



Federal Communications Commission
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International Bureau

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Ref: 2006-49

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Re: FTMSC US, LLC Amendment

Dear Sir or Madam:

Please review the following applications and advise us whether you have any national security, law enforcement, foreign policy or trade concerns by **C.O.B. September 12, 2006**, because we are prepared to take action on these applications. **Electronic filed (e-file) applications are able to be viewed by accessing www.fcc.gov/ibfs and searching by the file number.**

ITC-AMID-20060804-00388 FTMSC US, LLC (e-file)

FTMSC US, LLC (FTMSC) amends its application (ITC-214-20051012-00406) to provide Innarsat Global Area Network (BGAN) services to Mobile Earth Stations located in the United States, using the Innarsat 4F2 Satellite and its Innarsat "gateway" land earth stations located in Burun, Netherlands and Fucino, Italy, in accordance with section 63.18(e)(3) of the rules. The application was sent for your review on October 14, 2005 under Ref: 2005-49, and was removed from streamlined processing per your e-mail dated November 2, 2005, and is still pending under your review.

FTMSC amends its application to reflect a planned transfer of control of FTMSC. Pursuant to a July 22, 2006, Share Purchase Agreement (Agreement) entered into by FTMSC's indirect parent company, France Telecom S.A., and MobSat S.A.S. (MobSat), a French holding company, all of FTMSC's shares would be acquired by FTMSC US Holding, Inc., a Delaware corporation. All of the shares of FTMSC US Holding, Inc. would be acquired by France Telecom Mobile Satellite Communications, S.A., a French company that, in turn, would be wholly owned by MobSat. According to the amendment, MobSat is owned in principal part by two venture capital funds: Apax France VI FCPR (Apax France) (72%) and Amboise Investissement SCA (20%) (Amboise).

Apax France is a venture capital fund organized in France and managed by Apax Partners S.A., a French limited company that is majority owned and controlled by French citizens. Amboise is a venture capital fund organized in France with two general partners. Apax

Partners & Cie Gerance II, organized in France, is the managing general partner and is majority owned and controlled by citizens of France, the United Kingdom, and the United States. The second general partner of Amboise is Societe Europeenne Iena SAS, which is organized in France and majority owned by a French citizen. The application states that none of the investors that would hold indirect interests in FTMSC through their investments in Apax France or Amboise has any control or right to control the management or voting of the shares owned by the two funds.

FTMSC states that, upon consummation of the Agreement, it will no longer be affiliated with any foreign carrier that possesses market power on the foreign end of U.S. international routes and therefore requests classification as non-dominant on all routes pursuant to section 63.10 of the rules.

ITC-PDR-20060804-00010 FTMSC US, LLC (e-file)

FTMSC US, LLC (FTMSC) requests a declaratory ruling, pursuant to section 310(b)(4) of the Communications Act of 1934, as amended, that it is in the public interest to permit indirect foreign investment of up to 100 percent in FTMSC by MobSat S.A.S. (MobSat), a holding company organized under the laws of France, and its French owners. FTMSC filed its petition in connection with a major amendment to its pending application that requests a blanket license for 20,000 mobile earth terminals to be used in the United States with Innarsat's Broadband Global Area Network. See SES-AMD-20060804-01315, amending SES-LFS-20051011-01396.

FTMSC is a Delaware limited liability company that currently is indirectly wholly owned by France Telecom S.A. Under the terms of a July 22, 2006, Share Purchase Agreement, all of FTMSC's shares would be acquired by FTMSC US Holding, Inc., a Delaware corporation. All of the shares of FTMSC US Holding, Inc. would be acquired by France Telecom Mobile Satellite Communications, S.A., a French company that, in turn, would be wholly owned by MobSat. According to the petition, MobSat is owned in principal part by two venture capital funds: Apax France VI FCPR (Apax France) (72%) and Amboise Investissement SCA (20%) (Amboise).

Apax France is a venture capital fund organized in France and managed by Apax Partners S.A., a French limited company that is majority owned and controlled by French citizens. Amboise is a venture capital fund organized in France with two general partners. Apax Partners & Cie Gerance II, organized in France, is the managing general partner and is majority owned and controlled by citizens of France, the United Kingdom, and the United States. The second general partner of Amboise is Societe Europeenne Iena SAS, which is organized in France and majority owned by a French citizen. The petition states that none of the investors that would hold indirect interests in FTMSC through their investments in Apax France or Amboise has any control or right to control the management or voting of the shares owned by the two funds.

FTMSC asserts that, pursuant to the rules and policies established by the Commission's *Foreign Participation Order*, 12 FCC Rcd 23891 (1997), *Order on Reconsideration*, 15 FCC Rcd 18158 (2000), the foreign ownership of FTMSC by MobSat and its French shareholders in excess of the 25 percent benchmark of section 310(b)(4) of the Communications Act would be consistent with the public interest.

SES-AMID-20060804-01315 E E050284 FTMSC US, LLC (e-file)
Class of Station: Mobile Satellite Earth Station

FTMSC US, LLC Camends its pending application (SES-IFPS-20051011-01396) to reflect a planned transfer of control of FTMSC US, LLC from France Telecom S.A. to MobSat S.A.S. According to the amendment, MobSat S.A.S. is a holding company based in France and is owned by two French venture capital funds: Apax France VI FCPR (72%) and Arboise Investissement SCA (20%). In addition to this amendment, FTMSC US, LLC also filed an amendment to its pending Application for Section 214 Authority, File No. ITC-214-20051012-00406, and, together with MobSat S.A.S., filed a request for declaratory ruling under Section 310(b)(4) of the Communications Act of 1934, as amended, that it is in the public interest to permit indirect foreign investment of up to 100% in FTMSC US, LLC by MobSat S.A.S.

If we do not hear from you by **C.O.B. September 12, 2006**, we will assume that you do not have any concerns with these applications.

Sincerely,



George Li, Deputy Chief
Policy Division