

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

In re Application of)
)
ISAT US Inc.)
Inmarsat Solutions (US) Inc.)
)
Petition for Declaratory Ruling under Section) ISP-PDR-2019 _____
310(b)(4) of the Communications Act of 1934,)
as Amended)

To: The International Bureau

PETITION SEEKING AMENDED FOREIGN OWNERSHIP DECLARATORY RULING

This Petition is filed jointly by ISAT US Inc. (“ISAT”) and Inmarsat Solutions (US) Inc. (“ISUS”) (collectively, the “Licensees”), each of which currently is authorized to operate as a common carrier earth station licensee with 100 percent foreign ownership pursuant to declaratory rulings under Section 310(b)(4) of the Communications Act, as amended (the “Act”), as granted under the Commission’s pre-2013 foreign ownership procedures.¹ The Petition seeks an amended declaratory ruling, also under the Commission’s pre-2013 foreign ownership

¹ ISAT, a U.S. corporation, holds a blanket earth station license designated as common carrier and has received foreign ownership declaratory rulings under IBFS File Nos. ISP-PDR-20100107-00006 and ISP-PDR-20150401-0001. *See* Public Notice: International Authorizations Granted, 25 FCC Rcd 10332, 10338 (2010) and 30 FCC Rcd 4789 (2015). ISUS, a U.S. corporation, holds several earth station licenses designated as common carrier and received a foreign ownership declaratory ruling under its former name, Stratos Communications, Inc., under IBFS File No. ISP-PDR-20100628-00014 (2010). *See* Public Notice: International Authorizations Granted, 25 FCC Rcd 10332, 10334 (2010). The FCC has granted foreign ownership authorization for multiple licensees with common ownership in a single declaratory ruling. *See, e.g., Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, 28 FCC Rcd 9642 (2013).

procedures, for the November 2018 *pro forma* internal reorganization described below.²

Inmarsat plc (“Inmarsat”), a United Kingdom (“U.K.”) public company remains the 100 percent indirect owner of the Licensees through a series of wholly-owned U.K. and U.S.-domiciled intermediary corporations.

I. DESCRIPTION OF *PRO FORMA* REORGANIZATION

This Petition relates to a strictly *pro forma* transfer of control of the Licensees, as part of a multi-step internal reorganization dictated by the upcoming exit of the United Kingdom (“U.K.”) from the European Union (“Brexit”). As of November 19, 2018, Inmarsat reorganized such that a new entity, U.K.-organized Inmarsat New Ventures Ltd., replaced U.K.-organized Inmarsat Ventures Ltd. in the ownership chain above the Licensees. The reorganization was necessitated by the fact that Inmarsat Ventures Ltd. holds a European Union spectrum authorization and needed to be converted into an entity domiciled in the European Union by the time of Brexit. As the reorganization was for Brexit purposes, the organizational changes focused on U.K. and European Union law and not Inmarsat’s U.S. subsidiaries.

Pursuant to 47 CFR § 25.119(h), the prior approval of the FCC was not required for the *pro forma* transfer of control of the Licensees’ common carrier earth station licenses; but a post-consummation notification is required. Those filings are being made contemporaneously. Even though the internal reorganization was strictly *pro forma* and has no substantive effect on the

² The Commission adopted new foreign ownership rules in 2013 but expressly stated that it “will permit licensees that have received a ruling prior to the effective date of the new rules to file a new petition for declaratory ruling under the new rules, but we will not require them to do so. We will continue to apply our existing foreign ownership policies and procedures to such licensees within the parameters of their existing rulings.” *See Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended*, IB Docket No. 11-133, Second Report and Order, 28 FCC Rcd 5741, para. 138 (2013).

control of the Licensees, they recognize that under the Commission's pre-2013 procedures an amended foreign ownership declaratory ruling was required. This filing is submitted as quickly as possible after the FCC's International Bureau Filing System re-opened after the FCC suspended operations due to the partial federal government shutdown.

As mentioned above, the Brexit-related internal reorganization is limited to replacing one U.K. entity (Inmarsat Ventures Ltd.) with a new U.K. entity (Inmarsat New Ventures Ltd.) in the middle of the Licensees' ownership chain, resulting in no change whatsoever in the ultimate ownership and control of the Licensees. Further, the new entity has no employees and has the same board of directors as the former entity.

As depicted in the Exhibit (the pre-and post- reorganization ownership chains), the Licensees are directly owned 100 percent by U.S.-organized Inmarsat Group Holdings, Inc. ("IGHI"). IGH I in turn is directly owned 100 percent by U.K.-organized Inmarsat Services Ltd. Inmarsat Services Ltd. is wholly-owned by U.K.-organized Inmarsat New Ventures Ltd., which is a wholly-owned subsidiary of U.K.-organized Inmarsat Investments Ltd, which is a wholly-owned subsidiary of U.K.-organized Inmarsat Group Ltd. Inmarsat Group Ltd. is a wholly-owned subsidiary of U.K.-organized Inmarsat Holdings Ltd., which is a wholly-owned subsidiary of the ultimate parent, U.K.-organized Inmarsat plc. As the Commission is aware from prior filings, Inmarsat plc is a widely-held public company traded on the London Stock Exchange. The only entities with five or more percent ownership of Inmarsat plc are the investment funds that are identified below based on a stockholder survey. Each identified entity is domiciled in a World Trade Organization ("WTO") country.

II. RELEVANT INFORMATION

The Licensees are seeking an amended declaratory ruling under the pre-2013 foreign ownership rules and submit the following identifying and ownership information to assist the Commission staff in its review.

Contact Information, FRN, Place of Organization, and Type of Business

Licensees/Petitioners:	ISAT US Inc. and Inmarsat Solutions (US) Inc.
FRN:	001936403 and 0004078440
Address:	1101 Connecticut Avenue, Suite 1200 Washington, D.C. 20036
Tel:	(202) 696-1400
Fax:	(202) 248-5177
Contact:	M. Ethan Lucarelli
Email:	Ethan.Lucarelli@inmarsat.com
Place of Organization:	U.S. (Delaware)
Type of Business:	Corporation

Legal Counsel Contact

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Licensees Covered By Declaratory Ruling

The declaratory ruling is requested for ISAT US Inc. and Inmarsat Solutions (US) Inc.

Associated Applications

The Licensees contemporaneously will file FCC Form 312 post-transaction notifications as required by Section 25.119(h) of the FCC's rules for the *pro forma* transfer of control of their respective common carrier earth station licenses.

Type of Declaratory Ruling

The Licensees seek an amended declaratory ruling pursuant to Section 310(b)(4) of the Act under the Commission's pre-2013 foreign ownership procedures.

Direct Ownership

The following U.S. entity holds a 100 percent direct ownership in the Licensees:

Name:	Inmarsat Group Holdings Inc.
Address:	1101 Connecticut Avenue Suite 1200 Washington, D.C. 20036
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Type of Business Organization:	Corporation
Percentage Held:	100 percent direct

No other individual or entity holds a ten percent or greater direct equity or voting interest in the Licensees.

Indirect Ownership

The following entities hold a ten percent or more indirect ownership interest in the Licensees:

Name:	Inmarsat Solutions Ltd.
Address:	99 City Road London, United Kingdom EC1Y 1AX
Citizenship:	United Kingdom
Principal Business:	Holding Company
Type of Business Organization:	Corporation
Percentage Held:	100 percent

Name:	Inmarsat Finance III Limited
Address:	99 City Road London, United Kingdom EC1Y 1AX
Citizenship:	United Kingdom
Principal Business:	Financing, predominantly through intercompany loans
Type of Business Organization:	Corporation
Percentage Held:	100 percent

Name: Inmarsat New Ventures Ltd.
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom
Principal Business: Holding Company
Type of Business Organization: Corporation
Percentage Held: 100 percent

Name: Inmarsat Investments Limited
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom
Principal Business: Provider of global mobile satellite communications services
Type of Business Organization: Corporation
Percentage Held: 100 percent

Name: Inmarsat Group Limited
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom
Principal Business: Provider of global mobile satellite communications services
Type of Business Organization: Corporation
Percentage Held: 100 percent

Name: Inmarsat Holdings Ltd.
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom
Principal Business: Holding Company
Type of Business Organization: Corporation
Percentage Held: 100 percent

Name: Inmarsat plc
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom

Principal Business: Telecom
Type of Business Organization: Public Limited Company
Percentage Held: 100 percent

Name: Lansdowne Partners Limited
Address: 15 Davies Street
London, United Kingdom
W1K 3AG
Citizenship: United Kingdom
Principal Business: Investment
Type of Business Organization: Corporation
Percentage Held: 11.53 percent (as of December 31, 2018)

No other individual or entity holds an indirect ten percent or greater interest in the Licensees.

Estimate of Aggregate Foreign Ownership

As discussed herein, the Licensees' controlling U.S. parent is owned 100 percent directly and indirectly by the U.K. entities listed above. The entities holding between 5 and 10 percent of the publicly traded shares of the ultimate parent Inmarsat plc are identified below:

Five or More Percent Indirect Owners

Name: Standard Life Aberdeen
Address: 1 George Street
Edinburgh, Scotland
EH2 2LL
Citizenship: United Kingdom
Principal Business: Investment
Type of Business Organization: Corporation
Percentage Held: 8.24 percent

Name: Jupiter Asset Management Limited
Address: The Zig Zag Building
70 Victoria Street,
London, United Kingdom
SW1E 6SQ
Citizenship: United Kingdom
Principal Business: Investment
Type of Business Organization: Corporation

Percentage Held: 7.46 percent

Name: Capital Group Companies Inc.
Address: 333 S. Hope Street
53rd Floor
Los Angeles, CA 90071

Citizenship: United States
Principal Business: Investment
Type of Business
Organization: Corporation
Percentage Held: 6.31 percent

Name: Artemis Fund Managers Ltd.
Address: Cassini House,
57 St James's Street
London, United Kingdom
SW1A 1LD

Citizenship: United Kingdom
Principal Business: Investment
Type of Business
Organization: Corporation
Percentage Held: 6.27 percent

III. PUBLIC INTEREST STATEMENT

The public interest will be served by the Commission issuing a declaratory ruling approving the *pro forma* internal reorganization described herein. The Commission has recognized that foreign investment has been and will continue to be an important source of financing for U.S. telecommunications companies, fostering technical innovation, economic growth, and job creation.³ For decades, the Commission consistently has permitted non-U.S. individuals and entities to hold up to 100 percent of the equity and voting power in holders of

³ 2013 *Foreign Ownership Order*, 28 FCC Rcd at 5744.

FCC authorizations subject to Section 310(b)(4) of the Act, including the Licensees.⁴ In this case, the internal reorganization is strictly *pro forma* and has no effect on the Licensees' ultimate ownership or control; and the same public interest rationale that applied in the Commission's previous foreign ownership declaratory rulings for the Licensees should apply also here.

IV. CONCLUSION

For the reasons stated herein, the Licensees respectfully request that the Commission issue a declaratory ruling that the public interest will be served by authorizing a slightly amended organizational structure for the Licensees with indirect foreign ownership up to 100 percent and the same ultimate parent.

Respectfully submitted,

ISAT US INC.
INMARSAT SOLUTIONS (US) INC.

By: /s/ Adam D. Krinsky

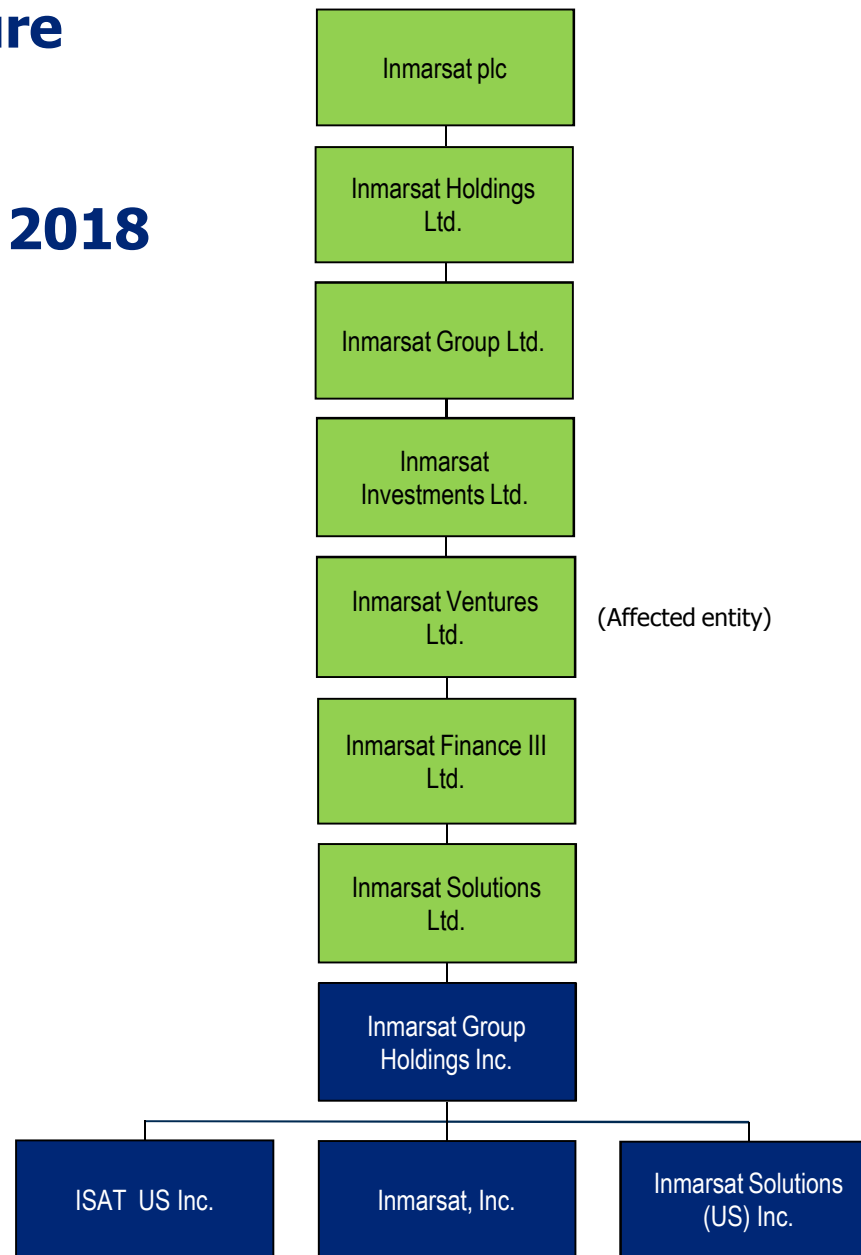
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Counsel for Licensees

January 28, 2019

⁴ See, e.g., *Intelsat, Ltd., Transferor, and Zeus Holdings Ltd., Transferee*, 19 FCC Rcd 24820 (2004); *Applications of Comsat General Corporation*, 19 FCC Rcd 21216 (2004); *Voicestream Wireless Corporation*, 16 FCC Rcd 9779 (2001).

Ownership Structure of Inmarsat Earth Station Licensees Pre-November 19, 2018

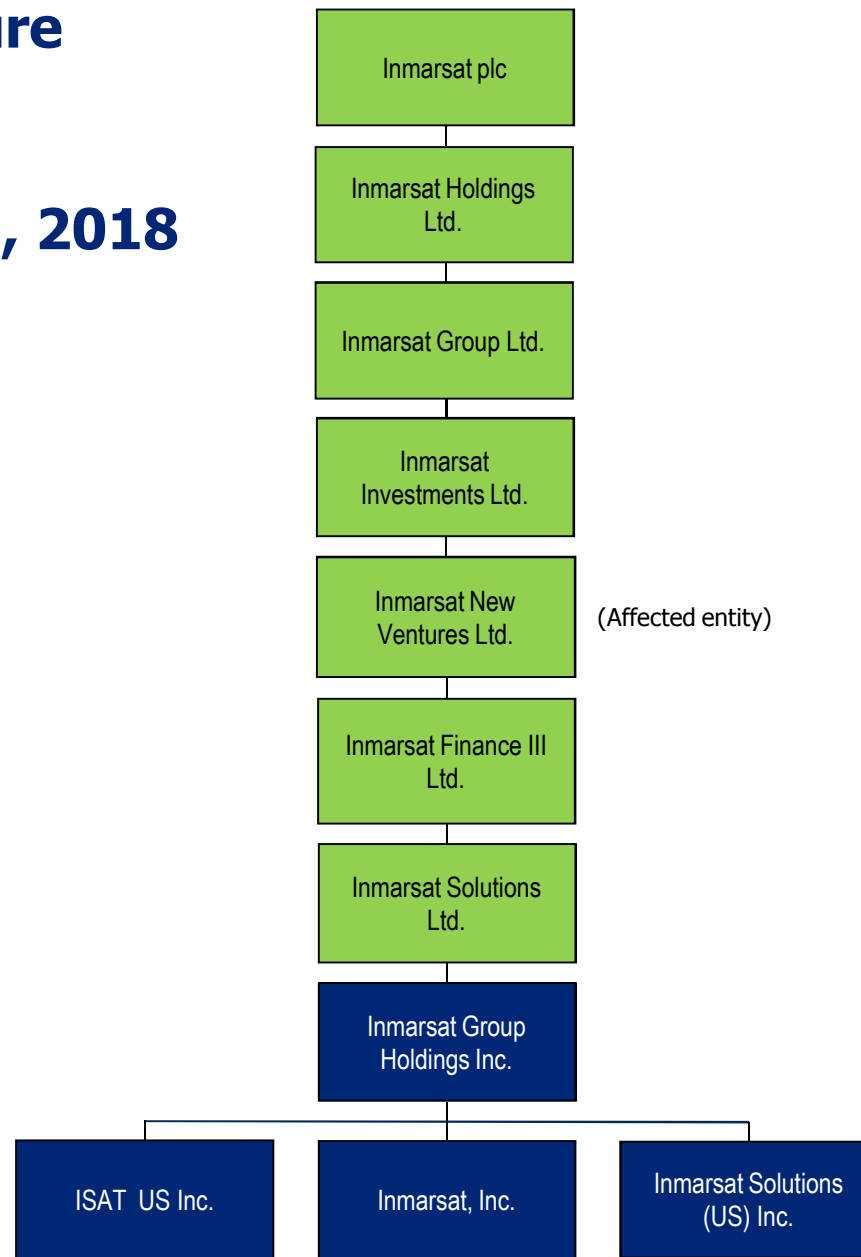


Legend

UK

US

Ownership Structure of Inmarsat Earth Station Licensees Post-November 19, 2018



Legend

