

January 3, 2020

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Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Part 25 market access authorization transfer of control notice in connection with earth station call sign E000284 (IBFS File No. SES-MOD-20151009-00700)

Dear Ms. Dortch:

By this letter from counsel, Inmarsat Group Holdings Limited, formerly known as Inmarsat plc (“Inmarsat”), pursuant to the *Satellite Licensing Streamlining Order* and Section 25.137(g) of the Commission’s rules,¹ hereby notifies the Commission of a change in ownership.² Specifically, on December 4, 2019, Connect Bidco Limited, a Guernsey corporation (“Connect Bidco”) acquired control of Inmarsat (the “Transaction”).³ As part of the Transaction, Connect Bidco acquired indirect control of Inmarsat Inc., Inmarsat Solutions (US) Inc. (“ISUS”),

¹ See *Amendment of the Commission’s Space Station Licensing Rules and Policies*, First Report and Order and Further Notice of Proposed Rulemaking in IB Docket No. 02-34, 18 FCC Rcd 10760, 10880 (¶¶ 326-27) (2003) (“*Satellite Licensing Streamlining Order*”).

² The Commission previously granted its consent to the Transaction and issued a Declaratory Ruling in connection with the transfer of control of certain other licenses held by Inmarsat and various of its subsidiaries. See *Applications Granted for the Transfer of Control of Inmarsat plc and Subsidiaries to Connect Bidco Limited, Declaratory Ruling on Foreign Ownership*, Public Notice, IB Docket No. 19-216, DA 19-1072 (rel. Oct. 24, 2019).

³ Because Inmarsat was a publicly traded English company, the Transaction was governed by the U.K. Takeover Code and was implemented by way of a court-sanctioned scheme of arrangement under Part 26 of the U.K. Companies Act. The change of control occurred on December 4, 2019 when the scheme of arrangement was sanctioned by the court and filed with the UK commercial register, and the parties completed the Transaction on December 18, 2019 when the prior shareholders of Inmarsat received their final consideration.

and ISAT US Inc. (“ISAT”) (each a “Licensee” and together the “Inmarsat Licensees”), which hold Part 25 space station market access rights, as set out below.⁴ The Inmarsat Licensees remain indirect, wholly-owned subsidiaries of Inmarsat. Additionally, Part 25 market access authorization for the Inmarsat-3 F2 and F3 satellites was obtained through an earth station application filed by an entity not affiliated with Inmarsat, specifically an application for E000284 initially licensed to Vizada Satellite, Inc. (*see* IBFS File Nos. SES-LIC-20070416-00479 and SES-AMD-20070920-01300). The license for E000284 is now held by Comsat, Inc. Because Inmarsat does not control the earth station licensee, this notification of the consummation of the transaction is being filed as a pleading in the IBFS file for E000284 (IBFS File No. SES-MOD-20151009-00700).

I. Officers, Directors, and Ten Percent or Greater Shareholders – Responsive to Question 40

Connect Bidco is a wholly-owned subsidiary of Connect Midco Limited (“Connect Midco”), a Guernsey limited company, which in turn is a wholly-owned subsidiary of Connect Sub-Topco Limited (“Connect Sub-Topco”), a Guernsey limited company. Connect Sub-Topco is a wholly-owned subsidiary of Connect Topco Limited (“Connect Topco”), a Guernsey limited company. Connect Topco is owned by the following entities, each of which holds 25 percent of Connect Topco’s voting shares:

Triton Luxtop Holding SARL, a Luxembourg limited liability company, is controlled by Apax IX GP Co. Limited, which holds legal ownership of the voting interest of Triton LuxTop for the benefit of certain limited partnerships, for which it also serves as Investment Manager.⁵ Additional information regarding the Apax entities is set out below.

WP Triton Co-Invest, L.P., a Cayman Islands exempted limited partnership, is owned by several investment funds advised by Warburg Pincus LLC or its affiliates. Additional information regarding the Warburg Pincus entities is set out below.

⁴ *See infra* Section II (Notification of Transfer of Control of Permitted Space Station List Satellites – Responsive to Question 42a).

⁵ In the applications seeking consent to the Transaction, it had been contemplated that the four Apax IX limited partnerships (Apax IX USD, L.P., Apax IX USD Co-Investment L.P., Apax IX EUR L.P., and Apax IX EUR Co-Investment L.P.) would hold the legal interest in Triton LuxTop directly. For various administrative and other reasons, however, at closing, the legal ownership of the shares was acquired by Apax IX GP Co. Limited, and the four Apax limited partnerships described in the applications are the beneficial owners of the shares. As noted in the applications, however, only one of the Apax limited partnerships—Apax IX USD, L.P.—has an indirect interest in Inmarsat and the Inmarsat Licensees of 10 percent or more. In addition, as contemplated in the applications, a fifth limited partnership acquired an insulated interest in Triton LuxTop, representing an indirect interest in Inmarsat and Licensees of less than 5 percent, and holds its shares directly in Triton LuxTop.

CPP Investment Board Private Holdings (4) Inc., a Canadian corporation, is a wholly-owned subsidiary of Canada Pension Plan Investment Board. CPPIB is the investment management organization that invests the funds not needed by the Canada Pension Plan to pay current benefits in the best interests of 20 million contributors and beneficiaries.

2684343 Ontario Limited, a Canadian corporation, is a wholly-owned subsidiary of Ontario Teachers' Pension Plan Board.

The directors of Connect Bidco are:⁶

Gonzague de Lhoneux

Flavio Porciani

Jean-Charles Douin

Rosario Corcione

The following entities hold, directly or indirectly, a ten percent (10%) or greater interest in Inmarsat (and, indirectly, in the Inmarsat Licensees):

Post-Transaction Ownership of Inmarsat:⁷

The following U.S. entity holds a 100 percent direct ownership in the Inmarsat Licensees:

Name:	Inmarsat Group Holdings Inc. ("IGHI")
Address:	1441 L Street, NW Suite 610 Washington, D.C. 20005
Citizenship:	U.S. (Delaware)

The following entities hold a ten percent or more indirect ownership interest in the Inmarsat Licensees:

⁶ Connect Bidco has no officers. The applicants understand that certain changes to the board may have occurred in connection with the consummation of the transaction. These changes are being confirmed and the parties will update the record as appropriate.

⁷ No changes were made to the ownership structure of the Inmarsat Licensees as previously owned by Inmarsat in connection with the Transaction. A diagram showing the ownership structure of each of the Inmarsat Licensees is set forth in Exhibit A.

Name: **Inmarsat Solutions Limited** (“Inmarsat Solutions”)
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom

Name: **Inmarsat Finance III Limited** (“Inmarsat Finance”)
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom

Name: **Inmarsat New Ventures Limited** (“Inmarsat New Ventures”)
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom

Name: **Inmarsat Investments Limited** (“Inmarsat Investments”)
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom

Name: **Inmarsat Group Limited** (“IGL”)
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom

Name: **Inmarsat Holdings Limited** (“Inmarsat Holdings”)
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom

Name: **Inmarsat Group Holdings Limited fka Inmarsat plc**
 (“Inmarsat”)
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom

Name: **Connect Bidco Limited** (“Connect Bidco”)
Address: Redwood House
St. Julian’s Avenue
St. Peter Port, Guernsey GY1 1WA
Citizenship: Guernsey

Name: **Connect Midco Limited** (“Connect Midco”)
Address: Redwood House
St. Julian’s Avenue
St. Peter Port, Guernsey GY1 1WA
Citizenship: Guernsey

Name: **Connect Sub-Topco Limited** (“Connect Sub-Topco”)
Address: Redwood House
St. Julian’s Avenue
St. Peter Port, Guernsey GY1 1WA
Citizenship: Guernsey

Name: **Connect Topco Limited** (“Connect Topco”)
Address: Redwood House
St. Julian’s Avenue
St. Peter Port, Guernsey GY1 1WA
Citizenship: Guernsey

Name: **Triton LuxtopHolding SARL**⁸
Address: 1-3 Boulevard de la Foire
Luxembourg
L-1528
Citizenship: Luxembourg

Name: **CPP Investment Board Private Holdings (4) Inc.**
Address: 1 Queen Street East, Suite 2500
Toronto, Ontario M5C 2W5
Citizenship: Canada

Name: **2684343 Ontario Limited**
Address: 5650 Yonge Street, Suite 1200
Toronto, Ontario, M2M 4H5
Citizenship: Ontario, Canada

⁸ See *supra* note 5 for a discussion of the ownership of Triton LuxTop.

Name: **WP Triton Co-Invest, L.P.**⁹
Address: Almack House, 28 King Street
London, SW1Y 6QW
Citizenship: Cayman Islands

Name: **Apax IX USD L.P.**
Address: Royal Bank Place, 3rd Floor
1 Glatigny Esplanade
St. Peter Port, Guernsey GY1 2HJ
Citizenship: Guernsey

Name: **Apax IX USD GP L.P. Inc.**
Address: Royal Bank Place, 3rd Floor
1 Glatigny Esplanade
St. Peter Port, Guernsey GY1 2HJ
Citizenship: Guernsey

Name: **Apax IX GP Co. Limited**
Address: Royal Bank Place, 3rd Floor
1 Glatigny Esplanade
St. Peter Port, Guernsey GY1 2HJ
Citizenship: Guernsey

Name: **Apax Guernsey (Holdco) PCC Limited Apax IX Cell**
Address: Royal Bank Place, 3rd Floor
1 Glatigny Esplanade
St. Peter Port, Guernsey GY1 2HJ
Citizenship: Guernsey

Name: **The Hirzel IV Purpose Trust**
Address: Royal Bank Place, 3rd Floor
1 Glatigny Esplanade
St. Peter Port, Guernsey GY1 2HJ
Citizenship: Guernsey

⁹ WP Triton Co-Invest, L.P. is owned by several Warburg Pincus Funds. With the exception of Warburg Pincus (Callisto-A) Global Growth (Cayman), L.P., which is the general partner of WP Triton Co-Invest, L.P., the WP Funds are insulated in accordance with Commission's rules and do not hold an indirect equity or voting interest of 10 percent or more in any of the Inmarsat Licensees.

Name: **Andrew Guille**
Address: Royal Bank Place, 3rd Floor
1 Glatigny Esplanade
St. Peter Port, Guernsey GY1 2HJ
Citizenship: British

Name: **Jacqueline Ward**
Address: Royal Bank Place, 3rd Floor
1 Glatigny Esplanade
St. Peter Port, Guernsey GY1 2HJ
Citizenship: British

Name: **Simon Cresswell**
Citizenship: Australian

Name: **Canada Pension Plan Investment Board (“CPPIB”) Canada, Inc.**¹⁰
Address: 1 Queen Street East, Suite 2500
Toronto, Ontario, M5C 2W5
Citizenship: Ontario (Canada)

Name: **Ontario Teachers’ Pension Plan Board (“OTTPB”)**¹¹
Address: 5650 Yonge Street, 3rd Floor
Toronto, Ontario, M2M 4H5
Citizenship: Ontario (Canada)

Name: **Warburg Pincus (Callisto-A) Global Growth (Cayman), L.P.**
Address: c/o Warburg Pincus LLC
450 Lexington Avenue
New York, NY 10017
Citizenship: Cayman Islands

Name: **WP Triton Investment, L.P.**
Address: c/o Warburg Pincus LLC
450 Lexington Avenue
New York, NY 10017
Citizenship: Cayman Islands

¹⁰ There are no entities or individuals above CPPIB. Additional information regarding CPPIB has been provided in the applications and the Petition for Declaratory Ruling and are incorporated herein by reference.

¹¹ Additional information regarding OTTPB has been provided in the applications and the Petition for Declaratory Ruling and are incorporated herein by reference.

Name: **Warburg Pincus (Cayman) Global Growth GP, L.P.**
Address: c/o Warburg Pincus LLC
450 Lexington Avenue
New York, NY 10017
Citizenship: Cayman Islands

Name: **Warburg Pincus (Cayman) Global Growth GP LLC**
Address: c/o Warburg Pincus LLC
450 Lexington Avenue
New York, NY 10017
Citizenship: Delaware (USA)

Name: **Warburg Pincus Partners II (Cayman), L.P.**
Address: c/o Warburg Pincus LLC
450 Lexington Avenue
New York, NY 10017
Citizenship: Cayman Islands

Name: **Warburg Pincus (Bermuda) Private Equity GP, Ltd.**
Address: c/o Warburg Pincus LLC
450 Lexington Avenue
New York, NY 10017
Citizenship: Bermuda

Name: **Charles R. Kaye**
Address: c/o Warburg Pincus LLC
450 Lexington Avenue
New York, NY 10017
Citizenship: United States

Name: **Joseph P. Landy**
Address: c/o Warburg Pincus LLC
450 Lexington Avenue
New York, NY 10017
Citizenship: United States

There are no other individuals or entities that hold a 10% or greater direct or indirect voting or equity interest in Inmarsat or the Inmarsat Licensees.

A structure chart is attached as Exhibit A.

II. Notification of Transfer of Control of Permitted Space Station List Satellites – Responsive to Question 42a

The Inmarsat Licensees operate the satellites below, which have received authority to provide service in the United States. Several of these satellites are also currently included on either the FCC’s ISAT List pursuant to the Commission’s *ISAT List Order* and Section 25.137 of the FCC’s rules¹² or the FCC’s Permitted Space Station List.

Inmarsat Inc.

- E120072 SES-LIC-20120426-00397
SES-AMD-20120823-00781
SES-AMD-20150114-00008
Order and Authorization and Declaratory Ruling (DA 15-392)
- E150028 SES-LIC-20150402-00188
- KA25 SES-AFS-20080410-00448

Inmarsat Solutions (US) Inc.

- E050249 SES-LFS-20050826-01175

ISAT US Inc.

- E140114 SES-MFS-20180112-00020

Inmarsat Group Holdings Limited fka Inmarsat plc

- S2932 SES-MFS-20080228-00207
SES-AFS-20080410-00448
SES-AFS-20080915-01200
- S2949 SAT-PPL-20160111-00001
- S2780 SAT-PPL-20081219-00235
SAT-PPL-20090609-00068

As noted above, Part 25 market access authorization for the Inmarsat-3 F2 and F3 satellites was obtained through an earth station application filed by an entity not affiliated with Inmarsat, specifically an application for E000284 (*see* IBFS File Nos. SES-LIC-20070416-00479 and SES-AMD-20070920-01300).

¹² See 47 C.F.R. § 25.137; *Inmarsat, Inc. Request to Streamline Licensing of L-Band Mobile-Satellite Service Terminals Using Inmarsat Satellites as Points of Communication*, Order, 23 FCC Rcd 15268 (2008) (enabling earth station licensees and applicants to request authority to communicate with Inmarsat satellites on the ISAT List, rather than having to seek authorization on a satellite-by-satellite and orbital-location-by-orbital-location basis) (“*ISAT List Order*”).

Exhibit A Inmarsat Structure Chart

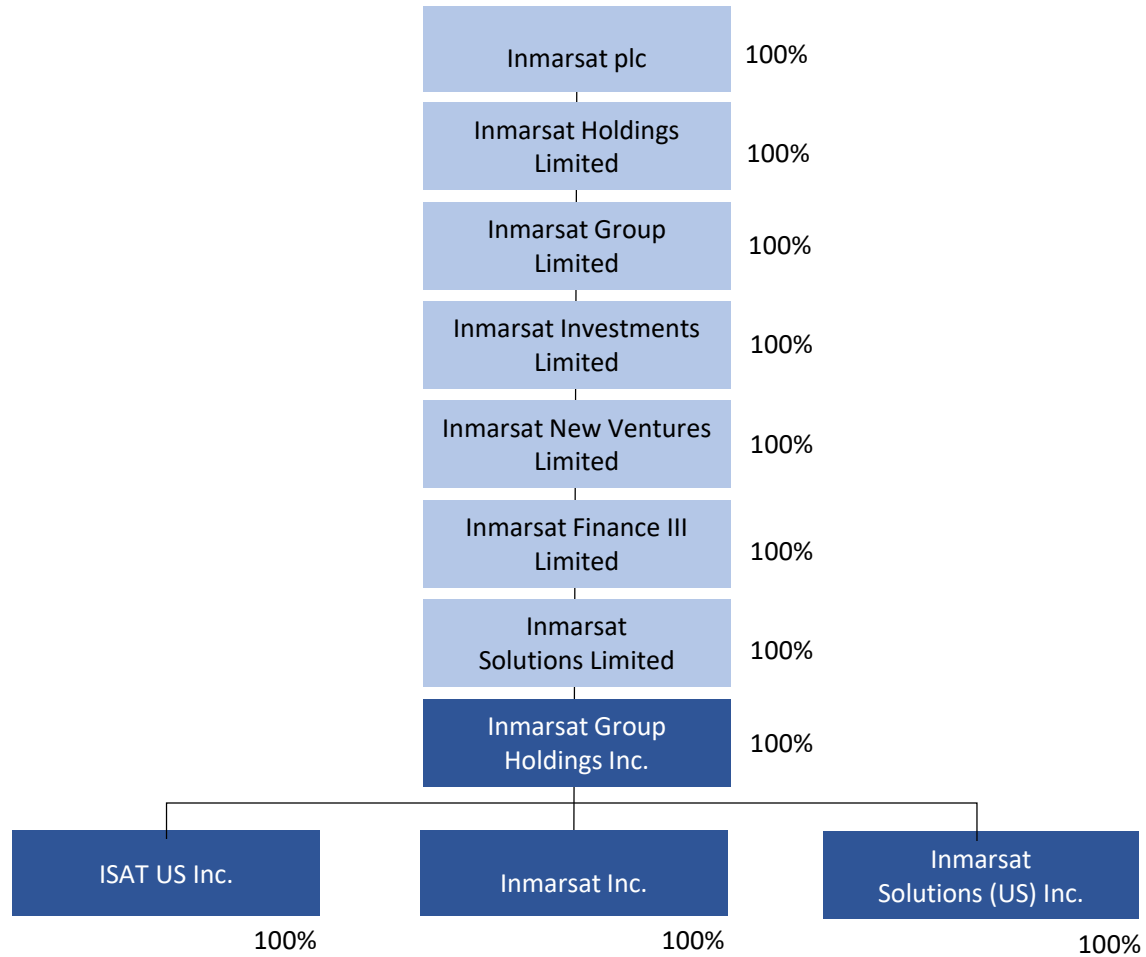
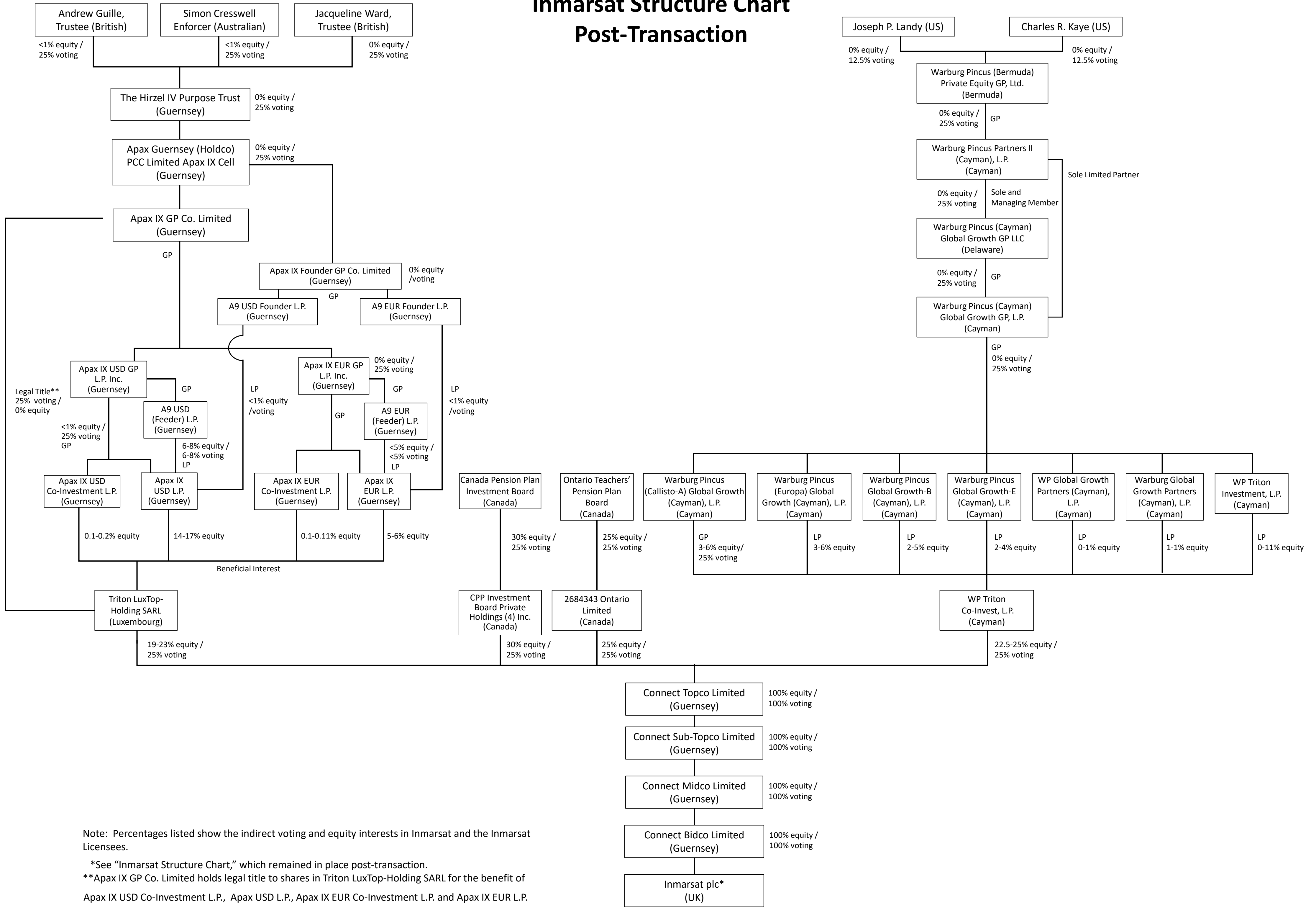


Exhibit A Inmarsat Structure Chart Post-Transaction



Note: Percentages listed show the indirect voting and equity interests in Inmarsat and the Inmarsat Licensees.

*See "Inmarsat Structure Chart," which remained in place post-transaction.

**Apax IX GP Co. Limited holds legal title to shares in Triton LuxTop-Holding SARRL for the benefit of Apax IX USD Co-Investment L.P., Apax USD L.P., Apax IX EUR Co-Investment L.P. and Apax IX EUR L.P.