

## **Attachment 2**

### **Application for Earth Station Temporary Authority**

#### **Response to Question 12**

##### **Request for Special Temporary Authority**

Pursuant to Commission rule 25.120 (47 C.F.R. § 25.120) Enlaces Integra, S. de R.L. de C.V. (“Enlaces Integra”) requests Special Temporary Authority (“STA”) to continue operations under its parent company’s new ownership structure pending the Commission’s consent to a transfer of control. On May 5, 2011, Enlaces Integra filed FCC Form 312 to request consent to a transfer of control that will arise out of the restructuring of Satélites Mexicanos S.A. de C.V. (“SATMEX”), a Mexican satellite operator with a 75 percent ownership interest in Enlaces Integra (File No. SES-T/C-20110506-0066; Submission Id: IB2011001313). Enlaces Integra offers satellite broadband services through a Time Division Multiplexing/Time Division Multiplexing Access (TDM/TDMA) platform and VSAT, including broadband Internet, video, data and private network services, to its customers. Enlaces Integra relies on SATMEX’s satellites to provide service to its customers.

SATMEX filed a voluntary petition for protection under Chapter 11 of the United States Bankruptcy Code (the “Restructuring”) in the U.S. Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) on April 6, 2011, Case No. 11-11035. SATMEX’s bankruptcy filing does not include Enlaces Integra as a debtor. SATMEX anticipates that the Bankruptcy Court will issue an order confirming its plan of reorganization on May 11, 2011 which plan includes a transfer of the equity securities of SATMEX. By this STA request Enlaces Integra asks the Commission for temporary authority to continue operating during the time that its application for consent to a transfer of control is pending before the Commission. Pursuant to 47 C.F.R. § 25.120(b)(3), the Commission may grant a temporary authorization for a period not to exceed 60 days if the STA is not placed on public notice and the applicant plans to file a request for regular authority. In this case, the applicant, Enlaces Integra, filed a request for regular authority for a transfer of control on May 5, 2011. Grant of a STA for a period of 60 days will enable Enlaces Integra to provide continuous service to its customers while SATMEX emerges from bankruptcy and makes a seamless transition to new ownership.

Under the Restructuring, the parties to the SATMEX bankruptcy proceeding have agreed to restructure the ownership of SATMEX. SATMAX is currently owned by two trusts, pursuant to the ownership structure outlined below. The first trust, Deutsche Bank México, S.A., Institución de Banca Múltiple, División Fiduciaria (“DBM”), solely and exclusively as a trustee in the Irrevocable Administration Trust Agreement No. F/589 (the “DBM Trust”), owns various series of shares of SATMEX in trust for the benefit of four entities: (i) Servicios Corporativos Satelitales, S.A. de C.V. and/or the Federal Government of the United Mexican States (“SCS”), (ii) Loral Skynet Corporation (“Loral”), (iii) Principia, S.A. de C.V. (“Principia”) and (iv) Bank of New York (“BoNY”). The DBM Trust’s ownership of SATMEX securities is as follows:

- 7,500,000 Class I Series A Shares for the benefit of SCS and/or the Government of the United Mexican States, granting it 45% equity voting rights and 16% equity financial rights of SATMEX;

- 221,667 Class I Series B Shares and 401,770 Class I Series N Shares for the benefit of Loral Skynet, granting it 1.33% equity voting and equity financial rights of SATMEX;
- 111,667 Class I Series B Shares and 202,395 Class I Series N Shares for the benefit of Principia, granting it 0.67 equity voting and equity financial rights of SATMEX; and
- 7,166,667 Class II Series B Shares and 29,395,833 Class II Series N Shares for the benefit of BoNY, granting it 43% equity voting rights and 78% equity financial rights of SATMEX.

In total, the DBM Trust holds 96% of the equity stock and 90% of the voting stock of SATMEX in trust for the beneficiaries, although no one beneficiary has a controlling interest. The second trust, Nacional Financiera, S.N.C., Institución de Banca de Desarrollo, Dirección Fiduciaria (“NF”), solely and exclusively as trustee in the Irrevocable Administration Trust Agreement No. 80501 (the “NF Trust”), owns 4% of the equity stock and 10% of the voting stock of SATMEX in trust for the benefit of the Mexican government.

In connection with the Restructuring, the DBM Trust and the NF Trust entered into a share purchase agreement (the “Share Purchase Agreement”) with Holdsat México, S.A.P.I. de C.V. (“Holdsat México”). Pursuant to the Share Purchase Agreement, the DBM Trust and NF Trust agreed to sell all of their shares of SATMEX to (i) Holdsat México (which will hold 51% of the equity voting rights) and (ii) Satmex International B.V. (“Investment BV”) (which will hold 49% of the equity voting rights), *provided*, what is currently expected to be less than 5% in the aggregate of the shares of SATMEX to be acquired by Investment BV may be instead transferred to, and directly held by, certain persons who currently own SATMEX’s outstanding Second Priority Senior Secured Notes due 2013. Completion of the Restructuring (including the consummation of the Share Purchase Agreement) will allow SATMEX to seamlessly continue operating its business and the operation of its satellites. SATMEX’s ownership interest in Enlaces Integra will remain at 75 percent upon completion of the Restructuring.

The Commission’s grant of the STA request is necessary to prevent serious prejudice to the public interest. The Commission’s grant of the STA request will allow SATMEX to consummate the Share Purchase Agreement as soon as possible following Bankruptcy Court approval of the Restructuring so that SATMEX can emerge from bankruptcy without awaiting the Commission’s approval of the transfer of control. The parties to the Share Purchase Agreement plan to close the transaction and transfer the ownership interests no later than May 26, 2011. Enlaces Integra relies on SATMEX’s services to provide services to its own customers. Therefore, consummation of the Share Purchase Agreement will enable SATMEX to continue to provide services to Enlaces Integra and in turn enable Enlaces Integra to provide continuous service to its customers who rely on the uninterrupted availability of that service, while SATMEX makes a seamless transition to new ownership.

SATMEX does not hold any Commission licenses and is not required to obtain the Commission’s consent prior to completion of the Restructuring. Rather, under 47 C.F.R. § 25.137(g) SATMEX is only required to notify the Commission of a change in ownership structure. In contrast, under the Commission’s rules, Enlaces Integra, as a licensee, is required to obtain Commission consent to the transfer of control of its license caused by SATMEX’s change in ownership. Enlaces Integra is in the untenable position of being required to seek consent to the involuntary transfer of control of its license due to SATMEX’s Restructuring in bankruptcy when Enlaces Integra is neither a debtor in the bankruptcy nor a party to the Share Purchase Agreement to be approved by the Bankruptcy Court. After the Restructuring, Enlaces Integra will continue to operate in the same manner as it does today. Under these unique circumstances, the Commission’s issuance of a STA will serve the public interest. The Commission’s issuance of a STA to Enlaces Integra so

that it can continue to operate pending the Commission's consent to the transfer of control of its license will ensure that Enlaces Integra's customers will continue to receive service which they rely upon and that those customers will not be adversely affected by SATMEX's bankruptcy.