

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

STAMP AND RETURN

In the Matter of

Satamatics, Inc.

Petition Under Section 310 of the
Communications Act of 1934, As Amended,
for Declaratory Ruling Regarding Indirect
Foreign Ownership

File No. _____

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*Federal Communications Commission
Bureau / Office*

To: the International Bureau

PETITION FOR DECLARATORY RULING

Satamatics, Inc. ("Satamatics"), a Delaware Corporation, by this Petition, requests a declaratory ruling from the Commission that it is in the public interest for Satamatics to have indirect foreign ownership in excess of the 25% benchmark under Section 310(b)(4) of the Communications Act, 47 U.S.C. § 310(b)(4). Specifically, Satamatics believes that it would serve the public interest to permit up to 100% indirect foreign ownership of Satamatics by Satamatics Global Limited ("SGL"), a company incorporated under the laws of England and Wales, and its UK, Liechtenstein, St. Vincent and the Grenadines, and Hong Kong shareholders.

Satamatics is a U.S. corporation that provides Inmarsat D+ services. Inmarsat D+ service is a low cost, low data rate two-way short messaging and tracking system. The system design enables very compact terminals to be built with an integrated GPS receiver for applications such as asset tracking and SCADA. Satamatics is currently a wholly-owned subsidiary of Satamatics Holdings, Inc. ("SHI"), a Delaware corporation, which in turn is a

wholly-owned subsidiary of Satamatics Worldwide Limited ("SWL"), a company incorporated under the laws of England and Wales. Satamatics previously received a ruling from the Commission concerning its indirect foreign ownership by SWL and its foreign shareholders.¹

This Petition is being filed pursuant to a corporate restructuring in which the ultimate control of SHI, and its subsidiary, Satamatics, has been transferred from SWL to a new entity SGL, a company incorporated under the laws of England and Wales. SGL was created in anticipation of an initial public offering in the UK, and it was created by providing the shareholders of SWL with a one for one exchange of shares in SGL, while at the same time offering those shareholders an opportunity to purchase additional shares in SGL. The insertion of SGL in the ownership chain of Satamatics became effective on October 12, 2006, and to complete the restructuring, SWL will be dissolved and eliminated from the ownership chain of Satamatics, pending Commission approval.² Because the transfer of control from SWL to SGL involved each of the same shareholders of SWL, the transfer of control has been *pro forma* in nature.³

¹ See Public Notice DA 04-3997 (rel. Dec. 21, 2004) (File No. ISP-PDR-200400715-00006).

² Staff from the International Bureau has been informed of this corporate restructuring and of the late filing of this Petition for Declaratory Ruling and other filings associated with the corporate restructuring. In addition to this Petition for Declaratory Ruling, the following material is being filed by Satamatics with the FCC concurrently with this Petition: (1) new requests for special temporary authority ("STA"), under Title II and Title III of the Communications Act, for Satamatics to provide the Inmarsat D+ service using the Inmarsat 4F2 satellite; (2) amendments to Satamatics' pending applications under Title II and Title III to provide the Inmarsat D+ service using the Inmarsat 4F2 satellite; (3) a *pro forma* transfer of control application to address the transfer of control of the Title III license currently held by Satamatics; and (4) a post-consummation notification to address to the *pro forma* transfer of control of the Title II license held by Satamatics.

³ See Organizational Charts, at Attachment A.

On December 21, 2004, the Commission approved the indirect foreign ownership of Satamatics by SWL.⁴ Specifically, the Commission approved a corporate ownership structure in which Satamatics was owned by SHI, a Delaware corporation. In turn, the Commission approved the ownership of SHI by SWL, a company incorporated under the laws of England and Wales. The Commission approved the ownership of SWL by the following individuals, all of whom are citizens of the United Kingdom: Roy D. Cole, 13.12% ownership interest; David A. Lade, 12.25% ownership interest; Geoffrey Tucker, 7% ownership interest; and John Westover, 10.76% ownership interest. Canterbury Limited and Liverpool Limited, two privately held companies registered in St. Vincent and the Grenadines, each were approved to have a 28.43% ownership interest in SWL. Both Canterbury Limited and Liverpool Limited were disclosed as being ultimately controlled by Bryan Jeeves, an individual and citizen of Liechtenstein. As part of the prior Petition for Declaratory Ruling obtained by Satamatics, the company was further permitted to have an additional aggregate 25% indirect equity and/or voting interest from other foreign individuals and entities without seeking further Commission approval.

By this Petition, Satamatics seeks approval of the following corporate ownership structure of Satamatics: Satamatics is wholly owned by SHI, a Delaware corporation. In turn, SHI is wholly-owned by SWL, a company incorporated under the laws of England and Wales, which in turn is wholly-owned by SGL, a company incorporated under the laws of England and Wales. The current ownership of SGL (*i.e.*, after the one for one exchange and offer to purchase additional shares made to SWL shareholders) is as follows: (a) Roy D. Cole, a UK citizen

⁴ See Public Notice DA 04-3997 (rel. Dec. 21, 2004) (File No. ISP-PDR-200400715-00006).

(10.62%); (b) David A. Lade, a UK citizen (11.71%); (c) Geoffrey Tucker, a UK citizen (7.15%); (d) John Westover, a UK citizen (5.50%); (e) Canterbury Limited, a St. Vincent and Grenadines corporation, Liverpool Limited, a St. Vincent and Grenadines corporation, and Barclay Limited, a St. Vincent and Grenadines corporation control a combined 38.83% of SGL (Canterbury Limited controls 16.65%, Liverpool Limited controls 18.21% and Barclay Limited controls 3.97%). The shares of Canterbury Limited, Liverpool Limited and Barclay Limited are wholly-owned by a private mutual fund in which the sole and ultimate investors are Bryan and Alexander Jeeves (the son of Bryan Jeeves), both residents and citizens of Liechtenstein. The remaining 26.19% of SGL is widely held by individuals and one entity, none of which holds more than 4.76% of SGL's shares, and all of which are citizens of either the US, UK or Hong Kong. The breakdown of the shareholdings and citizenship of these individual shareholders is set forth at Attachment B. At Attachment C, Satamatics has provided a showing as to the principal place of business of the companies in the ownership chain of Satamatics.

The existing shareholders of SGL will soon be offered another opportunity to purchase additional shares in SGL. This additional contemplated share offering has not yet been completed; however, it will not result in a change of more than 1% in the total shares of SGL.

The Commission has indicated that there is a strong presumption that indirect foreign ownership of common carrier radio licensees by entities whose home markets are in countries that are members of the World Trade Organization ("WTO") serves the public interest.⁵

⁵ See *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd. 23891, 23913 (1997) ("We also adopt a rebuttable presumption that such competitive concerns are not raised by. . .indirect ownership by entities from WTO members of common carrier and aeronautical radio licensees under Section 310(b)(4) of the Act.").

The United Kingdom is a WTO-member country, as are Saint Vincent and the Grenadines, Liechtenstein and Hong Kong. Accordingly, the indirect ownership of Satamatics by the named companies and individuals, which will indirectly own a total of 100% of Satamatics, should not raise any competitive concerns with the Commission. Accordingly, Satamatics seeks a ruling that it is permitted to have a total of 100% indirect foreign ownership by Satamatics Global Limited and its shareholders. In addition, Satamatics seeks approval to have up to and including an additional, aggregate 25% percent indirect interest from other unnamed non-U.S. investors. Satamatics understands that an additional waiver would be needed if investors from another country would cumulatively own greater than 25%.

The United States Department of Justice, including the Federal Bureau of Investigation and the United States Department of Homeland Security (collectively “the Executive Branch Agencies”), has been contacted by Satamatics concerning this Petition and corporate restructuring. Satamatics will provide the Executive Branch Agencies assurances that this corporate restructuring will have no impact on its ability to satisfy any obligations and commitments it may have to preserve national security.

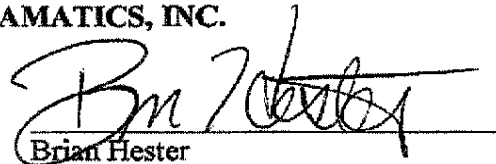
Satamatics recognizes that this Petition is being untimely filed with the Commission. The late nature of this submission is not being done in an effort to mislead or deceive the Commission. Instead, the *pro forma* and routine nature of the corporate restructuring that is the subject of this Petition was such that Satamatics did not recognize that FCC approval and this Petition was required. After discussions with counsel for Satamatics and SGL, and counsel’s discussions with FCC staff, this Petition (as well as other related submissions) was filed as promptly as possible with the Commission. Both Satamatics and SGL have implemented

internal procedures to ensure that any transfer of control and/or change in ownership does not take place in the future without prior approval to the extent required.

Respectfully submitted,

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By:



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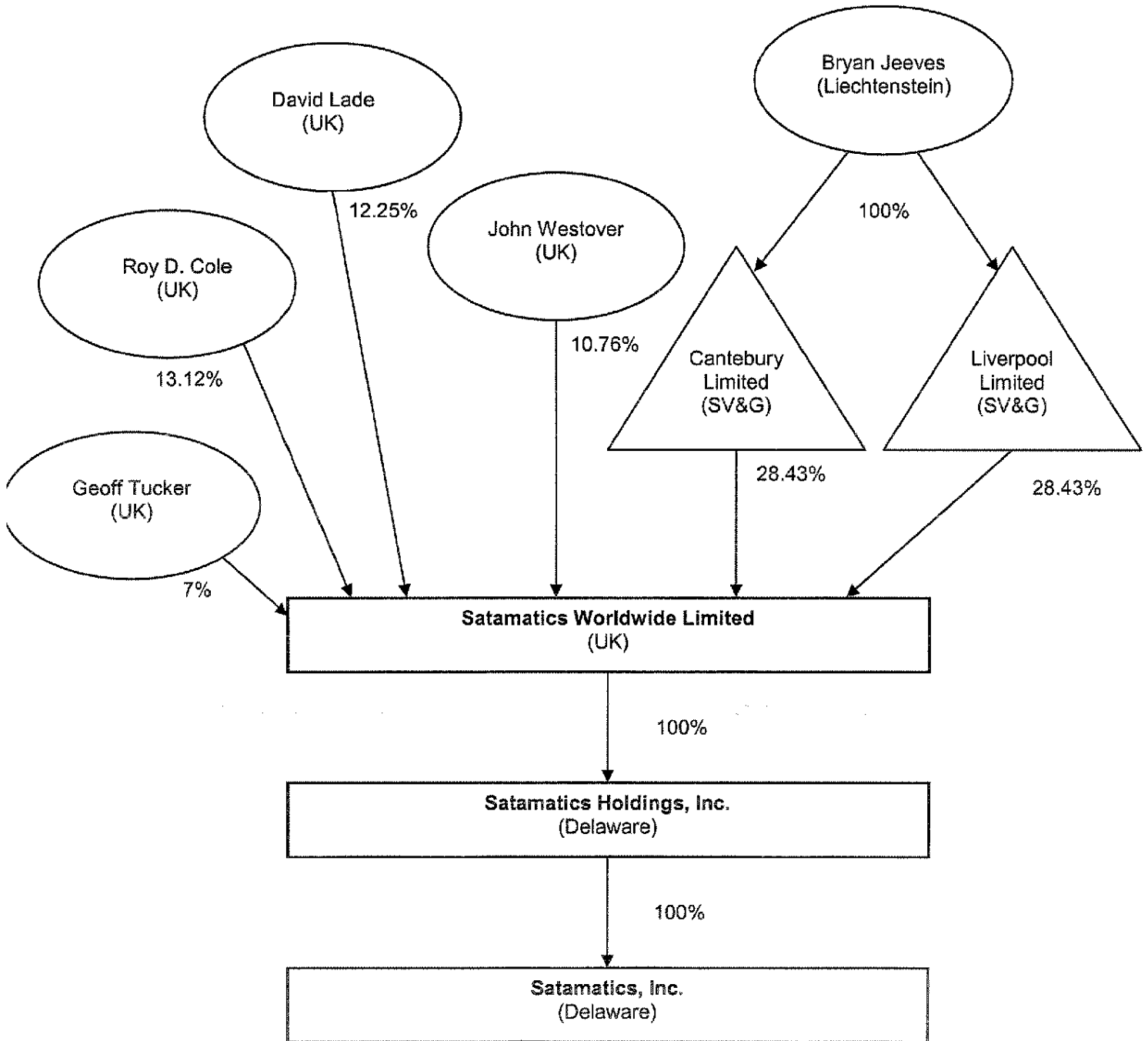
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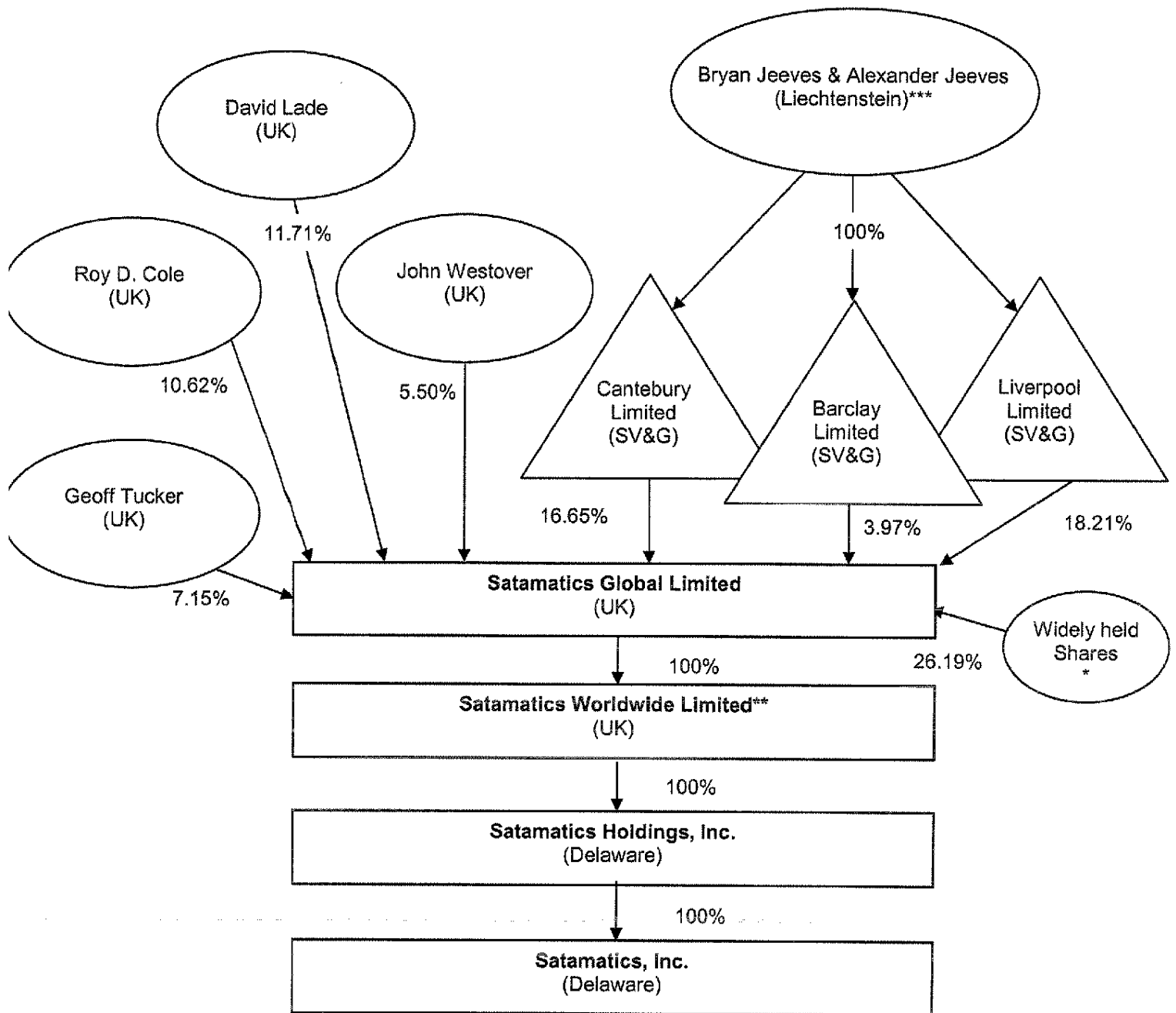
December 21, 2006

ATTACHMENT A
ORGANIZATIONAL CHARTS

Previously Disclosed Structure



Revised Structure (as of 10/12/06)



* Widely held by individuals, none of which individually holds more than 4.76% of shares in Satamatics Global Limited. See Attachment B.

** Satamatics Worldwide Limited will be dissolved as part of the corporate reorganization upon FCC approval obtained.

*** The shares in Canterbury Limited, Liverpool Limited and Barclay Limited are wholly owned by a private mutual fund in which the sole and ultimate investors are Bryan and Alexander Jeeves. Bryan and Alexander Jeeves exercise joint control over their interests in the private mutual fund and thus the shares in Canterbury Limited, Liverpool Limited and Barclay Limited.

Attachment B

Individual Shareholders of SGL with less than 4.76% Interest

Shareholder	% interest	Citizenship
Michael Underwood	3.16%	UK
Sharon Sheargold	1.67%	UK
David Saunders	0.49%	UK
Roger Allan	1.02%	UK
Carol Westover	4.76%	UK
Michael Leslie Westover	0.27%	UK
Martin John Westover	0.27%	UK
Lawrie Clifton	0.07%	UK
Pat Brownnett	0.36%	UK
Dave Musgrove	0.10%	UK
Janette Cole	1.14%	UK
Andersen Cheng	1.87%	UK
Oi Wah Chan	1.33%	UK
Peng Cheng	0.10%	UK
Quidditch Venture Ltd	2.44%*	Hong Kong
Martin Tomlinson	1.01%	UK
Pete Chisholm	2.35%	UK
Richard Smith	0.63%	UK
John Hatherall	0.42%	UK
Dino Koutrouki	0.05%	UK
Danielle Chisholm	0.05%	UK
Suzanne Hanrahan	0.05%	UK
Tom Tipple	0.70%	UK
Phil Spear	0.10%	UK
Brian Hester	0.26%	US
Ian Okey	0.04%	UK
Timothy Ward	0.06%	UK
Susan Bowmer	0.03%	UK
Derren Phillips	0.02%	UK
Maureen Hewer	0.08%	UK
Timothy Mason	0.09%	UK
Alexander Lumsden	0.20%	UK
Matthew Carlton	0.09%	UK
Barbara Heaven	0.03%	UK
David Jessop	0.09%	UK
Michael Barker	0.004%	UK
Oliver Hilton	0.008%	UK
Simon Walls	0.005%	UK
Peter Gilson	0.003%	UK
Keiron Marsden	0.02%	UK
John Rudden	0.05%	UK
Frances Bell	0.04%	UK
Richard Hewes	0.16%	UK
Sebastian Hinds	0.13%	UK

Shareholder	% interest	Citizenship
Daniel Bryer	0.01%	UK
Martin Eagleton	0.05%	UK
Nicola Paley-Hewitt	0.005%	UK
Spencer Lovell	0.02%	UK
Alison Appleby	0.003%	UK
Nicholas Salvi	0.03%	US
Elonda Wallace	0.01%	US
William Jones	0.26%	UK

* Quidditch Venture Ltd. is an investment vehicle created under the laws of Hong Kong and was created solely for the purpose of holding shares in Satamatics on behalf of David Chiu, who is a resident and citizen of Hong Kong.

ATTACHMENT C

Principal Place of Business of Companies with a Direct and Indirect Interest in Satamatics, Inc.

For each of the following entities that have, or will have pending approval, a direct or indirect interest in Satamatics, the following information, in accordance with the Commission's prior precedent for determining the principal place of business,⁶ is being provided about each company: (1) place of incorporation; (2) nationality of investment principals (those entities or individuals having a 10% or greater interest), officers and directors; (3) country in which the headquarters are located; (4) country in which the majority of tangible property is located; and (5) the country from which the company derives the greatest sales and revenues from its operations. As set forth in the information disclosed below, the principal place of business for each of the entities is either the U.S. or a country that is a member of the WTO, namely the United Kingdom, Saint Vincent and the Grenadines, Liechtenstein and Hong Kong.

Satamatics Global Limited

1. Satamatics Global Limited ("SGL") is a company organized under the laws of England and Wales.
2. The following individuals, all citizens of the United Kingdom, will own a 10% or greater ownership interest in SGL: Roy D. Cole, 10.62% and David A. Lade, 11.71%. There are two entities owning a 10% or greater interest in SGL, Canterbury Limited and Liverpool Limited, both are passive investment firms registered in Saint Vincent and the Grenadines. Canterbury Limited holds a 16.65% interest in SGL and Liverpool Limited holds a 18.21% ownership interest. The shares in Canterbury Limited and Liverpool Limited are wholly owned by a private mutual fund in which the sole and ultimate investors are Bryan Jeeves and his son Alexander Jeeves, who are both citizens of Liechtenstein.

All of the officers and directors of SGL are citizens of either the UK or US.

3. The headquarters of SGL is located in the United Kingdom at:

Satamatics Global Limited
Gloucester Road
Tewkesbury, Gloucestershire
GL 20 5TT, United Kingdom

4. SGL is a holding company, holding no tangible property.
5. SGL is a holding company and as such, derives no sales or revenues.

Satamatics Worldwide Limited

1. Satamatics Worldwide Limited is a company organized under the laws of England and Wales.

⁶ *DiGiPH PCS, Inc. and Eliska Wireless Ventures License Subsidiary I, L.L.C.*, Memorandum Opinion and Order, 15 FCC Rcd. 24501, 24506-07 (2000) (citing *Global Crossing Ltd. and Frontier Corporation*, Memorandum Opinion and Order, 14 FCC Rcd. 15911, 15918-19 (1999) and *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd. 23891, 23941 (1997)).

2. Satamatics Worldwide Limited is currently wholly-owned by SGL. Upon FCC approval, Satamatics Worldwide Limited will be dissolved and eliminated from the ownership chain of Satamatics.

All of the officers and directors of Satamatics Worldwide Limited are citizens of either the U.K or U.S.

3. The headquarters of Satamatics Worldwide Limited is located in the United Kingdom at:

Satamatics Worldwide Limited
Gloucester Road
Tewkesbury, Gloucestershire
GL 20 5TT, United Kingdom

4. Satamatics Worldwide Limited is a holding company, holding no tangible property.
5. Satamatics Worldwide Limited is a holding company and as such, derives no sales or revenues.

Satamatics Holdings, Inc.

1. SHI is a corporation incorporated under the laws of the state of Delaware in the United States.
2. SHI is currently wholly-owned by Satamatics Worldwide. All of the officers and directors of SHI are currently U.S. or UK citizens. Upon FCC approval, Satamatics Worldwide Limited will be dissolved and eliminated from the ownership chain of Satamatics. Once Satamatics Worldwide Limited is dissolved, SHI will be wholly-owned by SGL.
3. SHI is a holding company and as such, it does not have a company headquarters. Its address in the United States is:

P.O. Box 393
Buckeystown, MD 21717

4. SHI is a holding company, holding no tangible property.
5. SHI is a holding company and as such, derives no sales or revenues.