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AUG 23 2017

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

August 23, 2017

Writer's Direct Access  
**Wesley K. Wright**  
(202) 434-4239  
wright@khlaw.com

**Via FedEx**

Rosemary Chiavetta, Secretary  
Pa. Public Utility Commission  
Commonwealth Keystone Building  
Second Floor - Room N201  
Harrisburg, PA 17120

ORIGINAL

**Re: Joint Application for Approval of a General Rule Transaction**

Dear Ms. Chiavetta:

Enclosed, please find an original Joint Application for Approval of a General Rule Transaction pursuant to 52 Pa. Code § 63.324 filed by Airbus DS Communications, Inc. ("Airbus DS Communications") and Motorola Solutions, Inc. ("Motorola Solutions"). As explained in the Application, the parent company of Airbus DS Communications (Plant Holdings, Inc.) will be acquired by Motorola Solutions. Airbus DS Communications is a certificated telecommunications provider in the Commonwealth of Pennsylvania. The company does not currently provide service in Pennsylvania.

Airbus DS Communications and Motorola Solutions consider the Hart-Scott Rodino forms (excluding attachments) in *Exhibit C* to be confidential and therefore request confidential treatment of this information pursuant to Section 5.365(b) of the Commission's regulations, 52 Pa. Code § 5.365(b).

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-address, stamped envelope enclosed for this purpose.

KELLER AND HECKMAN LLP

Rosemary Chiavetta, Secretary

August 23, 2017

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Should you or anyone else at the Commission have questions regarding this filing, please do not hesitate to contact me.

Sincerely,



Wesley K. Wright

*Counsel to Plant Holdings, Inc. and Airbus DS  
Communications, Inc.*

Enclosures

cc: Office of Consumer Advocate  
Office of Small Business Advocate  
Office of the Attorney General  
Bureau of Investigation and Enforcement

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of

**Plant Holdings, Inc. and Airbus DS  
Communications, Inc.**

and

**Motorola Solutions, Inc.**

for Approval to Transfer Indirect Control of  
Airbus DS Communications, Inc.

**ORIGINAL**

Docket No. \_\_\_\_\_

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**AUG 23 2017**

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**JOINT APPLICATION FOR APPROVAL OF A GENERAL RULE TRANSACTION**

This Application is filed as a General Rule Transaction pursuant to 52 Pa. Code § 63.324 by Plant Holdings, Inc. ("Plant Holdings") and its wholly-owned subsidiary, Airbus DS Communications, Inc. ("Airbus DS Communications"), and Motorola Solutions, Inc. ("Motorola Solutions," and together with Plant Holdings and Airbus DS Communications, the "Applicants"). To the extent necessary and pursuant to 66 Pa. C.S. §§ 1102-1103 and the Pennsylvania Public Utility Commission's ("Commission") Policy Statement on Utility Stock Transfers at 52 Pa. Code § 69.901 and the Commission regulations on Abbreviated Procedures for Review and Approval of Transfer of Control for Telecommunications Public Utilities at 52 Pa. Code §§ 63.321-63.325, the Applicants respectfully request Commission approval of Motorola Solutions' acquisition of indirect control of Airbus DS Communications. The transaction will be made pursuant to the "Agreement for the Sale and Purchase of 100% of the Shares of Plant Holdings, Inc." between the parties dated July 27, 2017

("Agreement"), by which Airbus DS Communications will become a wholly-owned subsidiary of Motorola Solutions.

In support of this Application, the Applicants provide the following information:

**I. DESCRIPTION OF THE APPLICANTS**

**A. Motorola Solutions, Inc.**

Motorola Solutions is a leading global provider of mission-critical communication infrastructure, devices, accessories, software and services. Its products and services help government, public safety, and commercial customers improve their operations through increased effectiveness, efficiency, and safety of their mobile workforces. Motorola Solutions serves its customers with a global footprint of sales in more than 100 countries based on its industry leading innovation and a deep portfolio of products and services.

Motorola Solutions is incorporated under the laws of the State of Delaware as the successor to an Illinois corporation, Motorola, Inc., organized in 1928. Motorola, Inc. changed its name to Motorola Solutions, Inc. on January 4, 2011, and its principal executive offices are located at 500 W. Monroe Street, Chicago, Illinois 60661.

**B. Airbus DS Communications**

Airbus DS Communications is a California corporation headquartered at 42505 Rio Nedo, Temecula, California 92590. Airbus DS Communications first pioneered 9-1-1 call handling over four decades ago and soon thereafter, emergency notification. Through its commitment to design with an open mind, the company has expanded its leadership and technology. Airbus DS Communications has delivered these solutions and provided support to thousands of Public Safety Answering Points ("PSAPs") and other public safety organizations in

North America, as well as advanced control room applications to a growing number of international agencies.

Airbus DS Communications is certified to provide E9-1-1 routing and location identification services in California, Florida, Maryland, North Carolina, New Jersey, New York, Pennsylvania, South Carolina, Texas, and Virginia. The company's solution permits landline, mobile, and VoIP service providers to transmit call routing and caller location information to Public Safety Answering Points in a quick, reliable, and efficient manner. This solution is a critical link in ensuring that customers that use current and future landline, mobile and IP-based services obtain reliable E911 services. The absence of such services can be a significant impediment to the deployment of new services. Airbus DS Communications' solution is offered on a competitive basis, and its market entry has helped promote technological innovation by other carriers while also disciplining prices for E9-1-1 routing services.

## **II. DESCRIPTION OF THE TRANSACTION**

The proposed indirect change of control will be carried out pursuant to the Agreement, under which Motorola Solutions intends to acquire from Airbus Defense and Space, Inc., a Delaware corporation, 100% of the shares comprising the entire share capital and voting rights of Plant Holdings. Plant Holdings holds, and will continue to hold after the acquisition is consummated, directly or indirectly, 100% of the shares comprising the entire share capital and voting rights of Airbus DS Communications. Attached as **Exhibit A** are charts showing the pre- and post-transaction ownership structures of Airbus DS Communications, Inc.

## **III. PUBLIC INTEREST CONSIDERATIONS**

Commission approval of the transaction will benefit consumers and promote the public interest. Specifically, the transaction will accelerate the development and deployment of Next

Generation 9-1-1 services and promote more robust public safety offerings that will benefit and protect Pennsylvania residents. The acquisition of Airbus DS Communications will ultimately enable Motorola Solutions to better meet the needs of public safety by offering improved, more robust, and more advanced emergency services. Specifically, it will strengthen Motorola Solutions' suite of software for emergency command centers and will enable expansion into new segments in U.S. emergency response solutions utilizing Airbus DS Communications' 9-1-1 call handling technology, enabling Motorola Solutions to compete for call handling for larger PSAPs and thus sell to a much broader set of public safety agencies.

Airbus DS Communications received its Pennsylvania CPC on June 30, 2016. Airbus DS Communications secured its CPC primarily to offer 9-1-1 emergency services to government and quasi-government PSAPs throughout Pennsylvania. The company is authorized to provide other related local exchange telecommunications services and interexchange telecommunications services, including business resold and limited facilities-based local, interexchange, bundled interexchange, and wholesale or carrier-to-carrier Next Generation 9-1-1 services, including bundles of data, voice and/or wireless services in support of Next Generation 9-1-1 service.

The Applicants respectfully submit that the proposed transaction described herein will serve the public interest. As the leading global provider of mission-critical communication infrastructure, devices, accessories, software and services, Motorola Solutions intends to leverage the acquisition of Airbus DS Communications to invest in and expand Next Generation 9-1-1 service offerings and related emergency services in Pennsylvania. Approval of the acquisition will enable Motorola Solutions to meet the increasingly complex needs of the public safety sector by offering more complete and robust emergency response solutions.

Airbus DS Communications will continue to operate under the direction of its existing day-to-day management team, with no current planned changes to such team. Accordingly, following the consummation of the proposed transfer of control, Airbus DS Communications will continue to have the requisite technical and management qualifications to carry out its respective operations. Moreover, Motorola Solutions is technically, managerially, and financially well-qualified to become the new ultimate owner of Airbus DS Communications. As noted above, Motorola Solutions is a leading global provider of mission-critical communication infrastructure, devices, accessories, software and services, serving customers with a global footprint of sales in more than 100 countries based on industry leading innovation and a deep portfolio of products and services. For additional detail on the financial, technical, and managerial qualifications of Motorola Solutions, please see

<http://www.sn1.com/interactive/newlookandfeel/4280272/MSI-2016Annual%20Report.pdf>.

**IV. INFORMATION REQUIRED BY 52 PA. CODE §63.324(d)**

Pursuant to 52 Pa. Code § 63.324(d), Applicants provide the following information:

- (1) Name, address, and telephone number of each party or applicant to the transaction:

*Plant Holdings and Airbus DS Communications:*

Plant Holdings, Inc.  
Airbus DS Communications, Inc.  
42505 Rio Nedo  
Temecula, California 92590  
(951) 719-2120

*Motorola Solutions:*

Motorola Solutions, Inc.  
500 West Monroe Street  
Chicago, Illinois 60661  
(847) 576-5000

- (2) The government, state or territory under the laws of which each corporate or partnership applicant to the transaction is organized:

Please see Section I above.

- (3) The name, title, post office address and telephone number of the officer or contact point, including legal counsel in this Commonwealth, to whom correspondence concerning the transaction is to be addressed:

*For Airbus DS Communications:*

Paula N. Pileggi  
Secretary, General Counsel, and Chief Compliance Officer  
Airbus DS Communications, Inc.  
42505 Rio Nedo  
Temecula, California 92590  
Telephone: (951)719-2120  
Facsimile: (951)296-2727  
Email: [Paula.Pileggi@airbus-dscomm.com](mailto:Paula.Pileggi@airbus-dscomm.com)

And

Wesley K. Wright  
Keller and Heckman LLP  
1001 G Street NW, Suite 500 West  
Washington, D.C. 20001  
Telephone: (202) 434-4239  
Facsimile: (202) 434-4646  
Email: [wright@khlaw.com](mailto:wright@khlaw.com)

*For Motorola Solutions:*

Mark Hacker  
Executive Vice President, General Counsel and  
Chief Administrative Officer  
Motorola Solutions, Inc.  
500 West Monroe Street  
Chicago, Illinois 60661  
Telephone: (847) 576-2573  
Facsimile: (312) 559-5161  
Email: [generalcounsel@motorolasolutions.com](mailto:generalcounsel@motorolasolutions.com)  
With a copy to: [frank.kenniasty@motorolasolutions.com](mailto:frank.kenniasty@motorolasolutions.com)

And

Bennett L. Ross

Wiley Rein LLP  
1776 K Street NW  
Washington, DC 20006  
Telephone: (202) 719-7524  
Facsimile: (202) 719-7049  
Email: [bross@wileyrein.com](mailto:bross@wileyrein.com)

- (4) The name, address, citizenship and principal place of business any person, party or entity that directly or indirectly owns more than 20% of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest 1%):

Upon completion of the transaction, Airbus DS Communications will become a wholly-owned indirect subsidiary of Motorola Solutions. Attached as **Exhibit A** are charts showing the pre- and post-transaction ownership structures of Airbus DS Communications, Inc.

Motorola Solutions is a publicly traded company. No entity holds more than 20% of Motorola Solutions.

- (5) A summary description of the transaction:

Please see Section II above.

- (6) A summary of the services and the service territories in this Commonwealth that will be affected by the transaction:

No services or service territories subject to the Commission's jurisdiction will be affected by the transaction because Airbus DS Communications is not currently providing services in Pennsylvania.

- (7) A verified statement as to how the transaction fits into one or more of the categories subject to the general rule for notification:

The Applicants verify that the transaction involves a transfer of more than 20 percent of the indirect control of Airbus DS Communications. See 52 Pa. Code § 63.324(a)(2).

- (8) Identification of other transactions related to the transaction:

There are no other jurisdictional transactions other than the transaction described in this Application.

- (9) A verified statement whether the transaction warrants special consideration because either party to the transaction is facing imminent business failure:

No party is requesting special consideration because it is facing imminent business failure.

- (10) Identification of a separately filed waiver request sought in conjunction with the transaction:

No waiver request is being made with respect to the transaction.

- (11) A verified statement containing facts and allegations establishing:

- (i) For a merger or similar transaction, how the transaction will affirmatively promote the service, accommodation, convenience, or safety of the public in some substantial way as required by State law.
- (ii) Findings that approval for a transaction subject to 66 Pa.C.S. § 1103(a) (relating to procedure to obtain certificates of public convenience) is necessary or proper for the service, accommodation, convenience, or safety of the public.
- (iii) The impact of the transaction on competition.

The Applicants verify the facts and allegations set forth in Section III above, which demonstrate that the transaction will affirmatively promote the service, accommodation, convenience, and safety of the public in several substantial ways; that approval of the transaction is necessary or proper for the service, accommodation, convenience, or safety of the public; and that the proposed transaction will benefit and not adversely affect competition in Pennsylvania. The transaction will facilitate the deployment of more robust Next Generation 9-1-1 service offerings and related emergency services in Pennsylvania and will not result in a reduction of competitors as public safety customers in Pennsylvania will continue to have access to the same competitive alternatives they have today.

- (12) A verified statement affirming that the applicant is in compliance with Commission obligations and filings and a listing of all State and Federal proceedings when:
- (i) Within the 3-year period prior to filing the application, the applicant was found to have violated either State or Federal requirements.
  - (ii) Within the 3-year period prior to filing the application, the applicant is alleged to have violated either State or Federal requirements.

The Applicants verify that, to their knowledge, Airbus DS Communications is in compliance with all Commission obligations and filings. No Applicant has been a party to any State or Federal proceedings over the past three years involving alleged violations of State or Federal requirements.

- (13) A verified statement affirming that customers received prior notice. Notice shall be accomplished using a notice approved by the Commission's Bureau of Consumer Services (BCS). Any disagreement between the applicant and BCS shall be addressed by an appeal from an action of staff mirroring the process in § 5.44 (relating to petitions for appeal from actions of the staff) of the Commission's rules of practice and procedure:

Not applicable. Airbus DS Communications is not currently serving customers in Pennsylvania, and the transaction will not result in any changes to the services that the company intends to make available to customers in the Commonwealth, including rates, terms, and conditions of service.

- (14) A verified statement containing a copy of any Commonwealth utility certificates held by the applicant:

Please see Section III, in which the Applicants verify the authority held by Airbus DS Communications in Pennsylvania. A copy of Airbus DS Communications' Certificate of Public Convenience is attached as **Exhibit B**.

- (15) A verified statement on the effect of the transaction on existing Commonwealth tariffs. If applicable or in response to a request from staff, an applicant shall provide a red-line document identifying changes in existing Commonwealth

tariffs before and after the transaction for which the applicant seeks approval from the Commission:

Insofar as any of Applicants' services are subject to tariffs, Applicants verify that the proposed transaction will have no effect on those tariffs. Any tariff changes sought by Applicants in the future will be made pursuant to normal Commission procedures.

(16) A verified statement on the transaction's effect on the existing affiliate interest agreements of the applicant:

Applicants verify that the proposed transaction will not have any immediate effect on their affiliated interest agreements, if any.

(17) A verified statement establishing that no State or Federal regulatory agency is expected to undertake an informal or formal investigation, complaint or proceeding relating to the transaction:

Applicants verify that, in addition to Pennsylvania, the parties are seeking approval for this transaction from the United States Department of Justice, and are either seeking approval from or providing notice to (as appropriate) the state public service commissions in California, Florida, Maryland, New Jersey, New York, North Carolina, South Carolina, Texas, and Virginia. Applicants anticipate that all applications will be reviewed and approved by these agencies through their normal processes.

(18) Organizational charts showing the effect on the applicant's organization before and after the transaction:

Charts showing the pre- and post-transaction ownership structures of Airbus DS Communications, Inc. are attached as **Exhibit A**.

(19) A copy of the application filed at the FCC or a notice filed with the U.S. DOJ, if any, including the electronic location on the agency's web site:

There is no FCC application associated with this transaction because Airbus DS Communications does not offer interstate interexchange or international telecommunications

services. Copies of the Applicants' Hart-Scott-Rodino forms (excluding attachments) filed with the U.S. Department of Justice are provided under seal as **Confidential Exhibit C**.

- (20) A verified statement setting forth the expected public effect of the transaction on the capital structure of the applicant over the next 5 years:

Please see Section III, in which the Applicants verify and provide a description of the public benefits of the transaction. The Applicants further verify that consummation of the transaction will not have a negative impact on the capital structure of Airbus DS Communications over the next five years.

- (21) For an applicant subject to a broadband deployment commitment under Federal or State law, a verified statement affirming that the applicant is in compliance with that commitment:

The Applicants verify that they are under no Federal or State broadband deployment obligations in Pennsylvania.

- (22) For an applicant with eligible telecommunications carrier status under Federal and State law, a verified statement affirming that the applicant is in compliance with the law and that the applicant will continue to be in compliance with the law:

The Applicants verify that they are not "eligible telecommunications carriers" under Federal or State law.

- (23) A verified statement affirming that the transaction complies with the prohibition against cross-subsidization imposed under Federal and State law:

The Applicants verify that they are not subject to any Federal or State cross-subsidization rules to which this transaction must comply.


V. CONCLUSION

For the reasons stated above, the Applicants request that the Commission approve this


Application and:

- (1) Issue to the Applicants Certificate[s] of Public Convenience approving the indirect transfer of control of Airbus DS Communications; and
- (2) Issue such other approvals, certificates, registrations, and relief, if any, under the Pennsylvania Public Utility Code that may be required with respect to the transaction described in this Application.

Respectfully submitted,

  
Albert J. Catalano  
PA Bar No. 28763  
Wesley K. Wright  
Keller and Heckman LLP  
1001 G Street NW, Suite 500 West  
Washington, D.C. 20001  
Telephone: (202) 434-4239  
Facsimile: (202) 434-4646  
Email: [wright@khlaw.com](mailto:wright@khlaw.com)

*Counsel to Plant Holdings, Inc. and  
Airbus DS Communications, Inc.*

  
Bennett L. Ross  
Wiley Rein LLP  
1776 K Street NW  
Washington, DC 20006  
Telephone: (202) 719-7524  
Facsimile: (202) 719-7049  
Email: [bross@wileyrein.com](mailto:bross@wileyrein.com)

*Counsel to Motorola Solutions, Inc.*

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Dated: August 23, 2017

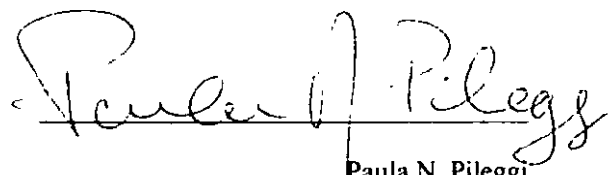
AUG 23 2017

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

STATE OF CALIFORNIA )  
COUNTY OF RIVERSIDE )

**VERIFICATION**

I, Paula N. Pileggi, hereby declare that I am General Counsel and Chief Compliance Officer for Airbus DS Communications, Inc. ("Airbus"), and am authorized by Airbus to make this verification on their behalf. I have read the foregoing filing and the information set forth therein is true and correct to the best of my knowledge, information and belief.

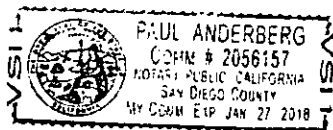


Paula N. Pileggi  
General Counsel and Chief Compliance Officer  
Airbus DS Communications, Inc.

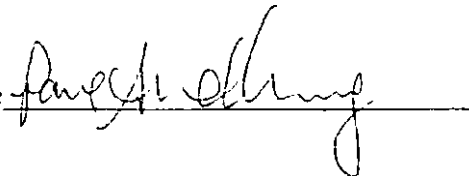
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California  
San Diego  
County of Riverside

Subscribed and sworn to (or affirmed) before me on this 18 day of August, 2017, by Paula N. Pileggi, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.



(Seal)


Signature 

VERIFICATION

STATE OF ILLINOIS

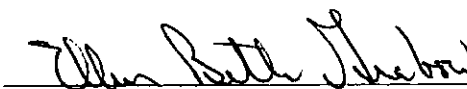
COUNTY OF COOK

I, Michael D. Annes, state that I am Senior Vice President, Business Development of Motorola Solutions, Inc.; that I am authorized to make this Verification on behalf of Motorola Solutions, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Michael D. Annes  
Senior Vice President, Business Development  
Motorola Solutions, Inc.

Sworn to and subscribed before me this 16 day of August, 2017.



Notary Public

My Commission expires 1/27/20.



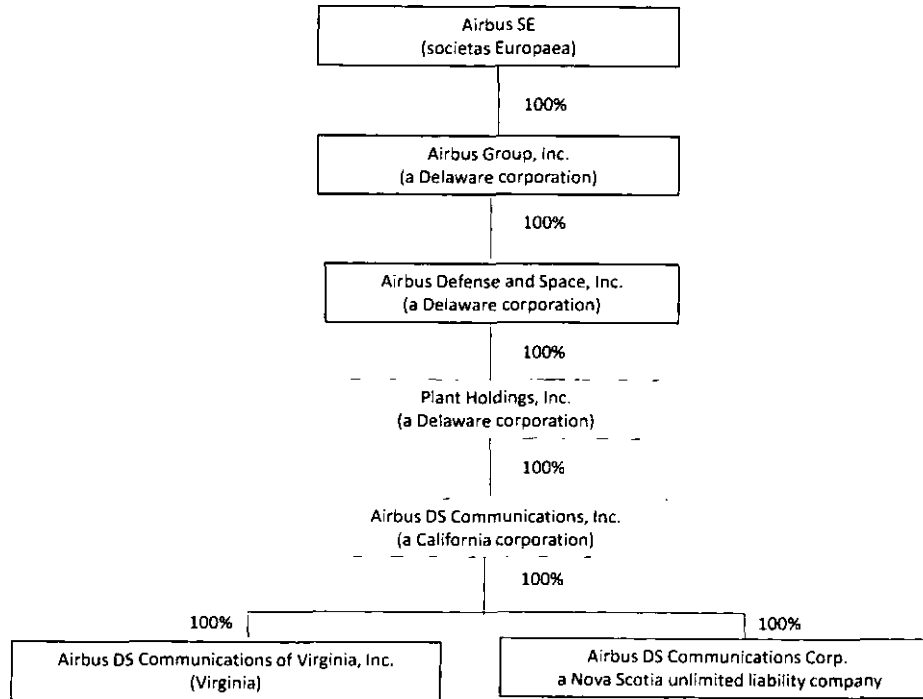
# **EXHIBIT A**

**Pre-Transaction Ownership Structure of  
Airbus DS Communications, Inc.**

**And**

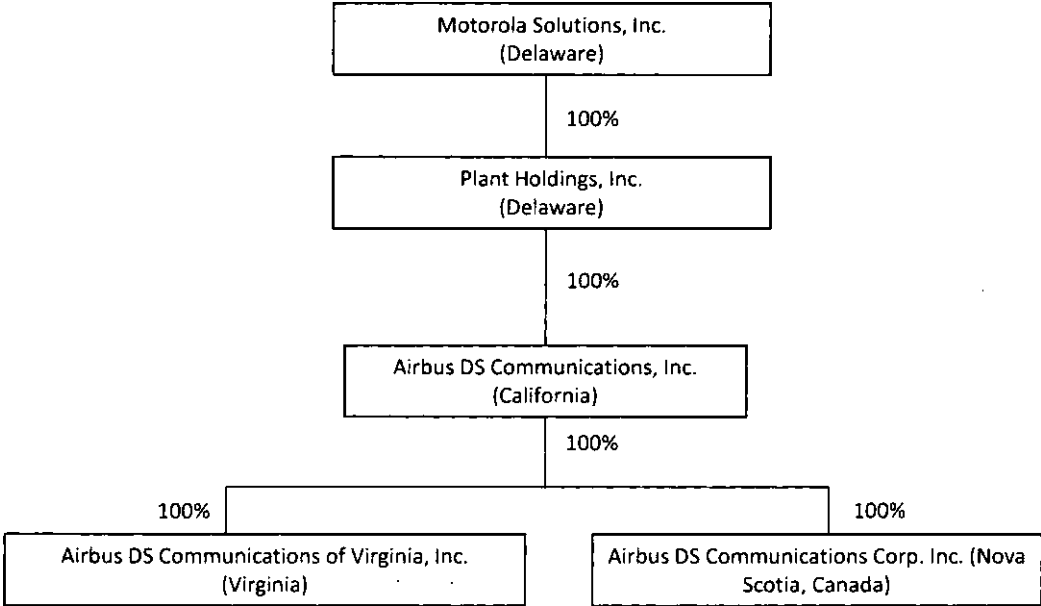
**Post-Transaction Ownership Structure of  
Airbus DS Communications, Inc.**

## Plant Holdings, Inc. Current Ownership Structure



# Airbus DS Post-Closing Legal Structure

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# **EXHIBIT B**

**Airbus DS Communications, Inc.  
Certificate of Public Convenience**

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AUG 23 2017

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**PENNSYLVANIA  
PUBLIC UTILITY COMMISSION**

**IN THE MATTER OF THE APPLICATION OF: A-2016-2537383**

**Application of Airbus DS Communications, Inc. for approval to furnish services as a Competitive Local Exchange Carrier in all thirty-seven Incumbent Local Exchange Carrier service territories throughout the Commonwealth of Pennsylvania.**

**EFFECTIVE DATE: August 19, 2016**

**The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.**

**In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 19<sup>th</sup> day, of August, 2016.**

  
Secretary

# CONFIDENTIAL EXHIBIT C

**Hart-Scott-Rodino Forms (Excluding Attachments)**

**[SUBMITTED UNDER SEAL]**

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of

**Plant Holdings, Inc. and Airbus DS  
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**Motorola Solutions, Inc.**

for Approval to Transfer Indirect Control of  
Airbus DS Communications, Inc.

Docket No. \_\_\_\_\_

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**AUG 23 2017**

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**CERTIFICATE OF SERVICE**

I hereby certify that I have this 23<sup>rd</sup> day of August, 2017, served a true and correct copy of the foregoing Joint Application for Approval of a General Rule Transaction upon the following persons via first class mail, postage prepaid:

Office of Consumer Advocate  
555 Walnut Street  
5th Floor Forum Place  
Harrisburg, PA 17101-1923

Bureau of Investigation and Enforcement  
Pennsylvania Public Utility Commission  
P.O. Box 3265  
Harrisburg, PA 17105-3265

Office of Small Business Advocate  
300 North 2nd Street, Suite 1102  
Commerce Building  
Harrisburg, PA 17101

Office of Attorney General  
Office of Consumer Protection  
Strawberry Square  
Harrisburg, PA 17120

By: \_\_\_\_\_



Timothy A. Doughty  
Keller and Heckman LLP  
1001 G Street NW, Suite 500 West  
Washington, DC 20001  
(202) 434-4271  
doughty@khlaw.com

