Response to Item A21:
Public Interest Statement

I. Overview

In related applications, the applicants seek Commission consent to *pro forma* assignment of five non-common-carrier transmit-receive earth station authorizations held by ITC Global, Inc. ("ITC Global") to its direct parent company, Marlink, Inc. ("Marlink USA," together with ITC Global, "Applicants"). This assignment (the "*Pro Forma* Transaction") will result in the assignment of the following earth station authorizations:

Call Sign	File Number	Grant Date
E990070	SES-MOD-20150211-00071	April 8, 2015
E920640	SES-RWL-20180520-00703	October 10, 2018
E920639	SES-MOD-20180819-02761	November 5, 2018
E850127	SES-MFS-20090612-00727	July 28, 2009
E070239	SES-MFS-20180829-02321	May 28, 2019

The *Pro Forma* Transaction will allow Marlink USA to streamline its operations with its sole subsidiary. The Applicants believe that the *Pro Forma* Transaction will serve the public interest, convenience, and necessity.

Upon consummation, Marlink USA will be renamed Marlink-ITC, Inc. ("Marlink-ITC").

II. The Parties

Marlink USA, the assignee in the *Pro Forma* Transaction, is a provider of maritime and land-based satellite communication services and the principal U.S. operating subsidiary of Marlink AS ("Marlink Parent"), a satellite services provider headquartered in Norway. It holds one non-common-carrier earth station authorization for a VSAT network (call sign WB36) from the Commission, and international Section 214 authority. Marlink USA is a Delaware corporation headquartered in Houston, Texas. It is currently owned by funds ultimately controlled by Apax Partners.

ITC Global, the Licensee in the *Pro Forma* Transaction, is a satellite communications provider and an indirect subsidiary of Marlink USA and, ultimately, Marlink Parent. It holds five non-common-carrier earth station authorizations from the Commission: three in the Fixed Satellite Service (call signs E850127, E930639, and E920640), one for a VSAT network (call sign E990070), and two for earth stations on board vessels ("ESVs") (call sign E070239). ITC Global is a Delaware corporation headquartered in Houston, Texas. It was founded in 2001 to provide carrier-grade telecommunications and networking technologies in remote and harsh locations, particularly to the mining and oil and gas industries. Marlink USA acquired control of ITC Global USA in a transaction consummated earlier in 2021 following a grant of Commission consent in File Nos. SES-T/C-20210115-00062, SES-T/C-20210115-00063, SES-AMD-20210203-00215, and SES-AMD-20210203-00216.

The Applicants are the subject of separate, pending applications seeking Commission consent for the acquisition of control of the Applicants earth station authorizations and Marlink USA's international Section 214 authority the Commission in the context of Providence Equity Partners' acquisition of control of Marlink USA. *See* File Nos. SES-T/C-20210923-01680, SES-T/C-20210923-01681, and ITC-T/C-20210913-00135.

III. The *Pro Forma* Transaction

On May 31, 2022, the board of directors of Marlink USA intend to grant unanimous consent for the merger of ITC Global into Marlink USA, with Marlink USA filing a certificate of ownership and merger with the State of Delaware effecting the merger, with Marlink USA (then renamed Marlink-ITC) surviving.

Attachments 1 and 3 to Exhibit E show the pre-consummation ownership of the Applicants. Attachments 2 and 3 to Exhibit E show the post-consummation ownership.

IV. Public Interest Showing

Pursuant to 47 U.S.C. § 310(d), the Commission must determine whether the *Pro Forma* Transaction will serve the public interest, convenience, and necessity. Consummation of the *Pro Forma* Transaction will allow the Applicants to streamline the operations of Marlink USA and its sole subsidiary. Consummation of the *Pro Forma* Transaction would not change the ultimate ownership or control of the licensed earth station facilities. The Commission has previously stated that, in situations where no substantial change of control will occur, "grant of the application is deemed presumptively in the public interest." *See, e.g.*, *Forbearance from Section 310(d) Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 FCC Rcd 6293, 6295 (¶ 2) (1998). Accordingly, the Applicants believe that the *Pro Forma* Transaction serves the public interest.

V. *Pro Forma* Certification

Marlink USA certifies that the *Pro Forma* Transaction will not result in a change in the entity actually controlling the foregoing authorizations, nor will it require a waiver of, or a declaratory ruling pertaining to, any applicable Commission rule. Therefore, the assignment is a non-substantial, *pro forma* transaction as defined in 47 C.F.R. § 25.119(i). The remote-control point and points of contact for administrative, interference resolution, and related regulatory issues will not change.

Accordingly, the application should be deemed granted one business day after filing under the Commission's rules. *See* 47 C.F.R. § 25.119(i).