



PUBLIC NOTICE

Federal Communications Commission
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**APPLICATIONS FILED FOR CONSENT TO TRANSFER CONTROL OF
INMARSAT plc. AND SUBSIDIARIES TO
CONNECT BIDCO AND
REQUEST FOR DECLARATORY RULING ON FOREIGN OWNERSHIP**

PLEADING CYCLE ESTABLISHED

IB Docket No. 19-216

Comments/Petitions to Deny Due: August 26, 2019

Reply Comments/Oppositions to Petitions to Deny Due: September 10, 2019

Connect Bidco Limited (Connect Bidco or Transferee) and Inmarsat plc (Inmarsat) (and together with Connect Bidco, Applicants) filed a series of applications under sections 214 and 310(d) of the Communications Act of 1934, as amended (the Act).¹ The Applicants request Commission approval to transfer control of licenses and authorizations held by Inmarsat's wholly-owned U.S. subsidiaries, Inmarsat Group Holdings Inc. (IGHI), Inmarsat Inc. (Inmarsat Inc.), ISAT US Inc. (ISAT), and Inmarsat Solutions (US) Inc. (ISUS) (together, the Authorization Holders) from the public shareholders of Inmarsat to Connect Bidco. The Applicants also filed a petition for declaratory ruling (Petition) to permit foreign investment in IGH I above the 25 percent benchmark in pursuant to section 310(b)(4) of the Act, as amended.²

IGHI holds international section 214 authorizations. Its subsidiaries Inmarsat Inc. and ISAT hold non-common carrier earth station licenses. ISAT and IGH I's subsidiary ISUS hold common carrier earth station licenses. IGH I, Inmarsat Inc., ISAT, and ISUS are organized in Delaware. IGH I ultimately is wholly owned and controlled, through a series of intervening U.K.-organized holding companies, by Inmarsat, a public company organized in the United Kingdom.³ On March 25, 2019, the boards of

¹ 47 U.S.C. §§ 214, 310(d). Application of Inmarsat plc and Connect Bidco Limited, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Transfer Control of Inmarsat Group Holdings Inc. to Connect Bidco Limited, IBFS File No. ITC-T/C-20190603-00117 (filed May 28, 2019) (Lead Application). Applicants have also filed applications seeking Commission approval for the transfer of control of satellite earth station authorizations. See Attachment A below.

² 47 U.S.C. § 310(b)(4). Inmarsat plc, Inmarsat Solutions (US) Inc. (ISUS) and ISAT US Inc. (ISAT), and Connect Bidco Limited, Petition for Declaratory Ruling Under Section 310(b)(4) of the Communications Act of 1934, as amended (filed May 28, 2019 and refiled July 7, 2019) (Petition). Page citations to the Petition refer to the revised Petition for Declaratory Ruling filed July 9, 2019.

³ The Applicants do not expect the ownership structure between IGH I and Inmarsat to change as a result of the proposed transaction. Lead Application at 8.

Inmarsat and Connect Bidco reached agreement on the terms of a recommended cash offer pursuant to which Connect Bidco would acquire the entire issued and to be issued share capital of Inmarsat.⁴ Inmarsat's shareholders approved the offer on May 10, 2019.⁵

Applicants state that Connect Bidco is a newly incorporated limited company organized under the laws of Guernsey for the purpose of consummating the proposed transaction.⁶ According to the Application, Connect Bidco, through intermediate holding companies formed under the laws of Guernsey, is owned by: (1) Triton LuxTopHolding SARL, a Luxembourg limited liability company (Triton LuxTop), which is owned by certain limited partnerships comprising the Apax IX investment funds controlled by Apax IX GP Co. Limited (Apax IX GP);⁷ (2) WP Triton Co-Invest, L.P. (WP Triton), a Cayman Islands exempted limited partnership, which is owned by certain investment funds controlled by Warburg Pincus (Cayman) Global Growth GP, L.P., a Cayman Islands exempted limited partnership (Warburg Pincus GP); (3) CPP Investment Board Private Holdings, Inc., a Canadian corporation that is wholly owned by the Canada Pension Plan Investment Board (CPPIB); and (4) 2684343 Ontario Limited, a Canadian corporation that is wholly owned by the Ontario Teachers' Pension Plan Board (OTPP).⁸

Applicants submit that grant of the Applications will serve the public interest.⁹ Applicants note that Connect Bidco also intends to: (1) ensure that Inmarsat will comply in full with the obligations under the Public Services Agreement with the International Mobile Satellite Organization in respect of the provision of the Global Maritime Distress and Safety System; (2) maintain Inmarsat's headquarters in the United Kingdom; and (3) maintain a level of expenditure on R&D consistent with Inmarsat's past practice, in recognition of the importance of R&D to Inmarsat's ability to continue to develop reliable and high-quality services for its customers and end users.¹⁰

⁴ Lead Application at 2. The transaction is governed by the U.K. Takeover Code because Inmarsat is currently a publicly traded U.K. company. It is contemplated that the proposed transaction will be implemented by way of a U.K. court-sanctioned scheme of arrangement under Part 26 of the U.K. Companies Act. A resolution to deal with certain ancillary matters was passed at an Inmarsat general meeting. The proposed transaction will not become effective until delivery of the U.K. court's approval to the Registrar of Companies. In addition to FCC approval, completion of the proposed transaction is subject to the receipt of relevant clearances from competition authorities in Austria, China, Germany, Russia, the United Kingdom, and the United States, in addition to certain foreign investment and other approvals including in Australia, Germany, India, Italy, and Russia and in the United States under CFIUS. Lead Application at 2 note 5.

⁵ *Id.* at 2 note 5.

⁶ *Id.* at 4.

⁷ Apax IX GP is ultimately controlled by The Hirzel IV Purpose Trust (and its named trustees), a non-charitable purpose trust organized in Guernsey and advised by Apax Partners LLP or its affiliates (Apax). Applicants state that Apax provides investment advice in relation to the acquisition, monitoring and realization of investment by the Apax IX limited partnerships but that Apax has no direct or indirect ownership interest in the Apax IX limited partnerships. Petition at 4 & note 6. They state further, however, that certain partners and employees of the "Apax Group," which includes Apax Partners LLP, have made investments in the Apax IX limited partnerships as part of a coinvestment commitment made by the Apax Group. Petition at 2.

⁸ Lead Application at 4.

⁹ Lead Application at 5-6.

¹⁰ Petition at 29.

GENERAL INFORMATION

The applications referenced herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies.

Interested parties may file comments on or before **August 26, 2019**, and reply comments or oppositions to petitions on or before **September 10, 2019**. Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by paper. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: <http://apps.fcc.gov/ecfs/>.
- Paper Filers: Parties who choose to file by paper must file an original and one copy of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number. Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.
 - All hand-delivered or messenger-delivered paper filings for the Commission's Secretary must be delivered to FCC Headquarters at 445 12th St., SW, Room TW-A325, Washington, DC 20554. The filing hours are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes and boxes must be disposed of before entering the building.
 - Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9050 Junction Drive, Annapolis Junction, MD, 20701.
 - U.S. Postal Service first-class, Express, and Priority mail must be addressed to 445 12th Street, SW, Washington, DC 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty).

In addition, provide one copy of each pleading to each of the following:

- 1) Kimberly Cook, Telecommunications and Analysis Division, International Bureau, kimberly.cook@fcc.gov;
- 2) David Krech, Telecommunications and Analysis Division, International Bureau, david.krech@fcc.gov;
- 3) Alyssa Roberts, Satellite Division, International Bureau, alyssa.roberts@fcc.gov;
- 4) Jim Bird, Office of General Counsel, TransactionTeam@fcc.gov.

The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules.¹¹ Persons making *ex parte* presentations must file a

¹¹ 47 CFR §§ 1.1200 *et seq.*

copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's *ex parte* rules.

To allow the Commission to consider fully all substantive issues regarding the Applications in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.¹² A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information, please contact Kimberly Cook, Telecommunications and Analysis Division, International Bureau, (202) 418-7532 or Alyssa Roberts, Satellite Division, International Bureau, (202) 418-7276.

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¹² See 47 CFR §1.45(c).

ATTACHMENT A

INTERNATIONAL SECTION 214 AUTHORIZATIONS

The application for consent to the transfer of control of certain international section 214 authorizations has been assigned the file number listed below:

<u>File Number</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
ITC-T/C-20190603-00117	Inmarsat Group Holdings Inc.	ITC-214-19980121-00028 ITC-214-20090501-00194

SATELLITE EARTH STATION AUTHORIZATIONS

The application for consent to the transfer of control of licenses under section 310(d) of the Act has been assigned the file numbers listed below:

<u>File Number</u>	<u>Authorization Holder</u>	<u>Call Sign</u>
SES-T/C-20190603-00672	Inmarsat Solutions (US) Inc.	E070114, E010047, E050249, E010048, E010049, E010050, E000180
SES-T/C-20190603-00673	ISAT US Inc.	E090032
SES-T/C-20190603-00674	ISAT US Inc.	E140029, E140114, E150097
SES-T/C-20190603-00675	Inmarsat Inc.	E080059, E120072, KA25
SES-T/C-20190603-00676	Inmarsat Inc.	E150028

PETITION FOR DECLARATORY RULING UNDER SECTION 310(B)(4)

Connect Bidco filed a petition for declaratory ruling (Petition), pursuant to section 310(b)(4) of the Act and section 1.5000(a)(1) of the Commission's rules,¹³ to permit foreign ownership of IGHI, the controlling U.S. parent of ISUS and ISAT, which hold common carrier satellite earth station licenses, in excess of the 25 percent benchmark in section 310(b)(4). The Petition states that, upon consummation of the proposed transaction, non-U.S. entities would hold 100 percent of IGHI's equity and voting interests. Pursuant to section 1.5001(i) of the rules, the Petition requests that the Commission specifically approve the direct and/or indirect equity and/or voting interests that would be held in IGHI by foreign-organized entities and foreign individuals as follows:

Inmarsat Solutions Limited (100% equity and voting) (U.K.);
Inmarsat Finance III Limited (100% equity and voting) (U.K.);
Inmarsat New Ventures Limited (100% equity and voting) (U.K.);
Inmarsat Investments Limited (100% equity and voting) (U.K.);

¹³ 47 CFR § 1.5000(a)(1).

Inmarsat Group Limited (100% equity and voting) (U.K.);
 Inmarsat Holdings Limited (100% equity and voting) (U.K.);
 Inmarsat plc (100% equity and voting) (U.K.);
 Connect Midco Limited (100% equity and voting) (Guernsey);
 Connect Sub-Topco Limited (100% equity and voting) (Guernsey);
 Connect Topco Limited (100% equity and voting) (Guernsey);¹⁴
 Triton LuxTop Holding SARL (19-23% equity and 25% voting) (Luxembourg);
 CPP Investment Board Private Holdings (4) Inc. (30% equity and 25% voting) (Canada);
 2684343 Ontario Limited (25% equity and 25% voting) (Canada);
 WP Triton Co-Invest, L.P. (22.5%-25% equity and 25% voting) (Cayman Islands);
 Apax IX USD L.P. (14-17% equity and 25% voting) (Guernsey);
 Apax IX USD Co-Investment L.P. (0.1-0.2% equity and 25% voting) (Guernsey);
 Apax IX EUR L.P. (5-6% equity and 25% voting) (Guernsey);
 Apax IX EUR Co-Investment L.P. (0.1-0.11% equity and 25% voting) (Guernsey);
 A9 USD (Feeder) L.P. (6-8% equity and 6-8% voting) (Guernsey);
 A9 EUR (Feeder) L.P. (currently, less than 5% equity and voting) (Guernsey);
 Apax IX USD GP L.P. Inc. (less than 1% equity and 25% voting) (Guernsey);¹⁵
 Apax IX EUR GP L.P. Inc. (0% equity and 25% voting) (Guernsey);¹⁶
 Apax IX GP Co. Limited (0% equity and 25% voting) (Guernsey);
 Apax Guernsey (Holdco) PCC Limited Apax IX Cell (0% equity and 25% voting) (Guernsey);
 The Hirzel IV Purpose Trust (0% equity and 25% voting) (Guernsey);
 Andrew Guille (Trustee, less than 1% equity and 25% voting) (jointly with Jacqueline Ward) (U.K.);
 Jacqueline Ward (Trustee, less than 1% equity and 25% voting) (jointly with Andrew Guille) (U.K.);
 Simon Creswell (Trust Enforcer, less than 1% equity and 25% voting) (Australia);
 Salim Nathoo (less than 1% equity and 25% voting) (U.K.);
 Gonzague de Lhoneux (less than 1% equity and 25% voting) (U.K.);
 Jesus Reuda (less than 1% equity and 25% voting) (Spain);
 Canada Pension Plan Investment Board (30% equity and 25% voting) (Canada);
 Ontario Teachers' Pension Plan Board (25% equity and 25% voting) (Canada);
 Warburg Pincus (Callisto-A) Global Growth (Cayman), L.P. (3-6% equity and 25% voting) (Cayman Islands);
 Warburg Pincus (Europa) Global Growth (Cayman), L.P. (3-6% equity and 3-6% voting) (Cayman Islands);
 Warburg Pincus Global Growth-B (Cayman), L.P. (2-5% equity and 2-5% voting) (Cayman Islands);
 WP Triton Investment, L.P. (0-11% equity and 0-11% voting) (Cayman Islands);
 Warburg Pincus (Cayman) Global Growth GP, L.P. (0% equity and 25% voting) (Cayman Islands);
 Warburg Pincus Partners II (Cayman), L.P. (0% equity and 25% voting) (Cayman Islands); and
 Warburg Pincus (Bermuda) Private Equity GP, Ltd. (0% equity and 25% voting) (Bermuda).

Pursuant to section 1.5001(k)(2),¹⁷ Petitioner requests advance approval to permit the non-controlling foreign interest holders (*i.e.*, those named below Connect Topco Limited in the foregoing list)

¹⁴ Connect Bidco requests approval for 100 percent of the direct and/or indirect equity and voting interests in IGHI to be held by Connect Topco Limited and the named entities that precede it in this list of foreign individuals and foreign-organized entities for which Connect Bidco requests specific approval. Petition at 31.

¹⁵ An affiliate of Apax IX USD GP L.P. Inc. also has a carried interest in the Apax limited partnerships. Petition at 26.

¹⁶ An affiliate of Apax IX EUR GP L.P. Inc. also has a carried interest in the Apax limited partnerships. Petition at 26.

¹⁷ 47 CFR § 1.5001(k)(2).

to increase their interests in IGHI up to and including a non-controlling 49.99 percent equity and voting interest. Petitioner states that it, or its affiliates, as appropriate, will seek Commission approval prior to any changes in ownership that would require any specific approval under section 1.5001(i).

The Petition for Declaratory Ruling has been assigned File No. ISP-PDR-20190528-00003.