DOCKET FILE COPY ORIGINAL

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of Chrysaor S.à r.l., *Transferor,* and Astrium Holding S.A.S., *Transferee* Consolidated Application for Consent to Transfer of Control and Petition for Declaratory Ruling	IB Docket No. _____ FCC File Nos._____

CONSOLIDATED APPLICATION FOR CONSENT TO TRANSFER OF CONTROL AND PETITION FOR DECLARATORY RULING

Chrysaor S.à r.l. ("Chrysaor") and Astrium Holding S.A.S. ("Astrium") (together "Applicants" or "Parties"), hereby request Commission consent to the transfer of control to Astrium of Mobsat Group Holdings S.à r.l. ("MGH") and its indirect wholly owned FCC-authorized subsidiaries. On July 30, 2011, Chrysaor, other shareholders of MGH, and Astrium entered into a Share Purchase Agreement ("SPA") pursuant to which Astrium has agreed to acquire all of the outstanding shares of capital stock of MGH. The transaction thus will result in a change in control of Commission licenses and authorizations held by two indirect wholly owned MGH subsidiaries. Specifically, Vizada, Inc. ("Vizada") holds international Section 214 authorizations, fixed and mobile earth station licenses, an experimental authorization, and a business radio license, and Marlink, Inc. ("Marlink") holds an international Section 214 authorization. Vizada and Marlink are collectively referred to herein as the "MGH Subsidiaries."

The Parties also petition the Commission for a declaratory ruling that continued indirect foreign investment of up to one hundred percent (100%) in the MGH Subsidiaries is in the public

interest under Section 310(b)(4) of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 310(b)(4).

As explained further below, grant of the requested consent to transfer of control and declaratory ruling will serve the public interest. The acquisition of MGH by Astrium will enhance the ability of MGH and its subsidiaries to continue to compete in the market for fixed and mobile satellite services. The transaction will not adversely affect competition in any telecommunications market. Astrium is owned and controlled by WTO-member country investors. Astrium has committed to comply fully with the existing network security agreement and implementation plan between MGH and agencies of the United States Government. The Parties request that the Commission process this application promptly to permit them to close the transaction and allow Astrium to implement its plans to enhance MGH operations.

This narrative is being filed concurrently with applications requesting approval of the transfer of control to Astrium of the following authorizations held by the MGH Subsidiaries:

(1) Eighteen (18) fixed land earth station licenses held by Vizada;

(2) Six (6) blanket mobile earth station licenses held by Vizada;

(3) One (1) private land mobile license held by Vizada;

(4) One (1) experimental license held by Vizada;

(5) Thirty (30) international Section 214 authorizations held by Vizada;

(6) One (1) international Section 214 authorization held by Marlink.

I. DESCRIPTION OF THE PARTIES

A. Chrysaor and the MGH Subsidiaries

Chrysaor S.à r.l. ("Chrysaor"), the transferor, is a *société à responsabilité limitée* (the equivalent of a limited liability company) under Luxembourg law. Chrysaor is a holding

company that owns 88.3% of the shares of MGH.[1] Through intermediate subsidiaries, MGH holds 100% of the shares of Vizada and Marlink.

The MGH Subsidiaries offer: (i) fixed satellite services ("FSS") targeting the stationary communications solutions market; (ii) mobile satellite services ("MSS") targeting the aeronautical, maritime and land-based mobile markets with movable or portable communications requirements; and (iii) semi-fixed or hybrid solutions combining fixed and mobile satellite services. Vizada services are used worldwide by maritime fleets, emergency response teams, government and military units, news gathering organizations, natural resource exploration companies, enterprise businesses, and airlines.

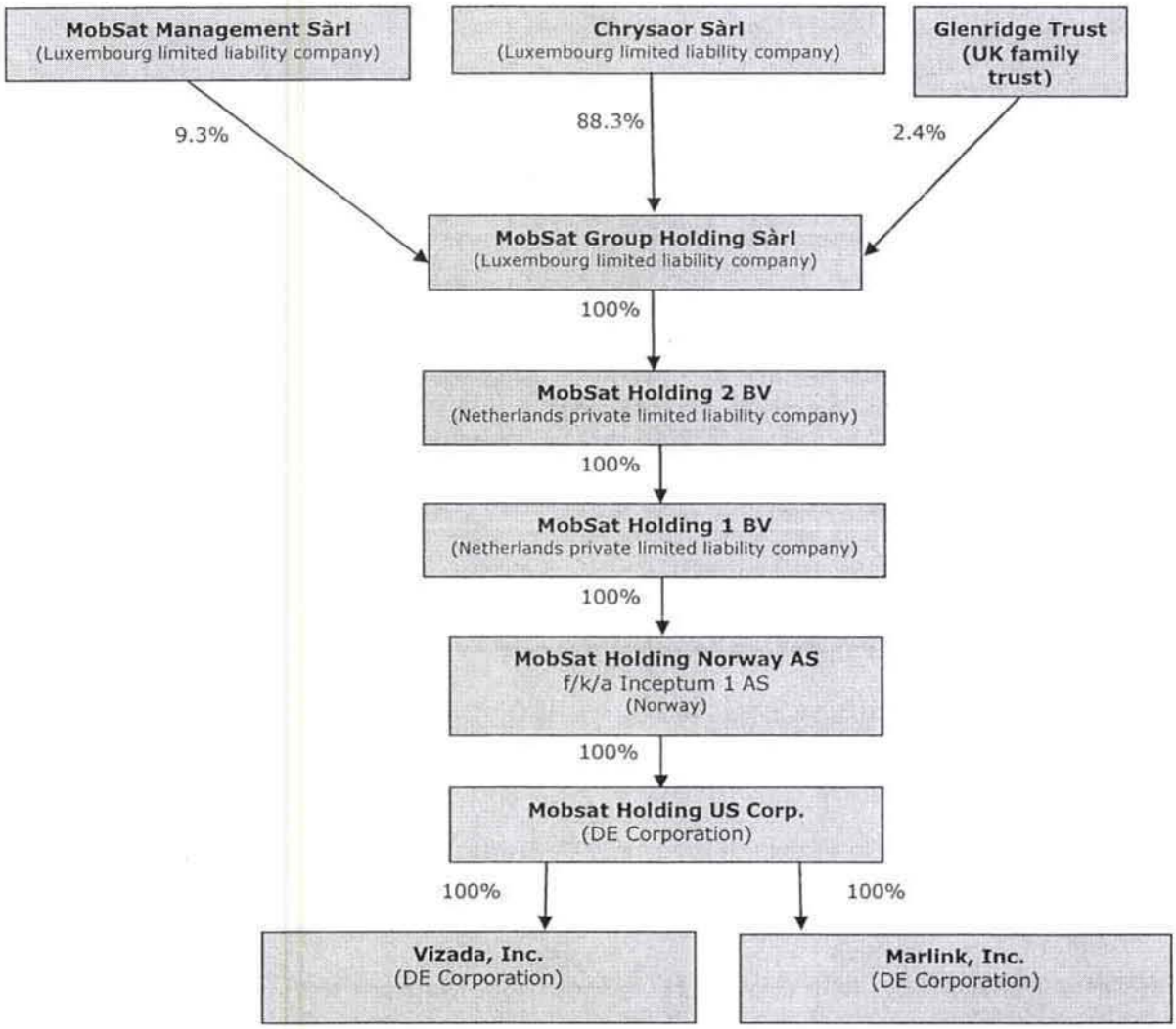
Vizada is a Delaware corporation and an indirect, wholly owned subsidiary of MGH. Vizada holds FCC licenses for fixed and mobile earth stations, including authority to provide Broadband Global Area Network ("BGAN") services using Inmarsat space segment. In addition, Vizada holds an experimental authorization and a business radio license.

Vizada and its sister company Marlink also hold authority pursuant to Section 214 of the Act to provide international common carrier services. Like Vizada, Marlink is a Delaware corporation that is an indirect wholly owned subsidiary of MGH. Attachment 1 hereto provides a list of the MGH Subsidiaries' existing FCC licenses and authorizations.

The following chart is a simplified representation of the current ownership structure of the MGH Subsidiaries:

---

[1] The remaining shares of MGH are held by MobSat Management S.à r.l. ("MobSat Management") and by the Glenridge Trust. Specifically, MobSat Management, which is also a Luxembourg *société à responsabilité limitée*, holds 9.3% of the shares of MGH, and the Glenridge Trust, an irrevocable family trust established in the U.K., holds 2.4% of the shares of MGH.



B. Astrium

Astrium, the transferee, is incorporated in France. Astrium is a wholly owned subsidiary of EADS Astrium N.V., which is incorporated in the Netherlands, and which, in turn, is a wholly owned subsidiary of European Aeronautic Defence and Space Company EADS N.V. ("EADS"). EADS is also incorporated in the Netherlands. As described in detail below, EADS is a publicly traded company, but several EADS shareholders have pooled their shares to collectively hold

approximately 50.39% of the EADS share capital (approximately 50.59% of the voting interest). These shareholders have pledged the voting rights over those shares to a contractual partnership managed by EADS Participations B.V. ("EADS Participations"), a Dutch private company. The following shareholders have pooled their shares and pledged their voting rights to the contractual partnership:

- Société de Gestion de L'Aeronautique, de la Défense et de l'Espace ("SOGEADE"), a French partnership limited by shares, holds approximately 22.46% of the EADS share capital (representing approximately 22.55% of the voting interest). SOGEADE is 66.67% owned by Sociéte de Gestion de Participations Aeronautiques ("SOGEPA"), a French state holding company 100% owned by the French Government, and 33.33% owned by Dèsirade, a French corporation which is 100% owned by Lagardère SCA ("Lagardère"), a French publicly traded company. The general partner and manager of SOGEADE is SOGEADE Gérance, a French partnership, the share capital of which is split equally between SOGEPA and Lagardère. Through its indirect shareholding in SOGEADE, the French Government indirectly owns approximately 14.97% of the shares (approximately 15.03% of the voting interest) of EADS, and Lagardère owns approximately 7.49% of the EADS shares (approximately 7.52% of the voting interest).
- Daimler Aerospace GmbH & Co. KG ("DASA"), a German corporation, holds approximately 22.46% of the share capital of EADS (representing approximately 22.55% of the voting interest). DASA is 67.67% owned by Daimler Luft-und Raumfahrt Holding AG ("DLRH"), a German corporation, which is 99.9% owned by Daimler AG ("Daimler"), a German publicly traded company. DASA is 33.33%

owned by a consortium of private and public-sector investors. Through its indirect shareholding in DASA, Daimler owns approximately 14.96% of the shares of EADS, and the consortium of private and public-sector investors owns approximately 7.49% of the EADS shares. However, Daimler continues to control the voting rights of the entire 22.46% of EADS shares held by DASA (approximately 22.55% of the total EADS voting interests) pursuant to an agreement with the investors.

- Sociedad Estatal de Participaciones Industriales ("SEPI"), which is controlled by the Spanish Government, holds approximately 5.47% of the share capital of EADS (representing approximately 5.49% of the voting interest).

The operation of the contractual partnership referred to above is more fully discussed in Attachment 2, "Control, Management and Ownership of the Transferee," which also includes a chart depicting the post-closing ownership structure.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the SPA, Astrium has agreed to acquire all of the outstanding shares of capital stock of MGH, thereby replacing the three entities that now own MGH. The transaction will result in a change in control of MGH and its subsidiaries, including Vizada and Marlink, which will become indirect wholly owned subsidiaries of Astrium. Consequently, Astrium, via a series of holding companies already owned by MGH, will indirectly control Vizada and Marlink, the two entities holding FCC licenses and authorizations.

III. THE PROPOSED TRANSACTION WILL SERVE THE PUBLIC INTEREST

Pursuant to Sections 310(d) and 214 of the Act, the Commission must determine whether a proposed transaction will serve "the public interest, convenience and necessity." 47 U.S.C. §§ 214, 310(d). In order to make such a finding, the Commission initially considers whether the

proposed transferee is qualified to hold Commission authorizations. The Commission also evaluates the impact of the transaction on Commission objectives. Specifically, the Commission assesses the transaction in light of the "broad aims of the Communications Act," which include "a deeply rooted preference for preserving and enhancing competition in relevant markets, accelerating private sector deployment of advanced services, ensuring a diversity of license holdings, and generally managing the spectrum in the public interest."[2] Finally, under Section 310(b) (4) of the Act, the Commission must make a determination whether proposed indirect foreign ownership of common carrier licensees is consistent with the public interest.[3]

As discussed below, the proposed transaction will promote competition and is consistent with the public interest and the requirements of the Communications Act.

A. Astrium Is Qualified to Acquire a Commission Licensee

Astrium, the proposed transferee, and its owners have the required "citizenship, character, financial, technical, and other qualifications" to control a Commission licensee.[4] Astrium's parent company EADS is Europe's premier aerospace and defense company and one of the largest aerospace and defense companies in the world. EADS is among the top two manufacturers of commercial aircraft, civil helicopters, commercial space launch vehicles and missiles, and a leading supplier of military aircraft, satellites and defense electronics. In 2010, it generated approximately 73% of its total revenues in the civil sector and 27% in the defense sector. As of 31 December 2010, EADS employed 121,691 people. EADS and its subsidiaries

---

2 *SkyTerra Communications, Inc., Transferor, and Harbinger Capital Partners Funds, Transferee, Applications for Consent to Transfer of Control of SkyTerra Subsidiary, LLC,* Memorandum Opinion and Order and Declaratory Ruling, DA 10-535, 25 FCC Rcd 3059 (IB, OET & WTB, 2010) ("*Harbinger-SkyTerra Order*") at 3065, ¶ 11 (footnote omitted).

3 *See id.* at 3069, ¶ 18.

4 *Id.* at 3067-68, ¶ 15 & n.57.

have a strong history of improving the operational efficiency and overall performance of companies in which they invest. The acquisition of MGH by Astrium will provide the MGH Subsidiaries with access to capital and management expertise that will enhance their ability to expand their operations and develop and introduce new products and services.

B. The Transaction Will Enhance Competition and Thereby Serve the Public Interest

Astrium's acquisition of MGH will enhance competition in the satellite services marketplace by giving MGH and the MGH Subsidiaries the benefit of the robust operational expertise and strong financial position of EADS and its subsidiaries. Since its establishment in 1998, EADS has developed extensive experience in acquiring companies and improving their performance, including companies in telecommunications-related industries. Furthermore, access to the significant financial resources of EADS will bolster the MGH Subsidiaries' ability to pursue expansion of the scope and reach of their services. These advantages will help the MGH Subsidiaries retain their existing customers and attract new ones in competition with rival suppliers.

The markets in which the MGH subsidiaries compete are characterized by robust competition today. In the *Inmarsat-Stratos Order,* the Commission considered the acquisition by Inmarsat of Stratos Global, which like the MGH Subsidiaries, "distributes and resells the satellite services of several MSS and FSS operators, but does not itself own or control any satellites or satellite systems."[5] The Commission found that the retail market in which Stratos operates "is competitive and includes numerous distributors and resellers."[6]

---

[5] *Robert M. Franklin, Transferor, and Inmarsat, plc, Transferee, Consolidated Application for Consent to Transfer of Control of Stratos Global Corporation, LLC,* Memorandum Opinion

Cont.

The proposed transaction here will simply substitute Astrium for Chrysaor and the other MGH shareholders as indirect owner of the MGH Subsidiaries. This substitution will not have any adverse effect on competition. Neither MGH nor the MGH Subsidiaries compete with EADS, Astrium's parent, or any of its subsidiaries. As indicated above, EADS is primarily a manufacturer of commercial aircraft, civil helicopters, commercial space launch vehicles and missiles and a supplier of commercial and military aircraft and satellite systems. In contrast, the MGH Subsidiaries directly compete with other facilities-based providers and resellers offering mobile and fixed satellite services including Stratos Global, U.S. Securenet, SatCom Group, MTN Satellite Communications and others. Furthermore, competing mobile telecommunications services are also offered in the United States by terrestrial wireless systems.[7] Likewise, the fixed satellite earth station services provided by the MGH Subsidiaries compete with similar offerings by numerous other earth station licensees[8] and with terrestrial wireline and wireless services.[9] Accordingly, the relevant service markets are recognized as highly

---

and Order and Declaratory Ruling, DA 09-117, 24 FCC Rcd 449 (IB 2009) ("*Inmarsat-Stratos Order*") at 459-460, ¶ 27.

6 *Id.*

7 *See generally Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993, Annual Report and Analysis of Competitive Market Conditions with Respect to Mobile Wireless, Including Commercial Mobile Services,* Fifteenth Report, FCC 11-103 (rel. June 27, 2011); *see also Harbinger-SkyTerra Order* at 3080, ¶ 39 ("certain terrestrial wireless operators" are providing services "once provided exclusively by mobile satellite operators"); *Inmarsat-Stratos Order* at 464, ¶ 37 (competition for what have traditionally been MSS offerings "is also emerging from terrestrial wireless providers").

8 *See, e.g., Second Annual Report and Analysis of Competitive Market Conditions with Respect to Domestic and International Satellite Communications Services*, Second Report, 23 FCC Rcd 15170, 15173, ¶ 10 (2008) (noting that the "ground segment of satellite communications consists of any number of companies that operate earth stations with the capacity to communicate with space stations").

9 *See id.* at 15175, ¶ 18 (providers of network services include terrestrial wireline and wireless carriers in addition to satellite operators, satellite resellers, and teleport operators).

competitive with numerous participating entities. EADS' extensive resources will strengthen the ability of the MGH Subsidiaries to compete in these markets.

C. The Transaction is Consistent with Section 310 (b)(4) of the Act

Indirect foreign ownership of a common carrier radio licensee is governed by the benchmark limits contained in Section 310(b)(4) of the Act, which states:

> (b) No broadcast or common carrier or aeronautical en route or aeronautical fixed radio station license shall be granted to or held by ... (4) any corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned by record or voted by aliens, their representative, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country, if the Commission finds that the public interest will be served by the refusal or revocation of such license.[10]

In its *Foreign Participation Order*,[11] the Commission determined that allowing indirect foreign investment in common carrier radio licensees beyond the 25 percent benchmark established by Section 310(b)(4) of the Act would enhance competition in the U.S. market, thereby promoting the public interest. The Commission adopted a "strong presumption that no competitive concerns are raised by . . . indirect foreign investment" from entities from WTO member countries, unless granting the application would pose a "very high risk to competition" in a U.S. market that cannot be addressed by existing conditions the Commission places on U.S. international carriers considered dominant under its rules.[12] The Commission determined that this open entry standard also applies to foreign investment in entities that hold authority pursuant

---

[10] 47 U.S.C. § 310(b)(4)

[11] *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market,* Report and Order and Order on Reconsideration, 12 FCC Rcd 23891 (1997) ("*Foreign Participation Order*").

[12] *Id.* at 23913-14, ¶¶ 50-52.

to Section 214 of the Act.[13] Since the adoption of the *Foreign Participation Order,* the Commission has repeatedly permitted WTO foreign interests in FCC license and authorization holders, including 100 percent foreign ownership.[14]

The Parties here seek a declaratory ruling that it is in the public interest for the MGH Subsidiaries to have indirect foreign ownership of up to and including 100%, which is in excess of the 25% benchmark under Section 310(b)(4) of the Act. As noted above, these entities are currently foreign owned, and the proposed transaction will result in replacing the foreign ownership by Chrysaor with foreign ownership by Astrium.

Following consummation of the proposed transaction, Astrium, the transferee, will be indirectly 100% owned by EADS, a Dutch company that is publicly traded on the Paris and Frankfurt stock exchanges and on stock exchanges in Madrid, Bilbao, Barcelona and Valencia, Spain. While EADS is a publicly traded company, as described in detail below, several significant EADS shareholders have pooled their shares to collectively hold approximately 50.39% of the equity (50.59% of the vote) through a contractual partnership managed by EADS

---

[13] *Id.* at 23904, ¶ 29.

[14] *See Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio licenses under Section 310(b)(4) of the Communications Act of 1934, as Amended,* Notice of Proposed Rulemaking, FCC 11-121 (rel. Aug. 9, 2011) ("*Foreign Ownership Review NPRM*") at 10, ¶ 15 ("Under the regulatory framework adopted in the *Foreign Participation Order,* we will authorize up to 100 percent foreign ownership of a U.S. parent company that, in turn, controls a common carrier or aeronautical radio licensee, provided the petition is properly supported and absent countervailing public interest concerns."). *See also id.* at 12, ¶ 19 (in the *Inmarsat-Stratos Order*, the Commission "approved 100 percent indirect foreign ownership of the Stratos Global licensees"); *Application of VoiceStream Wireless Corporation, Powertel, Inc., Transferors, and Deutsche Telekom AG, Transferee, for Consent to Transfer Control of Licenses and Authorizations Pursuant to Sections 214 and 310(d) of the Communications Act and for Declaratory Ruling Pursuant to Section 310 of the Communications Act*, Memorandum Opinion and Order, 16 FCC Rcd 9779 ("*VoiceStream-Deutsche Telekom Order*") at 9805-9806, ¶¶ 41-42 (2001) (the Commission has approved foreign ownership interests that confer control over a licensee).

Participations B.V. The shareholders participating in the contractual partnership are the French Government, which owns 15.03% of EADS shares (15.09% of the vote); the Spanish Government, which owns 5.47% of EADS shares (5.49% of the vote); Lagardère SCA, a French company publicly traded on the Paris stock exchange, which owns 7.49% of EADS shares (7.52% of the vote); and Daimler Aerospace GmbH & Co. KG ("DASA"), which owns 22.46% of EADS shares (22.55% of the vote). DASA is ultimately owned by Daimler AG ("Daimler"),[15] a German publicly traded company, which has an indirect ownership interest of 66.67% in DASA, and a consortium of private- and public-sector investors, which holds an ownership interest of 33.33% in DASA.[16] All of these companies are incorporated and located in WTO member countries, and their respective stock is traded on stock exchanges located in WTO member countries. The governments of France and Spain, indirect shareholders holding a combined interest of over 20% of EADS, are themselves WTO member countries.[17] Attachment 3 provides a principal place of business showing for each major EADS shareholder.

---

[15] Daimler holds its shares in DASA through Daimler Luft-und Raumfahrt Holding AG ("DLRH"), a 99.90% subsidiary of Daimler, with the balance of .10% owned by individual shareholders. Based on publicly available information, the majority of Daimler shares are held by institutional investors from the U.S., Germany, and other WTO member countries. *See* Daimler, Shareholder Structure, available at http://www.daimler.com/investor-relations/daimler-shares/shareholder-structure. All of the shareholders identified in this chart under the heading "Europe (without Germany)" are from WTO member countries.

[16] Specifically, the consortium is made up of seven private banks and eight public entities that are banks or investment funds. All of the banks and funds are based in WTO countries.

[17] Ownership or voting interests held in a licensee by a foreign government are treated the same as interests held by foreign individuals or business entities. *See Foreign Ownership Review NPRM* at 7, ¶ 8 ("As explained in the *VoiceStream/Deutsche Telekom Order,* a foreign government or representative may hold a controlling ownership interest in a U.S. organized company that controls the licensee pursuant to section 310(b)(4) of the Act, provided the Commission does not find that the public interest would be served by the refusal or revocation of the license.") (footnote omitted).

The general public holds approximately 49.16% of the EADS share capital (representing approximately 49.35% of the voting interest). As noted above, these shares are traded in stock exchanges located in WTO member countries. Approximately 2.0% of the share capital and voting rights is held by EADS employees (included in the percentages held by the general public).

The vast majority of these publicly traded EADS shares are held by shareholders from WTO member countries. Attachment 4 contains the results of an EADS shareholder analysis survey performed by Thomson Reuters and released earlier this year.[18] Those results demonstrate that institutional investors and individuals from the U.S., France, Spain, the United Kingdom and Germany hold the overwhelming majority of the EADS shares not controlled by the contractual partnership.[19] To Astrium's knowledge, the only non-WTO member country entity that holds a significant interest in EADS is the Bank for Development and Foreign Economic Affairs (Vneshekononombank), a Russian state-owned entity that holds 5.04% of the share capital of EADS. Based on this record, Astrium has concluded that more than 75% of EADS stock is owned by entities or individuals that are from the United States or other WTO member countries.

As a result, the presumption that foreign ownership in excess of the benchmark is in the public interest applies here. Furthermore, as discussed above, the transaction raises no competitive concerns. Thus, the declaratory ruling requested here with respect to indirect foreign ownership is fully consistent with Commission precedent.

---

[18] Thomson Reuters, Shareholder Analysis, EADS, March 2011.

[19] *Id.* at 3.

D. The Transaction Raises No National Security Concerns

The Parties have already initiated discussions with the Departments of Justice and Homeland Security and the FBI ("Team Telecom") regarding the proposed transaction. In particular, Astrium has advised these agencies that it is committed to ensuring continued compliance with the terms of the existing Network Security Agreement ("NSA") and Implementation Plan applicable to MGH and the MGH Subsidiaries. Applicants request that the Commission authorizations sought here be specifically conditioned upon compliance with the terms and conditions of the NSA.

IV. COMMISSION AUTHORIZATION SHOULD EXTEND TO PENDING APPLICATIONS

The MGH Subsidiaries currently have various applications pending before the Commission, some of which may be granted while the instant Application is being considered. The MGH Subsidiaries may also file additional applications during that period. Accordingly, the Parties request that action on this application include authority for Astrium to acquire control with respect to any and all authorizations issued or assigned to any of the MGH Subsidiaries prior to consummation of the proposed transaction, all applications, petitions, or other filings pending at the time of consummation, and all special temporary authorizations held by the MGH Subsidiaries or applications for special temporary authority that are pending at the time of consummation. Such action would be consistent with prior decisions of the Commission.[20]

---

[20] *See Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation For Consent to Transfer Control of Licenses and Authorizations,* Memorandum Opinion and Order, WT Docket No. 04-70, 19 FCC Rcd 21522, 21626, ¶¶ 69-71 (2004); *Applications of NYNEX Corp., Transferor, and Bell Atlantic Corp., Transferee, For Consent to Transfer Control of NYNEX Corp. and Its Subsidiaries, File No. NSD-L-96-10,* Memorandum Opinion and Order, 12 FCC Rcd 19985, 20097, ¶¶ 246-48 (1997) ("*NYNEX/ Bell Atlantic*"); *Applications of Pacific Telesis Group and SBC Communications Inc.*, Memorandum Opinion

Cont.

Following the closing of the proposed transaction, the MGH Subsidiaries will supplement their pending applications as required under the Commission's rules, 47 C.F.R. § 1.65, to reflect their new ownership structure.

Further, pursuant to Sections 1.927(h), 1.929(a)(2), and 25.116(b)(4) of the Commission's Rules, 47 C.F.R. §§ 1.927(h), 1.929(a)(2), and 25.116(b)(4), to the extent necessary[21] the Parties request a blanket exemption from any applicable cut-off rules in cases where the MGH Subsidiaries file amendments to pending applications to reflect consummation of the proposed transfer of control. This exemption is requested so that amendments to pending applications to report the change in ultimate ownership of the MGH Subsidiaries would not be treated as major amendments. The scope of the transaction between the parties demonstrates that the ownership change would not be made for the acquisition of any particular pending application, but as part of a larger transaction undertaken for an independent and legitimate business purpose. Grant of such request would be consistent with previous Commission decisions routinely granting a blanket exemption in cases involving similar transactions.[22]

---

and Order, 12 FCC Rcd 2624, 2665, ¶¶ 92-93 (1997); *In re Applications of Craig O. McCaw and AT&T,* Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 n. 300 (1994).

[21] At least with respect to cut-off rules under Sections 1.927(h) and 1.929(a) (2), the Commission has previously found that the public notice announcing the transaction will provide adequate notice to the public with respect to the licenses involved, including for any license modifications pending. In such cases, it determined that a blanket exemption of the cut-off rules was unnecessary. *See Applications of Ameritech Corp. and GTE Consumer Services Inc.,* Memorandum Opinion and Order, 15 FCC Rcd 6667, 6668 n.6 (1999); *In re Applications of Comcast Cellular Holdings, Co. and SBC Communications, Inc.,* Memorandum Opinion and Order, 14 FCC Rcd 10604, 10605 n.3 (1999).

[22] *See, e.g. NYNEX/ Bell Atlantic*, 12 FCC Rcd at 20092, ¶ 234.

V. REQUEST FOR PERMIT-BUT-DISCLOSE STATUS

The Applicants request this proceeding be designated "permit but disclose" under the Commission's rules controlling *ex parte* presentations. 47 C.F.R. § 1.1200 *et seq.* Designation as a "permit but disclose" proceeding under Section 1.1206 will serve the public interest by facilitating the development of a complete record upon which a well-reasoned decision can be made.

CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission grant the transfer of control authority and issue the declaratory ruling sought herein to permit Astrium to acquire MGH and the MGH Subsidiaries.

Respectfully submitted,

Chrysaor S.à.r.l, Transferor

By: */s/ Bertrand Pivin*
Director

Chrysaor S.à r.l.
9, Rue Gabriel Lippmann
Parc d'Activités Syrdall 2
L-5365 Munsbach
Luxembourg

Karis A. Hastings
Hogan Lovells US LLP
555 13th Street, N.W.
Washington, D.C. 20004-1109
Phone: (202) 637-5600
Fax: (202) 637-5910
E-mail: karis.hastings@hoganlovells.com

Astrium Holding S.A.S., Transferee

By: */s/ Claude Jeanne Dubreuil*
Corporate Secretary and General Counsel

Astrium Holding S.A.S.
6 rue Laurent Pichat 75116
Paris, France

Allan G. Moskowitz
10845 Tuckahoe Way
North Potomac, MD 20878
Phone: 301-908-4165
Fax: 301-251-1353
E-mail: amoskowitz@amoskowitzlaw.com

Dated: August 18, 2011

ATTACHMENT 1:
CONSOLIDATED LIST OF FCC LICENSES AND AUTHORIZATIONS TO BE TRANSFERRED

Satellite Earth Station Licenses (Part 25)

LICENSEE	CALL SIGN	NATURE OF SERVICE	CLASS OF STATION
Vizada, Inc.	WB36	International Fixed Satellite Service; International Mobile Satellite Service; Feeder Link for Mobile Satellite Service; Domestic Fixed Satellite Service; Domestic Mobile Satellite Service	Fixed Land Earth Stations
Vizada, Inc.	KA304	International Maritime Mobile Satellite Service; Domestic Maritime Mobile Satellite Service	Fixed Land Earth Stations
Vizada, Inc.	KA313	International Mobile Satellite Service; Feeder Link for Mobile-Satellite Service; Domestic Mobile Satellite Service	Fixed Land Earth Stations
Vizada, Inc.	KA312	International Mobile Satellite Service; Feeder Link for Mobile Satellite Service; Domestic Mobile Satellite Service. International Aeronautical Mobile Satellite Service; Domestic Aeronautical Mobile Satellite Service (authorized by FCC Memorandum Opinion, Order and Authorization, FCC 01-272, released 10/9/2001)	Fixed Land Earth Stations
Vizada, Inc.	WA28	International Mobile Satellite Service; Feeder Link for Mobile Satellite Service; Domestic Mobile Satellite Service	Fixed Land Earth Stations
Vizada, Inc.	E990034	International Mobile Satellite Service; Domestic Mobile Satellite Service	Fixed Land Earth Stations
Vizada, Inc.	E990032	International Mobile Satellite Service; Domestic Mobile Satellite Service	Fixed Land Earth Stations
Vizada, Inc.	KB34	International Mobile Satellite Service; International Fixed Satellite Service; Feeder Link for Mobile Satellite Service; Domestic Fixed Satellite Service; Domestic Mobile Satellite Service	Fixed Land Earth Stations
Vizada, Inc.	KA305	International Maritime Mobile Satellite Service; Domestic Maritime Mobile Satellite Service	Fixed Land Earth Stations
Vizada, Inc.	KA31	International Mobile Satellite Service; Feeder Link for Mobile Satellite Service; Domestic Mobile Satellite Service	Fixed Land Earth Stations
Vizada, Inc.	E990027	International Mobile Satellite Service; Domestic Mobile Satellite Service	Fixed Land Earth Stations

LICENSEE	CALL SIGN	NATURE OF SERVICE	CLASS OF STATION
Vizada, Inc.	E980136	International Aeronautical Mobile Satellite Service Feeder Link in Fixed Satellite Service; Domestic Aeronautical Mobile Satellite Service	Fixed Land Earth Stations
Vizada, Inc.	E930320	Domestic Fixed Satellite Service	Fixed Earth Station
Vizada, Inc.	E980137	International Aeronautical Mobile Satellite Service Feeder Link in Fixed Satellite Service; Domestic Aeronautical Mobile Satellite Service	Fixed Land Earth Stations
Vizada, Inc.	E990422	International Fixed Satellite Service	Fixed Land Earth Stations
Vizada, Inc.	E890649	International Aeronautical Mobile Satellite Service Feeder Link in Fixed Satellite Service; Domestic Aeronautical Mobile Satellite Service	Fixed Land Earth Stations
Vizada, Inc.	KA249	International Aeronautical Mobile Satellite Service Feeder Link in Fixed Satellite Service; Domestic Aeronautical Mobile Satellite Service	Fixed Land Earth Stations
Vizada, Inc.	E000280	International Land Mobile Satellite Service; Domestic Land Mobile Satellite Service	MES Blanket License – Inm GAN
Vizada, Inc.	E000282	International Land Mobile Satellite Service; Domestic Land Mobile Satellite Service	MES Blanket License – Inm Mini-M
Vizada, Inc.	E000283	International Land Mobile Satellite Service; Domestic Land Mobile Satellite Service	MES Blanket License - Inm M
Vizada, Inc.	E000284	International Land Mobile Satellite Service; Domestic Land Mobile Satellite Service	MES Blanket License – Inm C
Vizada, Inc.	E000285	International Land Mobile Satellite Service; Domestic Land Mobile Satellite Service	MES Blanket License – Inm B
Vizada, Inc.	E050276	International Land Mobile Satellite Service; Domestic Land Mobile Satellite Service	MES Blanket License – Inm BGAN

LICENSEE	CALL SIGN	NATURE OF SERVICE	CLASS OF STATION
Vizada, Inc.	E040390	International VSAT service	Fixed Land Earth Station – Slovak Consulate – NY, NY

Wireless Licenses (Part 90)

LICENSEE	CALL SIGN	NATURE OF SERVICE	CLASS OF STATION
Vizada, Inc.	KB42877	Business Radio (IG)	Industrial Business at Southbury Teleport

Experimental Licenses (Part 5)

LICENSEE	CALL SIGN	NATURE OF SERVICE	CLASS OF STATION
Vizada, Inc.	WC2XRT	Experimental	Developmental (Fixed)

International Section 214 Authorizations

AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Vizada, Inc.	ITC-86-087	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
Vizada, Inc.	ITC-86-149	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
Vizada, Inc.	ITC-87-027	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
Vizada, Inc.	ITC-87-111	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
Vizada, Inc.	ITC-88-084	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
Vizada, Inc.	ITC-89-076	Authority to provide international aeronautical MSS, subject to certain conditions.	Memorandum Opinion, Order and Authorization (Sept. 28, 1989), DA 89-1259, 1989 FCC LEXIS 1973	Sept. 28, 1989
Vizada, Inc.	ITC-90-129	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
Vizada, Inc.	ITC-89-119	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
Vizada, Inc.	ITC-92-030 ITC-92-031	Authority to provide Inmarsat Standard M and Standard B services in AOR and POR.	Memorandum, Opinion, Order and Authorization (Dec. 30, 1991), DA 91-1650, 1992 FCC LEXIS 143	Dec. 30, 1991
Vizada, Inc.	ITC-90-085	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

AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Vizada, Inc.	ITC-90-133	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
Vizada, Inc.	ITC-92-063	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
Vizada, Inc.	ITC-91-228	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
Vizada, Inc.	ITC-92-076	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
Vizada, Inc.	ITC-92-075	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
Vizada, Inc.	ITC-91-088; ITC-91-089 ITC-91-022 ITC-91-186	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
Vizada, Inc.	ITC-91-139; ITC-91-088; ITC-91-089; ITC-91-228; ITC-92-030, 031, 032	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
Vizada, Inc.	ITC-94-016	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
Vizada, Inc.	ITC-94-025	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

AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Vizada, Inc.	ITC-94-077	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
Vizada, Inc.	ITC-214-19960501-00176 (aka ITC-96-278)	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
Vizada, Inc.	CC Docket 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
Vizada, Inc.	SES-MSC-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	
Vizada, 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
Vizada, Inc.	ITC-94-063	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
Vizada, Inc.	ITC-95-422	Authority to provide currently authorized services using Inmarsat third generation satellites.	Memorandum Opinion and Order (May 10, 1996), DA 96-742	May 10, 1996
Vizada, Inc.	ITC-93-266	Authority to interconnect with NASA.	Order and Authorization (Dec. 3, 1993), DA 93-1464, 1993 FCC LEXIS 6274	Dec. 3, 1993
Vizada, Inc.	SES-ASG-20010504-00896 et seq.	Assignment of COMSAT 214 authorizations to Telenor Satellite, Inc.	Order and Authorization (Dec. 14, 2001), FCC 01-369	Dec. 14, 2001
Vizada, Inc.	ITC-214-20020926-00462	Global Facilities- and Resale-Based Service Authorization	Report No. TEL-00593, DA No. 02-2926 (Oct. 31, 2002)	Oct. 31, 2002

AUTHORIZATION HOLDER	FILE NO.	DESCRIPTION OF AUTHORIZATION	AUTHORIZATION STATUS/ FCC/DA NO.	DATE GRANTED
Marlink, Inc.	ITC-214-20010529-00341	Global Facilities- and Resale-Based Service Authorization	Report No. TEL-00421, DA No. 01-1726 (July 19, 2001)	July 19, 2001
	ITC-ASG-20030410-00275	Assignment of 214 Authorization from Telenor Satellite Services Holdings, Inc. (formerly known as Telenor Satellite Mobile Services, Inc.) to Marlink, Inc.	Report No. TEL-00677, DA 03-1927 (June 12, 2003)	June 12, 2003
	ITC-ASG-20030410-00275	Correction	Report No. TEL-00680, DA 03-2030 (June 19, 2003)	June 19, 2003
Vizada, Inc.	ITC-T/C-20061129-0529	Transfer of Control	Report DA 07-2163	May 23, 2007
Vizada, Inc.	ITC-ASG-20080222-00086	Assignment	Report No. TEL-01241, DA 08-477	February 28, 2008
Vizada, Inc.	ITC-214-20061213-00558	Global Facilities- and Resale Based Service Authorization	Report DA 07-2041	May 10, 2007
Vizada, Inc.	ITC-214-20061213-00559	Global Facilities- and Resale Based Service Authorization	Report DA 10-412	March 10, 2010
Vizada, Inc.	ITC-T/C-20100917-00368	Transfer of Control	Report DA 10-1798	September 22, 2010

Attachment 2
CONTROL, MANAGEMENT & OWNERSHIP OF TRANSFEREE

Astrium Holding S.A.S. ("Astrium") is a wholly owned subsidiary of EADS Astrium N.V. ("EADS Astrium"), a Dutch company. EADS Astrium is a wholly owned subsidiary of European Aeronautic Defence and Space Company EADS N.V. ("EADS"), also a Dutch company.

As described in detail below, EADS is a publicly traded company, but several EADS shareholders have pooled their shares to collectively hold approximately 50.39% of the EADS share capital (approximately 50.59% of the voting interest).[1] Pursuant to a contractual partnership agreement, these shareholders have pledged the voting rights over those shares to EADS Participations B.V. ("EADS Participations"), a Dutch private company. The following shareholders have pooled their shares and pledged their voting rights to EADS Participations:

- Société de Gestion de L'Aeronautique, de la Défense et de l'Espace ("SOGEADE"), a French partnership limited by shares, holds approximately 22.46% of the EADS share capital (representing approximately 22.55% of the voting interest). SOGEADE is ultimately owned by the French Government,[2] which has an indirect ownership interest of 66.67%, and Lagardère SCA ("Lagardère"),[3] a French publicly traded company, which holds an indirect ownership interest of 33.33%. The general partner and manager of

---

[1] EADS shareholding percentages provided herein are the most recent figures as of December 31, 2010.

[2] The French Government holds its shares in SOGEADE through a French state holding company, Société de Gestion de Participations Aéronautiques ("SOGEPA").

[3] Lagardère holds its shares in SOGEADE through Désirade, a French company.

SOGEADE is SOGEADE Gérance, a French partnership, the share capital of which is split equally between SOGEPA and Lagardère. Through its indirect shareholding in SOGEADE, the French Government indirectly owns approximately 14.97% of the shares (approximately 15.03% of the voting interest) of EADS, and Lagardère owns approximately 7.49% of the EADS shares (approximately 7.52% of the voting interest).

- Daimler Aerospace GmbH & Co. KG ("DASA"), a German corporation, holds approximately 22.46% of the share capital of EADS (representing approximately 22.55% of the voting interest). DASA is ultimately owned by Daimler AG ("Daimler"),[4] a German publicly traded company, which has an indirect ownership interest of 66.60% in DASA, and a consortium of private- and public-sector investors, which holds an ownership interest of 33.33% in DASA. Through its indirect shareholding in DASA, Daimler owns approximately 14.96% of the shares of EADS, and the consortium of private and public-sector investors owns approximately 7.49% of the EADS shares. However, Daimler continues to control the voting rights of the entire 22.46% of EADS shares held by DASA (approximately 22.55% of the total EADS voting interests) pursuant to an agreement with the investors. The only shareholders owning more than 5% of Daimler are the State of Kuwait (6.9%) and Aabar Investments (9.0%), owned by the Government of Abu Dhabi of the United Arab Emirates. At least 97% of Daimler's shares are held by entities or individuals from WTO countries.

  The 33.33% of DASA held by the consortium of investors is owned as follows:

---

[4] Daimler holds its shares in DASA through Daimler Luft- und Raumfahrt Holding AG ("DLRH"), a 99.90% subsidiary of Daimler, with the balance of .10% owned by individual shareholders.

Private Investors:

Allianz (U.S.)	10%
Commerzbank (Germany)	10%
Credit Suisse (Switzerland)	10%
Goldman Sachs (U.S.)	10%
Deutsche Bank (Germany)	10%
Morgan Stanley (U.S.)	5%
Sal Oppenheim (Luxembourg)	5%

Public Investors:

KfW Banking Group (Germany)	13%
HGV Hamburger Gessellschaft (Germany)	10%
Bayerische Landesbodenkredanstalt(Germany)	5%
Landsbank Baden-Wuerttemberg (Germany)	3.5%
State Bank of Baden-Wuerttemberg (Germany)	2.5%
Bremen Economic Development (Germany)	2.0%
Forderbank Bayern (Germany)	1.5%

- Sociedad Estatal de Participaciones Industriales ("SEPI"), which is controlled by the Spanish Government, holds approximately 5.47% of the share capital of EADS (representing approximately 5.49% of the voting interest).

The French State also directly holds approximately 0.06% of the share capital and voting interests of EADS, and EADS itself holds 0.39% of the EADS share capital.

The general public holds approximately 49.16% of the EADS share capital (representing approximately 49.35% of the voting interest). Approximately 2.0% of the share capital and voting rights is held by EADS employees (these are included in the percentages held by the general public).

Under applicable law, an individual or entity that acquires a 5% or greater interest in EADS must submit a notification of that fact. Other than the entities described above, the only

EADS stockholder that has filed such a notification is the Bank for Development and Foreign Economic Affairs (Vneshekonombank or "VEB"). VEB, a Russian state-owned entity, owns a 5.04% interest in EADS. This ownership stake does not entitle VEB to elect a director of EADS or to any special rights in the governance of EADS, does not otherwise affect the existing control exercised by EADS Participations over EADS and has no effect on the Board composition or management of EADS.

As noted above, the French Government currently indirectly holds an approximately 14.97% ownership interest (representing approximately 15.03% of the voting interests) in EADS through SOGEADE, which is party to a contractual partnership agreement with DASA (which is ultimately controlled by Daimler) and SEPI (which is ultimately owned by the Spanish Government), under which these entities have pooled their EADS voting interests into EADS Participations, a Dutch company. The French Government has separately entered into an agreement with Daimler and DLRH, the company through which Daimler holds its interest in DASA, whereby the French Government has agreed to hold no more than 15% of the issued share capital of EADS through SOGEADE and EADS Participations. In addition, the French Government has agreed not to hold any shares in EADS directly, with certain limited exceptions including shares held exclusively for investment purposes.[5]

EADS Participations has been granted the exclusive power to exercise the voting rights attached to the pledged shares of DASA, SOGEADE, and SEPI. The Board of Directors of EADS Participations consists of seven directors. Unless otherwise agreed, Daimler and SOGEADE each nominate two directors, and the Daimler directors and SOGEADE directors

---

[5] Pursuant to this exception, the French Government directly owns approximately .06% of the EADS share capital and voting interests.

jointly have the right to nominate and remove a Chairman and a CEO, each of which are also directors. The Chairman shall either have French or German nationality and the CEO shall have the other nationality. In addition, SEPI has the right to nominate a director so long as it maintains at least a five-percent or more beneficial ownership interest in EADS, but in any case until the annual general meeting of shareholders to be held in 2012. This Spanish director does not have any special veto power over decisions made by the EADS Participations Board of Directors. All decisions of the EADS Participations Board of Directors require the vote of at least four directors, including the unanimous approval from all SOGEADE directors and Daimler directors. This structure gives Daimler and SOGEADE equal nominating rights in respect of the majority of the directors of EADS Participations and ensures that neither SOGEADE nor Daimler alone can control the affairs of EADS Participations.

The general partner and manager of SOGEADE is SOGEADE Gérance, a French partnership, the share capital of which is split equally between SOGEPA and Lagardère. Under the terms of the SOGEADE Shareholders Agreement, the Board of SOGEADE Gérance consists of eight directors: four appointed indirectly by the French Government,[6] and four appointed by Lagardère (among whom one shall be designated as Chairman of the Board). Decisions of the SOGEADE Gérance Board are made by simple majority vote, except with respect to the following matters, which require the approval of six of the eight directors:

(1) acquisitions or divestment of shares or assets the individual value of which exceeds €500 million;

(2) agreements establishing strategic alliances, industrial or financial cooperation;

---

[6] The French Government holds its shares in SOGEADE through SOGEPA.

(3) a capital increase of EADS of more than €500 million to which no preferential right to subscribe to the shares is attached; and

(4) any decision to divest or create a security interest over the assets relating to prime contractor status, design, development, and integration of ballistic missiles, or the majority shareholdings in the companies Cilas, Sodern, Nucletudes, and GIE Cosyde, which are all French entities and EADS subsidiaries[7] working in the defense, aerospace, and nuclear industries.

When a vote of the SOGEADE Gérance board fails to reach the required six votes on any of the above matters because any of the directors nominated by the French Government casts a negative vote, the SOGEADE-nominated directors on the board of EADS Participations are required to vote against the proposal. This means that the French Government can veto proposals to take any of these four specific actions within EADS Participations and in turn, due to EADS Participation's majority interest, within EADS. The French Government's indirect veto power, however, only applies to the limited set of matters set forth in the prior paragraph. In addition, since the veto is a defensive blocking right only—the French Government does not have the right to affirmatively force any of these actions within EADS.

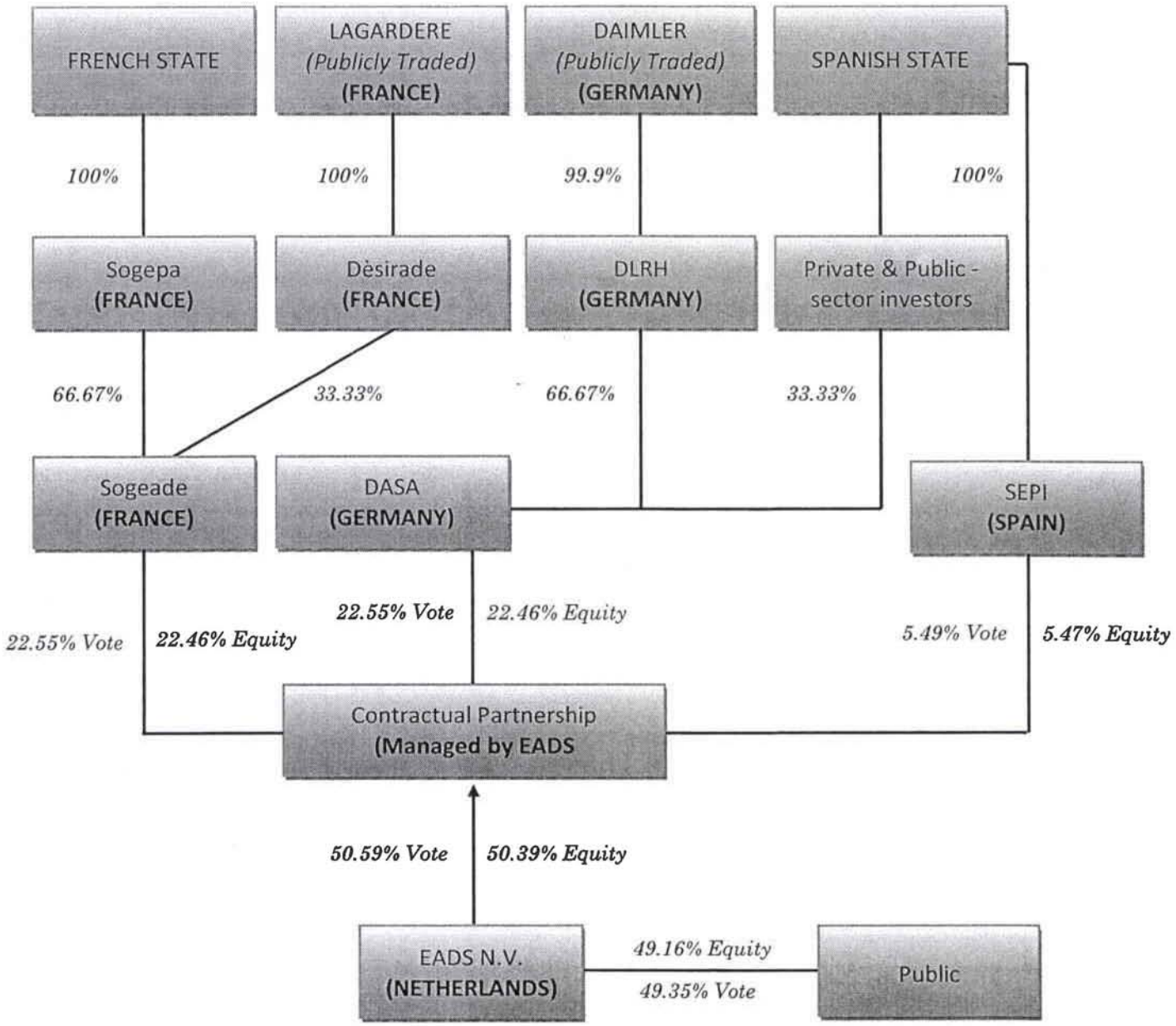
The Board of Directors of EADS is composed of a maximum of eleven members, constituted as follows: a non-executive Chairman, appointed on joint proposal by the Daimler directors and SOGEADE directors; the CEO, appointed on joint proposal by the Daimler directors and SOGEADE directors; two directors nominated by Daimler; two directors nominated by SOGEADE; one director nominated by SEPI (so long as it maintains at least a five-percent or more beneficial ownership interest in EADS, but in any case until the general

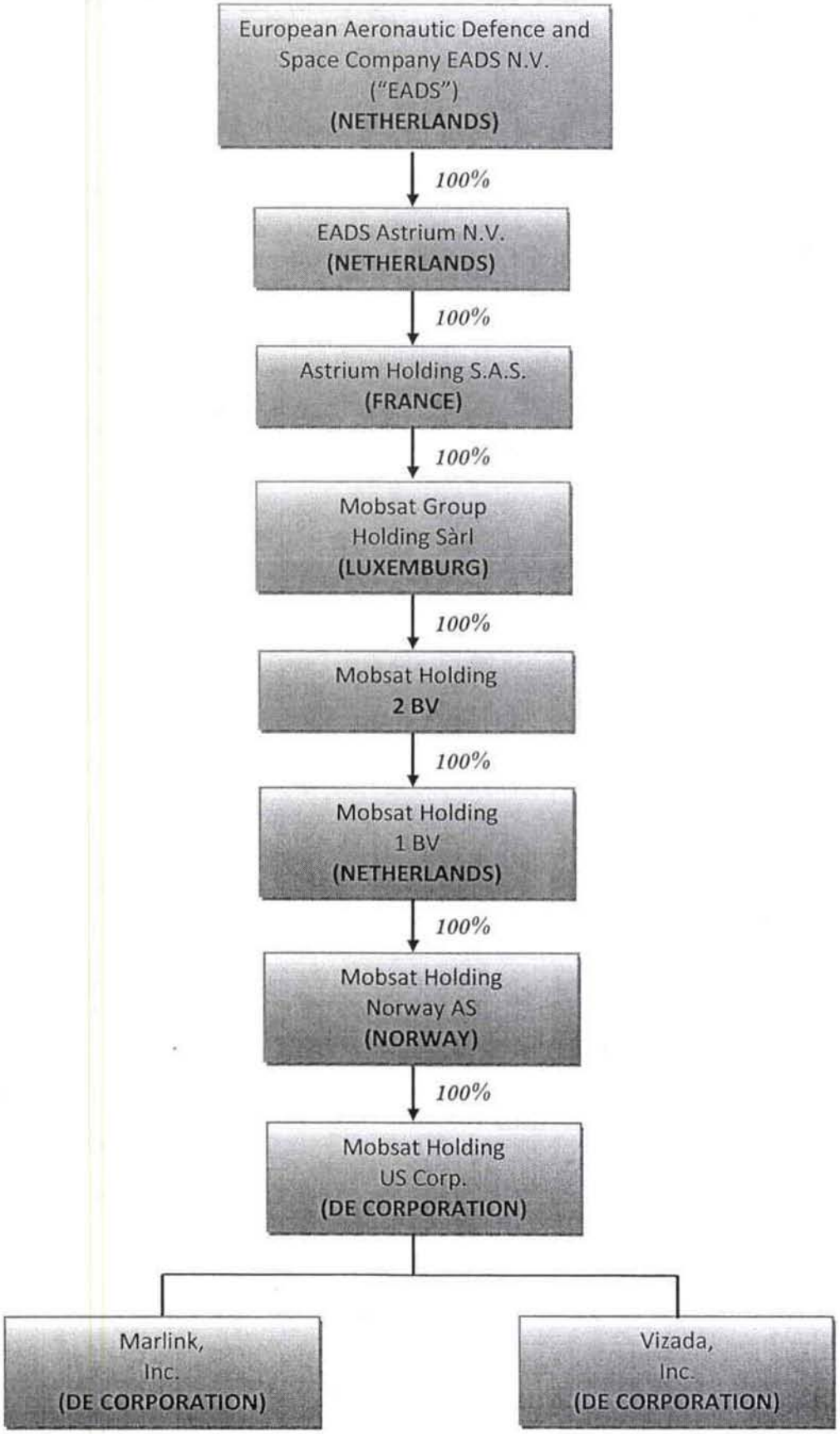
meeting of shareholders to be held in 2012); and four independent directors jointly proposed by the Chairman and the CEO and individually approved by the Board. The Chairman shall have either French or German nationality, provided that the CEO is of the other nationality. Each director has one vote, provided that if there are more SOGEADE directors than Daimler directors present or represented at the meeting, the Daimler director who is present at the meeting can exercise the same number of votes as the SOGEADE directors who are present and represented at the meeting, and vice versa. Generally, Board action is taken by a simple majority vote (*i.e.*, at least six directors present or represented), though certain matters require a majority vote that includes the two SOGEADE directors and the two Daimler directors. With the exception of the indirect veto power over the four types of matters listed above, the French Government cannot unilaterally block decisions of the EADS Board of Directors.

---

[7] EADS owns a 50%-or-greater share of each of these companies.

ASTRIUM HOLDING S.A.S. OWNERSHIP CHART




European Aeronautic Defence and Space Company EADS N.V. ("EADS") (NETHERLANDS)
100%
EADS Astrium N.V. (NETHERLANDS)
100%
Astrium Holding S.A.S. (FRANCE)
100%
Mobsat Group Holding Sàrl (LUXEMBURG)
100%
Mobsat Holding 2 BV
100%
Mobsat Holding 1 BV (NETHERLANDS)
100%
Mobsat Holding Norway AS (NORWAY)
100%
Mobsat Holding US Corp. (DE CORPORATION)
Marlink, Inc. (DE CORPORATION)
Vizada, Inc. (DE CORPORATION)

FIVE FACTOR "PRINCIPAL PLACE OF BUSINESS TEST" CHART FOR DIRECT AND INDIRECT SHAREHOLDERS OF ASTRIUM HOLDING S.A.S.

Reporting Entity	Country of Organization	Nationality of Investment Principals, Officers, and Directors	Location of World Headquarters	Location of Tangible Property	Location of Greatest Sales and/or Revenues
Astrium Holding S.A.S.	France	Wholly owned by EADS Astrium N.V. (Netherlands) Officers/Directors Auque, François Maxime Yves-French	France	N/A	N/A. Holding Company
EADS Astrium N.V.	Netherlands	Wholly owned by European Aeronautics Defence and Space Company EADS N.V.-(Netherlands) Officers/Directors Auque, François Maxime Yves-French Gallois, Louis René Fernand-French Ring, Hans Peter-German Urena-Raso, Domingo-Spanish	The Netherlands	N/A	N/A. Holding Company
European Aeronautics Defence and Space Company EADS N.V. (EADS N.V.)	Netherlands	Managed by EADS Participations B.V.-Netherlands Principal investors: Société de Gestion de L'Aeronautique, de la Défense et de l'Espace-France Daimler Aerospace GmbH & Co KG-Germany Sociedad Estatal de Participaciones Industriales-Spain Officers/Directors Auque, Francois Maxime Yves-French Bartke, Dr. Rolf Werner Friedrich-German Bertling, Lutz-German Botti, Jean Joseph Marcel-French Brégier, Fabrice Roger Daniel-French D'Hinnin, Dominique Marie Philippe-French Crosby, Ralph Dozier Jr.-USA Enders, Dr. Thomas-German Gallois, Louis René Fernand-French	Netherlands	France	Germany

Reporting Entity	Country of Organization	Nationality of Investment Principals, Officers, and Directors	Location of World Headquarters	Location of Tangible Property	Location of Greatest Sales and/or Revenues
		Itävuori, Jussi Petri-Finnish Lagardère, Arnaud Georges André-French Lahoud, Marwan-French Lamberti, Hermann-Josef Michael-German Mittal, Lakshmi Niwas-Indian O'Keefe, Sean Charles-USA Parker, Sir Thomas John (known as Sir John Parker)-British Pébereau, Michel Jean Denis-French Porth, Wilfried-German Urena-Raso, Domingo-Spanish Ring, Hans Peter-German Ucelay, Juan Manuel Eguiagaray-Spanish Uebber, Bodo Knut-German Zoller, Dr. Stefan Ulrich-German			
Société de Gestion de L'Aeronautique, de la Défense et de l'Espace (SOGEADE)	France	Wholly owned by Societe De Gestion De Participation Aeronautiques-France Directors Raymond H. Levy-France Norbert Giaoui-France Andre Viau-France Arnaud Lagardere-France Thierry Adam-France	France	N/A	N/A. Holding Company
Societe De Gestion De Participation Aeronautiques (SOGEPA)	France	Wholly owned by French State (France) Officers/Directors Andre Viau-France Jean Marte-France Christophe Burg-France Patrick Gandil-France Pierre Aubouin-France Pierre Lepetit-France Jean-Paul Ourliac-France Jean-Paul Bechat-France	France	N/A	N/A. Holding Company

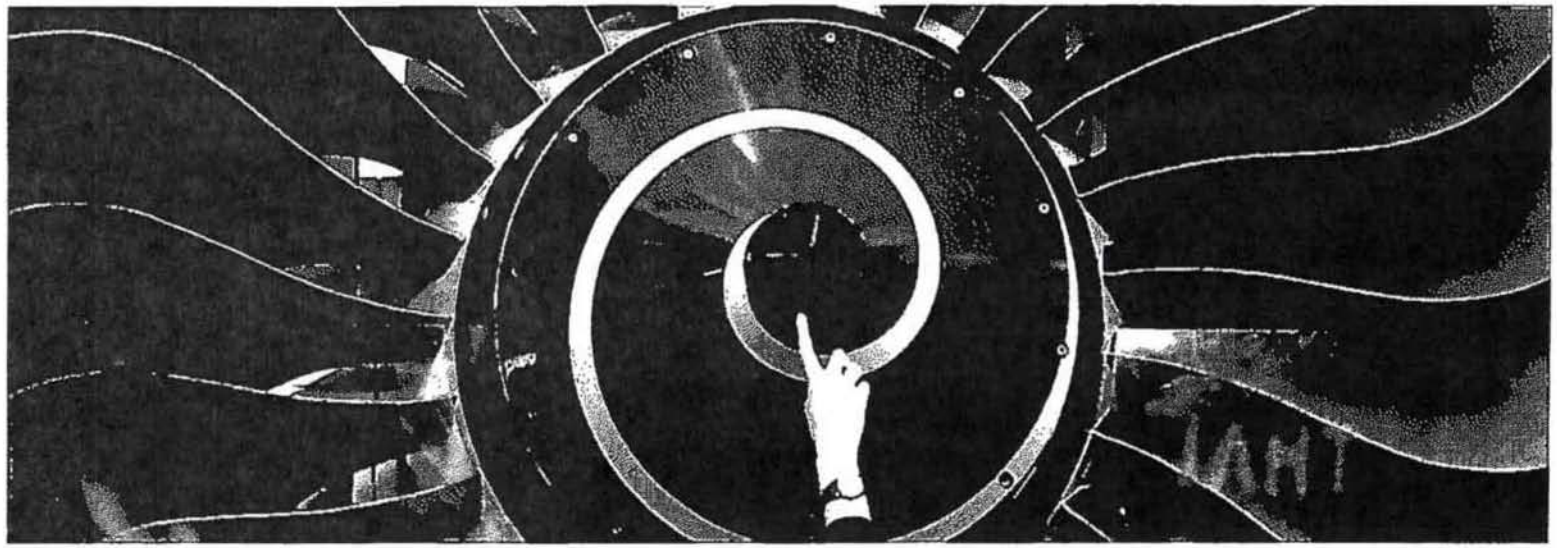
Reporting Entity	Country of Organization	Nationality of Investment Principals, Officers, and Directors	Location of World Headquarters	Location of Tangible Property	Location of Greatest Sales and/or Revenues
		Jean Marie Poimbeuf-France Jean-Francois Servel-French			
Daimler Aerospace GmbH & Co. KG (DASA)	Germany	Principal investor: Daimler Luft-und Raumfarht Holding AG-Germany Officers/Directors: Amt Vogels, Hanns-German Bischoff, Manfred-German Cordes, Eckhard-German Eller-Braatz, Elke-German Flassbeck, Harald-German Gentz, Manfred-German Hawreliuk, Heinz-German Henkel, Hans-Olaf-German Hihenstatter, Helmuth-German Lüllmann, Ingrid-German Lüst, Reimar-German Meiners, Heinz-Günter-German Mirow, Thomas-German Piller, Wolgang-German Rozebrock, Heinz-Heinrich-Gerrman Schmidt, Herbert-German Schmidt, Karl-Heinz-German Vöhringer, Klaus-Dieter-German Zimmermann, Peter-German	Germany	N/A	N/A. Holding Company
Lagardère SCA	France	General Partners: Arnaud Lagardère-French The company Arjil Commanditée Arco-French Managing/Partners: Arnaud Lagardère-French The company Arjil Commanditée-Arco – French, represented by	France	France	France

Reporting Entity	Country of Organization	Nationality of Investment Principals, Officers, and Directors	Location of World Headquarters	Location of Tangible Property	Location of Greatest Sales and/or Revenues
		- Arnaud Lagardère-French - Philippe Camus-French - Pierre Leroy-French - Dominique D'Hinin-French - Thierry Funck-Bretano-French			
Dèsirade	France	Wholly owned by Lagardère SCA-(France) Director Leroy Pierre Leon Raymond-France	France	N/A	N/A. Holding Company
Daimler Luft-und Raumfarht Holding AG (DLRH)	Germany	Principal investor: Daimler A.G-German Directors Dietrich Raepple-Germany Klaus Hofmann-Germany	Germany	N/A	N/A. Holding Company
Daimler AG	Germany	Board of Management Dr. Dieter Zetsche-Germany Dr. Christine Hohrmann-Dennhardt-Germany Wilifried Porth_Germany Andreas Renschler-Germany Bodo Uebber-Germany Prof. Dr. Thomas Weber-Germany Executives: Wolfgang Huppenbauer-Germany Peter Alexander Trettin-Germany Ulrich Walker-Germany Roman Fischer-German Mark A. Manzo-U.S. Juergen Ziegler-Germany Rolf Bassermann-Germany	Germany	Germany	Germany
Sociedad Estatal de Participaciones Industriales (SEPI)	Spain	Wholly owned by Spanish State (Spain) Directors Enrique Martinez-Spain Federico Montero Hita-Spain Fernando Sequeria de Fuentes-Spain	Spain	N/A	N/A. Holding Company

Reporting Entity	Country of Organization	Nationality of Investment Principals, Officers, and Directors	Location of World Headquarters	Location of Tangible Property	Location of Greatest Sales and/or Revenues
		José Manuel Campa Fernández-Spain Luis Diez Martin-Spain Ma de las Mercedes Diez Sànchez-Spain Gregorio Martinez Garrido-Spain Luis Espadas Moncalvillo-SpainMonserrat Tornè Escasany-Spain Amparo Fernández González-Spain José Mariá de Luxán Meléndez-Spain Juana Maria Lázaro Ruiz-Spain Fabricio Hernández Pampaloni-Spain Constantino Mèndez Martinez Jesús Salvador Miranda Hita-Spain Soledad López Fernández-Spain Teresa Santero Quintillá Management Maria Jesús Álverez Gonzalez-Spain Juan Gurbindo Gutiérrez-Spain Manuel Alves Torres-Spain Angel Fernández Alvarez-Spain Juan Gurbindo Gutiérrez-Spain Fernando Sequeira Fuentes-Spain Bartolomé Lora Toro-Spain José Miracle Gómez-Spain Pedro Pablo Núñez Domingo-Spain			
EADS Participations B.V.	Netherlands	Société de Gestion de L'Aeronautique, de la Défense et de l'Espace –France Daimler Aerospace GmbH & Co. KG-Germany Sociedad Estatal de Participaciones Industriales-Spain Directors Lagardère, Arnaud-France Hertrich, Rainer-German	Netherlands	N/A	N/A. Holding Company

ATTACHMENT 4

EADS SHAREHOLDER ANALYSIS



SHAREHOLDER ANALYSIS

EADS
MARCH 2011

THOMSON REUTERS

SHAREHOLDER COMPOSITION

EADS

Institutional Investors	Holding	%	F.F.	Holding	%	F.F.
United States	98,008,419	12.00%	24.20%	93,407,771	11.44%	23.09%
France	69,699,874	8.53%	17.21%	74,137,876	9.08%	18.33%
Russian Federation	41,055,530	5.03%	10.14%	41,055,530	5.03%	10.15%
United Kingdom	37,061,193	4.54%	9.15%	32,307,428	3.96%	7.99%
Germany	16,079,071	1.97%	3.97%	16,024,931	1.96%	3.96%
Rest of Europe	21,324,450	2.61%	5.27%	19,459,699	2.38%	4.81%
Rest of World	20,256,143	2.48%	5.00%	20,235,440	2.48%	5.00%
Totals	303,484,680	37.15%	74.93%	296,628,675	36.33%	73.33%
Retail Holders						
French Retail (bearer + nominatif)	34,270,759	4.20%	8.46%	35,267,133	4.32%	8.72%
Spanish retail	2,755,198	0.34%	0.68%	3,154,910	0.39%	0.78%
German retail	23,244,119	2.85%	5.74%	29,953,295	3.67%	7.40%
Totals	60,270,076	7.38%	14.88%	68,375,338	8.38%	16.90%
Unassigned Shares (custody, trading etc.)	21,723,796	2.66%	5.36%	19,845,452	2.43%	4.91%
Company Related						
Employees' holdings	16,252,148	1.99%	4.01%	16,489,056	2.02%	4.08%
FCPs from TPI	*7,055,555*	*0.86%*	*1.74%*	*7,351,877*	*0.90%*	*1.82%*
French Nominative	*3,894,697*	*0.48%*	*0.96%*	*4,120,653*	*0.51%*	*1.02%*
Germany	*3,576,160*	*0.44%*	*0.88%*	*3,143,020*	*0.38%*	*0.78%*
Spain	*1,255,180*	*0.15%*	*0.31%*	*1,603,220*	*0.20%*	*0.40%*
US	*470,556*	*0.06%*	*0.12%*	*264,286*	*0.03%*	*0.07%*
Company / Treasury Shares	3,276,994	0.40%	0.81%	3,195,176	0.39%	0.79%
Totals	19,529,142	2.39%	4.82%	19,684,232	2.41%	4.87%
Cross Holdings						
SOGEADE	183,337,704	22.44%	n.a.	183,337,704	22.46%	n.a.
DASA	183,337,704	22.44%	n.a.	183,337,704	22.46%	n.a.
SEPI	44,690,871	5.47%	n.a.	44,690,871	5.47%	n.a.
French State (nominative)	502,746	0.06%	n.a.	502,746	0.06%	n.a.
Totals	411,869,025	50.42%	n.a.	411,869,025	50.45%	n.a.
Total Free Float (excludes Cross Holdings)	405,007,694	49.58%	100.00%	404,533,697	49.55%	100.00%
Total of Shares Outstanding	816,876,719	100.00%		816,402,722	100.00%	

ATTACHMENT 1

Chrysaor S.à r.l. ("Chrysaor") and Astrium Holding S.A.S. ("Astrium") (together "Applicants" or "Parties"), hereby request Commission consent pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.24 of the Commission's rules, 47 C.F.R. § 63.24, to the transfer of control to Astrium of Mobsat Group Holding S.à r.l. ("MGH") and its wholly owned subsidiaries. On July 30, 2011 Chrysaor, other shareholders of MGH and Astrium entered into a Share Purchase Agreement pursuant to which Astrium has agreed to acquire all of the outstanding shares of capital stock of MGH. The transaction thus will result in a change in control of two indirect wholly-owned MGH subsidiaries that hold authorizations issued pursuant to Section 214 of the Act[1] to provide international telecommunications services or have applications pending for such authority: Vizada, Inc. and Marlink, Inc. (collectively, the MGH Subsidiaries"). The Parties, the proposed transaction and its public interest benefits are described in more detail in the Consolidated Application for Consent to Transfer of Control and Petition for Declaratory Ruling, a copy of which is attached as Exhibit A.

Answer to Question 10:

Correspondence concerning this Application should be addressed to:

For Chrysaor and the MGH Subsidiaries:

Karis Hastings
Hogan Lovells US LLP
555 13th Street, N.W.
Washington, D.C. 20004-1109
Phone: (202) 637-5600
Fax: (202) 637-5910
E-mail: karis.hastings@hoganlovells.com

With a copy to:

Robert Swanson
2600 Tower Oaks Boulevard
Rockville, MD 20852
Phone: (301) 838-7807
Fax: (301) 838-7752
E-mail: rob.swanson@vizada.com

---

[1] Vizada, Inc. also holds fixed and mobile earth station licenses, an experimental authorization, and a business radio license. The Parties are concurrently filing applications seeking Commission consent to the transfer of control of these licenses.

For Astrium:

Allan G. Moskowitz, Esq.
10845 Tuckahoe Way
North Potomac, MD 20878
Phone: (301) 908-4165
Fax: (301) 251-1353
E-mail: amoskowitz@amoskowitzlaw.com

With a copy to:

Claude Jeanne Dubreuil, Esq.
Secretary and General Counsel
Astrium Holding S.A.S.
6, rue Laurent Pichat
75016 Paris
France
Phone: +33177758027
Fax: +33177758014
E-mail: claude.dubreuil@astrium.eads.net

In addition to the authorization identified in response to Question 4 of the Commission's electronic form, the MGH Subsidiaries hold the following Section 214 authorizations:

Marlink, Inc.: ITC-214-20010529-00341, ITC-ASG-20030410-00275

Vizada, Inc. holds numerous Section 214 authorizations as granted by the Commission which are included in a complete list of the international Section 214 authorizations held by the MGH Subsidiaries set forth in Attachment 1 to Exhibit A under the heading "Section 214 Authorizations."

Answer to Question 11:

The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly control a ten percent or greater interest in Astrium at the time the proposed transaction is consummated. More detailed information regarding the ownership and control of Astrium is provided in Attachment 2 to Exhibit A.

Name of Beneficial Owner:	EADS Astrium N.V.
Business Type:	Holding Company
Address:	Mendelweg 30 2333CS Leiden Netherlands
Citizenship:	Netherlands
Percentage of Ownership:	100% direct ownership of Astrium

Name of Beneficial Owner:	European Aeronautic Defence and Space Company EADS N.V ("EADS")
Business Type:	Publicly Traded Company
Address:	Mendelweg 30 2333CS Leiden, The Netherlands
Citizenship:	Netherlands
Percentage of Ownership:	100% indirect ownership of Astrium

Name of Beneficial Owner:	EADS Participations B.V.
Business Type:	Partnership
Address:	Drentesstraar 24 1083HK Amsterdam The Netherlands
Citizenship:	Netherlands
Percentage of Ownership:	50.39% (50.59% vote) indirect ownership of Astrium. Pursuant to a contractual relationship between three shareholders, each described more fully below, these shareholders have pledged the voting rights over their shares to EADS Participations B.V.

Name of Beneficial Owner:	Sociète de Gestion de L'Aeronautique, de la Dèfense et de l'Espace ("SOGEADE")
Business Type:	Partnership
Address:	121 Avenue de Malakoff 75116 Paris France
Nationality:	France
Percentage of Ownership:	22.46% (22.55% vote) indirect ownership of Astrium. One of the partners of EADS Participations B.V., SOGEADE is a partnership between Société de Gestion de Participations Aéronautiques, ("SOGEPA") a French state holding company owned by the French government, and Désirade, a wholly owned subsidiary of Lagardère SCA, a French publicly traded company.

Name of Beneficial Owner:	Société de Gestion de Participations Aéronautiques ("SOGEPA")
Business Type:	French State Holding Company
Address:	121 Avenue de Malakoff 75116 Paris France
Nationality:	France
Percentage of Ownership:	Via its partnership interest in SOGEADE (66.67%), SOGEPA has 14.97% (15.03% vote) indirect ownership of Astrium.

Name of Beneficial Owner:	French State
Business Type:	Government
Address:	c/o Ministere de l'Interieur Place Beau Vau 75008 Paris France
Nationality:	France
Percentage of Ownership:	15.03% (15.09% vote) indirect interest in Astrium. The French State indirectly owns 14.97% (15.03% vote) through 100% ownership of SOGEPA and it also directly holds 0.06% of EADS, which ultimately owns 100% of Astrium.

Name of Beneficial Owner:	Désirade
Business Type:	Corporation
Address:	121 Av. De Malakoff 75116 Paris France
Nationality:	France
Percentage of Ownership:	Via its partnership interest in SOGEADE (33.33%), Dèsirade has 7.49% (7.52% vote) indirect ownership of Astrium. One of the partners of EADS Participations B.V., SOGEADE is a partnership between Société de Gestion de Participations Aéronautiques, ("SOGEPA") a French state holding company owned by the French government, and Désirade, a wholly owned subsidiary of Lagardère SCA, a French publicly traded company.

Name of Beneficial Owner:	Lagadère SCA
Business Type:	Publicly traded company
Address:	121 Av. De Malakoff 75116 Paris France
Nationality:	France
Percentage of Ownership:	7.49% (7.52% vote) indirect interest in Astrium through 100% ownership of Dèsirade.

Name of Beneficial Owner:	Daimler Aerospace GmbH & Co. KG ("DASA")
Business Type:	Corporation
Address:	Willy-Messerschmittstrasse 1 D-85521 Ottobrunn Germany
Nationality:	Germany
Percentage of Ownership:	22.46% (22.55% vote) indirect ownership in Astrium. One of the partners of EADS Participations B.V., DASA is 66.67% owned by Daimler Luft-und Raumfarht Holding AG ("DLRH"), which is ultimately owned by Daimler AG, and 33.33% owned by a consortium of private and public investors.

Name of Beneficial Owner:	Daimler Luft-und Raumfahrt Holding AG ('DLRH")
Business Type:	Corporation
Address:	Epplestrasse 225 70546 Stuttgart Germany
Nationality:	Germany
Percentage of Ownership:	14.96% indirect ownership in Astrium through its 66.67% ownership of DASA.

Name of Beneficial Owner:	Daimler AG ("Daimler")
Business Type:	Publicly traded company
Address:	Epplestrasse 225 70546 Stuttgart Germany
Nationality:	Germany
Percentage of Ownership:	14.96% indirect ownership in Astrium through its 99.99% ownership of DLRH.

Name of Beneficial Owner:	Sociedad Estatal de Participaciones Industriales ("SEPI")
Business Type:	Corporation
Address:	C. Velazquez, 134 28006 Madrid Spain
Nationality:	Spain
Percentage of Ownership:	5.47% (5.49% vote) indirect ownership of Astrium. One of the partners in EADS Participations B.V., SEPI is controlled by the Spanish Government.

Name of Beneficial Owner:	Spanish State
Business Type:	Government
Address:	c/o Ministerio de Economia y Hacienda Paseo Castellano 162 28071 Madrid Spain
Nationality:	Spain
Percentage of Ownership:	5.47% (5.49% vote) indirect ownership through its 100% control of SEPI.

Answer to Question 13:

Chrysaor, other shareholders of MGH and Astrium have entered into a Share Purchase Agreement pursuant to which Astrium will acquire all of the outstanding shares of capital stock of MGH. The transaction thus will result in a change in control of the two indirect wholly-owned MGH subsidiaries that hold authorizations issued pursuant to Section 214 of the Act to provide international telecommunications services: Vizada, Inc. and Marlink, Inc. Additional information regarding the proposed transaction is provided in Section II of Exhibit A.

Answer to Question 14:

Upon consummation of the transaction that is the subject of this Application, Astrium's United States operating subsidiaries will have affiliations with foreign carriers within the meaning of sections 63.09(d) and (e) of the Commission's rules that operate in the following countries: France and Algeria.

Answer to Question 15:

Astrium certifies upon consummation of the proposed transaction that it will be under common control with the following foreign carrier:

Carrier Name	Countries of Operation	Market Power
Vizada S.A.S.	France and Algeria	No

Answer to Question 16:

The foreign carrier with which Astrium will be affiliated lacks market power in the countries in which it operates. The carrier is not included in the Commission's most recent "List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets," DA-07-233, January 26, 2007. In addition, Astrium's prospective foreign carrier affiliate lacks 50 percent market share in the international transport, intercity services, and local access markets on the foreign end of the U.S.-foreign route.

Answer to Question 20:

This international Section 214 Application qualifies for streamlined processing pursuant to Section 63.12. Although Astrium will be affiliated with the foreign carrier identified above upon consummation of the proposed transaction, the foreign carrier affiliate is presumed to be non-dominant pursuant to section 63.10(a)(3) of the Commission's rules because it "lacks 50 percent market share in the international transport and the local access markets on the foreign end of the route." The parties will not consummate the proposed transaction until after all necessary Commission approvals are obtained.