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File Number: SES-AMD-INTR2008-01003

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:

Vizada AS from Mobsat Pro forma Transfer of Mobile Earth Station Licenses Amendment 5-1-2008

1-8. Legal Name of Applicant

Name:	Vizada, Inc.	Phone Number:	301-838-7807
DBA Name:		Fax Number:	301-838-7807
Street:	1101 Wootton Parkway 10th Floor	E-Mail:	robert.swanson@vizada.com
City:	Rockville	State:	MD
Country:	USA	Zipcode:	20852 -
Attention:	Mr Robert W Swanson		

9-16. Name of Contact Representative

Name:	Karis A. Hastings, Esq.	Phone Number:	202-637-5767
Company:	Hogan & Hartson LLP	Fax Number:	202-637-5910
Street:	555 13th Street, NW	E-Mail:	kahastings@hhlaw.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20004-
Attention:		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
- b3. Amendment to a Pending Application
- b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- 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)
- (N/A) b11. Application for Earth Station to Access a Non-U.S. satellite Not Currently Authorized to Provide the Proposed Service in the Proposed Frequencies in the United States.

<p>17c. Is a fee submitted with this application?</p> <p><input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).</p> <p><input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee</p> <p><input type="radio"/> Other (please explain):</p>	
<p>17d.</p> <p>Fee Classification CGB – Mobile Satellite Earth Stations</p>	
<p>18. If this filing is in reference to an existing station, enter:</p> <p>(a) Call sign of station:</p>	<p>19. If this filing is an amendment to a pending application enter both fields, if this filing is a modification please enter only the file number:</p> <p>(a) Date pending application was filed: (b) File number:</p> <p>03/07/2008 SEST/C2008030700254</p>

TYPE OF SERVICE

<p>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:</p> <p><input type="checkbox"/> a. Fixed Satellite</p> <p><input checked="" type="checkbox"/> b. Mobile Satellite</p> <p><input type="checkbox"/> c. Radiodetermination Satellite</p> <p><input type="checkbox"/> d. Earth Exploration Satellite</p> <p><input type="checkbox"/> e. Direct to Home Fixed Satellite</p> <p><input type="checkbox"/> f. Digital Audio Radio Service</p> <p><input type="checkbox"/> g. Other (please specify)</p>	
<p>21. STATUS: Choose the button next to the applicable status. Choose only one.</p> <p><input checked="" type="radio"/> Common Carrier <input type="radio"/> Non-Common Carrier</p>	<p>22. If earth station applicant, check all that apply.</p> <p><input type="checkbox"/> Using U.S. licensed satellites</p> <p><input checked="" type="checkbox"/> Using Non-U.S. licensed satellites</p>
<p>23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:</p> <p><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</p>	
<p>24. FREQUENCY BAND(S): Place an 'X' in the box(es) next to all applicable frequency band(s).</p> <p><input type="checkbox"/> a. C-Band (4/6 GHz) <input type="checkbox"/> b. Ku-Band (12/14 GHz)</p> <p><input checked="" type="checkbox"/> c. Other (Please specify upper and lower frequencies in MHz.)</p> <p>Frequency Lower: 1525.0 Frequency Upper: 1660.5 (Please specify additional frequencies in an attachment)</p>	

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

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.

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

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

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

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

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? No change.

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.)

Vizada hereby amends its pending application for pro forma transfer of control to provide updated foreign ownership information.

Attachment 1

43a. Geographic Service Rule Certification

By selecting A, the undersigned certifies that the applicant is not subject to the geographic service or geographic coverage requirements specified in 47 C.F.R. Part 25.

A

By selecting B, the undersigned certifies that the applicant is subject to the geographic service or geographic coverage requirements specified in 47 C.F.R. Part 25 and will comply with such requirements.

B

By selecting C, the undersigned certifies that the applicant is subject to the geographic service or geographic coverage requirements specified in 47 C.F.R. Part 25 and will not comply with such requirements because it is not feasible as a technical matter to do so, or that, while technically feasible, such services would require so many compromises in satellite design and operation as to make it economically unreasonable. A narrative description and technical analysis demonstrating this claim are attached.

C

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 Barbara L Spencer	46. Title of Person Signing General Counsel
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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).

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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.

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

In the Matter of

Vizada, Inc.

Petition for Declaratory Ruling Pursuant to
Section 310(b)(4) of the Communications Act

Amendment of Pending Applications for Pro Forma
Transfer of Control

FCC File No. ISP-PDR-_____

SES-T/C-20080307-00254
SES-T/C-20080307-00255

**PETITION FOR DECLARATORY RULING PURSUANT TO
SECTION 310(B)(4) OF THE COMMUNICATIONS ACT
AND
AMENDMENT OF PENDING APPLICATIONS
FOR PRO FORMA TRANSFER OF CONTROL**

Vizada, Inc. (“Vizada”), hereby requests a declaratory ruling from the Federal Communications Commission (“FCC” or “Commission”) pursuant to Section 310(b)(4) of the Communications Act of 1934, as amended,¹ and the Commission’s *Foreign Participation Order*,² that indirect foreign ownership of Vizada by the foreign entities identified in this petition is in the public interest. Vizada also requests that, consistent with Commission precedent, the Commission permit Vizada to accept additional indirect foreign ownership beyond the interests held by the foreign entities identified herein to accommodate incremental shifts in ownership that may occur as a result of minor changes in shareholdings of companies or individuals in the

¹ 47 U.S.C. § 310(b)(4).

² Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, *Report and Order and Order on Reconsideration*, 12 FCC Rcd 23891 (1997) (“*Foreign Participation Order*”).

ownership chain. Vizada also amends its pending applications for *pro forma* transfer of control to incorporate the ownership information set forth herein.³

The foreign ownership described herein is identical to that reported in a separate proceeding involving Vizada's affiliate, VIZADA Services, LLC ("VIZADA Services"), formerly known as FTMSC US.⁴ Vizada's immediate parent company, Mobsat Holding US Corp., wholly owns VIZADA Services through an intermediate subsidiary. Accordingly, in the instant petition, Vizada seeks approval of the same ownership structure, and ultimately seeks the same declaratory ruling, that VIZADA Services is requesting in its parallel proceeding.

I. BACKGROUND

On May 23, 2007, the Commission's International and Wireless Telecommunications Bureaus and Office of Engineering and Technology, pursuant to delegated authority, granted the applications for transfer of control of subsidiaries of Telenor Satellite Services AS ("TSS") to Inceptum 1 AS ("Inceptum") and issued a declaratory ruling approving the post-closing foreign ownership of the TSS subsidiaries.⁵ Specifically, the ruling permitted Telenor Satellite, Inc. ("TSI") to be owned indirectly by:

(1) MobSat Group Holding Sarl, MobSat Holding 2 BV, MobSat Holding I BV, and Inceptum (individually, up to and including 100% of the equity and voting

³ See *Requests for Consent to Pro Forma Transfer of Control of Mobile Earth Station Licenses Held by Vizada, Inc.*, File Nos. SES-T/C-20080307-00254/00255 (filed Mar. 7, 2008) (the "*Pro Forma Transfer Applications*").

⁴ See SES-AMD-20060804-01315, amending SES-LFS-20051011-01396. See also *Public Notice, Non-Streamlined International Applications Accepted for Filing*, Report No. TEL-01058NS, ISP-PDR-20060804-00010 P, FTMSC US, LLC (Aug. 16, 2006), see also Letter from Karis A. Hastings, Counsel for MobSat S.A.S. to Marlene H. Dortch, Secretary, Federal Communications Commission (filed June 21, 2007) (reporting the name change from FTMSC US, LLC to VIZADA Services, LLC).

⁵ See *Authorizations Granted, Telenor ASA, Transferor, and Inceptum 1 AS, Transferee, Seek FCC Consent to Transfer Control of Licenses and Authorizations and a Declaratory Ruling on Foreign Ownership*, IB Docket No. 06-225, DA 07-2163 (IB, WTB & OET, rel. May 23, 2007) ("*Inceptum Ruling*").

interests); (2) Maurice Tchenio (individually, up to and including 100% of the voting interests); (3) Apax France (up to and including 61.20% of the equity and voting interests); (4) through Apax France, Apax Partners SA (“APSA”) (individually) and its named direct and indirect shareholders (collectively) (up to and including a less-than-one percent equity interest and 61.20% voting interest); (5) the Apax France passive foreign investors identified in the record (collectively, up to and including 43.78% of the equity and 71.53% of the voting interests); (6) Amboise [Investissement SCA] (up to and including 17.00% of the equity and voting interests); (7) Apax Partners et Compagnie Gerance II SAS and Societe Europeenne Iena SAS (individually) and their named direct and indirect shareholders (collectively) (up to and including 17.00% of the voting interests); (8) Altamir [& Cie SCA] (up to and including 6.8% of the equity and voting interests); (9) Apax Partners & Cie Gerance SA (individually) and its named direct and indirect shareholders (collectively) (up to and including 6.8% of the voting interests); (10) as “floating limited partners” of Amboise or Altamir: MMG SAS, or other named entities and individuals that manage or control Amboise or Altamir, and funds managed by subsidiaries of Fidelity International Limited and FMR Corp. (collectively, up to and including 3.66% of the equity and voting interests); (11) Apax Parallel Investment V, L.P. and Summer Street Satellite Holding Company, Ltd. (individually, up to and including 18% of the equity and voting interests); (12) through Apax Parallel Investment V, L.P., Apax Satellite, LLC and APSA (individually) and APSA’s named direct and indirect shareholders (collectively) (up to and including a less-than-one percent equity interest and 18.0% voting interest); and (13) the GEAM International foreign limited partners identified in the record (collectively, up to and including 6.10% of the equity and voting interests).⁶

Subsequent to this ruling, and as reported to the Commission in various letter filings, minor restructuring occurred in the ownership of certain entities listed above. In addition, the Commission authorized the *pro forma* assignment of licenses from TSI to Vizada. The assignment occurred through the merger of TSI, whose name had changed to Vizada Satellite, Inc., with and into its sister company Vizada, Inc. (formerly Telenor Satellite Services Inc.).⁷

The ownership restructuring now permits us to identify additional indirect equity and voting interests that were unidentified at the time of the previous ruling, and were therefore

⁶ *Inceptum Ruling* at 7.

⁷ See File Nos. SES-ASG-20071207-01680, SES-ASG-20071207-01681, & 0023-EX-AU-2007. Vizada, Inc., a Delaware corporation, is an indirect wholly-owned subsidiary of MobSat Holding Norway AS, formerly known as Inceptum 1 AS – the transferee in the May 23, 2007 *Inceptum Ruling*.

treated as non-WTO investment for purposes of the Commission's foreign ownership rules. Specifically, Altamir and Amboise have merged, and ownership in MobSat Group Holding Sàrl has been modified to include investment by certain individual shareholders and by MobSat Management Sàrl, a Luxembourg limited liability company, through which certain individuals involved in the management of MobSat have been allowed to acquire shares. The restructuring, as described in detail below, identifies additional investment from individuals and entities from WTO member countries, thereby reducing the percentage of interests held by unidentified investors.

In addition, in the *Pro Forma* Transfer Applications that are pending before the Commission, Vizada has sought authority for a further proposed restructuring that would result in the re-insertion of TSS, whose name has been changed to Vizada AS, into the licensee's ownership chain. This filing also provides information regarding that pending proposal.

II. REVISED OWNERSHIP STRUCTURE

This petition requests approval of an ownership structure for Vizada that differs from that approved in the *Inceptum Ruling* in several respects. Vizada's ownership has been simplified through the consolidation of certain entities that previously held separate interests in MobSat Group Holding Sàrl ("MobSat Group Holding"), Vizada's parent company. Individuals who are citizens of WTO-member countries have also acquired interests in MobSat Group Holding directly and through the creation of an entity designed to serve as an investment vehicle for members of the management of Vizada and its affiliates. Finally, Vizada has requested approval for the reinsertion of Vizada AS, formerly TSS, into its ownership chain. Information regarding these prior and prospective changes, which have previously been described in Commission

filings, is presented here in a consolidated form and is also reflected in the chart that is attached as Appendix A.

A. Merger of Amboise Investissement SCA and Altamir & Cie SCA

On June 26, 2007, Vizada affiliates notified the Commission that Amboise Investissement SCA (“Amboise”) and Altamir & Cie SCA (“Altamir”) had merged on June 4, 2007 with Altamir surviving and being renamed Altamir Amboise SCA (“Altamir Amboise”).⁸ The merger combined the interests in MobSat Group Holding that had been held separately by Amboise and Altamir. Like its predecessor, the merged entity is organized in France as a *société en commandite par action*, which is equivalent to a limited partnership in the United States, and is publicly traded on the Euronext exchange. The principal place of business of the merged Altamir Amboise is France.

As the Commission is aware, shareholders of French publicly-traded companies are required to disclose information regarding their investments only in limited circumstances under domestic law. However, the available information regarding ownership of Altamir Amboise indicates that investors approved in the Inceptum Ruling retain significant ownership interests in the company. Specifically, as of March 31, 2008, Maurice Tchénio held a total interest in Altamir Amboise of 12.62%, including a direct holding of 1.59% and holdings through the following entities he controls: MMG SAS (10.24%); Apax Partners SA (0.69%), and Apax Partners SNC (0.10%). Mr. Tchénio’s total interest in Altamir Amboise is expected to increase in the next few weeks as he exercises rights to acquire additional shares. Other shareholders in

⁸ Letter from Peter A. Rohrbach and Karis A. Hastings, Counsel for Inceptum 1 AS and MobSat S.A.S., to Marlene H. Dortch, Secretary, Federal Communications Commission (filed June 26, 2007). Contemporaneously with the merger of Amboise into Altamir, intermediate entities in the two companies’ chain of control were consolidated, resulting in the deletion from the ownership chain of the following entities mentioned in the *Inceptum Ruling*: Société Européenne Iéna SAS and Apax Partners & Cie Gérance II SAS. *See id.* at 2.

Altamir Amboise include FMR Corp & Fidelity International Limited with a 4.38% interest, and Fidelity Investments International with a 4.38% interest.⁹ The Commission previously determined that the investment interests held by Maurice Tchénio, Apax Partners SA, Apax Partners SNC, and MMG SAS are attributable to France and that interests held by FMR Corp and the Fidelity entities “are properly ascribed to the United States or another WTO Member country.”¹⁰

B. MobSat Management Sàrl

1. Creation of MobSat Management

In a letter filed on September 4, 2007, Vizada affiliates notified the Commission that MobSat Management Sàrl (“MobSat Management”) had been created for the purpose of providing individuals involved in the management of the Inceptum and MobSat group companies an investment vehicle.¹¹ MobSat Management holds a 9.3% interest in MobSat Group Holding, the indirect parent of Vizada. *Id.* at 2 n.2. Initially, shares in MobSat Management were held by the primary shareholders of MobSat Group Holding, Apax France VI FCPR (“Apax France”) and the merged Altamir Amboise, with a small amount held by Bruno Ducharme, a private investor who is a Canadian citizen. *Id.* at 2.

MobSat Management is a *société à responsabilité limitée* (the equivalent of a limited liability company) under Luxembourg law.¹² A simple majority vote of the shareholders is

⁹ This information is available at: <http://www.euronext.com/trader/companyprofile/companyprofilev2-18661-EN-FR0000053837.html?selectedMep=1> (last visited May 1, 2008). Vizada has confirmed that this information is accurate.

¹⁰ *Inceptum Ruling* at 13 n.65.

¹¹ See Letter of Karis A. Hastings to Marlene H. Dortch, IB Dkt No. 06-225, File Nos. ITC-AMD-20060804-00288, *et al.*, dated September 4, 2007 (“September 4 Letter”).

¹² *Id.* See also Letter from Peter A. Rohrbach and Karis A. Hastings, Counsel for MobSat S.A.S., to Marlene H. Dortch, Secretary, Federal Communications Commission, File Nos. ITC-

required for decisions¹³ with the following exceptions. A decision effecting a change in the articles of association requires the affirmative vote of three-quarters of the share capital including at least one of the Apax Funds (Apax France and Altamir Amboise). *Id.* A decision to remove the company's manager or to change the nationality of the company requires a unanimous vote of shareholders representing 100% of the company's issued share capital. *Id.*

MobSat Management is managed by a *gérant unique* (sole manager), MobSat Gérance Sàrl ("MobSat Gérance"), a Luxembourg *société à responsabilité limitée*. *Id.* at 3. Apax France owns a 72% interest in MobSat Gérance, and Altamir Amboise owns the remaining 28% interest in the company. *Id.* As noted above, MobSat Gérance can be removed as the manager of MobSat Management only by a unanimous vote of the shareholders of MobSat Management. *Id.* Mr. Michael Collins, a U.K. citizen, is the sole manager of MobSat Gérance. *Id.*

2. Subsequent Investment in MobSat Management

As discussed in the September 4 Letter, shares in MobSat Management were made available for purchase by certain individuals involved in the management of Vizada and its affiliates, the Inceptum and MobSat group companies. On February 19, 2008, Vizada notified the Commission that shares had been distributed in a series of transactions, with the result that 63% of MobSat Management shares were held by individuals, all of whom were citizens of WTO member countries.¹⁴ Vizada explained that the remaining shares of MobSat Management

AMD-20060804-00288, SES-AMD-20060804-01315, ITC-STA-20070814-00333, SES-STA-20070814-01092, & ISP-PDR-20060804-00010 (filed October 5, 2007) ("October 5 Letter").

¹³ The first time a proposal comes before the shareholders for decision, it can be adopted only if approved by shareholders representing a majority of the share capital. However, the second time the proposal is before the shareholders, it can be adopted based on approval by shareholders representing a majority of the shares voting. October 5 Letter at 2.

¹⁴ Letter from Karis Hastings, Counsel for Vizada, Inc., to Marlene Dortch, Secretary, Federal Communications Commission, File Nos. SES-ASG-20071207-01680, SES-ASG-20071207-01681, & 0023-EX-AU-2007 (filed Feb. 19, 2008) (the "February 19 Letter"). This letter also

representing a 37% interest in the company continued to be held (by Apax France VI and Altamir Amboise) in reserve to be available for future purchases by these individuals.

Subsequent to filing of the February 19 Letter, changes have occurred in the holdings of the individuals identified in that letter. As a result, the following individuals now hold a total of 73.1% of the shares of MobSat Management:

Name	Citizenship	% Interest
Stein Anderssen	Norway	8.61
Bob Baker	U.S.	4.43
Erik Ceuppens	Belgium	8.34
Bruno Ducharme	Canada	6.95
Soren Einshoj	Norway	10.43
Mark Ellison	U.K.	6.26
Marck Grandpierre	France	4.17
Tore Morten Olsen	Norway	8.61
Fabien Redon	France	4.17
Freek Tempelaar	Netherlands	4.17
Stefano Vittor	Norway	6.95

Total: 73.09

These investors, collectively, are designated in the attached ownership chart as “Other MobSat Management Shareholders.”¹⁵ The remaining shares of MobSat Management representing a 26.9% interest in the company will continue to be held by Apax France VI and Altamir Amboise in reserve to be available for future purchases by individuals. As depicted on the ownership chart, the reserve shares held by Apax France represent a 19.4% interest in

reported that in the pro forma assignment applications and in previous submissions, MobSat Holding US, Inc. had been misidentified as MobSat Holding US, Corp. and the updated ownership chart reflected the correct corporate form. *Id.* at Figure 1.

¹⁵ All of the individuals listed are involved in the management of Vizada and its affiliates with the exception of Mr. Bruno Ducharme, who is a private investor. Mr. Morten Tengs, who was identified as a shareholder of MobSat Management in the February 19 Letter, has recently resigned from his management position. As a result, his shares are being repurchased and are included in the reserve shares held by Apax France VI and Altamir Amboise in the calculations herein.

MobSat Management, and the reserve shares held by Altamir Amboise represent a 7.5% interest in MobSat Management.¹⁶

3. Principal Place of Business Test

Information regarding the five factors considered by the Commission in determining an entity's principal place of business is provided below for MobSat Management:

Five Factor Test: MobSat Management Sarl		
1.	Country of Organization	Luxembourg
2.	Nationality of Investment Principals, Officers and Directors:	Shareholders are French entities and individual citizens of Belgium, Canada, France, the Netherlands, Norway, the U.K., and the U.S.; the sole manager is a Luxembourg company that is in turn managed by a U.K. individual.
3.	Location of World Headquarters	Registered office is in Luxembourg
4.	Location of Tangible Properties	N/A
5.	Location of Greatest Sales and/or Revenues	N/A (Holding company)

¹⁶ The distribution of shares of MobSat Management to individual managers has decreased the total interest held by Apax France and Altamir Amboise in MobSat Group Holding. Specifically, Apax France now holds a total interest of 53.7% in MobSat Group Holding, directly holding 51.9% and indirectly holding the remainder through its interest in MobSat Management. Altamir Amboise now holds a total interest of 20.9% in MobSat Group Holding, directly holding 20.2% and indirectly holding the remainder through its interest in MobSat Management.

Information regarding the five factors considered by the Commission in determining an entity's principal place of business is provided below for MobSat Gérance:

Five Factor Test: MobSat Gérance Sàrl		
1.	Country of Organization	Luxembourg
2.	Nationality of Investment Principals, Officers and Directors:	Shareholders are French entities; sole manager is a U.K. individual
3.	Location of World Headquarters	Registered office is in Luxembourg
4.	Location of Tangible Properties	N/A
5.	Location of Greatest Sales and/or Revenues	N/A (Holding company)

C. Minor New MobSat Group Holding Shareholders

In *pro forma* license assignment applications submitted to the Commission on December 7, 2007, Vizada notified the Commission that the Glenridge Trust had acquired a 1.2% direct interest in MobSat Group Holding.¹⁷ The Glenridge Trust is an irrevocable family trust established in the U.K. whose trustees are Michael Collins and Gwendoline Collins.¹⁸ Michael Collins, a U.K. citizen involved in the management of companies controlled by MobSat Group Holding, also directly holds 1.2% of MobSat Group Holding as previously reported in the September 4 Letter. Gwendoline Collins is also a U.K. citizen, as are all the beneficiaries of the

¹⁷ File Nos. SES-ASG-20071207-01680/681, Exhibit E at 1 n.3 (filed Dec. 7, 2007).

¹⁸ *Id.* See also Letter from Karis A. Hastings, Counsel for VIZADA Services LLC, to Marlene H. Dortch, Secretary, Federal Communications Commission, File Nos. ITC-AMD-20060804-00288, SES-AMD-20060804-01315, ITC-STA-20071213-00507, SES-STA-20071214-01699, & ISP-PDR-20060804-00010 (filed Feb. 13, 2008) (“February 13 Letter”).

Glenridge Trust. Furthermore, as previously reported in the September 4 Letter, Bruno Ducharme, a Canadian citizen, holds a 0.9% interest in MobSat Group Holding.¹⁹

D. *Pro Forma* Transfer of Control to Vizada AS

Finally, in the *Pro Forma* Transfer Applications currently pending before the Commission, Vizada has sought authority for the reinsertion of Vizada AS, formerly TSS, into Vizada’s ownership chain. Those applications explain that MobSat Holding Norway AS (the company formerly known as Inceptum) will transfer ownership of Vizada’s immediate parent company, Mobsat Holding US Corp., to Vizada AS, which is a direct wholly-owned subsidiary of MobSat Holding Norway AS.²⁰ The applications also include a principal place of business showing for Vizada AS, which is duplicated here for the Commission’s convenience.

Five Factor Test: Vizada AS		
1.	Country of Organization	Norway
2.	Nationality of Investment Principals, Officers and Directors:	Wholly owned by Norwegian holding company; directors are U.K., French, and Norwegian individuals (one director has dual French/U.S. citizenship); no officers, but either chairman of the board of directors individually or two board members jointly can act on behalf of the company
3.	Location of World Headquarters	Norway
4.	Location of Tangible Properties	Norway
5.	Location of Greatest Sales and/or Revenues	Norway

¹⁹ In addition to the interests previously reported, Mr. Bertrand Pivin, a French citizen who is a partner in Apax France, and Mobsat Gérance Sàrl each own one share of MobSat Group Holding, representing 0.00013% of the share capital.

²⁰ *Pro Forma* Transfer Applications, File Nos. SES-T/C-20080307-00254/00255, Exhibit E at 1.

III. THE RESULTING FOREIGN OWNERSHIP

Vizada seeks a ruling that would approve the foreign owners identified herein and the reinsertion of Vizada AS into the licensee's ownership chain. Specifically, as a result of the transactions described above, the direct shareholders of MobSat Group Holding are: Apax France (51.9%), Altamir Amboise (20.2%), Apax Parallel Investment V, L.P. (15.4%), MobSat Management (9.3%), Michael Collins (1.2%), the Glenridge Trust (1.2%), and Bruno Ducharme (.9%).²¹ On the attached ownership chart, the collective holdings of Michael Collins, the Glenridge Trust, and Bruno Ducharme are designated as "Other MobSat Group Holdings Shareholders."

In addition, holders of interests in MobSat Management have been identified as Apax France (13.7%), Altamir Amboise (5.3%), and individuals, most of whom are involved in the management of MobSat and all of whom are from WTO member countries (81.0%). The individual shareholders in MobSat Management are designated on the attached ownership chart as "Other MobSat Management Shareholders."

Vizada AS has its principal place of business in Norway, a WTO member country. Furthermore, because it is wholly owned by MobSat Holding Norway AS, the indirect parent company of Vizada, reinsertion of Vizada AS has no impact on the ultimate ownership and control of Vizada.

IV. PUBLIC INTEREST STATEMENT

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

²¹ As noted above, Bertrand Pivin and Mobsat Gérance Sàrl also each own one share of MobSat Group Holding, but these interests are de minimis. Adding the percentage interests held by the MobSat Group Holding shareholders results in an apparent total ownership of 100.1% due to inaccuracies introduced by rounding.

(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 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, if the Commission finds that the public interest will be served by the refusal or revocation of such license.²²

In the *Foreign Participation Order*, the Commission determined that an open entry policy will apply to investment in common carrier and radio station licensees when such investment is from countries that are members of the WTO.²³ Under the open entry policy, a strong presumption exists that investment from WTO member countries is consistent with the public interest.²⁴

Because certain foreign ownership in Vizada affiliates was not previously identifiable, the *Inceptum Ruling* treated 20.14% of the indirect equity interests and 21.94% of the indirect voting interests in MobSat Group Holding as non-WTO investment. The instant petition seeks approval of indirect investment in Vizada by individuals and entities from WTO member countries as set forth herein, as well as authority to accept additional foreign investment beyond that identified herein, in order to accommodate shifts in ownership in its publicly-traded investors. This investment is consistent with the Commission's open entry policy and should be presumed to be in the public interest.

²² 47 U.S.C. § 310(b)(4).

²³ *Foreign Participation Order*, 12 FCC Rcd 23891, 23896 ¶ 9.

²⁴ *Id.* at 23913 (“We therefore adopt, as a factor in our public interest analysis, a rebuttable presumption that applications for Section 214 authority from carriers from WTO Members do not pose concerns that would justify denial of an application on competition grounds. We also adopt a rebuttable presumption that such competitive concerns are not raised by applications to land and operate submarine cables from WTO Members or by indirect ownership by entities from WTO members of common carrier and aeronautical radio licensees under Section 310(b)(4) of the Act.”).

Vizada and Vizada AS are already parties to an agreement with the Department of Justice (“DOJ”), Department of Homeland Security, (“DHS”) and Federal Bureau of Investigation (“FBI”) which addresses national security and law enforcement concerns regarding Vizada’s operations. Vizada, Vizada AS, DOJ, DHS and FBI have agreed to an amendment to the agreement which adds VIZADA Services and its immediate parent company Vizada Services Holding, Inc. as signatories and parties to the amended agreement with all the rights, benefits and obligations of the Mobsat Holding US Corp. subsidiaries that are subject to the agreement. No change is proposed in the operation of licensed facilities. Ultimate ownership and control of the licenses will remain unchanged, and service to customers will continue without interruption.

V. CONCLUSION

For the reasons discussed above, Vizada hereby requests that the Commission issue a declaratory ruling that indirect foreign investment as outlined herein is consistent with the public interest under Section 310(b)(4) of the Communications Act.

Respectfully submitted,

VIZADA, INC.

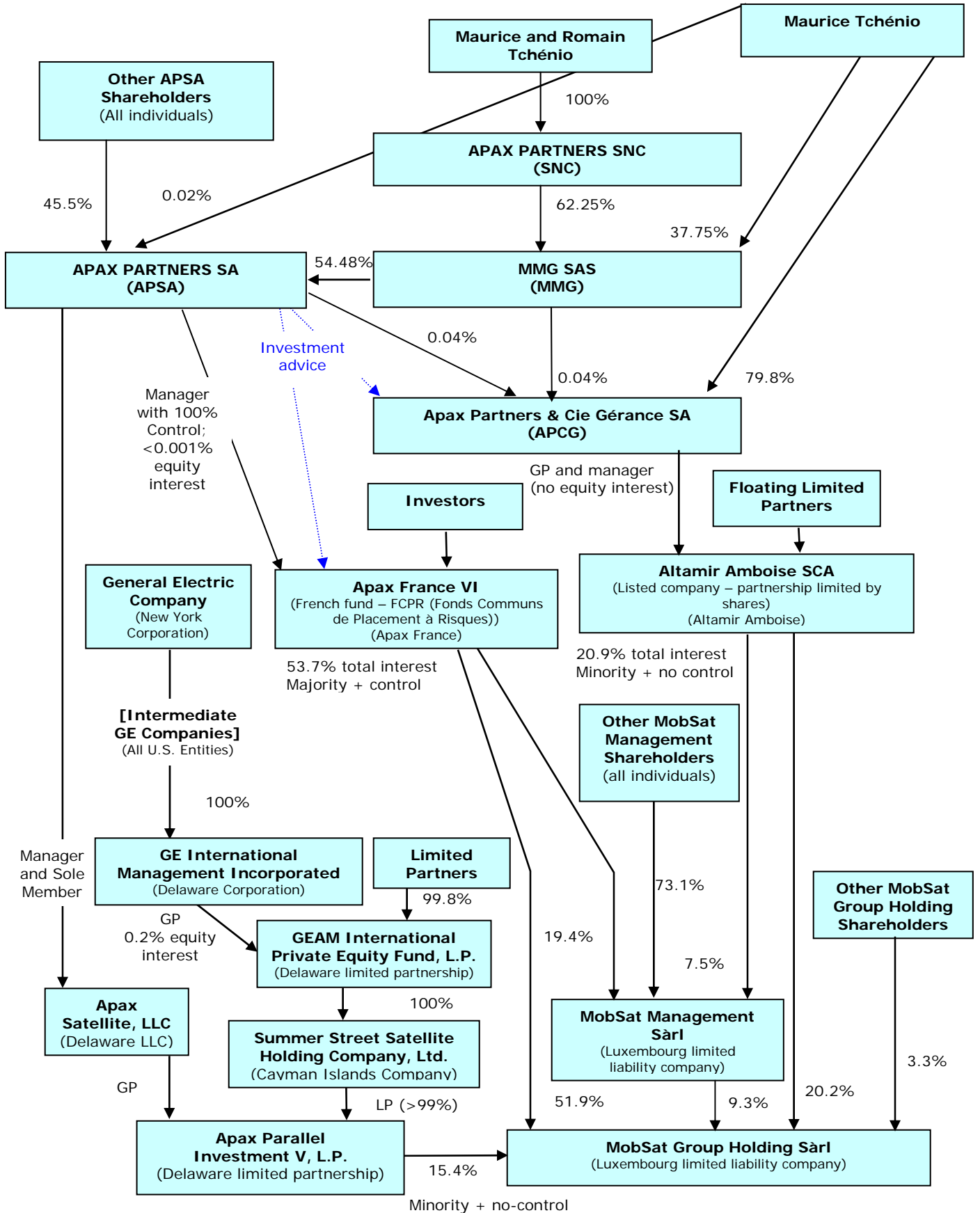
/s/

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Appendix A:



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Appendix A (continued):

