

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

In re Application of)
)
ISAT US Inc.)
)
Petition for Declaratory Ruling under Section) ISP-PDR-2015 _____
310(b)(4) of the Communications Act of 1934,)
as Amended)

To: The Commission

PETITION FOR DECLARATORY RULING

ISAT US Inc. (“ISAT”), which currently is authorized pursuant to a foreign ownership declaratory ruling under Section 310(b)(4) of the Communications Act, as amended (the “Act”), respectfully submits this petition seeking a new declaratory ruling under the Commission’s 2013 foreign ownership rules.¹ ISAT seeks a declaratory ruling that the public interest will be served by authorizing two new UK-domiciled intermediate holding companies for ISAT, with indirect foreign ownership up to 100 percent. The result of the proposed reorganization is merely to shift ISAT from one foreign ownership chain previously approved by the Commission to another foreign ownership chain also previously approved by the Commission. The ultimate ownership and control of ISAT will not change.

¹ ISAT, a Delaware corporation, holds a blanket earth station license designated as common carrier (E090032) and most recently received foreign ownership authorization in 2010 under IBFS File No. ISP-PDR-20100107-00006. *See* Public Notice: International Authorizations Granted, 25 FCC Rcd 10332, 10338 (2010). The Commission adopted new foreign ownership rules in 2013. *See Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended*, IB Docket No. 11-133, Second Report and Order, 28 FCC Rcd 5741 (2013) (“*2013 Foreign Ownership Order*”).

Specifically, Inmarsat plc (ISAT's ultimate parent company, "Inmarsat") is a publicly traded company listed on the London Stock Exchange that is the ultimate indirect 100 percent owner of ISAT. Inmarsat is undertaking a *pro forma* internal corporate reorganization affecting some of its wholly-owned subsidiaries for tax efficiency and other business reasons. Inmarsat already has obtained FCC approval for various streamlining measures that affect its FCC- licensee subsidiaries Inmarsat Solutions (US), Inc. ("ISUS") and Inmarsat Mobile Networks, Inc. ("IMN") but that do not affect ISAT, including a *pro forma* streamlining transaction affecting ISUS and IMN that is currently scheduled for consummation on or about April 30, 2015.²

This petition, however, is associated with a follow-up proposed *pro forma* reorganization scheduled for completion in June 2015 that affects only ISAT. As proposed, control of ISAT would be transferred into the ownership chain of its affiliates ISUS and IMN, and at the same level as ISUS and IMN. As a result, ISAT will have a different direct U.S. intermediary holding corporation parent (Inmarsat Group Holdings, Inc.) and two additional foreign intermediary parent corporations for which ISAT did not previously receive foreign ownership authorization. To effectuate this reorganization, ISAT is concurrently filing an application seeking the FCC's prior approval for a *pro forma* transfer of control of its single earth station license as well as filing this petition for declaratory ruling.³ Upon completion of the proposed *pro forma* June

² See IBFS File Nos. SES-T/C-20150317-00167 and 168 (ISUS) and SES-T/C-20150313-00155 (IMN); Public Notice: Satellite Communications Services Information re: Actions Taken, Report No. SES-01735, March 25, 2015. Once consummated on or about April 30, 2015, this reorganization will remove from the Inmarsat ownership chain Stratos Holdings, Inc., one of two of the wholly-owned U.S. intermediate holding companies currently above ISUS and IMN. Collectively, ISAT, ISUS and IMN are referred to as the "Inmarsat Earth Station Licensees."

³ ISAT acknowledges that, consistent with the Commission's prior approval of its indirect foreign ownership, any extension of that approval to ISAT's post-consummation foreign ownership would be conditioned upon Inmarsat's continued compliance with the Network Security Agreement between Inmarsat plc, the Department of Justice and the Federal Bureau of

2015 reorganization, Inmarsat will remain in control of ISAT through a series of wholly-owned UK and US-domiciled intermediary corporations.

ISAT requests that all of the routine terms and conditions for foreign ownership declaratory rulings that are codified under Section 1.994 of the Commission's rules apply to the Commission's grant of ISAT's declaratory ruling, including Section 1.994(b), which extends a foreign ownership ruling for the petitioning licensee (ISAT) to any U.S.-organized subsidiary or affiliate of the licensee (such as ISUS and IMN).

I. DESCRIPTION OF *PRO FORMA* REORGANIZATION AND FOREIGN OWNERSHIP

As depicted in Diagram 1 of Exhibit A, ISAT currently is directly owned 100 percent by U.S.-organized Inmarsat US Holdings, Inc. ("IUSHI"). IUSHI in turn is currently directly owned 100 percent by U.K.-organized Inmarsat Services, Ltd. Inmarsat Services Ltd is a wholly-owned subsidiary of U.K.-organized Inmarsat Ventures Ltd, which is a wholly-owned subsidiary of U.K.-organized Inmarsat Investments Ltd, which is a wholly-owned subsidiary of U.K.-organized Inmarsat Group Ltd. Inmarsat Group Ltd is a wholly-owned subsidiary of U.K.-organized Inmarsat Holdings Ltd, which is a wholly-owned subsidiary of U.K.-organized Inmarsat. As the Commission is aware from prior filings, Inmarsat is a widely-held public company traded on the London Stock Exchange.

In the first phase of the proposed June 2015 *pro forma* reorganization, Inmarsat Services Ltd., being the sole shareholder of ISAT's parent IUSHI, will sell its shares of IUSHI to Inmarsat Group Holdings Inc. ("IGHI"), an affiliated U.S. corporation under common control of Inmarsat.

Investigation, dated September 23, 2008 (available at 24 FCC Rcd 449, 489). See Public Notice: International Authorizations Granted, 25 FCC Rcd 10332, 10338 (2010).

After the sale, IGHI will be the 100 percent direct shareholder of IUSHI, which itself is the 100 percent direct shareholder of ISAT.

Within days, IGHI will liquidate IUSHI. After this liquidation, U.S.-domiciled IGHI will be the sole shareholder of ISAT US Inc.

U.S.-domiciled IGHI is a wholly-owned subsidiary of UK-domiciled Inmarsat Solutions Ltd, which is a wholly-owned subsidiary of UK-domiciled Inmarsat Finance III Limited (“Finance III”). In turn, Finance III is a wholly-owned subsidiary of UK-domiciled Inmarsat Ventures Ltd, which is a wholly-owned subsidiary of UK-domiciled Inmarsat Investments Ltd. Inmarsat Investments Ltd. is a wholly-owned subsidiary of UK-domiciled Inmarsat Group Ltd, which is a wholly-owned subsidiary of UK-domiciled Inmarsat Holdings Ltd, which is a wholly-owned subsidiary of the ultimate parent corporation, UK-domiciled Inmarsat. The ownership structure of ISAT after completion of the proposed reorganization is depicted in Diagram II of Exhibit A.

II. INFORMATION REQUIRED BY SECTION 1.991 OF THE FCC’S RULES

Section 1.991(a): Contact Information, FRN, Place of Organization, and Type of Business

Licensee/Petitioner:	ISAT US Inc.
FRN:	001936403
Address:	1101 Connecticut Avenue, Suite 1200 Washington, D.C. 20036
Tel:	(202) 696-1400
Fax:	(202) 248-5177
Email:	Bruce.Henoch@inmarsat.com
Place of Organization:	U.S. (Delaware)
Type of Business:	Corporation

Section 1.99(b): Legal Counsel Contact

Timothy J. Cooney
Wilkinson Barker Knauer, LLP
2300 N Street, N.W.
Suite 700

Washington, D.C. 20037
Tel: (202) 383-3361
Fax: (202) 783-5851
Email: tcooney@wbklaw.com

Section 1.991(c)(1): Licensees Covered By Declaratory Ruling

ISAT seeks a declaratory ruling for itself and the Inmarsat Earth Station Licensees, all of which are commonly controlled U.S. organized subsidiaries and affiliates, whether currently existing or acquired or formed subsequently, so long as the foreign ownership remains in compliance with the terms and conditions of the ruling. See 47 C.F.R. § 1.994(b). The current Inmarsat Earth Station Licensees are: a) ISAT US Inc., b) Inmarsat Solutions (US) Inc., and c) Inmarsat Mobile Networks, Inc.

Section 1.991(c)(2): Associated Applications

ISAT will file shortly an FCC Form 312 application as required by the FCC's rules for the *pro forma* transfer of its earth station license.

Section 1.991(d): Type of Declaratory Ruling

ISAT seeks authority under Section 1.990(a)(1) of the Commission's rules to exceed the benchmark under Section 310(b)(4) of the Act of 25 percent indirect foreign ownership.

Section 1.991(e) and (g): Direct Ownership

The following U.S. entity will hold a 100 percent direct ownership in ISAT:

Name:	Inmarsat Group Holdings Inc.
Address:	1101 Connecticut Avenue Suite 1200 Washington, D.C. 20036
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Type of Business Organization:	Corporation
Percentage Held:	100 percent direct

No other individual or entity holds a ten percent or greater direct equity or voting interest in ISAT.

Section 1.991(f) and (g): Indirect Ownership

The following entities hold a ten percent or more indirect ownership interest in ISAT:

Name: Inmarsat Solutions Ltd.
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom
Principal Business: Holding Company
Type of Business Organization: Corporation
Percentage Held: 100 percent

Name: Inmarsat Finance III Limited
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom
Principal Business: Financing, predominantly through intercompany loans
Type of Business Organization: Corporation
Percentage Held: 100 percent

Name: Inmarsat Ventures Ltd.
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom
Principal Business: Holding Company
Type of Business Organization: Corporation
Percentage Held: 100 percent

Name: Inmarsat Investments Limited
Address: 99 City Road
London, United Kingdom
EC1Y 1AX
Citizenship: United Kingdom
Principal Business: Provider of global mobile satellite communications services
Type of Business Organization: Corporation
Percentage Held: 100 percent

Name: Inmarsat Group Limited
Address: 99 City Road
London, United Kingdom
EC1Y 1AX

Citizenship: United Kingdom
Principal Business: Provider of global mobile satellite communications services
Type of Business Organization: Corporation
Percentage Held: 100 percent

Name: Inmarsat Holdings Ltd.
Address: 99 City Road
London, United Kingdom
EC1Y 1AX

Citizenship: United Kingdom
Principal Business: Holding Company
Type of Business Organization: Corporation
Percentage Held: 100 percent

Name: Inmarsat plc
Address: 99 City Road
London, United Kingdom
EC1Y 1AX

Citizenship: United Kingdom
Principal Business: Telecom
Type of Business Organization: Public Limited Company
Percentage Held: 100 percent

Name: Lansdowne Partners Limited
Address: 15 Davies Street
London, United Kingdom
W1K 3AG

Citizenship: United Kingdom
Principal Business: Investment
Type of Business Organization: Corporation
Percentage Held: 11.44 percent

No other individual or entity holds an indirect ten percent or greater interest in ISAT.

Section 1.991(h)(1): Estimate of Aggregate Foreign Ownership

See Exhibit A.

Section 1.991(h)(2): Ownership Chart

Charts depicting ISAT's ownership before and after the proposed *pro forma* corporate restructuring are attached as Diagrams I and II, respectively, to Exhibit A.

Section 1.991(i) and (j): Requests for Specific Approval

ISAT requests specific approval for each of the entities listed above in response to Sections 1.991(e)-(g), as well as the following indirect owners with more than a five percent interest in Inmarsat:

Name:	BlackRock Investment Management (UK) Limited
Address:	12 Throgmorton Avenue London, United Kingdom EC2N 2DL
Citizenship:	United Kingdom
Principal Business:	Investment
Type of Business	
Organization:	Corporation
Percentage Held:	6.71 percent

Section 1.991(k) Requests for Advance Approval

Not applicable.

III. PUBLIC INTEREST STATEMENT

The public interest will be served by the Commission issuing a declaratory ruling approving the indirect foreign ownership of ISAT resulting from the proposed *pro forma* reorganization. The Commission has recognized that foreign investment has been and will continue to be an important source of financing for U.S. telecommunications companies, fostering technical innovation, economic growth, and job creation.⁴ For more than a decade, the Commission consistently has permitted non-U.S. individuals and entities to hold up to 100 percent of the equity and voting power in holders of FCC authorizations subject to Section 310(b)(4) of the Act, including ISAT.⁵ Because the proposed reorganization merely would shift ISAT from one Inmarsat foreign ownership chain previously approved by the Commission to another Inmarsat foreign ownership chain previously approved by the Commission, the same

⁴ 2013 *Foreign Ownership Order*, 28 FCC Rcd at 5744.

⁵ See, e.g., *Intelsat, Ltd., Transferor, and Zeus Holdings Ltd., Transferee*, 19 FCC Rcd 24820 (2004); *Applications of Comsat General Corporation*, 19 FCC Rcd 21216 (2004); *Voicestream Wireless Corporation*, 16 FCC Rcd 9779 (2001).

public interest rationale that applied in the Commission's previous foreign ownership declaratory rulings should apply also to the proposed post-reorganization ownership of ISAT.

IV. CONCLUSION

For the reasons stated herein, ISAT respectfully requests that the Commission issue a declaratory ruling that the public interest will be served by authorizing a new foreign ownership structure for ISAT under the Commission's 2013 rules with indirect foreign ownership up to 100 percent.

Respectfully submitted,

ISAT US INC.

By: /s/ Timothy Cooney

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Counsel for ISAT US Inc.

April 1, 2015

EXHIBIT A

ISAT previously obtained FCC foreign ownership authorization under Section 310(b)(4) of the Communications Act, as amended (the “Act. See IBFS File No. ISP-PDR-20100107-00006.¹ As ISAT is a wholly-owned indirect subsidiary of UK-domiciled Inmarsat, the current aggregate foreign ownership of ISAT is 100 percent. See also attached Diagram I.

As depicted in Diagram II, ISAT requests new FCC foreign ownership authorization under Section 310(b)(4) of the Act, also for an aggregate 100 percent indirect foreign ownership.

The most recent shareholder survey of Inmarsat conducted by J.P.Morgan indicates that approximately 13.59 percent of Inmarsat shares are held by U.S. entities, and the remainder is held by non-U.S. entities. Because Inmarsat is publicly traded on the London Stock Exchange, these percentages vary daily. Those shareholders with five percent or more of Inmarsat stock are listed below.

The accompanying Petition for Declaratory Ruling (“Petition”) addresses the circumstances that prompted the filing of the Petition and demonstrates that the public interest will be served by the grant of the Petition.

SHAREHOLDERS WITH FIVE PERCENT OR MORE OF INMARSAT PLC STOCK

Name:	Lansdowne Partners Limited
Address:	15 Davies Street London, United Kingdom W1K 3AG
Citizenship:	United Kingdom
Principal Business:	Investment
Type of Business Organization:	Corporation
Percentage Held:	11.44 percent

Name:	BlackRock Inc.
Address:	12 Throgmorton Avenue London, United Kingdom EC2N 2DL
Citizenship:	United Kingdom
Principal Business:	Investment
Type of Business Organization:	Corporation
Percentage Held:	6.71 percent

¹ See Public Notice: International Authorizations Granted, 25 FCC Rcd 10332, 10338 (2010).

Exhibit A, DIAGRAM I

Response to Section 1.991(h)(2): Current U.S. Structure for Inmarsat Earth Station Licensees As of April 1, 2015

Legend

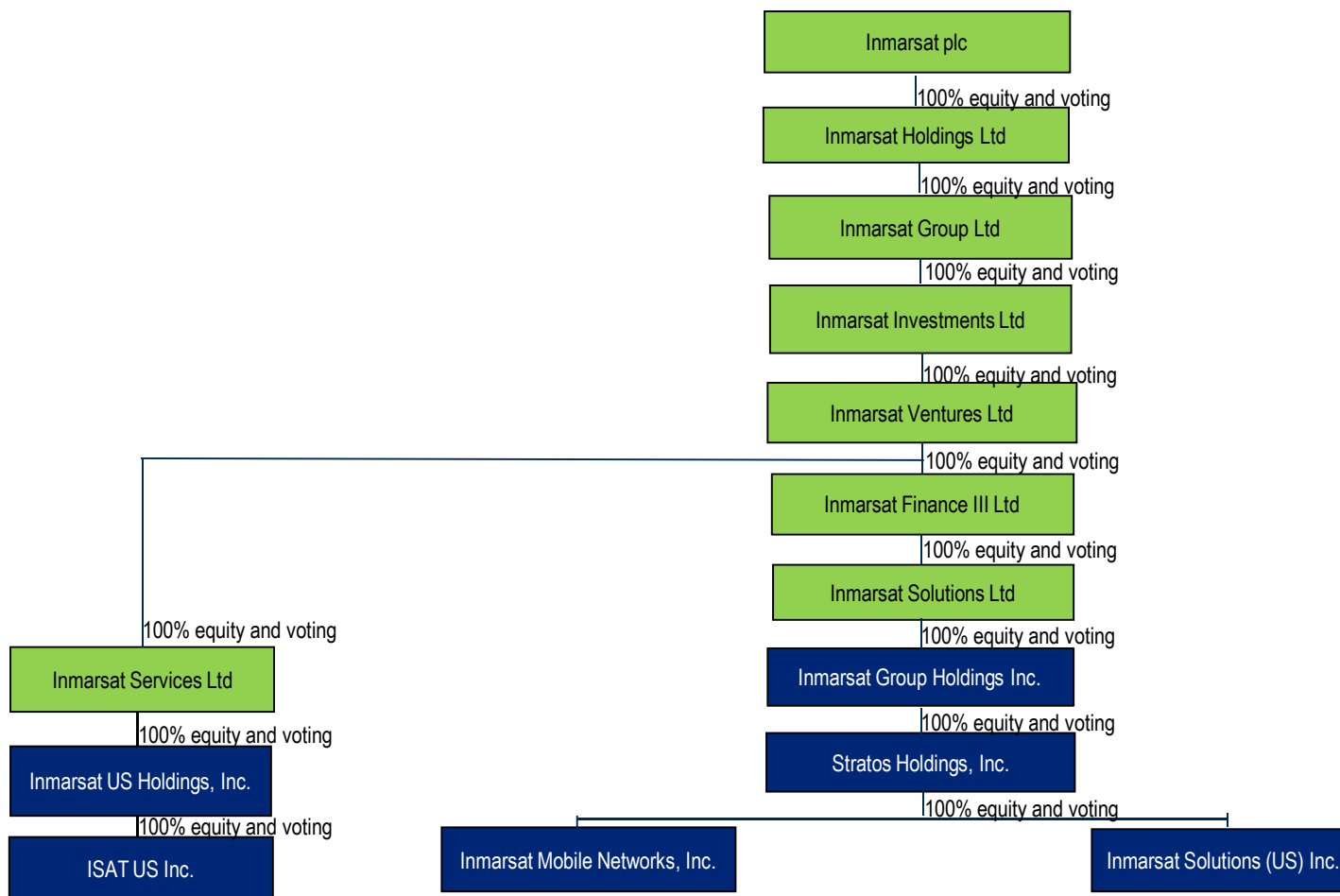
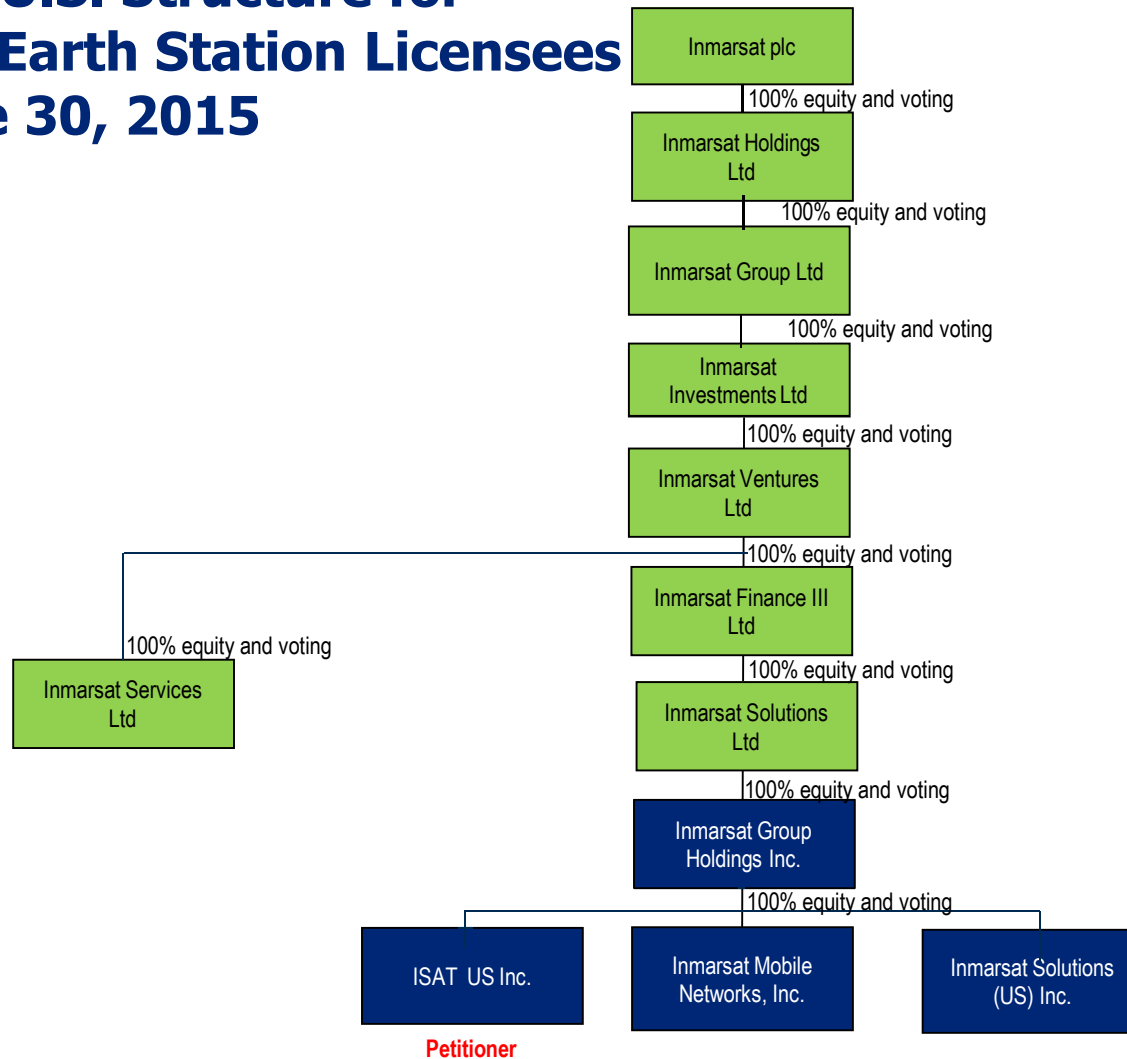


Exhibit A, DIAGRAM II

Response to Section 1.991(h)(2): Proposed U.S. Structure for Inmarsat Earth Station Licensees After June 30, 2015



Legend



CERTIFICATION

I, Bruce A. Henoeh, am General Counsel of ISAT US Inc. ("ISAT"), the petitioner seeking a declaratory ruling under Sections 1.990 to 1.994 of the FCC's rules, 47 C.F.R. §§ 1.990 – 1.994.

I declare under penalty of perjury under the laws of the United States of America that the foregoing Petition is true and correct to the best of my knowledge and belief. ISAT has calculated the ownership interests disclosed in its Petition based upon its review of the Commission's rules and certifies that the interests disclosed satisfy each of the pertinent standards and criteria set forth in the rules.

Executed this 1st day of April 2015.

ISAT US INC.

By:  _____

Bruce A. Henoeh
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Suite 1200
Washington, D.C. 20036