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Stamp and Return  
US BANK/FCC SEP 16 2013

September 12, 2013

Colleen King  
202.719.7307  
cking@wileyrein.com

Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000

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

Dear Sir/Madam:

Enclosed please find a completed Form 159 with a credit card payment in the amount of \$1,050.00 in satisfaction of the required filing fee associated with an application to transfer the domestic Section 214 authorization of Globecomm Systems, Inc. to Wasserstein Cosmos Co-Invest, L.P. Pursuant to Section 63.04 of the Commission's rules, 47 C.F.R. § 63.04, on September 9, 2013, Globecomm Systems, Inc. filed electronically a joint domestic and international Section 214 application through the International Bureau Filing System ("IBFS"). A copy of this filing is attached.

Please stamp and return the extra copy in the enclosed, self-addressed envelope. Should you have any questions concerning this filing, please contact the undersigned.

Sincerely,

Colleen King  
*Counsel for Globecomm Systems, Inc.*

Enclosures

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**  
FORM 159

Approved by OMB  
3060-0589  
Page 1 of 1

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Colleen King		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 c/o Wiley Rein LLP			
(5) STREET ADDRESS LINE NO. 2 1776 K Street, NW			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-719-7307		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) 0014925010		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Globecomm Systems, Inc.			
(14) STREET ADDRESS LINE NO. 1 45 Oser Avenue			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Hauppauge		(17) STATE NY	(18) ZIP CODE 11788-3816
(19) DAYTIME TELEPHONE NUMBER (include area code) 631-457-1144		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) 0004072260		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID Domestic Section 214	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b>			
I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD    VISA <input checked="" type="checkbox"/> AMEX    DISCOVER			
ACCOUNT NUMBER _____			
I hereby authorize the F _____			
SIGNATURE _____			

Approved by OMB  
3060-0686

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

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

Application to Transfer Control of Globecomm Systems, Inc.'s International and Domestic Section 214 Authority

<b>1. Legal Name of Applicant</b>			
<b>Name:</b>	Globecomm Systems, Inc.	<b>Phone Number:</b>	631-457-1144
<b>DBA Name:</b>		<b>Fax Number:</b>	631-231-1557
<b>Street:</b>	45 Oser Avenue	<b>E-Mail:</b>	jhanft@globecomm.com
<b>City:</b>	Hauppauge	<b>State:</b>	NY
<b>Country:</b>	USA	<b>Zipcode:</b>	11788 -3816
<b>Attention:</b>	Julia Hanft		

2. Name of Contact Representative

Name:	Nancy J. Victory	Phone Number:	202-719-7344
Company:	Wiley Rein LLP	Fax Number:	202-719-7049
Street:	1776 K Street, NW	E-Mail:	nvictory@wileyrein.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006-
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.



6. Name of Assignor / Transferor

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		

7. Name of Assignee / Transferee

Name:	Wasserstein Cosmos Co-Invest, L. P.	Phone Number:	212-702-5600
DBA Name:		Fax Number:	212-702-5635
Street:	1301 Avenue of the Americas  41st Floor	E-Mail:	ab@wasserco.com
City:	New York	State:	NY
Country:	USA	Zipcode:	10019
Attention:	Anup Bagaria		

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.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for transfer of control of Globecomm Systems, Inc.'s international and domestic Section 214 authority to Wasserstein Cosmos Co-Invest, L.P.

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 I, 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 I 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(I).)

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 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).)  Yes  No

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

<p>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.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>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.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>

CERTIFICATION

<p>26. Printed Name of Assignor / Transferor Globecomm Systems, Inc.</p>	<p>29. Printed Name of Assignee / Transferee Wasserstein Cosmos Co-Invest, L.P.</p>
<p>27. Title (Office Held by Person Signing) Vice President &amp; General Counsel</p>	<p>30. Title (Office Held by Person Signing) Authorized Signatory</p>
<p>28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Julia Hanft</p>	<p>31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Anup Bagaria</p>
<p style="text-align: center;">WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

**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-PERF, 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. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember -- You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

**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 I  
INTERNATIONAL AND DOMESTIC SECTION 214  
TRANSFER OF CONTROL APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended,<sup>1</sup> and Sections 63.04 and 63.24 of the Federal Communications Commission's ("Commission") rules,<sup>2</sup> Globecomm Systems, Inc. ("Globecomm" or "Transferor") and Wasserstein Cosmos Co-Invest, L.P. ("Wasserstein Cosmos" or "Transferee") hereby request Commission consent to the transfer of control of the domestic and international Section 214 authorizations held by Globecomm and its wholly owned subsidiary, Telaurus Communications LLC ("Telaurus"), from Globecomm to Wasserstein Cosmos.<sup>3</sup>

**ANSWER TO QUESTION 10**

**63.18(c) and (d) Information for Globecomm Systems, Inc. – Transferor**

- 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  
Wiley Rein LLP  
1776 K Street, NW  
Washington, DC 20006  
Tel: (202) 719-7344  
Fax: (202) 719-7049  
Email: nvictory@wileyrein.com

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<sup>1</sup> 47 U.S.C. § 214.

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

<sup>3</sup> Globecomm and Wasserstein Cosmos (collectively, "Applicants") are filing two applications to transfer control of domestic and international Section 214 authorizations (one for Globecomm and one for Telaurus). In addition, the Applicants are filing applications to transfer control of Globecomm's fixed earth stations and VSAT networks. Finally, the Applicants are filing applications to transfer private land mobile authorizations held by Globecomm and its wholly owned subsidiary, Cachendo LLC ("Cachendo"), to Wasserstein Cosmos.

- Globecomm is a U.S. corporation organized under the laws of the State of Delaware.
- Globecomm holds Section 214 authority to provide international and domestic telecommunications services. *See* File No. ITC-214-20030811-00396 and 47 C.F.R. § 63.01. Globecomm's wholly owned subsidiary, Telaurus, also holds Section 214 authority to provide international and domestic telecommunications services. *See* File No. ITC-214-20090717-00337 and 47 C.F.R. § 63.01.

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

- Contact Information for Wasserstein Cosmos

Company Contact

Wasserstein Cosmos Co-Invest, L.P.  
 c/o Wasserstein & Co., LP  
 Attention: Anup Bagaria  
 1301 Avenue of the Americas, 41st Floor  
 New York, NY 10019  
 Tel: (212) 702-5600  
 Fax: (212) 702-5635  
 E-mail: ab@wasserco.com

Legal Counsel

Delbert D. Smith  
 Jones Day  
 51 Louisiana Avenue, N.W.  
 Washington, D.C. 20001  
 Tel: (202) 879-7600  
 Fax: (202) 626-1700  
 Email: delsmith@jonesday.com

- Wasserstein Cosmos is a U.S. limited partnership organized under the laws of Delaware.
- Wasserstein Cosmos has not previously received Section 214 authority.

**ANSWER TO QUESTION 11**

The following entities will have a ten percent or greater direct or indirect ownership or controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated:

*Direct Ownership*

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

Wasserstein & Co., LP  
1301 Avenue of the Americas  
41st Floor  
New York, NY 10019  
Citizenship: Delaware  
Principal Business: Investment Company  
Direct Ownership Interest: General partnership interest representing 0.18% percent equity interest and control of Wasserstein Cosmos

Wasserstein Capital, LP  
c/o Wasserstein & Co., LP  
1301 Avenue of the Americas  
41st Floor  
New York, NY 10019  
Citizenship: Delaware  
Principal Business: Investment Company  
Direct Ownership Interest: 22.34% limited partnership interest in Wasserstein Cosmos

Wasserstein Partners III (Reg AIV), LP  
c/o Wasserstein & Co., LP  
1301 Avenue of the Americas  
41st Floor  
New York, NY 10019  
Citizenship: Delaware  
Principal Business: Investment Company  
Direct Ownership Interest: 22.34% limited partnership interest in Wasserstein Cosmos

Lexington Co-Investment Holdings III, L.P.  
660 Madison Avenue,  
23rd Floor  
New York, NY 10065  
Citizenship: Delaware  
Principal Business: Investment Company  
Direct Ownership Interest: 29.59% limited partnership interest in Wasserstein Cosmos

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

*Indirect Ownership*

Wasserstein & Co., LP Ownership

Wasserstein & Co., LP has two partners that will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated – Wasserstein Investments, LLC and Wasserstein Capital, LP. (the latter is also described on the previous page).

Wasserstein Investments, LLC

c/o Wasserstein & Co., LP

1301 Avenue of the Americas

41st Floor

New York, NY 10019

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: General partnership interest representing 0.2% equity interest and control of Wasserstein & Co., LP.

Note: The sole member of this entity is Wasserstein Holdings, LLC (described below).

Wasserstein Holdings, LLC

c/o Wasserstein & Co., LP

1301 Avenue of the Americas

41st Floor

New York, NY 10019

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole Member of Wasserstein Investments, LLC

Note: Wasserstein Holdings, LLC is managed by its officers: Ellis B. Jones (Chairman), George L. Majoros, Jr. (Vice President and Treasurer), and Robert Mersten (Secretary) and its Board of Directors. Members of the Board are Ellis B. Jones and Pamela Wasserstein. All of these individuals are U.S. citizens. The address for all individuals is c/o Wasserstein & Co., LP, 1301 Avenue of the Americas, 41st Floor, New York, NY 10019.

Three entities have a ten percent or greater equity interest in Wasserstein Holdings, LLC – the Wasserstein Family Trust LLC, the Cranberry Dune 1998 Long-Term Trust and the Estate of Bruce Wasserstein.

Wasserstein Family Trust LLC

c/o Wasserstein & Co., LP

1301 Avenue of the Americas

41st Floor

New York, NY 10019

Citizenship: Delaware

Principal Business: Holding Company

Direct Ownership Interest: 47.02% interest in Wasserstein Holdings, LLC

Note: The Wasserstein Family Trust is 100 percent owned by the 2001 Wasserstein Family Trust (described below).

2001 Wasserstein Family Trust  
c/o Wasserstein & Co., LP  
1301 Avenue of the Americas  
41st Floor  
New York, NY 10019  
Citizenship: New York  
Principal Business: Trust

Note: The 2001 Wasserstein Family Trust is managed by Ellis B. Jones, who also is the Chairman of Wasserstein Holdings, LLC and a member of its Board of Directors. The trustees of the Trust are Pamela Wasserstein, Ben Wasserstein, Alex Wasserstein, and George L. Majoros, Jr. Each of these individuals is a U.S. citizen. The address for all these individuals is c/o Wasserstein & Co., LP, 1301 Avenue of the Americas, 41st Floor, New York, NY 10019. Beneficiaries of the Trust, all of whom are U.S. citizens, are Pamela Wasserstein, Ben Wasserstein, Alex Wasserstein and three additional members of the Wasserstein family who are under eighteen.

Cranberry Dune 1998 Long-Term Trust  
c/o Wasserstein & Co., LP  
1301 Avenue of the Americas  
41st Floor  
New York, NY 10019  
Citizenship: Delaware  
Principal Business: Holding Company

Direct Ownership Interest: 31.99% interest in Wasserstein Holdings, LLC

Note: The Cranberry Dune 1998 Long-Term Trust is managed by Ellis B. Jones, who also is the Chairman of Wasserstein Holdings, LLC and a member of its Board of Directors. The trustees of the Trust are Pamela Wasserstein, Ben Wasserstein, and George Majoros, Jr. The beneficiaries of the Trust are the same as of the 2001 Wasserstein Family Trust.

Estate of Bruce Wasserstein  
c/o Wasserstein & Co., LP  
1301 Avenue of the Americas  
41st Floor  
New York, NY 10019  
Citizenship: New York  
Principal Business: Estate

Direct Ownership Interest: 15.99% interest in Wasserstein Holdings, LLC

Note: The Estate of Bruce Wasserstein is managed by Ellis B. Jones, who also is the Chairman of Wasserstein Holdings, LLC and a member of its Board of Directors. The executors of the Estate are Pamela Wasserstein, Ben Wasserstein, Alex Wasserstein, and Ellis B. Jones. Each of these individuals is a U.S. citizen. The address for all these individuals is c/o Wasserstein & Co., LP, 1301 Avenue of the Americas, 41st Floor, New

York, NY 10019. Beneficiaries of the Estate are the same as the beneficiaries of the 2001 Wasserstein Family Trust.

Wasserstein Capital, LP

Direct Ownership Interest: 99.8% limited partnership interest in Wasserstein & Co., LP  
Note: The sole general partner of this entity is Wasserstein Investments, LLC (described above). Wasserstein Capital, LP has two limited partners that will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated – the Wasserstein Family Trust, LLC (which holds a 60% limited partnership interest) and the Estate of Bruce Wasserstein (which holds a 40% limited partnership interest), each of which is described above. No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Wasserstein Capital, LP Ownership

Wasserstein Capital, LP has three partners that will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated – the Wasserstein Family Trust, LLC, the Estate of Bruce Wasserstein and Wasserstein Investments, LLC, each of which is described above.

Wasserstein Partners III (Reg AIV), LP Ownership

Wasserstein Partners III (Reg AIV), LP (“WP III”) has two partners that will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated – Wasserstein Partners III (Reg AIV GP), LP (“WP III GP”) and Wasserstein Capital, LP (described above and which will hold a 99% limited partner interest in WP III). No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Wasserstein Partners III (Reg AIV GP), LP

c/o Wasserstein & Co., LP

1301 Avenue of the Americas

41st Floor

New York, NY 10019

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: General partnership interest representing 1.0% of the equity interest and control of WP III.

Note: The sole general partner of this entity is Wasserstein Capital, LP (described above), which general partnership interest represents a 100% equity interest of this entity.

Lexington Co-Investment Holdings III, L.P. Ownership

Lexington Co-Investment Holdings III, L.P. has one partner that will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated – CIP Partners III, L.P.

CIP Partners III, L.P.

660 Madison Avenue,  
23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: General partnership interest representing 2% equity interest and control of Lexington Co-Investment Holdings III, L.P.

Note: The sole general partner of this entity is CIP Partners GP III LLC (described below). No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

CIP Partners GP III LLC

660 Madison Avenue,  
23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole general partnership interest and control of CIP Partners III, L.P.

Note: The managing member of this entity is Lexington Partners L.P. (described below). No other member of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Lexington Partners L.P.

660 Madison Avenue,  
23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Managing member of and 100% equity interest in CIP Partners GP III LLC

Note: The sole general partner of this entity is Lexington Partners Advisors GP L.L.C. (described below). No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Lexington Partners Advisors GP L.L.C.

660 Madison Avenue,  
23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole general partnership interest and control of Lexington Partners L.P.

Note: The sole member of this entity is Lexington Partners Advisors Holdings L.P. (described below). No other member of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Lexington Partners Advisors Holdings L.P.

660 Madison Avenue,  
23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole member of and 100% equity interest in Lexington Partners Advisors GP L.L.C.

Note: The sole general partner of this entity is Lexington Partners Advisors Holdings GP L.L.C. (described below). No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Lexington Partners Advisors Holdings GP L.L.C.

660 Madison Avenue,  
23rd Floor

New York, NY 10065

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole general partnership interest and control of Lexington Partners Advisors Holdings L.P.

Note: The managing member of this entity is Brent R. Nicklas (described below). No other member of this entity will have an attributable ten percent or greater ownership or a controlling interest in Wasserstein Cosmos at the time the proposed transaction is consummated.

Brent R. Nicklas

660 Madison Avenue,  
23rd Floor

New York, NY 10065

Citizenship: U.S.

Principal Business: Individual

Direct Ownership Interest: Mr. Nicklas has a 100% equity interest and control of Lexington Partners Advisors Holdings GP L.L.C.

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

## ANSWER TO QUESTION 13

### *Description of the Proposed Transaction*

Wasserstein Cosmos and Globecom seek FCC consent to the transfer of control of the international and domestic Section 214 authorizations, earth stations licenses, and private wireless authorizations held by Globecom and its wholly owned subsidiaries to Wasserstein Cosmos. As described below, the transaction will be in the public interest, as it will enable Globecom to be acquired by a parent with substantial financial wherewithal. The transaction will thus provide Globecom with a solid financial platform to better enable it 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 over one GHz of total satellite bandwidth across the globe for different frequencies, coverage areas and polarizations. Domestically, Globecom and its wholly owned subsidiaries, Globecom Network Services Corp. and Globecom Services Maryland, provide nationwide toll-based termination of voice calls. Globecom holds Section 214 authority to provide international and domestic telecommunications services, non-common carrier earth station authorizations, and a private wireless authorization.

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.<sup>4</sup>

As described above, the Transferee, Wasserstein Cosmos, is a Delaware limited partnership. Wasserstein Cosmos will be owned by Wasserstein & Co., LP, Wasserstein Family Trust LLC, WP III, Lexington Co-Investment Holdings III, L.P., and other private equity funds

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<sup>4</sup> In addition to the international and domestic Section 214 authorizations held by Globecom and Telaurus, the following authorizations are the subject of FCC transfer of control applications that will be filed as part of this transaction: Globecom holds fixed earth stations, call signs E050308, E060446, E090179, E120057, E120200, E070227, E010177, E020003, E980122, E020288, E970361, E990402, E060431, E970206, E020002, and VSAT networks, call signs E000251, E000277, E000278. Globecom also holds one private wireless authorization, call sign WQLT500. Globecom's wholly owned subsidiary, Cachendo, holds one private wireless authorization, call sign WPLH258. Globecom also currently holds two common carrier microwave authorizations that will be surrendered prior to closing and, thus, transfer authority is not being sought for them.

that will each hold less than ten percent of the equity and voting interests in Wasserstein Cosmos. The general partner of Wasserstein Cosmos is Wasserstein & Co., LP, a Delaware limited partnership and a leading independent private equity and investment firm. Wasserstein & Co., LP also manages capital on behalf of institutional and individual investors. The firm is focused on investments primarily in the media, consumer products and water equipment and services industries. Wasserstein & Co. has offices in New York and Los Angeles.

#### *Description of the Agreement*

On August 25, 2013, Globecomm entered into a definitive Agreement and Plan of Merger (the "Merger Agreement") with Wasserstein Cosmos and Cosmos Acquisition Corp., an indirect, wholly owned subsidiary of Wasserstein Cosmos. Pursuant to the terms of the Merger Agreement, and subject to the conditions thereof, Cosmos Acquisition Corp. will merge with and into Globecomm. Globecomm will thus become an indirect, wholly owned subsidiary of Wasserstein Cosmos at closing.<sup>5</sup> The Merger Agreement was unanimously approved by Globecomm's board of directors.

The transaction thus will result in the transfer of control of all of the FCC licenses and authorizations held by Globecomm and its wholly owned subsidiaries to Wasserstein Cosmos. Specifically, at closing, Globecomm will be directly wholly owned by Cosmos Holdings Acquisition Corp., a Delaware corporation. Cosmos Holdings Acquisition Corp. in turn will be wholly owned by Wasserstein Cosmos at closing. 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 Globecomm's customers and will have no effect on the services those customers currently receive. As it affects only the ownership of Globecomm, the proposed transaction will not result in any adverse change in the assets Globecomm uses to provide service or Globecomm's day-to-day operations, nor will the transaction itself have any adverse effect on Globecomm's rates, terms or conditions of service.

#### *Public Interest Statement*

The proposed transfer of control of Globecomm and its wholly owned subsidiaries to Wasserstein Cosmos 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 Globecomm to be acquired by a parent with substantial financial resources. Wasserstein & Co. currently manages capital on behalf of institutional and individual investors. The transaction will provide Globecomm with a solid financial platform to better enable it to expand its customer base and develop new products and services to meet the evolving needs of its customers. As such, the

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<sup>5</sup> At the closing of the Merger, each outstanding share of Globecomm common stock, other than shares owned by Globecomm, shares owned by Wasserstein Cosmos or any subsidiary of either Globecomm or Wasserstein Cosmos, and shares with respect to which appraisal rights are properly exercised and not withdrawn, will be converted into the right to receive \$14.15 in cash, without interest and less any applicable withholding taxes.

transaction will better enable Globecom 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. Wasserstein Cosmos is not 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 Globecom's financial wherewithal, enabling it to become an even more effective competitor.

#### **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>6</sup> The Transferee is not a foreign carrier and is not affiliated with any foreign carriers. The parties will not consummate the proposed transaction until after all necessary Commission approvals are obtained.

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<sup>6</sup> 47 C.F.R. § 63.12(c).

**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 Globecomm and Telaurus's domestic blanket Section 214 authority to Wasserstein Cosmos, the following information is submitted pursuant to Section 63.04 of the Commission's rules.<sup>7</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):**

Globecomm 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, Globecomm provides nationwide toll-based termination of voice calls. Globecomm provides some of these services through its wholly owned subsidiaries, Globecomm Network Services Corp. and Globecomm Services Maryland.<sup>8</sup>

Telaurus, Globecomm'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. Telaurus 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. Telaurus also resells post-paid voice services using Iridium and Inmarsat phones.

Neither Wasserstein Cosmos nor its affiliates provide domestic telecommunications services.

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<sup>7</sup> 47 C.F.R. § 63.04.

<sup>8</sup> To the extent required, authority is also requested for the transfer of control of any domestic Section 214 authority held by Globecomm Network Services Corp. and Globecomm Services Maryland.

**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)(1)(ii) because Wasserstein Cosmos, the transferee, is not a telecommunications provider. 47 C.F.R. § 63.03(b)(1)(ii). This application also 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 4 above.

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

The Applicants are not requesting special consideration because neither party to the transaction is facing imminent business failure.

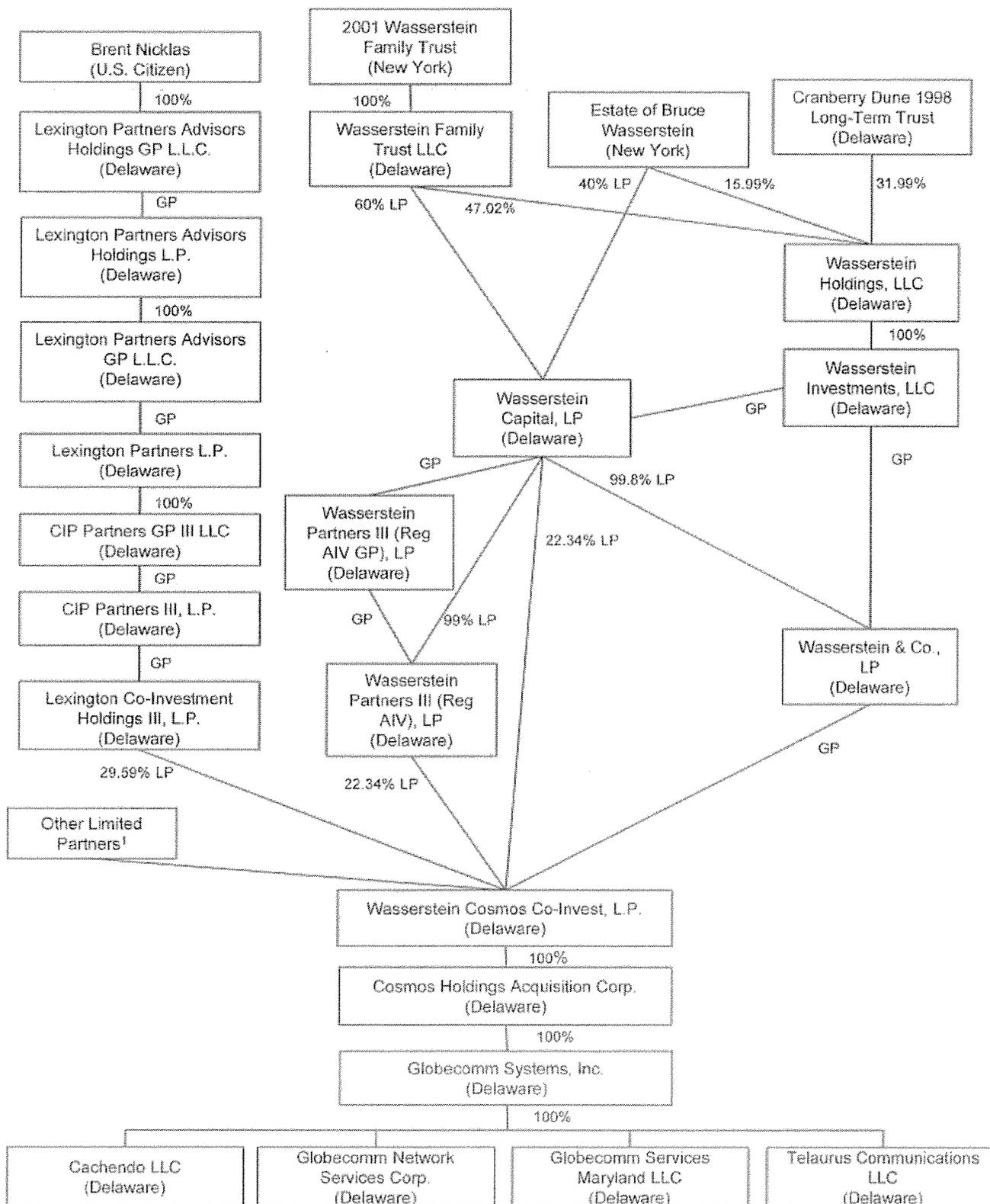
**Section 63.04 (a)(11):**

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



1. No other limited partner has a ten percent or greater interest in Wasserstein Cosmos Co-Invest, L.P.