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Writer's Direct Access
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September 21, 2017

Via Electronic Filing

Rosemary Chiavetta, Secretary
PA Public Utility Commission
400 North Street, 2nd Floor
Harrisburg, PA 17120

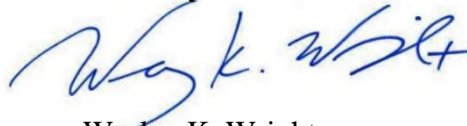
**Re: Responses to Staff Inquiries for Review of Transactions
(Docket No. A-2017-2621791)**

Dear Ms. Chiavetta:

Enclosed please find responses to the September 11, 2017, Staff Inquiries for Review of Transactions related to the Joint Application filed by Plant Holdings, Inc., Airbus DS Communications, Inc., and Motorola Solutions, Inc. on August 23, 2017.

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

**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.

Docket No. A-2017-2621791

**Responses to Attachment 1:
Staff Inquiries for Review of Transactions
under 52 Pa. Code §§ 63.321-63.325**

The Transaction:

1. *Provide the transaction closing date as proposed by the Applicant.*

Subject to receipt of the necessary regulatory approvals and satisfaction of other closing conditions, Plant Holdings, Inc. (“Plant Holdings”), Airbus DS Communications, Inc. (“Airbus DS Communications”), and Motorola Solutions, Inc. (“Motorola Solutions”) (collectively, “the Applicants”) expect to close the proposed transaction by the end of 2017.

2. *It is noted that Applicant is also seeking approval for the transaction or providing notice to the public utility commissions in the following states: California, Florida, Maryland, New Jersey, New York, North Carolina, South Carolina, Texas, and Virginia. While pending in Pennsylvania, identify any jurisdiction that acts on the application and describe the action taken.*

To date, no other states have acted on the Applicants’ transfer of control filings, although the staff of the Texas Public Utility Commission (PUC) has recommended approval of the application, which the Texas PUC is expected to approve or deny on or before October 20, 2017. The Applicants will notify the Commission as other jurisdictions act on their applications.

3. *If any jurisdiction considers or imposes conditions, or if Applicants volunteer conditions to obtain regulatory approval, file a description of the conditions in the application docket.*

To date, no conditions have been imposed or accepted in any jurisdiction. The Applicants will notify the Commission if any jurisdiction considers or imposes conditions or if the Applicants volunteer conditions to obtain regulatory approval.

Proposed substantial affirmative public benefit in Pennsylvania

1. *Identify all **Pennsylvania-specific** affirmative public benefits known, anticipated, or considered that will or may result from approval of the application as proposed.*

The proposed transaction is a multi-state stock acquisition occurring at the parent company level. Consequently, Applicants have not developed any analysis of the Pennsylvania-specific aspects of the proposed transaction, including public benefits that will or may result from approval of the transaction.

That said, the Applicants expect the public safety sector in and residents of Pennsylvania to benefit from the proposed transaction in the same way as in other jurisdictions. These benefits are threefold.

First, the proposed transaction will facilitate investment in emergency services offerings, which will enable Motorola Solutions to better meet the needs of public safety and to accelerate the development and deployment of NG911 services. Airbus DS Communications' ultimate parent previously announced publicly that it was exiting the 911 services market to focus on its core businesses. With the sale to Motorola Solutions, Airbus DS Communications will be joined with one of the world's leading providers of mission-critical communication infrastructure, devices, accessories, software, and services, and Motorola Solutions is committed to investing in Airbus DS Communications' technology to expand and enhance its public safety service offerings, including NG911.

Second, the proposed transaction will enable Motorola Solutions to compete more effectively in the emergency services market. Airbus DS Communications' core business is the design, manufacture, and distribution of its VESTA 9-1-1 call handling solution, which combines Session Initiated Protocol ("SIP") call handling with advanced Airbus DS Communications call control technologies. The VESTA platform provides a highly configurable user interface to give 9-1-1 call takers a more intuitive user experience and high levels of efficiency. Motorola Solutions currently offers its own 9-1-1 call taking service called CallWorks, but this offering is geared to smaller emergency call centers. To meet the call taking needs of larger public safety customers, Motorola Solutions currently resells VESTA services, which limits Motorola Solutions' ability to compete for the business of large public safety customers. The proposed acquisition will provide Motorola Solutions with a more robust suite of emergency services that can be tailored for public safety customers of all sizes.

Third, the proposed transaction will enable public safety customers to respond more quickly and more effectively to emergency situations. For many PSAPs, the call-taking equipment provided by Airbus DS Communications is installed alongside Motorola Solutions' command center equipment. If the proposed transaction is approved, Motorola Solutions intends to integrate its call dispatch offerings with Airbus DS Communications' VESTA platform, which will make the 9-1-1 process more efficient and improve performance by public safety personnel.

2. *Identify any functions, operations, or activity of any nature currently performed in or affecting Pennsylvania that approval of the transaction as proposed would eliminate.*

At this time, Applicants do not anticipate that approval of the proposed transaction will result in the elimination of any functions, operations, or activity of any nature currently performed in or affecting Pennsylvania.

3. *Identify the location and employee complement of any Applicant offices or facilities located in Pennsylvania.*

Airbus DS Communications currently has six employees that work for the company and telecommute from their respective homes in Pennsylvania.

Motorola Solutions currently has four offices and 60 employees in Pennsylvania. The locations of these offices are as follows:

931 Front Street, Suite 90
Harrisburg, PA 17102

Landmark Building
100 Station Square Drive, Suite 350
Pittsburgh, PA 15219

450 Plymouth Road, Suite 102
Plymouth Meeting, PA 19462

200 Marshall Drive, Suite 103
Coraopolis, PA 15108

4. *Identify the location and employee complement of any Pennsylvania offices or facilities of entities affiliated with Applicants under 66 Pa. C.S. §§ 2101-2107.*

Based on our discussion with Commission staff, we understand the PUC would like the Applicants to confirm that none of their affiliates, as defined under 66 Pa. C.S. §§ 2101-2107, are authorized to provide telephone or telecommunications services in Pennsylvania.

Both Airbus DS Communications and Motorola Solutions hereby confirm that none of their affiliated entities currently provide, or are certificated to provide, telephone or telecommunications services in Pennsylvania.

Proposed impact on competition

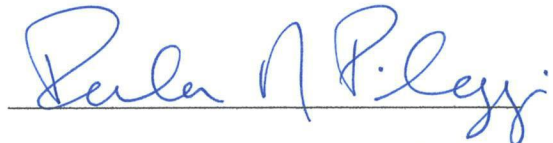
1. *Identify all unaffiliated providers offering the same or competitive services as those of the Applicants in the same geographic locales within Pennsylvania.*

Unaffiliated competitors of emergency services include, but are not limited to, Solacom, West Corp., Comtech Telecommunications, IVP, Kenwood, ModUcom, and Synergem.

STATE OF CALIFORNIA)
COUNTY OF RIVERSIDE)

VERIFICATION

I, Paula N. Pileggi, hereby state that the facts set forth in the attached letter are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter should one be required. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904.



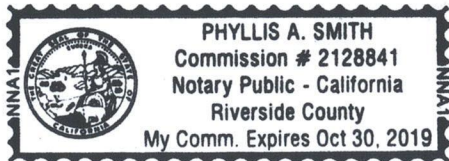
Paula N. Pileggi
General Counsel and Chief Compliance Officer
Airbus DS Communications, Inc.

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

County of Riverside

Subscribed and sworn to (or affirmed) before me on this 19TH day of SEPT, 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 Phyllis A. Smith

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Docket No. A-2017-2621791

CERTIFICATE OF SERVICE

I hereby certify that I have this 21st day of September, 2017, served a true and correct copy of the foregoing Responses to Staff Inquiries for Review of Transactions (Docket No. A-2017-2621791) 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: .



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