

Introduction

By this application, Riverside Fund IV, L.P., a Delaware limited partnership (“Riverside” or “Transferor”) and Panasonic Corporation of North America, a Delaware corporation (“PNA” or “Transferee”) request Commission consent to the transfer of control of ITC Global USA, LLC., a Florida limited liability company (“ITC USA” or “Licensee”), the holder of International Section 214 Authorization ITC-214-20110609-00184.¹ ITC USA provides satellite communication services to, from and within the United States in support of the oil and gas, mining and other industries requiring reliable, remote communications capabilities, but does not provide domestic or international common carrier services at this time.

In response to the specific questions contained in the Commission’s Form 214TC, the applicants state as follows:

Answer to Question 10

Section 63.18(c): Correspondence concerning this application should be sent to PNA’s regulatory legal counsel, below:

Barry A. Friedman
Thompson Hine LLP
1919 M Street, NW, Suite 700
Washington, DC 20036
Phone: (202) 973-2789
Email: barry.friedman@thompsonhine.com
Relationship: Legal Counsel

¹ The Licensee also holds 13 earth station licenses, which are the subject of two separate requests for Commission approval of this transfer of control, filed concurrently with this application.

Correspondence concerning this application should also be sent to regulatory legal counsel for Transferor and Licensee, as described below:

Catherine Wang
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
2020 K Street, NW
Washington, DC 20006-1806
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Section 63.18(d): ITC USA holds international Section 214 Authority to provide global facilities-based service in accordance with 47 C.F.R. § 63.18(e)(1) and to provide resale services in accordance with 47 C.F.R. § 63.18(e)(2) (File No. ITC-214-20110609-00184).

Panasonic Corporation of North America (“PNA”) holds international Section 214 Authority to provide global resale services in accordance with 47 C.F.R. § 63.18(e)(2) (File No. ITC-214-20110307-00061).² PNA will continue to provide services under its international Section 214 authority.

Answer to Question 11

Following the completion of the proposed transaction, ITC USA will remain a wholly owned direct subsidiary of ITC Global, Inc. (“ITC Global”):

Name:	ITC Global, Inc.
Percentage of Ownership:	100%
Address:	150 2nd Avenue, Suite 1100
City, State, Zip:	St. Petersburg, FL 33701
Citizenship:	U.S. (Delaware)
Principal Business:	Communications

² See also *Public Notice*, DA 11-1852, November 3, 2011.

(1) The following entity will hold a ten percent (10%) or greater interest in ITC Global:

Name:	Panasonic Corporation of North America
Percentage of Ownership:	100%
Address:	One Panasonic Way
City, State, Zip:	Secaucus, NJ 07094
Citizenship:	U.S. (Delaware)
Principal Business:	Equipment Manufacturer

(2) Provided below is the only entity that directly or indirectly owns ten percent (10%) or more of the equity of PNA:

Name:	Panasonic Corporation
Percentage of Ownership:	100%
Address:	1006, Oaza Kadoma, Kadoma-Shi
City, State, Zip:	Osaka, Japan 572-8501
Citizenship:	Japan
Principal Business:	Equipment Manufacturer

No shareholder or other entity owns or controls 10 percent or more of the voting stock of Panasonic Corporation. Panasonic Corporation is a publicly traded company, headquartered in Osaka, Japan, whose stock is traded on several securities exchanges around the world. Panasonic Corporation's stock is widely held and dispersed.

Answer to Question 12

Transferee does not currently have any interlocking directorates with a foreign carrier. To the extent that after completion of the transaction, the officers/directors of the foreign carriers listed in response to Question 14 are changed to include one or more of the officers/directors of Transferee, Transferee may have interlocking directorates with foreign carriers in the future.

Answer to Question 13

(1) Description of the Transaction

Licensee, ITC USA, is a wholly-owned direct subsidiary of ITC Global, Inc. ("ITC Global"), which in turn is a wholly-owned subsidiary of ITC Global Holdings, LLC ("ITC

Holdings”). ITC Global and its affiliates provide satellite-based, enterprise class voice, video and data communications services, primarily to oil and gas, mining, and commercial maritime customers and their employees that cannot be served by conventional terrestrial networks. Transferor, Riverside, exercises *de jure* and *de facto* control over ITC Holdings through its ownership of a majority of the equity and voting interests in that entity.

Pursuant to a Purchase Agreement, dated as of February 27, 2015, by and among Transferee, ITC Holdings, Riverside and other parties (the “Purchase Agreement”), PNA will acquire 100 percent of the equity securities of the Licensee’s parent, ITC Global, from ITC Holdings. Following the transaction, Licensee will continue to be a wholly-owned direct subsidiary of ITC Global, which will be a wholly-owned subsidiary of PNA. Riverside and ITC Holdings will cease to have any direct or indirect ownership or control over the Licensee. Thus, after approval from the Commission, in accordance with the terms of the Purchase Agreement, ownership and control of the Licensee will be transferred to PNA from Riverside and ITC Holdings. Organizational charts illustrating the transaction are attached hereto.

(2) The Transaction Will Serve the Public Interest

Consummation of this transaction will serve the public interest. The transaction will not harm but rather will promote competition and will provide public interest benefits. While both Licensee and PNA hold international Section 214 Authority, they do not compete today, and had no plans to do so in the future. Licensee does not currently provide international telecommunications services on a common carrier basis despite holding an international Section 214 authorization. Therefore, the combination of Licensee and PNA will not diminish competition with respect to such services.

PNA currently controls Panasonic Avionics Corporation (“Panasonic Avionics”), an FCC blanket earth station aboard aircraft (“ESAA”) licensee and provider of in-flight broadband, voice, text, data, and entertainment connectivity to passenger aircraft around the world.³ ITC Global and its subsidiary, Licensee, serve remote-operation industries such as oil and gas, mining, and commercial maritime platforms with a network that is comprised of end-to-end satellite solutions. While these services require some of the same inputs that Panasonic Avionics uses – chiefly satellite backhaul capacity – the two companies serve distinctly different end users. While Panasonic Avionics focuses on serving airborne mobile platforms, ITC Global’s customers operate terrestrial sites. As the Commission has recognized with respect to such services, “satellite communication services are substantially differentiated one from another in terms of frequency band, transponder power, and the geographic coverage of antennas.”⁴ Thus, the transaction will not result in anti-competitive market concentration. Given that PNA and ITC Global serve different market segments, the transfer of control will not decrease competition in any market.

The transaction can be expected to enhance competition and generate efficiency benefits that will accrue to customers of PNA, Panasonic Avionics and ITC Global. First, the transaction will place the Licensee under the control of a well-capitalized, globally-recognized technology company with extensive experience and expertise, through Panasonic Avionics, in delivering satellite-based services to difficult-to-reach customers around the world. From day one, PNA will be able to apply this expertise to ensure that ITC Global’s customers make a seamless

³ See Call Sign E100089, File No. [SES-MFS-20130930-00845](#).

⁴ *PanAmSat/Intelsat* at ¶ 29.

transition to the new ownership structure and gain access to improved services and customer experiences in the future.

Under PNA's ownership, ITC USA will continue to provide high-quality communications services without interruption to existing customers under the rates, terms, and conditions that are specified in their current contracts. The only change will be that ITC USA will be backed by a new and well-qualified parent company, PNA, and will benefit from PNA's communications expertise and financial and operational support.

Finally, the extensive history of PNA and Panasonic Avionics in connection with their authorizations and licenses demonstrates that PNA is qualified to control ITC USA and its International Section 214 authorization (and earth station licenses). PNA and Panasonic Avionics continue to operate pursuant to their respective authorizations and licenses and have been exemplary authorization/license holders. Accordingly, based on the foregoing, the proposed transfer of control will serve the public interest.

Answer to Questions 14 and 15

As recently described in File No. FCN-NEW-2015-0130-00002, ITC USA is affiliated with foreign carriers that provide telecommunications services in Australia, Burkina Faso, Chile, Ghana, Switzerland and Tanzania, and these affiliations will continue following the close of the proposed transaction. The entities are described as follows:

Attachment 1
 FCC Form 214TC
 Application for Transfer of Control of International
 Section 214 Authorization ITC-214-20110609-00184

Country Where Service Provided	Foreign Carrier Affiliate Name	Description of the Company
Burkina Faso (WTO members)	<p>Spidersat Communications SARL (“Spidersat-BF”)</p> <p>A Burkina Faso entity.</p>	<p>Spidersat-BF is a wholly owned indirect subsidiary of ITC Holdings that is also being indirectly acquired by Panasonic Corporation in connection with the proposed transaction. Upon completion of the transaction, ITC USA will remain affiliated, and Transferee will become affiliated, with Spidersat-BF through common ownership by Panasonic Corporation.</p> <p>Spidersat-BF holds a license from the Autorité de Régulation des Communications Électroniques et des Postes of Burkina Faso to provide Internet access. Pursuant to this license, Spidersat-BF provides Internet access via satellite to mining and exploration companies. Spidersat-BF has a market share of less than 5% of the telecommunications market in Burkina Faso.</p>
Chile (WTO Member)	<p>ITC Global Chile S.A. (“ITC-Chile”)</p> <p>A Chilean entity.</p>	<p>ITC-Chile is a wholly owned direct subsidiary of ITC Global that is also being acquired in connection with the proposed transaction. Upon completion of the transaction, ITC USA will remain affiliated, and Transferee will become affiliated, with ITC-Chile through common ownership by Transferee.</p> <p>ITC-Chile holds a license (Decree No. 64) from the Ministerio de Transportes y Telecomunicaciones; Subsecretaría de Telecomunicaciones of Chile to provide data services using VSAT earth stations. Pursuant to this license, ITC-Chile provides data services via satellite to mining and exploration companies. ITC-Chile has a market share of less than 5% of the telecommunications market in Chile.</p>

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Country Where Service Provided	Foreign Carrier Affiliate Name	Description of the Company
Ghana (WTO member)	<p>Spidersat Communications Limited (“Spidersat-Ghana)</p> <p>A Ghanaian entity.</p>	<p>Spidersat-Ghana is a wholly owned indirect subsidiary of ITC Holdings that is also being indirectly acquired by Panasonic Corporation in connection with the proposed transaction. Upon completion of the transaction, ITC USA will remain affiliated, and Transferee will become affiliated, with Spidersat-Ghana through common ownership by Panasonic Corporation.</p> <p>Spidersat-Ghana holds a license from the National Communications Authority of Ghana to operate a “Direct to Home Satellite Network”, which is used to provide Internet access via satellite to mining and exploration companies. Spidersat-Ghana has a market share of less than 5% of the telecommunications market in Ghana.</p>
Switzerland (WTO member)	<p>NewSat Communications SA (“NewSat”)</p> <p>A Swiss entity.</p>	<p>NewSat is a wholly owned indirect subsidiary of ITC Holdings that is also being indirectly acquired by Panasonic Corporation in connection with the proposed transaction. Upon completion of the transaction, ITC USA will remain affiliated, and Transferee will become affiliated, with NewSat through common ownership by Panasonic Corporation.</p> <p>NewSat holds a concession license from the Swiss Federal Office of Communications pursuant to which NewSat provides telecommunications services to customers based in Switzerland and the rest of the world. NewSat has a market share of less than 5% of the telecommunications market in Switzerland.</p>

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 Section 214 Authorization ITC-214-20110609-00184

Country Where Service Provided	Foreign Carrier Affiliate Name	Description of the Company
Australia (WTO member)	ITC Global (Australia) Pty Ltd. (“ITC-Australia”) An Australian Entity.	ITC-Australia is a wholly owned direct subsidiary of ITC Global that is also being acquired in connection with the proposed transaction. Upon completion of the transaction, ITC USA will remain affiliated, and Transferee will become affiliated, with ITC-Chile through common ownership by Transferee. ITC-Australia holds the 16 satellite earth station licenses issued by the Australian Communications and Media Authority listed below. ITC-Australia also provides services pursuant to a Radiocommunications (Communication with Space Object) Class License 1998, as amended, made under subsection 132(1) of the Radiocommunications Act of 1992. ITC-Australia uses these licenses to provide IP communications via satellite to maritime, mining, and oil and gas clients. ITC-Australia has a market share of less than 5% of the telecommunications market in Australia.

Satellite Earth Station Licenses issued to ITC-Australia by the Australian Communications and Media Authority:

Location	Callsign	Class of Station	License Number
Landsdale - 9019974	VM213	Fixed Earth	1971275
Landsdale – 9019974	VM214	Earth Receive	1971276
Landsdale – 9020270	VM215	Earth Receive	1972122
Landsdale – 9020270	VM216	Fixed Earth	1972123

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 Section 214 Authorization ITC-214-20110609-00184

Location	Callsign	Class of Station	License Number
Near FMG Railway 43.5 km South of Prot Hedland - 9020238	VM217	Earth Receive	1972264
Near FMG Railway, off Great Northern Highway 92 km South of Port Hedland – 9020239	VM218	Earth Receive	1972265
Near FG Railway, off Great Northern Highway 140 km South of Port Hedland - 9020240	VM219	Earth Receive	1972266
Near FMG Railway 186 km South of Port Hedland – 9020241	VM222	Earth Receive	1972267
Near FMG Railway, off Great Northern Highway 92 km South of Port Hedland – 9020239	VM223	Fixed Earth	1972268
Near FMG Railway 186 km South of Port Hedland - 9020241	VM224	Fixed Earth	1972269
Near FG Railway, off Great Northern Highway 140km South of Port Hedland - 9020240	VM225	Fixed Earth	1972270
Near FMG Railway 43.5 km South of Port Hedland - 9020238	VM226	Fixed Earth	1972271
Canning Vale – 9019152	VM242	Fixed Earth	1974956
Canning Vale – 9019152	VM243	Earth Receive	1974957
Barrow Island – 9021912	VM283	Earth Receive	1980903
Barrow Island – 9021912	VM284	Fixed Earth	1980904

ITC Global is also affiliated with SpiderSat Communications Limited (“SpiderSat-Tanzania”), a Tanzanian entity that is also being acquired in connection with the proposed transaction. SpiderSat-Tanzania’s Application Services License with the Tanzania Communications Regulatory Authority was recently granted and permits SpiderSat-Tanzania to provide Internet access via satellite and terrestrial circuits to mining and exploration companies. SpiderSat-Tanzania has a market share of less than 5% of the telecommunications market in Tanzania, a World Trade Organization (“WTO”) member.

Answer to Question 15

Upon completion of the transaction, (i) Licensee will continue to be affiliated with ITC-Chile, ITC-Australia, Spidersat-BF, Spidersat-Ghana, Spidersat-Tanzania, and NewSat (collectively, the “ITC Foreign Carriers”) and (ii) Transferee will wholly own ITC-Chile and ITC-Australia and will be affiliated through common ultimate ownership by Panasonic Corporation with Spidersat-BF, Spidersat-Ghana, Spidersat-Tanzania, and NewSat.

Answer to Question 16

ITC USA and Transferee request continued classification as a nondominant carrier under Section 63.10 of the Commission’s Rules on all routes between the United States and the foreign countries specified in Question 14 above, each of which is a member of the WTO. Each of the ITC Foreign Carriers lacks 50 percent market share in the international transport and local access markets on the foreign end of the routes and thus lacks sufficient market power on the foreign end to adversely affect competition in the U.S. market. Further, none of the ITC Foreign Carriers is on the Commission’s List of Foreign Telecommunications Carriers that are presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007.

Accordingly, pursuant to Section 63.10(a)(3), ITC USA and Transferee qualify for a presumption of non-dominance on these routes.

Answer to Question 20

Applicant respectfully submits that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because ITC USA and Transferee qualify for a presumption of non-dominance under § 63.10(a)(3), and thus demonstrates compliance with 63.12(c)(1)(ii). Furthermore, none of the scenarios outlined in Section 63.12(c)(2) and 63.12(c)(3) of the Commission's Rules, 47 C.F.R. § 62.12(c), apply. Accordingly, this Application should be subject to streamlined processing.