investment Partners, LLC, pursuant to which HPS Investment Partners, LLC will exercise discretion and control over Lincoln Investment Solutions, Inc.'s investment in HCT. The ownership of HPS Investment Partners, LLC is provided under a separate heading below.

The Lincoln National Life Insurance Company  
1300 S. Clinton Street, Fort Wayne, IN 46802  
Citizenship: Indiana  
Principal Business: Insurance and Annuity Company  
Direct Ownership Interest: Sole Shareholder of Lincoln Investment Solutions, Inc.  
Note: The sole shareholder of The Lincoln National Life Insurance Company is Lincoln National Corporation.

Lincoln National Corporation  
150 N. Radnor Chester Road, Radnor, PA 19087  
Citizenship: Indiana  
Principal Business: Holding Company  
Direct Ownership Interest: Sole Shareholder of The Lincoln National Life Insurance Company  
Note: No shareholder of Lincoln National Corporation will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

#### **American United Life Insurance Company Ownership**

The sole shareholder of American United Life Insurance Company (described above in the section disclosing direct ownership interests) is OneAmerica Financial Partners, Inc. As noted above, American United Life Insurance Company is a party to an investment management agreement with HPS Investment Partners, LLC, pursuant to which HPS Investment Partners, LLC will exercise discretion and control over American United Life Insurance Company's investment in HCT. The ownership of HPS Investment Partners, LLC is provided under a separate heading below.

OneAmerica Financial Partners, Inc.  
One American Square  
Indianapolis, IN 46206

Citizenship: Indiana

Principal Business: Insurance Holding Company

Direct Ownership Interest: Sole Shareholder of American United Life Insurance Company.

Note: The sole shareholder of OneAmerica Financial Partners, Inc. is American United Mutual Insurance Holding Company.

American United Mutual Insurance Holding Company

One American Square

Indianapolis, IN 46206

Citizenship: Indiana

Principal Business: Mutual Insurance Holding Company

Direct Ownership Interest: Sole Shareholder of OneAmerica Financial Partners, Inc.

Note: No shareholder of American United Mutual Insurance Holding Company will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

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#### HPS Investment Partners, LLC Ownership

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HPS Investment Partners, LLC

40 West 57th Street, 33rd Floor

New York, NY 10019

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Investment manager for interests in HCT to be held by Lincoln Investment Solutions, Inc. and American United Life Insurance Company. As noted above, HPS Investment Partners, LLC does not hold any equity interests in Lincoln Investment Solutions, Inc. or American United Life Insurance Company, and will not hold an attributable ownership interest in HCT. As also noted above, HPS Investment Partners, LLC is being reported herein solely to the extent the Commission may view its investment management relationships with Lincoln Investment Solutions, Inc. and American United Life Insurance Company as conferring a controlling interest in HCT.

Note: The sole member of HPS Investment Partners, LLC is HPS Group Holdings II, LLC (described below). Accordingly, no other member of this entity will have a controlling interest in HCT at the time the proposed transaction is consummated.

HPS Group Holdings II, LLC

c/o HPS Investment Partners, LLC

40 West 57th Street, 33rd Floor

New York, NY 10019

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole member and control of HPS Investment Partners, LLC

Note: The sole member of HPS Group Holdings II, LLC is HPS Group Holdings I, L.P. (described below). Accordingly, no other member of this entity will have a controlling interest in HCT at the time the proposed transaction is consummated.



HPS Group Holdings I, L.P.  
c/o HPS Investment Partners, LLC  
40 West 57th Street, 33rd Floor  
New York, NY 10019  
Citizenship: Delaware  
Principal Business: Investment Company  
Direct Ownership Interest: Sole member and control of HPS Group Holdings II, LLC  
Note: HPS Group Holdings I, L.P. has one partner that will have a controlling interest in HCT at the time the proposed transaction is consummated – HPS Group GP, LLC (described below). No other partner of this entity will have a controlling interest in HCT at the time the proposed transaction is consummated.

HPS Group GP, LLC  
c/o HPS Investment Partners, LLC  
40 West 57th Street, 33rd Floor  
New York, NY 10019  
Citizenship: Delaware  
Principal Business: General Partner of Holding Company  
Direct Ownership Interest: Sole general partner and control of HPS Group Holdings I, L.P.  
Note: The sole member of HPS Group GP, LLC is Scott Kapnick (described below). Accordingly, no other member of this entity will have a controlling interest in HCT at the time the proposed transaction is consummated.

Scott Kapnick  
c/o HPS Investment Partners, LLC  
40 West 57th Street, 33rd Floor  
New York, NY 10019  
Citizenship: U.S.  
Principal Business: Individual  
Direct Ownership Interest: Sole member and control of HPS Group GP, LLC.

Other than the parties disclosed above, no other individual or entity affiliated with HPS Investment Partners, LLC will have a controlling interest in HCT at the time the proposed transaction is consummated.

#### Cerberus Funds Ownership

The Cerberus Funds are ultimately controlled, through intervening entities, by Stephen Feinberg, who will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated. None of the Cerberus funds will individually hold an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated. In addition, with the exception of certain family trusts used for tax planning purposes and ultimately controlled by Stephen Feinberg,<sup>7</sup> no intervening

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<sup>7</sup> See *supra* note 6.

entity within the Cerberus Funds' ownership structure will individually hold an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated. However, the Cerberus Funds will collectively hold a 16% ownership interest in HCT at that time.

Stephen Feinberg  
c/o Cerberus Capital Management II, LP  
875 Third Avenue  
New York, NY 10022  
Citizenship: U.S.  
Principal Business: Individual  
Direct Ownership Interest: Ultimate control of Cerberus Funds

As described above, each of the Cerberus Funds are managed by a Servicer, and each Servicer is a party to an investment management agreement with Cerberus Capital Management II, LP, pursuant to which Cerberus Capital Management II, LP will exercise discretion and control over the Cerberus Funds' investments in HCT which, as noted above, will collectively amount to a 16% ownership interest in HCT at the time the proposed transaction is consummated.

Cerberus Capital Management II, LP  
875 Third Avenue  
New York, NY 10022  
Citizenship: Delaware  
Principal Business: Investment Advisor  
Direct Ownership Interest: Investment manager of the Servicers, which in turn manage the Cerberus Funds

Note: Cerberus Capital Management II, LP has one partner that will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated – Craig Court GP, LLC (described below). No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

Craig Court GP, LLC  
875 Third Avenue  
New York, NY 10022  
Citizenship: Delaware  
Principal Business: Investment Company  
Direct Ownership Interest: General partnership interest representing 75% or greater equity interest and control of Cerberus Capital Management II, LP.  
Note: The sole member of Craig Court GP, LLC is Craig Court, Inc. (described below). Accordingly, no other member of this entity will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

Craig Court, Inc.  
875 Third Avenue



New York, NY 10022

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole member and control of Craig Court GP, LLC.

Note: The sole shareholder of this entity is Stephen Feinberg (described above).

Accordingly, no other shareholder of this entity will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

Other than the parties disclosed above, no other individual or entity affiliated with the Cerberus Funds will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

#### Tennenbaum Funds Ownership

The Tennenbaum Funds are ultimately controlled, through intervening entities, by Tennenbaum Capital Partners, LLC. As described above, each of the Tennenbaum Funds is a party to an investment management agreement with Tennenbaum Capital Partners, LLC, pursuant to which Tennenbaum Capital Partners, LLC will exercise discretion and control over the Tennenbaum Funds' investments in HCT. None of the intervening entities or the Tennenbaum Funds will individually hold an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated, but the Tennenbaum Funds will collectively hold a 21.49% ownership interest in HCT at that time.

Tennenbaum Capital Partners, LLC

2951 28th Street

Suite 1000

Santa Monica, CA 90405

Citizenship: Delaware

Principal Business: Investment Advisor

Direct Ownership Interest: Investment manager of Tennenbaum Funds

Note: Tennenbaum Capital Partners, LLC is managed by the four voting members of its investment committee, none of whom will hold an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

Other than the parties disclosed above, no other individual or entity affiliated with the Tennenbaum Funds will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

#### **ANSWER TO QUESTION 13**

##### ***Description of the Proposed Transaction***

The Applicants seek Commission consent to the transfer of control of the international and domestic Section 214 authorizations held by Globecomm and Telaurus (the "Globecomm Licensees"). As described below, the transaction will be in the public interest, as it will enable

the Globecom Licensees to be acquired by a new parent company with substantial financial wherewithal. The transaction will thus provide the Globecom Licensees with a solid financial platform to better enable them to compete within the highly competitive market for global communications.

### ***Description of the Parties***

Globecom is a global communications solutions provider, offering customers managed access services to the United States Internet backbone, video content, the public switched telephone network or their corporate headquarters or government offices. Globecom utilizes a combination of terrestrial connectivity, satellite bandwidth and teleports, along with a variety of remote very small aperture terminals, or VSATs, to provide end-to-end connectivity. Globecom also leases and resells more than one GHz of total satellite bandwidth across the globe for different frequencies, coverage areas and polarizations. Domestically, Globecom provides nationwide toll-based termination of voice calls. Globecom holds Section 214 authority to provide international and domestic telecommunications services.

Globecom's wholly owned subsidiary, Telaurus, a Delaware limited liability company, provides a secure and robust global maritime communications network. This network provides shipboard users with an easy to use, reliable and cost effective means by which they can communicate. Telaurus resells pre-paid and post-paid phone cards and voice services for Inmarsat and Iridium satellite phones. Telaurus holds Section 214 authority to provide international and domestic telecommunications services.

Globecom's sister company, Globecom License Sub, a Delaware limited liability company, holds licenses for non-common carrier fixed earth stations, VSAT networks and private wireless facilities, which support the operations of Globecom and Telaurus.<sup>8</sup>

As described above, the Transferee, HCT, is a Delaware limited liability company. Upon consummation of the transaction contemplated herein, HCT will be owned by a group of investors including: (1) Lincoln Investment Solutions, Inc., which is a full service financial services firm; (2) American United Life Insurance Company, which is a leading insurance company; and (3) various investment funds managed by Cerberus Capital Management II, LP and Tennenbaum Capital Partners, LLC, both of which are leading investment management firms. Both Lincoln Investment Solutions, Inc. and American United Life Insurance Company are parties to investment management agreements with HPS Investment Partners, LLC a leading investment management firm, pursuant to which HPS Investment Partners, LLC will exercise discretion and control over their investments in HCT.

### ***Description of the Agreement***

On August 7, 2017, Cosmos Holdings, HCT, and a subsidiary controlled by HCT, HCT Merger Sub Corporation ("Merger Sub"), entered into a definitive Agreement and Plan of

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<sup>8</sup> The Applicants are contemporaneously filing applications to transfer control of these licenses to HCT.



Merger (the "Merger Agreement"). Pursuant to the Merger Agreement, and subject to the conditions thereof, HCT Merger Sub will merge with and into Cosmos Holdings, leaving Cosmos Holdings as the surviving entity. Upon consummation of the proposed transaction, Cosmos Holdings (and, accordingly, all of its subsidiaries, including the Globecom Licensees) will be 100% owned and controlled by HCT.

The transaction thus will result in the transfer of control of all of the FCC licenses and authorizations held by the Globecom Licensees from Wasserstein Cosmos to HCT. Specifically, at closing, Globecom (which wholly owns Telaurus) and Globecom License Sub will each be direct 100% subsidiaries of Cosmos Holdings. Cosmos Holdings in turn will be owned by HCT and its members, all of whom are described above. Because the proposed transfer of control will be completed at the holding company level, the Applicants expect that the transaction will be entirely transparent to the Globecom Licensees' customers and will have no effect on the services those customers currently receive. As it affects only the ownership of the Globecom Licensees' parent company, the proposed transaction will not result in any adverse change in the assets that the Globecom Licensees use to provide service or the Globecom Licensees' day-to-day operations, nor will the transaction itself have any adverse effect on the Globecom Licensees' rates, terms or conditions of service.

#### ***Public Interest Statement***

The proposed transfer of control of the Globecom Licensees to HCT serves the public interest and will cause no offsetting public interest harms. Therefore, the Commission should expeditiously approve the proposed transfer of control.

The proposed transfer of control will promote competition by enabling the Globecom Licensees to be acquired by a reorganized parent company with substantial financial resources. The members of HCT are entities that either manage capital on behalf of institutional and individual investors or are leading financial services firms or insurance companies. The transaction will provide the Globecom Licensees with a solid financial platform to better enable them to expand their customer base and develop new products and services to meet the evolving needs of their customers. As such, the transaction will better enable the Globecom Licensees to compete in the highly competitive market for global communications.

At the same time, the proposed transfer of control does not raise any competitive concerns. Neither HCT nor any of its members are in the business of providing communications services. Accordingly, the transaction does not eliminate a competitor or in any way reduce competition in the market for global communications. In contrast, the transaction will likely increase competition by strengthening the Globecom Licensees' financial wherewithal, enabling them to become even more effective competitors.

#### **ANSWER TO QUESTION 20**

This application for transfer of control of international Section 214 authorization qualifies for streamlined processing pursuant to Section 63.12(c).<sup>9</sup> None of the Transferees is a foreign

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<sup>9</sup> 47 C.F.R. § 63.12(c).

carrier nor affiliated with any foreign carriers. The parties will not consummate the proposed transaction until after all necessary Commission approvals are obtained.



## **INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO DOMESTIC 214 AUTHORIZATIONS**

In support of the Applicants' request for consent to transfer control of Globecom and Taurus's domestic blanket Section 214 authority to HCT, the following information is submitted pursuant to Section 63.04 of the Commission's rules.<sup>10</sup> Specifically, Section 63.04(b) provides that applicants submitting a joint domestic/international Section 214 transfer of control application should submit as an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04.

### **RESPONSES TO SECTION 63.04(a)(6)-(12)**

#### **Section 63.04(a)(6):**

See Answer to Question 13.

#### **Section 63.04(a)(7):**

Globecom is a global communications solutions provider, providing customers managed access services to the United States Internet backbone, video content, the public switched telephone network or their corporate headquarters or government offices. Domestically, Globecom provides nationwide toll-based termination of voice calls.

Taurus, Globecom's wholly owned subsidiary, provides a secure and robust global maritime communications network. This provides shipboard users with an easy-to-use, reliable and cost effective means by which they can communicate. Taurus resells pre-paid phone cards for Inmarsat and Iridium satellite phones. Although these services are intended for use on board vessels at sea, they can be used domestically if the card holder had access to an Inmarsat or Iridium satellite phone. Taurus also resells post-paid voice services using Iridium and Inmarsat phones.

Neither HCT nor any of its members provide domestic telecommunications services. Several affiliates of Cerberus Capital Management II, LP<sup>11</sup> collectively hold a 24.32% interest in pdvWireless, Inc., which holds licenses for spectrum in the Part 90 900 MHz band on a nationwide basis and has deployed push-to-talk networks in Atlanta, Baltimore/Washington, Chicago, Dallas, Houston, New York and Philadelphia. None of the other members of HCT have affiliates that provide domestic telecommunications services.

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<sup>10</sup> 47 C.F.R. § 63.04.

<sup>11</sup> Those affiliates are: Cerberus Institutional Partners VI, L.P., Cerberus Institutional Partners V, L.P., Cerberus International II Master Fund, L.P., and Cerberus Partners II, L.P.

**Section 63.04(a)(8):**

This application for transfer of control of domestic Section 214 authority presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction: (1) Applicants and their affiliates (as defined in 47 U.S.C. § 153(1) – “Affiliates”) combined will hold less than a ten percent share of the interstate, interexchange market; (2) to the extent that Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services are provided only in geographic areas served by a dominant local exchange carrier that is not a party to this transaction; and (3) none of the Applicants or their Affiliates is dominant with respect to any U.S. domestic service. 47 C.F.R. § 63.03(b)(2)(i).

**Section 63.04(a)(9):**

See footnotes 3 and 8 above.

**Section 63.04(a)(10):**

The Applicants are not requesting special consideration because no party to the transaction is facing imminent business failure.

**Section 63.04 (a)(11):**

The Applicants are not separately filing any waiver requests in conjunction with the transaction.

**Section 63.04 (a)(12):**

See Answer to Question 13.



# **Post-Closing Ownership**

