

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Satélites Mexicanos, S.A. de C.V. Petition) File No.: _____
for Declaratory Ruling in Connection With) Call Signs: S2589, S2695, S2873
Change in Ownership and Control Pursuant)
to 47 C.F.R. §25.137(g))
)
)

**PETITION FOR DECLARATORY RULING
IN CONNECTION WITH CHANGE IN OWNERSHIP
AND CONTROL PURSUANT TO 47 C.F.R. §25.137(g)**

Satélites Mexicanos, S.A. de C.V. (“Satmex”), a Mexican corporation, respectfully submits this filing in connection with a change in ownership and control of three satellites on the Commission’s Permitted Space Station List (“Permitted List”).

In accordance with the *Satellite Licensing Streamlining Order*¹ and Section 25.137(g)² of the Commission’s rules, Satmex hereby notifies the Commission that its indirect ownership and control will be transferred to Eutelsat S.A. (“Eutelsat”), a *société anonyme* organized under the laws of France “so that the Commission can afford interested parties an opportunity to comment on whether the proposed transaction affects any of the considerations”³ that the Commission relied upon when granting Satmex access to the U.S. market using Satmex 5 (Call Sign: S2589),⁴ Satmex 6 (Call Sign: S2695),⁵ and Satmex 8 (Call Sign: S2873).⁶

¹ See *Amendment of the Commission’s Space Station Licensing Rules and Policies*, First Report and Order, 18 FCC Rcd 10760, ¶¶326-327 (2003) (“*Satellite Licensing Streamlining Order*”).

² 47 C.F.R. § 25.137(g).

³ 47 C.F.R. § 25.137(g).

⁴ *Grant of Authority*, IBFS File Nos. SAT-PPL-20121218-00217, SAT-APL-20130308-00028, Call Sign: S2589 (May 31, 2013) (granting the petition of Satmex to add the Satmex 5 space

I. SATELLITES

Satmex 5, Satmex 6 and Satmex 8 are satellites licensed by Mexico. Satmex 5 is currently in-orbit and operational at 114.9°W, Satmex 6 is in-orbit and operational at 113°W.L. and Satmex 8 is in orbit and operational at 116.8°W. The Commission's prior grants of authority are hereby incorporated by reference.

II. DESCRIPTION OF THE TRANSACTION

Satmex, along with certain of its direct and indirect shareholders, and Eutelsat have entered into a Securities Purchase Agreement, dated July 30, 2013, pursuant to which Eutelsat has agreed to purchase, directly or indirectly, all of the issued and outstanding shares of capital stock of Satmex in an all-cash transaction. Specifically, Eutelsat has agreed to: (i) acquire all of the issued and outstanding shares of Satmex International B.V., a shareholder of Satmex, from Satmex International Coöperatieve U.A.; (ii) acquire all of the issued and outstanding shares of Holdsat México, S.A.P.I. de C.V., a shareholder of Satmex (other than shares held by Satmex International B.V.), from Intenal Mexicana, S.A.P.I. de C.V. and Alejandro Sainz Orantes; and (iii) acquire certain shares of Satmex from Centerbridge Capital Partners SBS (Cayman), L.P. and EJA Holdings Ltd. Upon the consummation of the transactions described above, Eutelsat will own, directly or indirectly, 100% of the issued and outstanding shares of capital stock of

station at the 114.9°W orbital location to the Commission's C- and Ku-band Permitted Space Station List) (hereinafter "Satmex 5 Grant").

⁵ *Grant of Authority*, IBFS File Nos. SAT-PPL-20060329-00030, SAT-AMD-20060724-00080, Call Sign: S2695 (Aug. 4, 2006) (granting the petition of Satmex to add the Satmex 6 space station at the 113°W orbital location to the Commission's C- and Ku-band Permitted Space Station List) (hereinafter "Satmex 6 Grant").

⁶ *Grant of Authority*, IBFS File No. SAT-PPL-20120823-00140, Call Sign: S2873 (Dec. 6, 2012) (granting the petition of Satmex to add the Satmex 8 space station at the 116.8°W orbital location to the Commission's C- and Ku-band Permitted Space Station List) (hereinafter "Satmex 8 Grant").

Satmex. Although ownership of Satmex will change, the satellites will continue to be non-U.S.-licensed satellites that are licensed by Mexico and operated by Satmex.

III. OWNERSHIP AND CONTROL OF EUTELSAT

Eutelsat is incorporated in France, which is a member of the WTO, and is legally, financially, and technically qualified to operate the satellites and provide satellite services. Eutelsat and its subsidiaries (“the Eutelsat Group”) operate a fleet of 31 satellites in 21 orbital positions, located between 15° West and 172° East, providing coverage of the entire European continent, the Middle East, North Africa, sub-Saharan Africa and a significant part of the Asian and American continents. This fleet represents a total of 858 operational transponders in stable orbit. The Eutelsat Group broadcasts 4,660 television channels. Eutelsat America Corp., a subsidiary of Eutelsat and the Eutelsat Group’s principal operating company in the United States, sells satellite capacity of the Eutelsat Group throughout the North American market.⁷

The name, address, citizenship, principal business, and ownership percentage of the significant shareholders of Eutelsat following consummation of the proposed transaction are provided below. In addition, an organizational chart showing the post-closing ownership of Eutelsat is attached.

Eutelsat is a *société anonyme* organized under the laws of France. Eutelsat is the Eutelsat Group’s main operating subsidiary. The address of Eutelsat is 70 rue Balard, 75015 Paris, France.

⁷ The Commission recently granted (i) a Consent to Assignment from GE International Holdings, Inc. to Eutelsat America Corp. *Grant of Authorization*, Consent to Assignment of 1 Station from GE International Holdings Inc. to Eutelsat America Corp., File No. SAT-ASG-20120626-00105, Call Sign S2610 (effective date: Aug 23, 2012) and (ii) a Consent to Assignment from Eutelsat America Corp. to ES 172 LLC *Grant of Authorization*, Consent to Assignment of 1 Station from Eutelsat America Corp. to ES 172 LLC., File No. SAT-ASG-20121227-00226, Call Sign S2610 (effective date: July 11, 2013). Eutelsat America and ES 172 LLC are members of the Eutelsat Group as wholly owned subsidiaries of Eutelsat.

95.62% of Eutelsat's share capital is held by Eutelsat Communications Finance S.A.S., a *société par actions simplifiée* organized under the laws of France ("Eutelsat Finance"). The sole activity of Eutelsat Finance is to hold the share capital of Eutelsat. The address of Eutelsat Finance is 70 rue Balard, 75015 Paris, France. In addition, the Russian Satellite Communication Commission ("RSCC") holds 3.38% of the shares issued by Eutelsat and 0.28% of the shares of Eutelsat are held by other entities as set out on the ownership chart attached hereto. RSCC and these other entities have no control over Eutelsat. All shareholdings of Eutelsat (other than the 0.11% of such shares held by Eutelsat's employees and executives) are a result of the privatization of Eutelsat, formerly an intergovernmental organization.

The sole shareholder of Eutelsat Finance is Eutelsat Communications S.A., a *société anonyme* organized under the laws of France. The principal role of Eutelsat Communications S.A. is to hold its indirect equity interest in Eutelsat. The address of Eutelsat Communications S.A. is 70 rue Balard, 75015 Paris, France.

25.62% of the share capital of Eutelsat Communications S.A. is held by Bpifrance participations (the "BPI"), a *société anonyme* formed in 2008 to enhance equity in France and help stabilize French companies during the economic crisis. Approximately 51% of the BPI's share capital is held by the Caisse des Dépôts et Consignations (the "CDC") and approximately 49% of its share capital is held directly by the French State. The BPI must present its strategic plans and annual report to the supervisory commission of the CDC. The BPI's board of directors has seven members. Two of the directors are representatives of the CDC, two of the directors are representatives of the French State and three of the directors are qualified personalities. The chairman of the BPI's board of directors is the CDC's chief executive officer. The chief

executive officer of the BPI is appointed by its board of directors. The address of the BPI is 56 Rue de Lille, 75007 Paris, France.

The CDC is a financial institution wholly owned by the French State that serves the general interest and the economic development of France. Approximately 50% of the CDC's recurring and non-recurring net profit is paid to the French State. The CDC is managed by a chief executive officer, who is appointed by the President of the French State. The CDC is supervised by a supervisory commission of 13 members, all of which are appointed by various sectors of the French government.

5.01% of the share capital of Eutelsat Communications S.A. is held by Abertis Telecom S.a.u., a *sociedad anónima unipersonal* (single stockholder corporation) organized under the laws of Spain. Abertis Telecom S.a.u. is a direct, wholly owned subsidiary of Abertis Infraestructuras S.A., a *sociedad anónima* organized under the laws of Spain and a publicly traded company. Its significant shareholders and their respective shareholdings are disclosed on its website: <http://www.abertis.com/shareholderstructure/var/lang/en/idm/716>. The address of Abertis Telecom S.a.u. and Abertis Infraestructuras S.A. is Edificio B, Avda del Parc Logistic, 12 – 20, 08040, Barcelona, Spain.

6.94% of the share capital of Eutelsat Communications S.A. is held by Land Breeze s.a.r.l. Land Breeze s.a.r.l. is organized under the laws of Luxembourg and is a wholly owned subsidiary of China Investment Corp. (“CIC”). Two other subsidiaries of CIC organized under the laws of the People's Republic of China, Flourish Investment Corporation and Best Investment Corporation (together with Land Breeze s.a.r.l., the “CIC Entities”), own 0.05% and 0.01% of the shares of Eutelsat Communications S.A., respectively. Information about CIC can be found on its website: <http://www.china-inv.cn/cicen/>.

To the best of Eutelsat Communications S.A.'s knowledge, no other shareholders own, directly or indirectly, more than 10% of its share capital or voting rights. Eutelsat Communications S.A. is managed by a board of directors that currently has 8 members (with a maximum of 12 members), each of whom has a six-year renewable term of office. Currently, four of the directors are independent and three of the directors are affiliated with the BPI. No decisions of the board of directors can be taken or be blocked by three directors. Neither the BPI, nor any of the CIC Entities, nor any foreign government or person controlled by or acting on behalf of a foreign government has or will have the right or power to appoint any of Eutelsat Communications S.A.'s principal officers. None of the CIC Entities has the right or power to appoint any of Eutelsat Communications S.A.'s directors.

More information about Eutelsat Communications S.A., its shareholders, and its governance can be found on its website at www.eutelsat.com.

The following individuals are officers and directors of Eutelsat.

NAME	TITLE
Jean-Martin Folz	Director
Michel de Rosen	Director, Chairman of the Board and CEO, Eutelsat Communications
Miriam Bensalah Chaqroun	Director
Lori Birt	Director, Vice Chairman of the Board
Jean-Paul Brillaud	Director
Bpifrance participations (BPI) represented by Thomas Devedjian	Director
Bertrand Mabile	Director
Ross McInnes	Director
Elisabetta Oliveri	Director
Carole Piwnica	Director
Christian Roisse	Board Observer, Executive Secretary of the Eutelsat Intergovernmental Organisation

The address for the individuals listed above is 70 rue Balard, 75015 Paris, France.

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IV. PUBLIC INTEREST

The Commission previously found that adding Satmex 5, Satmex 6 and Satmex 8 to the Permitted List was in the public interest.⁸ For the same reasons, the public interest will be served by continuing to permit these three satellites to serve the U.S. market.

The technical and operational characteristics of Satmex satellite operations for service to the U.S. market remain unchanged and thus will be fully consistent with FCC rules. Moreover, as is evidenced by recent grants of FCC authority, Eutelsat and its related entities are fully qualified to access the U.S. market in accordance with the Permitted List Authorizations for Satmex 5, Satmex 6 and Satmex 8.

The transaction also will enhance competition by ensuring that U.S. customers continue to have access to satellites that will be ultimately controlled by a stronger and more diverse ownership group with broad expertise in satellite communications services. In particular, this transaction will afford U.S. customers access to additional video, data services, broadband and

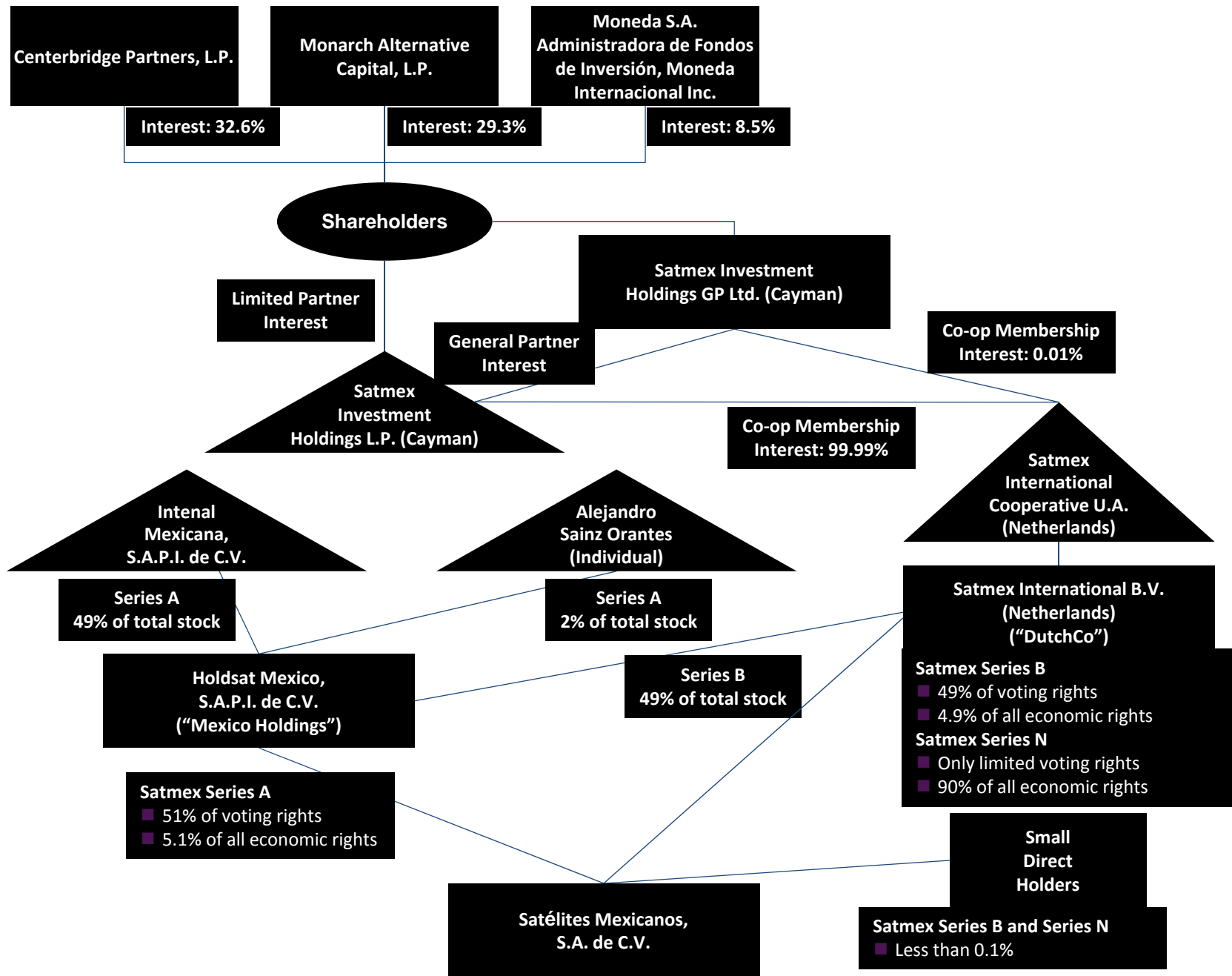
⁸ Satmex 5 Grant; Satmex 6 Grant; Satmex 8 Grant.

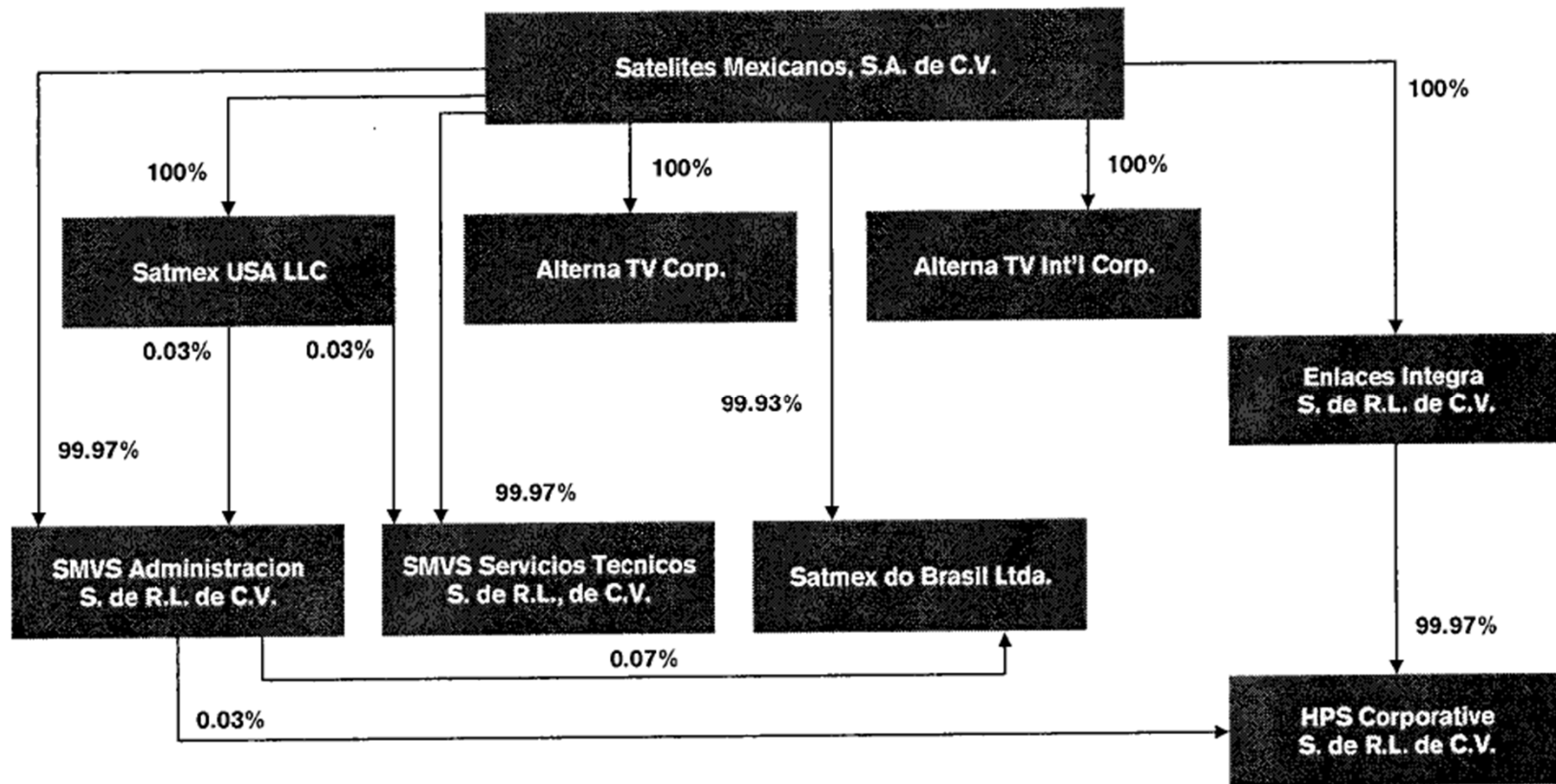
other satellite-based communications applications. Thus, preserving Satmex access to the U.S. market would serve the public interest by facilitating the provision of advanced satellite services in the United States.

V. CONCLUSION

For the reasons stated herein, the change in ownership and control of Satmex does not affect the considerations relied upon by the Commission in granting Satmex access to the U.S. market and the Permitted List authority of Satmex 5, Satmex 6 and Satmex 8 should be maintained.

ATTACHMENT: Ownership Structure





Ownership of Eutelsat

