CONSOLIDATED APPLICATION FOR TRANSFER OF CONTROL AND NOTIFICATION OF PROPOSED CHANGE OF OWNERSHIP OF FOREIGN-LICENSED SPACE STATIONS WITH U.S. MARKET ACCESS

SES S.A. ("SES") and O3b Networks Limited ("O3b Networks" and together with SES, the "Parties") hereby request Commission consent to the transfer of control to SES of O3b Limited ("O3b") and notify the Commission of a proposed change in the ultimate ownership and control of O3b's constellation of non-geostationary orbit ("NGSO") satellites (collectively, the "O3b Constellation"). The transfer of control will occur pursuant to the acquisition by a wholly-owned SES subsidiary of additional shares of O3b Networks, which will result in SES holding a majority ownership and voting interest in O3b Networks, and thereby indirectly in O3b. O3b holds both individual and blanket earth station licenses and experimental licenses and has been authorized to use the O3b Constellation to serve U.S.-licensed earth stations. A full list of Commission authorizations held by O3b is attached as Exhibit 1.

As explained further below, the proposed transaction will serve the public interest, convenience and necessity. It will have no material impact on competition in the U.S. because O3b's operations focus on applications and markets that complement rather than duplicate those served by SES. To the extent SES's acquisition of control impacts U.S. consumers at all, that impact will be positive. The transaction will permit O3b to compete more effectively by giving it enhanced access to SES's financial strength and technical expertise, and end users will be able to purchase a broader range of satellite services from a single source. O3b's customers will benefit from the redundancy and diverse service offerings provided by the SES fleet and organization. The transaction will also lead to operational efficiencies and permit greater investment in facilities, customer services and technological innovation.

I. THE PARTIES AND THE PROPOSED TRANSACTION

A. SES

SES S.A., a Luxembourg entity, is a global satellite operator and the ultimate parent company of the SES family of companies. Founded in 1985 as Société Européenne des Satellites, SES is one of the world's largest commercial communications satellite operators, with a fleet of more than 50 geostationary satellites able to reach 99% of the world's population. SES provides satellite-based communications solutions to broadcasters, direct-to-home ("DTH") service providers, and corporate and government customers worldwide. SES satellite capacity is used for such services as video and audio content distribution, DTH services, private networks, broadband services, satellite news gathering, broadcasting, aeronautical and maritime services, and mobile backhaul. SES S.A. is listed on the Euronext Paris and the Luxembourg Stock Exchange.

Three of SES's indirect subsidiaries – SES Americom, Inc., SES Satellites (Gibraltar) Ltd., and New Skies Satellites B.V. – hold a number of Commission authorizations for geostationary orbit ("GSO") space stations, earth stations and U.S. market access. Another SES subsidiary, SES Astra S.A., operates a fleet of Luxembourg-licensed GSO spacecraft optimized for service to Europe and Africa. SES also holds the following investments in other satellite operators: a 100% interest in QuetzSat S. de R.L. de C.V., a Mexican broadcasting satellite service provider that serves Mexico and the U.S. from the 77° W.L. orbital position; a 70% interest in Ciel Satellite LP, a Canadian broadcasting satellite service provider that operates the Ciel-2 satellite at 129° W.L.; a 100% interest in SES DTH do Brasil Ltda., a Brazilian satellite service provider that will serve Brazil and the Americas Region from the nominal 48°W.L. orbital position; a 50% interest in LuxGovSat S.A., a joint venture with the Luxembourg

government that intends to acquire, launch, and operate a satellite to provide communications capacity to NATO and other governmental and institutional customers over Europe, the Middle East, and Africa; and a 35% interest in YahLive, a partnership with YahSat of Abu Dhabi that markets Ku-band capacity on the Yahsat 1A satellite to provide television and radio broadcast distribution services to the Middle East, Central and South West Asia, and Africa.

SES currently holds a minority interest in O3b Networks of 49.14% on a fully diluted basis through SES Finance Services AG ("SES Finance"), a wholly-owned subsidiary of SES. SES Finance is a Swiss entity.

Information regarding ownership of SES and a chart showing the O3b ownership structure following consummation of the proposed transaction are provided in Exhibit 2 to this application.

B. O3b Networks and O3b

O3b Networks is the parent of O3b, a global satellite services company that since September 2014 has provided high-speed broadband connectivity via satellite for locations within 45 degrees of latitude north and south of the equator. The O3b satellite network serves telecommunications operators, Internet service providers, enterprise and government customers in emerging markets, as well as U.S. maritime and energy customers. Because the O3b system combines the reach of satellite with the speed of a fiber-optic network, it makes access to low-cost, high-speed, low latency Internet and mobile connectivity possible for billions of consumers and businesses in nearly 180 countries. The O3b Constellation consists of 12 satellites in a Medium Earth Orbit ("MEO") configuration, with a vast coverage area that includes emerging and insufficiently connected markets in Latin America, Africa, the Middle East, Asia, and Australia, with a collective population of over three billion people. O3b is

already in the process of expanding the total number of satellites in its constellation from twelve to twenty, a much needed increase to accommodate the growing demand for high-throughput, high-performance connectivity.

Both O3b Networks and O3b are Jersey corporations.

C. The Proposed Transaction

As noted above, SES Finance currently owns shares of O3b Networks representing a 49.14% ownership interest on a fully diluted basis. SES has agreed to acquire, through SES Finance or another wholly-owned SES subsidiary, and subject to the receipt of required regulatory approvals, 3,431 additional shares of O3b Networks, which will give SES a majority ownership interest in O3b Networks of 50.5% on a fully diluted basis.[1] Following closing, eight of the fourteen members of the O3b Networks board of directors will be designated by SES. SES will retain an option to acquire the remaining shares of O3b Networks, giving it full ownership of the company and, if SES fails to do so by September 30, 2017, the remaining shareholders in O3b Networks may thereafter require SES to acquire their shares at an agreed price.

II. THE PROPOSED TRANSACTION WILL SERVE THE PUBLIC INTEREST

Pursuant to Section 310(d) of the Communications Act, the Commission must determine whether a proposed transfer of licenses will serve "the public interest, convenience and necessity." 47 U.S.C. § 310(d). In order to make such a finding, the Commission considers whether the proposed transferee is qualified to hold Commission authorizations. The Commission also evaluates the impact of the transaction on Commission objectives. Specifically,

[1] Due to the exercise of certain warrants, SES will hold a 54.6% voting interest after closing.

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]

For transactions affecting foreign-licensed satellites authorized to serve the U.S., the Commission established procedures in the *First Space Station Reform Order*,[3] now codified in Section 25.137(g) of the Commission's rules, 47 C.F.R. § 25.137(g), requiring submission of a notification to the Commission. The procedure for reviewing changes in the ownership of such foreign-licensed satellites is "very simple."[4] Upon receipt of a notification, the agency issues a public notice inviting comment limited to "whether the transaction affects any of the considerations made when the original satellite operator was allowed to enter the U.S. market."[5]

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

---

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 *Amendment of the Commission's Space Station Licensing Rules and Policies*, First Report and Order and Further Notice of Proposed Rulemaking, 18 FCC Rcd 10760, 10880 (¶¶ 326-327) (2003) (*"First Space Station Reform Order"*).

4 *Id*., 18 FCC Rcd at 10880 (¶ 326).

5 *Id.* This procedure does not require prior Commission approval for changes in ownership of foreign-licensed satellites serving the U.S. However, the Parties request here that the Commission concurrently consider the change in ownership of the O3b Constellation with the transfer of control of the associated earth station and experimental licenses, for which prior consent is required. The transfer of control of the satellites and the earth station and experimental licenses are inseparable parts of a single transaction, and consolidated review would be the most efficient use of Commission resources.

A. SES Is Qualified to Acquire Majority Ownership and Control of O3b

SES, the proposed transferee, holds the necessary qualifications to control Commission authorizations and to provide satellite services in the United States. The Commission considered and approved SES's qualifications when the company, then known as SES GLOBAL S.A., acquired SES Americom (then GE Americom) in 2001.[6] This conclusion was confirmed when SES acquired New Skies in 2006.[7] Thus, there is no legal impediment to SES's acquisition of a controlling interest in O3b. Furthermore, the proposed change in O3b's ultimate ownership and control will not alter the technical operation of U.S.-licensed earth stations communicating with the O3b Constellation.

B. The Transaction Will Enhance Competition

The proposed acquisition by SES of a controlling interest in O3b will facilitate the Parties' ability to satisfy customer demand for a wide variety of satellite solutions. The services provided by SES and O3b are complementary, focusing on meeting different needs through different satellite orbital configurations. Combining these complementary services will allow SES to compete more effectively with other satellite and terrestrial communication networks.

1. SES and O3b Target Separate Market Segments

As a threshold matter, the Parties note that O3b's services are targeted to markets that lack access to low-latency, high-speed connectivity, particularly in regions outside the U.S. The

---

6 *See General Electric Capital Corporation and SES GLOBAL S.A.*, Order and Authorization, 16 FCC Rcd 17575 (IB & WTB 2001); *General Electric Capital Corporation and SES GLOBAL S.A.*, Supplemental Order, 16 FCC Rcd 18878 (IB & WTB 2001).

7 *See New Skies Satellites Holdings Ltd. and SES GLOBAL S.A.*, Public Notice, 21 FCC Rcd 3194, 3196 (IB 2006) (the Commission finds "no evidence to suggest that SES GLOBAL lacks the basic qualifications to control" the New Skies entities).

O3b Constellation, which was designed to meet the needs of the "other 3 billion" people located in areas where terrestrial infrastructure is limited, does not have 50-state coverage of the U.S. While in the U.S. O3b's unique capabilities – low latency, multiple steerable beams –are forging novel U.S. markets through innovative applications,[8] most of O3b's existing capacity is dedicated to addressing more traditional requirements beyond U.S. borders. The network is designed to combine the reach of satellite with the speed of fiber to enable emerging market telecommunications operators and Internet service providers to make Internet access a reality for population groups unserved or underserved by land-based operations.

For example, O3b recently entered into an agreement to provide capacity to SpeedCast International Limited in order to provide connectivity to the Republic of Kiribati.[9] Kiribati's approximately 100,000 residents live on 33 atolls and islands, across 3.5 million square kilometers of ocean. O3b's services will make it possible to bring modern e-commerce, e-government, e-education, and e-health applications to an area that cannot be economically served through terrestrial facilities such as undersea fiber optic cables. SpeedCast's introduction of service in Kiribati follows its successful reliance on O3b-based infrastructure to serve customers in Port Moresby and Lae, Papua New Guinea; Christmas Island, Australia; and the Solomon Islands. Other telecommunications providers use O3b capacity to serve locations in the Pacific, Africa, South America, and the Middle East.[10]

---

8 *See* "O3b *Maritime*: First Class Connectivity at Sea," (use of O3b's steerable beams to follow a ship on its normal route), available at: http://www.o3bnetworks.com/o3bmaritime/.

9 *See* "O3b and SpeedCast Sign Agreement to Improve Connectivity for the Residents of the Republic of Kiribati," March 10, 2016, available at: http://www.o3bnetworks.com/o3b-speedcast-sign-agreement-improve-connectivity-residents-republic-kiribati/.

10 *See* http://www.o3bnetworks.com/customers/.

As identified on Exhibit 1, O3b holds authority for U.S. earth stations to communicate with the O3b Constellation. In addition to several licenses for fixed earth stations used for gateway feeder links and Telemetry, Tracking, and Command ("TT&C"), O3b holds blanket authorizations for earth stations on vessels ("ESVs") traveling in the coastal areas of the U.S. and for land terminals within the continental U.S., Hawaii, Puerto Rico, and the U.S. Virgin Islands. O3b's operations under these authorizations support high-throughput maritime applications using its unique capabilities, expanding the commercial maritime market beyond those segments addressed by satellite service providers to date. O3b's steerable spot beam architecture allows O3b to supply connectivity to multiple markets in the Pacific, including service to the American Samoa Telecommunications Authority to support broadband access for residents of that U.S. territory.[11]

In short, there is minimal overlap between the U.S. markets served by O3b and SES, and services enabled by O3b capacity complement rather than duplicate those offered by SES. O3b service in the U.S. represents a ground-breaking expansion of traditional satellite service – its maritime service enables broadband for ships carrying thousands of passengers and crew – which is accomplished by leveraging its unique capabilities to develop new market segments. By acquiring control of O3b, SES seeks to supplement the services provided by the geostationary satellites of its existing subsidiaries by adding the capability to offer high-bandwidth, low-latency connectivity to customers in Africa, Asia, Australia, Latin America, and the Middle East.

---

[11] *See* "American Samoa Telecommunications Authority (ASTCA) Goes Live with O3b Networks, Significantly Improves Broadband-based Services to Territory Residents ," June 15, 2015, available at: http://www.o3bnetworks.com/american-samoa-telecommunications-authority-astca-goes-live-with-o3b-networks-significantly-improves-broadband-based-services-to-territory-residents/.

2. The Transaction Will Benefit U.S. Customers by Combining Complementary Satellite Systems and Resources

To the extent that O3b does provide service in the U.S., the acquisition of a controlling interest in the company by SES will have pro-competitive effects. Because there is no material overlap between the U.S. services of O3b and SES, the merger will not diminish competition. Instead, U.S. customers of O3b will reap significant rewards. They will benefit from the additional services and coverage afforded by O3b's access to the fleets of SES's other operating subsidiaries. SES's financial assets, technical expertise, and marketing resources will make O3b a stronger competitor in regional and global satellite markets and in markets served by terrestrial service providers, particularly in underserved areas.

The Commission granted U.S. market access for the O3b Constellation pursuant to the framework established in *DISCO II*, which established a presumption that market entry by operators from WTO-member countries:

> will help ensure the presence and advancement of competition in the satellite services market and yield the benefits of a competitive marketplace to consumers in the United States and other countries.[12]

The Commission determined that granting O3b's request for access to the U.S. market was consistent with these policies. The instant transaction will strengthen O3b's ability to compete by giving the company enhanced access to the financial, technical, and marketing resources of SES, and the transaction raises no new competitive concerns.

O3b and SES do not materially compete today. The geostationary satellites that SES entities operate are ideally positioned to provide services such as video content distribution

---

[12] *Amendment of the Commission's Regulatory Policies to Allow Non-U.S. Licensed Satellites to Provide Domestic and International Service in the United States,* Report and Order, 12 FCC Rcd 24094, 24112 (1997) ("*DISCO II*").

across broad geographic areas – each satellite can cover roughly one third of the Earth's surface. However, communications to and from satellites in geostationary orbit are subject to a delay that makes such networks less well suited for more time-sensitive applications. The O3b Constellation's medium Earth orbit cuts that delay down substantially, providing performance similar to that of fiber optic cable. As a result, the O3b Constellation can support robust, two-way interactive services. Moreover, O3b's scalable network permits concentration of a significant amount of capacity over a relatively small area in response to customer demand, and its steerable beams provide additional flexibility in service offerings.

Thus, the differing satellite network configurations used by the existing SES entities and by O3b carry advantages and disadvantages that correspond to different customer groups and product markets. In many cases, an individual satellite service customer will be interested in only one type of capacity, and these customers will be completely unaffected by the proposed transaction.

For the more limited set of customers which may require access to both geostationary orbit and MEO satellite capacity, the ability to purchase both from a single entity will be a valuable benefit. For example, O3b has services that are tailored to providing connectivity to large cruise ships, using a beam that tracks a vessel as it navigates through the oceans.[13] This allows O3b to provide cruise ship passengers and crew with a level of connectivity similar to what they can experience on land. Yet a cruise ship operator may also have routes that extend beyond the scope of O3b's coverage for which the larger footprint of a geostationary satellite

[13] *See* "O3b Connects Royal Caribbean "Smart Ship" Anthem of the Seas in the Mediterranean," June 23, 2015, available at: http://www.o3bnetworks.com/o3b-connects-royal-caribbean-smart-ship-anthem-of-the-seas-in-the-mediterranean/.

network may be required. With SES acquiring control of O3b, such customers will have seamless access to the full range of satellite services they require.

Other satellite operators have similarly recognized the potential advantages of combining geostationary orbit and non-geostationary orbit assets into an integrated system. Intelsat, which operates the largest fleet of commercial geostationary satellites in the world, has announced an agreement to invest in and partner with OneWeb, which is planning to deploy and operate a Ku-band constellation in low earth orbit.[14] Through the agreement, Intelsat will have exclusive rights to distribute OneWeb services in the aeronautical and maritime sectors, as well as other mobility services. SES's acquisition of a controlling interest in O3b will bolster its ability to compete effectively with Intelsat in these market segments.

In addition, the proposed transaction will enhance the efficiency of O3b's operations. After SES acquires control, O3b will be able to rely on SES personnel for additional sales, technical, and management support, reducing overhead expenses. The transaction will also promote investment in product development and innovation. Since the company's founding, O3b has expanded its satellite constellation and plans further growth to meet additional demand. SES operating entities also are market leaders in service development and infrastructure investment. SES entities have recently filed seeking authority for a number of new satellites, including SES-15, a high throughput satellite that will provide expanded capacity for broadband services.[15] O3b will benefit from this culture of innovation and investment. The transaction will

---

[14] *See* "Intelsat Enters Strategic Alliance with OneWeb Low Earth Orbit Venture for Complementary Global Satellite-Based Solutions," June 25, 2105, available at: http://www.intelsat.com/intelsat-news/intelsat-enters-strategic-alliance-with-oneweb-low-earth-orbit-venture-for-complementary-global-satellite-based-solutions/.

[15] *See SES Satellites (Gibraltar) Ltd.*, File No. SAT-PPL-20160126-00007.

strengthen the company's ability to invest in and deploy new services and facilities to better serve satellite customers.

C. The Transaction Presents No National Security or Law Enforcement Issues

The Parties will be initiating discussions with the Departments of Justice and Homeland Security and the FBI ("Team Telecom") regarding the proposed transaction. The Parties will advise the Commission regarding the outcome of their discussions with Team Telecom.

III. COMMISSION AUTHORIZATION SHOULD EXTEND TO PENDING APPLICATIONS

At least one application for use of O3b capacity is currently pending before the Commission and may be granted while the instant Application is being considered. O3b may also file additional applications during that period. Accordingly, the Parties request that action on this application include authority for SES to acquire control with respect to any and all authorizations issued or assigned to O3b 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 O3b 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.[16] Following the closing of the proposed transaction, O3b will supplement its

[16] *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 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).

pending applications as required under the Commission's rules, 47 C.F.R. § 1.65, to reflect its new ownership structure.

Further, pursuant to Section 25.116 of the Commission's Rules, 47 C.F.R. § 25.116, to the extent necessary the Parties request a blanket exemption from any applicable cut-off rules in cases where amendments to pending applications are filed 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 O3b 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.[17]

IV. 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.

V. CONCLUSION

In sum, SES is fully qualified to acquire control of O3b and its constellation-wide market access grant, earth station licenses, and experimental authorizations, and the acquisition by SES

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

of majority ownership and control of O3b will enhance competition and serve the public interest. In view of the simplicity and clear lawfulness of the proposed acquisition, the Parties request speedy approval, which is particularly warranted in the satellite arena:

> In this dynamic and technologically innovative industry, a proposed venture may become obsolete in just a few years….To delay a proposed project six months will increase capital cost and diminish technological advantage; to delay it a year or more may destroy its attractiveness as an investment.[18]

Accordingly, SES and O3b ask that the FCC review and affirmatively authorize transfer of the U.S. market access grant for the O3b Constellation and grant its consent to the transfer of the O3b non-common carrier earth station licenses and experimental authorizations.

[18] *United States v. FCC*, 652 F.2d 72, 95 (D.C. Cir. 1980) (en banc).

Exhibit 1: List of O3b's FCC Licenses, Authorizations, and Pending Applications

1. Space Station Market Access

Call Sign	File Numbers	Description	Exp. Date
S2935	SAT-LOI-20141029-00118; SAT-AMD-20150115-00004	Petition for declaratory ruling granting U.S. market access for O3b constellation.	N/A

2. Individual Earth Station Licenses and Special Temporary Authorizations

Call Sign	File Numbers	Description	Exp. Date
E100088	SES-LIC-20100723-00952; SES-MOD-20140814-00652	License for non-common carrier earth station in Haleiwa, HI.	09/25/2027
E130021	SES-LIC-20130124-00089; SES-MOD-20140814-00654	License for non-common carrier earth station in South Vernon, TX.	06/20/2028
E130107	SES-LIC-20130618-00516; SES-AMD-20131122-01187; SES-AMD-20140814-00653	License for non-common carrier earth station with two 2.4m General Dynamics antennas in Bristow, VA.	06/24/2030
E140107	SES-LIC-20141022-00809	License for non-common carrier earth station in Haleiwa, HI.	06/05/2030
E150018	SES-LIC-20150310-00138	License for non-common carrier earth station in Bristow, VA.	09/30/2030
N/A	SES-STA-20151110-00822	STA to operate two 1.2m antennas for non-commercial testing and demonstration purposes in Ft. Belvoir, VA.	07/04/2016
N/A	SES-STA-20160427-00374	STA to operate one 1.2m antenna for testing and demonstration purposes in San Diego, CA (SPAWAR/CODA). Request for 180-day extension pending in File No. SES-STA-20160427-00375.	05/30/2016

3. Earth Stations on Vessels License

Call Sign	File Numbers	Description	Exp. Date
E130098	SES-LIC-20130528-00455; SES-MOD-20140814-00655; SES-AMD-20131025-01138	Non-common carrier earth stations on vessels blanket license for coastal areas of the U.S. between 7° and 50° N. Latitude.	05/13/2029

4. Land Earth Stations Blanket License

Call Sign	File Numbers	Description	Exp. Date
E140101	SES-LIC-20141001-00781	Non-common carrier blanket license for service to land terminals in CONUS, Hawaii, Puerto Rico and the U.S. Virgin Islands.	06/08/2030

5. Miscellaneous Filings for Satellite Services

File Numbers	Description
DA 14-637	Waiver of the U.S. Table of Allocations and the Ka-band Plan for ESV operations aboard foreign-flagged maritime vessels in and near U.S. territorial waters.
SES-MSC-20140318-00150	Waiver of the U.S. Table of Allocations and the Ka-band Plan for testing and operations on foreign-flagged maritime vessels that will operate in and near U.S. territorial waters.
SES-MSC-20150206-00066	Waiver of the U.S. Table of Allocations and the Ka-band Plan for testing, demonstrations, and commercial service on foreign-flagged maritime vessels that will operate in and near U.S. territorial waters in the vicinity of Fort Lauderdale, Puerto Rico and the U.S. Virgin Islands.
SES-MSC-20151021-00760	Waiver of the U.S. Table of Allocations and the Ka-band Plan for testing, demonstrations, and commercial service on foreign-flagged maritime vessels that will operate in and near U.S. territorial waters in the vicinity of the Gulf of Mexico, Puerto Rico and the U.S. Virgin Islands, as well as the east coast from Florida to Maine.

6. FCC Experimental Authorizations

Call Sign	File Number	Description	Exp. Date
WH2XRC	0089-EX-PL-2015	Test authority for Continental U.S., Hawaii, Puerto Rico and the U.S. Virgin Islands for 1.2 m, 1.8 m, 2.2 m, and 2.4 m antennas.	05/01/2017
WH2XRV	0119-EX-PL-2015	Test authority for U.S. and territories for 85 cm and 2.4 m antennas.	05/01/2017

Exhibit 2: Post-Closing Ownership and Corporate Officers and Directors

The proposed transferee, SES S.A. ("SES," formerly known as SES Global S.A.), is a Luxembourg company that wholly owns SES Americom, SES Satellites (Gibraltar) Ltd., SES Astra (formerly Société Européenne des Satellites S.A.), and New Skies Satellites B.V. Through its subsidiaries and affiliates, SES engages in the provision of satellite services in North and South America, Europe, Africa and Asia under the single brand name "SES." The individual legal entities, however, remain distinct.

The offices of SES are at L-6815 Château de Betzdorf, Luxembourg.

The names, addresses, and citizenship of stockholders owning of record and/or voting 10 percent or more of SES voting stock are:

1. The Etat du Grand Duché de Luxembourg (the "State of Luxembourg") – and Banque et Caisse d'Epargne de l'Etat ("BCEE") and Société Nationale de Crédit et d'Investissement ("SNCI"), each of which is an institution created by act of the Luxembourg Parliament and 100% owned by the State of Luxembourg – hold Class B shares of SES representing a combined effective economic interest of 16.67% and effective voting power of 33.34%. In addition, in 2007 and 2008 these entities received SES Fiduciary Deposit Receipts ("FDRs"), each of which represents one Class A share of SES. The FDRs distributed to these entities represented a combined 5.43% economic interest and effective voting power of 4.35%. SES does not know how many of these FDRs, if any, are still held by the Class B shareholders, as they are entitled to sell the FDRs without notice to SES. The principal business of both BCEE and SNCI is financial services. The addresses of BCEE and SNCI are as follows:

   Banque et Caisse d'Epargne de l'Etat
   1, place de Metz
   L-2954 Luxembourg

   Société Nationale de Crédit et d'Investissement
   7, rue du Saint-Esprit
   BP 1207, L-1012 Luxembourg

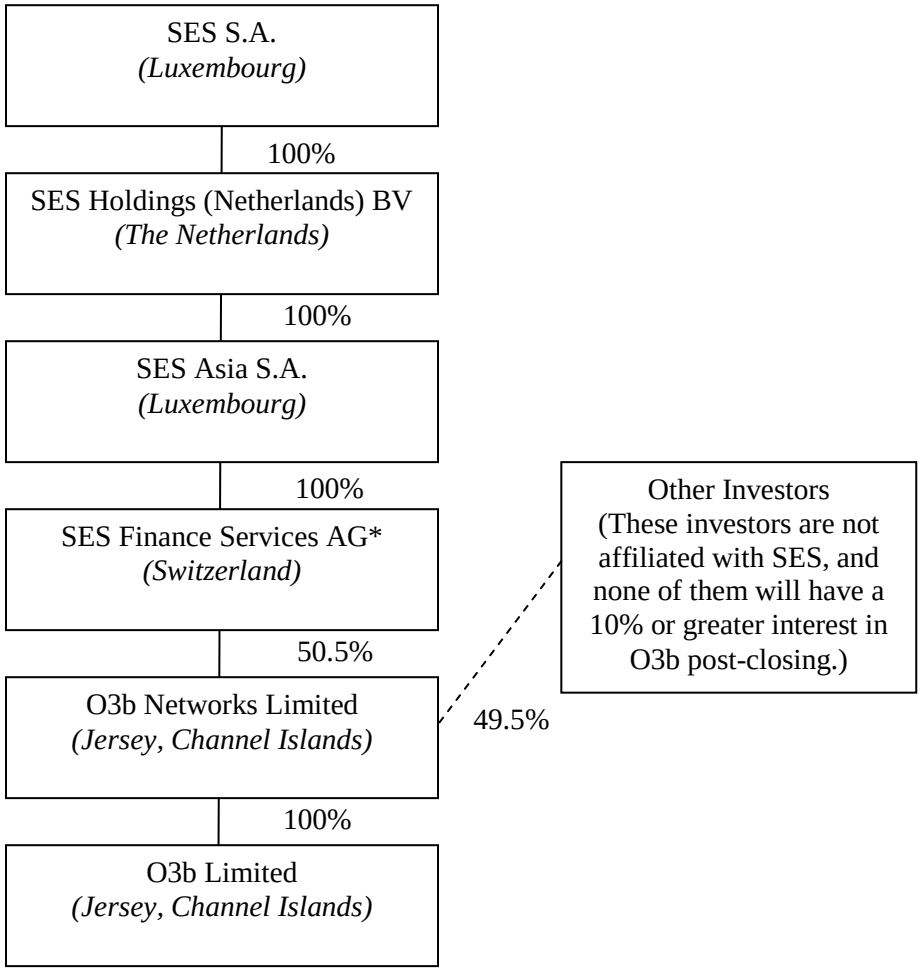
The address for the State of Luxembourg is Ministry of State, 4 rue de la Congrégation, L-2910, Luxembourg.

The following individuals serve as officers and directors of SES and can be contacted at the SES address listed above:

Name	**Title**	**Nationality**
Karim Michel Sabbagh	President and CEO	Canada and Lebanon
Padraig McCarthy	Chief Financial Officer	Ireland
Martin Halliwell	Chief Technology Officer	Britain
Ferdinand Kayser	Chief Commercial Officer	Luxembourg
Christophe De Hauwer	Chief Development Officer	Belgium
Romain Bausch	Chairman of the Board	Luxembourg
François Tesch	Vice Chairman of the Board	Luxembourg
Jean-Paul Zens	Vice Chairman of the Board	Luxembourg
Serge Allegrezza	Director	Luxembourg
Marc Beuls	Director	Belgium
Marcus Bicknell	Director	Britain
Victor Casier	Director	Belgium
Bridget Cosgrave	Director	Ireland and Canada
Hadelin de Liedekerke Beaufort	Director	France
Jean-Claude Finck	Director	Luxembourg
Tsega Gebreyes	Director	Ethiopia
Conny Kullman	Director	Sweden
Ramu Potarazu	Director	U.S.
Anne-Catherine Ries	Director	Luxembourg and France
Jean-Paul Senninger	Director	Luxembourg
Pascale Toussing	Director	Luxembourg
Marc Speeckaert	Director	Belgium
Katrin Wehr-Seiter	Director	Germany

POST-CONSUMMATION SIMPLIFIED OWNERSHIP CHART

This is a simplified chart depicting the post-closing O3b ownership structure. The percentages shown reflect equity interests on a fully diluted basis.



*As noted in the narrative, SES has the option to specify that another wholly-owned SES subsidiary will acquire the O3b Networks shares in lieu of SES Finance. In the event of such a decision, the parties will notify the Commission and provide a revised ownership chart.