

Date & Time Filed:
File Number: —

FCC APPLICATION FOR SPACE AND EARTH STATION:MOD OR AMD – MAIN FORM	FCC Use Only
FCC 312 MAIN FORM FOR OFFICIAL USE ONLY	

APPLICANT INFORMATION

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

1-8. Legal Name of Applicant			
Name:	FTMSC US, LLC	Phone Number:	202-822-2100
DBA Name:		Fax Number:	202-822-2099
Street:	c/o France Telecom North America 1717 K Street, N.W., Suite 507	E-Mail:	danielle.aguto@ftna.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036 -
Attention:	Danielle Aguto		

9-16. Name of Contact Representative

Name:	William K. Coulter	Phone Number:	202-861-3943
Company:	DLA Piper Rudnick Gray Cary US, LLP	Fax Number:	202-689-8460
Street:	1200 19th Street, N.W.	E-Mail:	William.Coulter@dlapiper.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036-
Attention:	William K. Coulter	Relationship:	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- a1. Earth Station
- a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- (N/A) b3. Amendment to a Pending Application
- (N/A) b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- (N/A) b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:	
<input type="checkbox"/> a. Fixed Satellite <input checked="" type="checkbox"/> b. Mobile Satellite <input type="checkbox"/> c. Radiodetermination Satellite <input type="checkbox"/> d. Earth Exploration Satellite <input type="checkbox"/> e. Direct to Home Fixed Satellite <input type="checkbox"/> f. Digital Audio Radio Service <input type="checkbox"/> g. Other (please specify)	
21. STATUS: Choose the button next to the applicable status. Choose only one. <input checked="" type="radio"/> Common Carrier <input type="radio"/> Non-Common Carrier	22. If earth station applicant, check all that apply. <input type="checkbox"/> Using U.S. licensed satellites <input type="checkbox"/> Using Non-U.S. licensed satellites
23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities: <input checked="" type="radio"/> Connected to a Public Switched Network <input type="radio"/> Not connected to a Public Switched Network <input type="radio"/> N/A	
24. FREQUENCY BAND(S): Place an 'X' in the box(es) next to all applicable frequency band(s). <input type="checkbox"/> a. C-Band (4/6 GHz) <input type="checkbox"/> b. Ku-Band (12/14 GHz) <input checked="" type="checkbox"/> c. Other (Please specify upper and lower frequencies in MHz.) Frequency Lower: 1525 Frequency Upper: 1660.5 (Please specify additional frequencies in an attachment)	

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Geostationary Space Station
- f. Non-Geostationary Space Station
- g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY:

- Transmit/Receive Transmit-Only Receive-Only N/A

"For Space Station applications, select N/A."

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an 'X' in the box(es) next to all that apply.)

- a — authorization to add new emission designator and related service
- b — authorization to change emission designator and related service
- c — authorization to increase EIRP and EIRP density
- d — authorization to replace antenna
- e — authorization to add antenna
- f — authorization to relocate fixed station
- g — authorization to change frequency(ies)
- h — authorization to add frequency
- i — authorization to add Points of Communication (satellites & countries)
- j — authorization to change Points of Communication (satellites & countries)
- k — authorization for facilities for which environmental assessment and radiation hazard reporting is required
- l — authorization to change orbit location
- m — authorization to perform fleet management
- n — authorization to extend milestones
- o — Other (Please specify)

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.

Yes No

Exhibit A

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30-34.

29. Is the applicant a foreign government or the representative of any foreign government?

Yes No

30. Is the applicant an alien or the representative of an alien?

Yes No N/A

31. Is the applicant a corporation organized under the laws of any foreign government?

Yes No N/A

32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

Yes No N/A

33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

Yes No N/A

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.

Exhibit B

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.

Yes No

Exhibit C

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.

Yes No

Exhibit D

37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.

Yes No

Exhibit E

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances

Yes No

Cert of Service

39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.

Yes No

40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.

41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application"; for these purposes.

Yes No

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? U.K.

43. Description. (Summarize the nature of the application and the services to be provided). (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Applicant amends Application to provide new ownership information due to a proposed Transfer of Control of FTMSC US, LLC to MobSat S.A.S., closing conditioned upon grant of all governmental approvals.

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
- Unincorporated Association
- Partnership
- Corporation
- Governmental Entity
- Other (please specify)

45. Name of Person Signing
Danielle Aguto

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46. Title of Person Signing
Authorized Representative

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).

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

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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.

FEDERAL COMMUNICATIONS COMMISSION FCC 312 - Schedule A (Place an "X" in one of the blocks below)					FCC Use Only		
<input checked="" type="checkbox"/> CONSENT TO TRANSFER OF CONTROL			<input type="checkbox"/> CONSENT TO ASSIGNMENT OF LICENSE				
<input type="checkbox"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION			<input type="checkbox"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION				
A1. Name of Licensee or Registrant FTMSC US, LLC				A2. Voice Telephone Number 202-882-2100			
A3. Mailing Street Address or P.O. Box c/o France Telecom North America, 1717 K Street, N.W., STE 507 ATTENTION: Danielle Aguto				A4. Fax Telephone Number 202-822-2099			
A5. City Washington		A6. State / Country (if not U.S.A.) DC		A7. Zip Code 20036			
A8. List Call Sign(s) of station(s) being assigned or transferred EO50284						A9. No. of station(s) listed	
A10. Name of Transferor/Assignor (if different than licensee or registrant) France Telecom SA			A15. Name of Transferee/Assignee MobSat S.A.S.				
A11. Mailing Street Address or P.O. Box 6, place d'allera			A16. Mailing Street Address or P.O. Box 45 avenue Kléber				
A12. City Paris	A13. State/Country France	A14. Zip Code 25015	A17. City Paris	A18. State/Country France	A19. Zip Code 75784		
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.						<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.							

CERTIFICATION

- The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.
- The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1) FTMSC US, LLC	A23. Signature <i>Danielle Aguto</i>	A24. Title (Office Held by Person Signing) Authorized Person	A25. Date 3 August 2006
A26. Printed Name of License Transferor/Assignor (if different than licensee. Must agree with A10) France Telecom SA	A27. Signature <i>Danielle Aguto</i>	A28. Title (Office Held by Person Signing) Authorized Person	A29. Date 3 August 2006
A30. Printed Name of License Transferee/Assignee (Must agree with A15) MobSat S.A.S.	A31. Signature <i>[Signature]</i>	A32. Title (Office Held by Person Signing) President	A33. Date 28/07/06

EXHIBIT A
FTMSC US, LLC
FCC FORM 312; AMENDMENT TO APPLICATION
August 4, 2006

FTMSC US, LLC provides the following information concerning its ten percent or greater direct and indirect shareholder or other equity holders upon consummation of the proposed transaction.

Name	Address	Percentage Ownership Interest	Citizenship	Business
FTMSC US Holding, Inc.	c/o FTNA 1717 K Street, NW Suite 507 Washington, DC 20036	100% ownership of FTMSC US, LLC	U.S.	Holding company
France Telecom Mobile Satellite Communications, S.A.	c/o FTNA 1717 K Street, NW Suite 507 Washington, DC 20036	100% ownership of FTMSC US Holding, Inc.	France	Telecommunications company
MobSat S.A.S.	45 avenue Kleber, 75784, Paris, Cedex 16, France	100% ownership of France Telecom Mobile Satellite Communications, S.A.	France	Holding company
Apax France VI FCPR	45 avenue Kleber, 75784, Paris, Cedex 16, France	72% ownership of MobSat S.A.S.	France	Venture Capital Fund
Amboise Investissement SCA	45 avenue Kleber, 75784, Paris, Cedex 16, France	20% ownership of MobSat S.A.S.	France	Venture Capital Fund
Apax Partners S.A.	45 avenue Kleber, 75784, Paris, Cedex 16, France	100% control of Apax France VI FCPR	France	Investment Fund Manager
Apax Partners & Cie Gerance II	45 avenue Kleber, 75784, Paris, Cedex 16, France	Co-100% control of Amboise Investissement SCA	France	Investment Fund Manager
Societe Europeenne Iena SAS	45 avenue Kleber, 75784, Paris, Cedex 16, France	Co-100% control of Amboise Investissement SCA	France	Investment Fund Manager
Maurice Tchenio	52 Boulevard Maillot, 92200, Neuilly sur Seine, France	20.6% (direct and indirect) interest in Apax Partners S.A., 79.9% (direct and indirect) interest in Apax Partners & Cie Gerance II, and 96% (direct and indirect) interest in Societe Europeenne Iena SAS	France	Individual
Romain Tchenio	52 Boulevard Maillot, 92200, Neuilly sur Seine, France	33.87% (direct and indirect) interest in Apax Partners S.A.	France	Individual
Patrick De Giovanni	11 Sente du Bois des Dames, 92420 Vaucresson, France	11% interest in Apax Partners S.A.	France	Individual
Edgard Misrahi	3 rue Maspero, 75116, Paris, France	15% interest in Apax Partners S.A.	France	Individual

EXHIBIT A
FTMSC US, LLC
FCC FORM 312; AMENDMENT TO APPLICATION
August 4, 2006

Name	Address	Percentage Ownership Interest	Citizenship	Business
Laurent Ganem	3 bis rue des Beaux-Arts 75006, Paris, France	10% interest in Apax Partners S.A.	France	Individual
Ronald Cohen	c/o Apax Partners Ltd., 15 Portland Place, London W1B 1PT, UK	10.04% interest in Apax Partners & Cie Gerance II	United Kingdom	Individual
Alan Patricof	c/o Apax Partners, 445 Park Avenue, 11th Floor, New York, NY 10022	10% interest in Apax Partners & Cie Gerance II	United States	Individual

EXHIBIT B
FTMSC US, LLC
FCC FORM 312; AMENDMENT TO APPLICATION
August 4, 2006

PETITION FOR DECLARATORY RULING PURSUANT TO
SECTION 310(B)(4) OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED

I. INTRODUCTION

A. THE PARTIES

Licensee is a limited liability company organized under the laws of Delaware. It is currently indirectly 100% owned by France Télécom S.A. ("France Telecom"), a telecommunications company organized under the laws of France. Licensee is authorized pursuant to Special Temporary Authority to provide Inmarsat Broadband Global Area Network ("BGAN") services.² Licensee does not currently provide any other telecommunications services in the United States.

B. PROPOSED TRANSACTION

On July 22, 2006, France Telecom and MobSat entered into a Share Purchase Agreement ("SPA") whereby control of Licensee would be transferred from France Telecom to MobSat. Under the proposed transaction, 100% of Licensee's shares will be acquired by FTMSC US Holding, Inc., a company organized under the laws of Delaware. 100% of the shares of FTMSC US Holding, Inc. will be transferred to France Telecom Mobile Satellite Communications, S.A., a French company. 100% of France Telecom Mobile Satellite Communications, S.A.'s shares will be held by MobSat, a French holding company. MobSat is owned by two French venture capital funds: Apax France VI FCPR (72%) ("Apax France"), and Amboise Investissement SCA (20%) ("Amboise").

Apax France is a venture capital fund based in France and managed by Apax Partners S.A. ("Apax Partners"), a French limited company (equivalent to a limited liability company in the United States). None of the investors in Apax France has any control or right to control the

² See above at n.1.

management or voting of the shares owned by Apax France. Apax France does not hold any telecommunications licenses in the U.S. or in any other country. Apax France is affiliated with one non-dominant telecommunications company, Outremer Télécom, which operates in the French Overseas Territories (Martinique, Guadeloupe, French Guyana and Reunion). It does not have market power in these countries.

Apax Partners has the sole responsibility for management and administration of Apax France. The 10% or greater owners of Apax Partners are as follows: Maurice Tchenio (20.6% directly and indirectly), Romain Tchenio (33.87% directly and indirectly), Edgard Misrahi (15%), Patrick De Giovanni (11%) and Laurent Ganem (10%). All of these individuals are citizens of France, a WTO member country.

Amboise is a French venture capital fund organized as an entity equivalent to a limited partnership in the United States. None of its investors has any control or right to control the management or voting of the shares owned by Amboise. Amboise does not hold any telecommunications licenses in the U.S. or in any other country. It is not affiliated with any foreign carriers. Amboise has two general partners. Apax Partners & Cie Gerance II (collectively "Apax & Cie") is the managing general partner of Amboise and has principal responsibility for the management and administration of Amboise. Three individuals own more than 10% of Apax & Cie: Maurice Tchenio (79.9% direct and indirect interest), a French citizen, Ronald Cohen (10.04% interest), a United Kingdom citizen, and Alan Patricof (10% interest), a U.S. citizen.

The second general partner of Amboise is Societe Europeenne Iena SAS ("Societe Europeenne"). The only owner with a greater than 10% interest in Societe Europeenne is Maurice Tchenio, a French citizen (96% interest).

Upon consummation of the transaction, Apax France, a foreign entity based in France, a WTO member country, will have ultimate control of Licensee through its majority investment in MobSat. Amendments to FTMSC's Applications for Section 214 authority and Title III authorizations are being filed simultaneously with this Petition.³

Under the terms of the SPA, the parties cannot consummate the transaction until all applicable governmental authorizations have been granted.

II. DISCUSSION

A. FOREIGN OWNERSHIP

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

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

In its *Foreign Participation Order*, the Commission stated that allowing indirect foreign investment in common carrier radio licensees beyond the 25 percent benchmark established by Section 310(b)(4) of the Act would promote competition in the U.S. market, thereby promoting

³ See Amendment to Application for Section 214 Authorization, File No. ITC-214-20051012-00406, dated August 4, 2006 and Amendment to Title III Application, File No. SES-LFS-20051011-01396, dated August 4, 2006.

⁴ 47 U.S.C. § 301(b)(4).

the public interest.⁵ There is a “strong presumption that no competitive concerns are raised by [up to and including 100 percent] indirect foreign investment” from entities from WTO member countries.⁶

1. FTMSC’s Foreign Owners are from France, a WTO Member Country

Under the proposed transaction, FTMSC’s owner will be MobSat. MobSat’s principal place of business, and its nationality or “home market” is in France. Attached as Exhibit A please find a chart listing for each company in the chain of ownership of FTMSC under the proposed transaction the factors which make up the Commission’s principal place of business test:

(1) the country of its organization; (2) the nationality of all investment principals, officers, and directors; (3) the country in which its headquarters is located; (4) the country in which the majority of its tangible property is located (including production, transmission, billing, information and control facilities); and (5) the country from which it derives the greatest sales and revenues from its operations.⁷

Based on a review of these factors, MobSat’s principal place of business is clearly in France. MobSat was recently created for the sole purpose of owning FTMSC SA (a French company) as a result of the proposed transaction. As such, while it has had no revenues to date, its sole business is the ownership of a French company. MobSat's only officer and director is Bertrand Pivin, a French citizen who resides in France. MobSat has no current employees. The owner of MobSat, Apax France, is French, and its managing company, Apax Partners, is French.

⁵ See *In Re Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, Report and Order on Reconsideration*, 12 FCC Rcd. 23891, 23940 (1997)(“*Foreign Participation Order*”).

⁶ *In Re Voicestream Wireless Corp.*, 15 FCC Rcd. 3341, 3348 (2000).

⁷ *Foreign Participation Order* at 23941, para. 116. See also *In Re Lockheed Martin Global Telecommunications, Comsat Corporation, and Comsat General Corporation et. al., Order and Authorization*, 16 FCC Rcd. 22897, n.75 (2001)(“*Telenor Order*”).

All 10% or greater owners of Apax France are French citizens. As such, FTMSC's foreign owners under the proposed transaction are clearly from France, a WTO country.

B. COMPETITIVE CONCERNS

Because France is a WTO member country, MobSat is entitled to a strong presumption that no competitive concerns are raised by the indirect foreign ownership of Licensee. To overcome this presumption, “an applicant must possess the ability to harm competition in the U.S. market in addition to the ability to exercise its foreign market power.”⁸ The Commission has frequently endorsed indirect foreign ownership of up to 100 percent by entities from WTO member countries. The Commission has approved 100 percent indirect foreign ownership of Telenor Satellite by Telenor ASA, a Norwegian company; 100 percent indirect foreign ownership of GT Americom by SES Global, a Luxembourg company, which is 75.11 percent foreign owned; and 100 percent indirect foreign ownership of VoiceStream Wireless by Deutsche Telekom AG, a German company, which is 77 percent foreign owned.⁹

C. NATIONAL SECURITY

Applicants already have begun discussions with Executive Branch agencies regarding national security concerns. The Applicants are in the process of negotiating an agreement with the DOJ, FBI and Department of Homeland Security (“FBI/DOJ Agreement”) in order to address all concerns of law enforcement regarding FTMSC’s BGAN operations. Applicants request that

⁸ *Foreign Participation Order* at 23914.

⁹ *See Telenor Order* at 22897; *In Re Application of General Electric Corp. and SES Global, Order and Authorization*, 16 FCC Rcd 17575 (2001); *In Re VoiceStream Wireless Corp, Powertel, Inc. and Deutsche Telekom AG, Memorandum Opinion and Order*, 16 FCC Rcd. 9779 (2001)(“*VoiceStream Order*”).

the Commission's authorizations be specifically conditioned upon compliance with the terms and conditions of the DOJ/FBI Agreement.¹⁰

D. PUBLIC INTEREST BENEFITS

The proposed up to 100 percent foreign ownership of FTMSC by MobSat and its French owners serves the public interest as outlined in the Commission's decisions discussed herein. France is a WTO member country. Thus, there is a strong presumption that competition would be increased and the public interest served by French investment in U.S. telecommunications companies.

Further, permitting Licensee to continue to provide the proposed BGAN services will lead to additional competition in the mobile satellite services market. FTMSC is already authorized to provide these services.¹¹ There are at least 4 other providers of BGAN services in the U.S. to date, including British Telecom, MVS, Stratos Global Corp., and Telenor Satellite Services.¹² Continuing to allow Licensee to provide these services in the U.S. will lead to increased competition, and lower rates for consumers in the mobile satellite services market.

¹⁰ See above at n.3.

¹¹ See above at n.1.

¹² These carriers are also providing BGAN services in the United States pursuant to Commission's Special Temporary Authority granted on May 12, 2006. See Special Temporary Authority of MSV, File No. SES-STA-20060316-00454; Stratos, File No. SES-STA-20060310-00419; Telenor, File No. SES-STA-20060313-00430; and British Telecom, File No. SES-STA-20060315-00445.

III. CONCLUSION

For the reasons discussed above, Applicants hereby request that the Commission issue a declaratory ruling that indirect foreign investment of up to 100 percent in Licensee by MobSat, a French holding company, and its French owners, is consistent with the public interest under Section 310(b)(4) of the Act.

Respectfully submitted,

Bruce H. Turnbull

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COUNSEL FOR MOBSAT S.A.S.

And

William K. Coulter

William K. Coulter
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Washington, DC 20036
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William.Coulter@dlapiper.com

COUNSEL FOR FTMSC US, LLC

Dated: August 4, 2006

Exhibit A
Petition for Declaratory Ruling of FTMSC US, LLC

**FIVE FACTOR “PRINCIPAL PLACE OF BUSINESS TEST” CHART
FOR FTMSC US, LLC’S DIRECT AND INDIRECT SHAREHOLDERS**

Direct and Indirect Shareholder Name?	Country of Organization ?	Nationality of all investment principals, officers, and directors?	The country in which its world headquarters is located?	The country in which the majority of its tangible property, including production, transmission, billing, information and control facilities is located?	The country from which it derives the greatest sales and revenues from its operations?
FTMSC US Holding, Inc.	USA	Directors: Erik Ceuppens, Belgian Marck Grandpierre, French Thierry Denant, French Eric Verheylewegen, Belgian Officers: Erik Ceuppens, Belgian Thierry Denant, French Anne Grandjacques, French	USA	USA	N/A. Holding company.
France Telecom Mobile Satellite Communications, S.A.	France	Directors: Olivier Voirin, French Raynald Leconte, French Erik Ceuppens, Belgian Officers: Erik Ceuppens, Belgian Marck GrandPierre, French	France	France	France
MobSat S.A.S.	France	Bertrand Pivin (President and sole Director), French	France	France	N/A. Holding Company.
Apax France VI FCPR	France	Investors are from various countries all of which are in Western Europe or South Asia (Singapore), in addition to the USA. No single investor provides 10% or more of the total invested funds. There are no directors or officers, but Apax Partners SA manages the fund and has all authority with regard to invested funds.	France	France	France

**FIVE FACTOR “PRINCIPAL PLACE OF BUSINESS TEST” CHART
FOR FTMSC US, LLC’S DIRECT AND INDIRECT SHAREHOLDERS**

Direct and Indirect Shareholder Name?	Country of Organization ?	Nationality of all investment principals, officers, and directors?	The country in which its world headquarters is located?	The country in which the majority of its tangible property, including production, transmission, billing, information and control facilities is located?	The country from which it derives the greatest sales and revenues from its operations?
Apax Partners SA	France	Principal shareholders: Edgard Misrahi, French Patrick de Giovanni, French Laurent Ganem, French Maurice Tchenio, French Romain Tchenio, French Directors: Maurice Tchenio, French Alan Patricof, USA Roland Tchenio, French Ronald Cohen, UK	France	France	France
Amboise Investissement SCA	France	Recently listed investment company (March 2006). Investors are currently being identified. There are no directors or officers as such, but the fund is co-managed by Apax Partners & Cie Gerance II and Societe Europeene Iena SAS.	France	France	France
Apax Partners & Cie Gerance II SAS	France	Principal investors: Maurice Tchenio, French Ronald Cohen, UK Alan Patricof, USA President: Maurice Tchenio, French SAS entities have no board of directors	France	France	France

**FIVE FACTOR “PRINCIPAL PLACE OF BUSINESS TEST” CHART
FOR FTMSC US, LLC’S DIRECT AND INDIRECT SHAREHOLDERS**

Direct and Indirect Shareholder Name?	Country of Organization ?	Nationality of all investment principals, officers, and directors?	The country in which its world headquarters is located?	The country in which the majority of its tangible property, including production, transmission, billing, information and control facilities is located?	The country from which it derives the greatest sales and revenues from its operations?
Societe Europeenne Iena SAS	France	Principal investor: Maurice Tchenio, French President: Maurice Tchenio, French	France	France	France

EXHIBIT C
FTMSC US, LLC
FCC FORM 312; AMENDMENT TO APPLICATION
August 4, 2006

Response to Question No. 42a.

FTMSC US, LLC provides the following information pursuant to Section 25.137 regarding non-U.S.-licensed satellites.

Section 25.137(a)-Effective Competitive Opportunities. Inapplicable. The United Kingdom is a member of the World Trade Organization, and the services the applicant is seeking to provide are covered under the World Trade Organization Basic Telecommunications Agreement.

Section 25.137(b)-Compliance with Financial and Technical Requirements. Inmarsat 4F2 is in orbit and operational. Therefore, financial information under Section 25.114(c)(17)-(18) of the Commission's rules need not be submitted with this application. Additionally, the Commission has addressed spectrum coordination issues related to this satellite. Therefore, technical information under Section 25.114(c)(5)-(11) and (14) of the Commission's rules need not be submitted with this application. *See* 47 C.F.R. Sec. 25.137(b). Finally, FTMSC notes that the Commission has already authorized METs to operate with the Inmarsat 4F2 satellite.

EXHIBIT D
FTMSC US, LLC
FCC FORM 312; AMENDMENT TO APPLICATION
August 4, 2006

FTMSC US, LLC provides the following information concerning its ten percent or greater direct and indirect shareholder or other equity holders upon consummation of the proposed transaction.

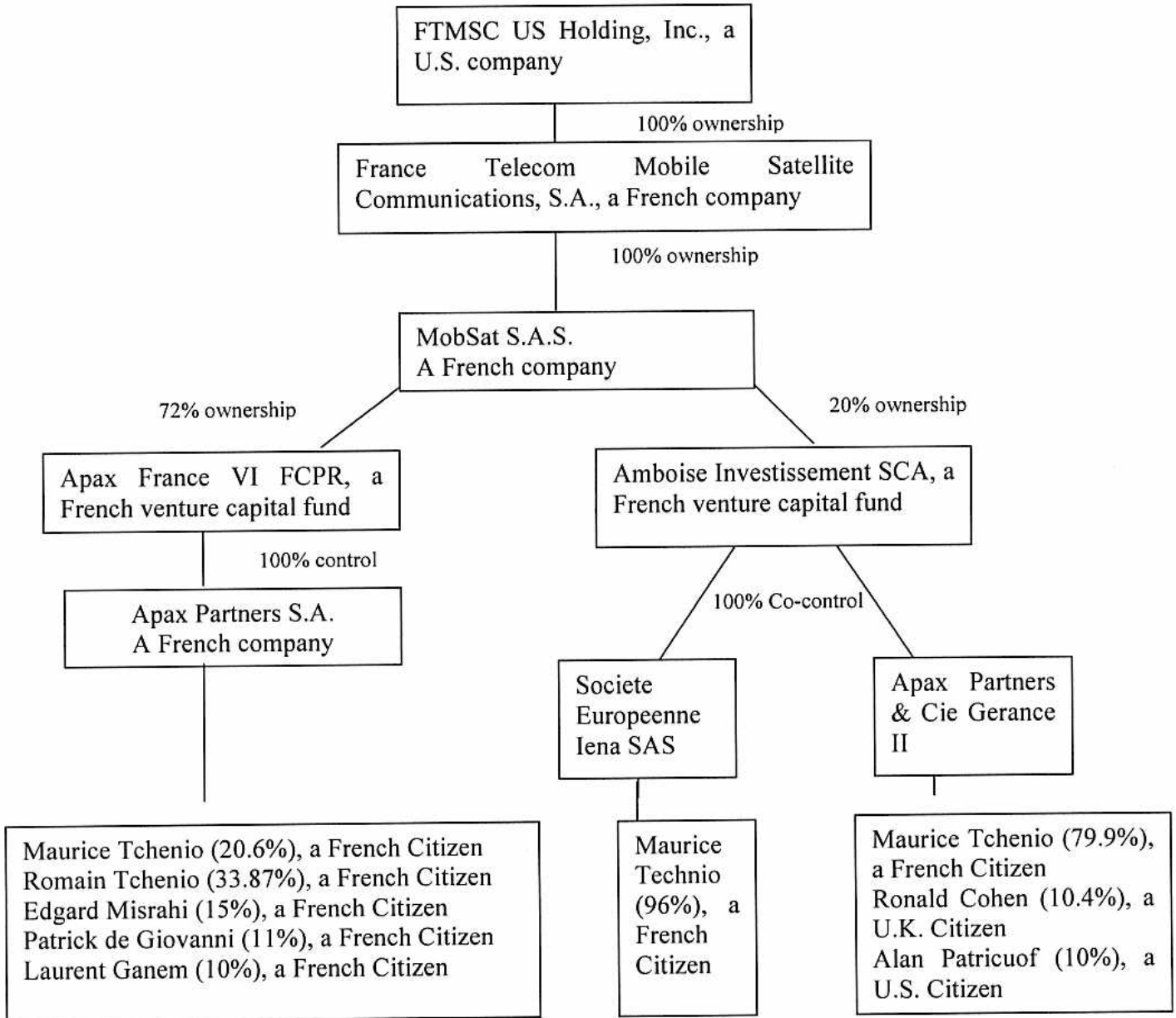


EXHIBIT E
FTMSC US, LLC
FCC FORM 312; AMENDMENT TO APPLICATION
August 4, 2006

Allowing the proposed transfer of control of FTMSC US, LLC to MobSat S.A. is in the public interest. In its *Foreign Participation Order*, the Commission stated that allowing indirect foreign investment in common carrier radio licensees promotes competition in the U.S. market, thereby promoting the public interest.¹ There is a “strong presumption that no competitive concerns are raised by [up to and including 100 percent] indirect foreign investment” from entities from WTO member countries.² France is a WTO member country. Thus, there is a strong presumption that competition would be increased and the public interest served by French investment in U.S. telecommunications companies.

Further, permitting FTMSC to continue to provide the proposed BGAN services will lead to additional competition in the mobile satellite services market. FTMSC is already authorized to provide these services. There are at least 4 other providers of BGAN services in the U.S. to date, including British Telecom, MVS, Stratos Global Corp., and Telenor Satellite Services.³ Continuing to allow FTMSC to provide these services in the U.S. will lead to increased competition, and lower rates for consumers in the mobile satellite services market.

¹ See *In Re* Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, *Report and Order on Reconsideration*, 12 FCC Rcd. 23891, 23940 (1997)(“*Foreign Participation Order*”).

² *In Re* Voicestream Wireless Corp., 15 FCC Rcd. 3341, 3348 (2000).

³ These carriers are also providing BGAN services in the United States pursuant to Commission’s Special Temporary Authority granted on May 12, 2006. See Special Temporary Authority of MSV, File No. SES-STA-20060316-00454; Stratos, File No. SES-STA-20060310-00419; Telenor, File No. SES-STA-20060313-00430; and British Telecom, File No. SES-STA-20060315-00445.

CERTIFICATE OF SERVICE

I, Christine L. Zepka, hereby certify that on this 4th day of August, 2006, I caused to be served a true copy of the foregoing Amendment by first class mail, postage pre-paid (or as otherwise indicated) upon the following:

Roderick Porter
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
By Hand

Gardner Foster
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
By Hand

James Ball
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
By Hand

Andrea Kelly
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
By Hand

Cassandra Thomas
International Bureau
Federal Communications Commission
445 12th Street, S.W.
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By Hand

Scott Kotler
International Bureau
Federal Communications Commission
445 12th Street, S.W.
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Howard Griboff
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
By Hand

Karl Kensinger
International Bureau
Federal Communications Commission
445 12th Street, S.W.
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By Hand

Stephen Duall
International Bureau
Federal Communications Commission
445 12th Street, S.W.
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John Martin
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Federal Communications Commission
445 12th Street, S.W.
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By Hand

Fern Jarmulnek
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Federal Communications Commission
445 12th Street, S.W.
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Robert Nelson
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Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
By Hand

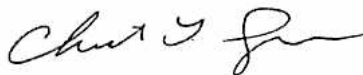
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Washington, DC 20004

Counsel for: Inmarsat Ventures Limited



Christine L. Zepka

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX #	SPECIAL USE ONLY
	FCC USE ONLY

SECTION A – PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)	
(4) STREET ADDRESS LINE NO. 1		
(5) STREET ADDRESS LINE NO. 2		
(6) CITY	(7) STATE	(8) ZIP CODE
(9) DAYTIME TELEPHONE NUMBER (include area code)	(10) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN)	(12) FCC USE ONLY
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**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		
(14) STREET ADDRESS LINE NO.1		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY	(17) STATE	(18) ZIP CODE
(19) DAYTIME TELEPHONE NUMBER (include area code)	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	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	

SECTION D – CERTIFICATION

CERTIFICATION STATEMENT

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 _____

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____

ACCOUNT NUMBER _____ EXPIRATION DATE _____

I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.

SIGNATURE _____ DATE _____