

Response to Question A21
Public Interest Statement

I. Overview

The parties seek Commission consent to transfer control of five non-common-carrier transmit-receive earth station licenses—one in the Fixed Satellite Service (call signs E850127, E930639, and E920640), one for a VSAT network (call sign E990070), and one for earth stations on board vessels (“ESVs”) (call sign E070239)—held by licensee ITC Global USA, LLC (“ITC Global USA”). Consummation of the acquisition of ITC Global, Inc., including licensee ITC Global USA and its subsidiaries (the “Proposed Transaction”), by Marlink, Inc. (“Marlink USA”) would serve the public interest, convenience, and necessity. ITC Global USA is qualified to continue holding its licenses under the control of Marlink USA. The Proposed Transaction would provide substantial public-interest benefits, and there are no identifiable public-interest harms to consider. Accordingly, the parties request that the Commission grant this application expeditiously.

II. The Parties

Panasonic Corporation of North America (“PNA”) is a seller and the transferor in the Proposed Transaction. It is a Delaware corporation headquartered in Newark, New Jersey. PNA develops innovative electronics technology, including a wide variety of products, systems, and services, ranging from consumer electronics products to industrial devices, building products, and housing.

Marlink USA is a provider of maritime and land-based satellite communication services and is the purchaser and transferee in the Proposed Transaction. It is a Delaware corporation headquartered in Houston, Texas. It is owned by funds ultimately controlled by Apax Partners SAS (“Apax Partners”), a French private equity firm also based in Paris, France that is owned by its French-citizen management.

ITC Global USA is a satellite communications provider and a U.S. operating subsidiary of ITC Global, Inc. (“ITC Global”). It holds five non-common-carrier earth station authorizations from the Commission. It is a Florida limited liability company 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.

III. The Proposed Transaction

Marlink USA will acquire ITC Global (and indirect ownership and control of ITC Global USA) through a stock-based transaction, pursuant to a Purchase Agreement dated December 27,

2020 (the “Purchase Agreement”). The Purchase Agreement parties consist of Marlink SAS, as the purchaser, and three seller entities: (1) PNA, (2) Panasonic Holding (Netherlands) B.V., and (3) Panasonic Europe B.V. Panasonic Avionics Corporation (“PAC”) is party to the Purchase Agreement solely for purposes of providing a post-closing agreement to not compete with the ITC Global business for two years following the sale of ITC Global. Pursuant to an Assignment of Purchase Rights to be executed on or around January 18, 2021, Marlink SAS has assigned to Marlink USA the right to acquire all of ITC Global’s issued and outstanding shares. The Parties seek to consummate the Proposed Transaction no later than March 31, 2021.

Attachment 1 to Exhibit E shows the pre-consummation ownership of ITC Global USA. Attachment 2 to Exhibit E shows the post-consummation ownership of ITC Global USA.

IV. Public Interest Showing

Pursuant to 47 U.S.C. § 310(d), the Commission must determine whether the proposed transfer of control of licenses held by ITC Global USA to Marlink USA will serve the public interest, convenience, and necessity. That determination turns first on whether the proposed transaction complies with the specific provisions of the Communications Act, other applicable statutes, and the Commission’s rules.¹ In making that inquiry, the Commission focuses on whether the proposed assignee or transferee is qualified to hold Commission licenses.² If the proposed transaction would not violate a statute or rule, the Commission then considers “whether the transaction could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.”³ Finally, it considers the transaction’s public interest benefits, including “the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.”⁴

Here, the Proposed Transaction complies with the Communications Act, other applicable statutes, and the Commission’s rules. The Commission reviewed the qualifications of Marlink and its owners in 2016, when it consented to the transfer of control of Marlink USA (then known as Astrium Business Communications Services Inc.) to Apax Partners (then known as Apax Partners MidMarket SAS).⁵ There have been no material changes to these qualifications in the

¹ See, e.g., *Liberty Latin America Ltd. and AT&T Inc.*, Memorandum Opinion and Order and Declaratory Ruling, WT Docket No. 19-384, DA 20-1270, at 5-6 ¶¶ 9-11 (WTB, WCB, and IB rel. Oct. 27, 2020); (“*Liberty Latin America*”).

² *Id.* at 6-7 ¶¶ 13-15.

³ *Id.* at 5 ¶ 10.

⁴ *Id.* at 6 ¶ 11.

⁵ *Satellite Communications Services Information re: Actions Taken*, Public Notice, Report No. SES-01854, File No. SES-T/C-20160119-00063 (IB rel. May 25, 2016) (granting consent for

interim period. Accordingly, Marlink USA satisfies the Commission's qualifications requirements.

The Proposed Transaction poses no public-interest harms. In particular, the Proposed Transaction poses no risk to competition in any geographic or product market due to horizontal effects. Marlink USA and ITC Global operate largely in complementary market segments. Marlink USA and its affiliates are known especially for its provision of satellite connectivity to the shipping industry, while ITC Global is known especially for its provision of satellite connectivity to the mining industry and also has a strong reputation for providing such services to the oil and gas industries. The market for satellite connectivity in remote and harsh environments also remains highly fragmented, so any overlap in services sectors would not have a material impact on competition in those sectors.

Finally, the Proposed Transaction offers significant public-interest benefits. The acquisition of ITC Global will strengthen Marlink USA's ability to serve customers in remote and harsh environments with satellite communications services. It will leverage Marlink USA's sector knowledge and expertise, particularly with VSAT services. It will also ensure access to capital to support further growth of the combined business in the context of ongoing technological changes in the industry.

V. Request for Approval of Additional Authorizations

The list of call signs and file numbers included in this application is, with those listed in the related application, intended to encompass all of the earth station authorizations held by ITC Global USA and its subsidiaries and affiliates. Nevertheless, ITC Global USA may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities that may be granted before the Commission takes action on this application. Accordingly, and consistent with prior Commission precedent,⁶ the parties request that any Commission grant of the application include authority for Marlink USA to acquire control of: (1) any authorization issued to ITC Global USA, or any of its subsidiaries or affiliates, during the pendency of the

the transfer of control of Astrium Business Communications Services Inc. from Airbus DS Holding SAS to Toruk AS).

⁶ See, e.g., *Applications of AT&T Inc. and Celco Partnership d/b/a Verizon Wireless For Consent to Assign or Transfer Control of Licenses and Authorizations and Modify a Spectrum Leasing Arrangement*, Memorandum Opinion and Order, 25 FCC Rcd. 8704, 8773 (2010); *Applications of AT&T Inc. and Centennial Communications Corp. For Consent to Transfer Control of Licenses, Authorizations, and Spectrum Leasing Arrangements*, Memorandum Opinion and Order, 24 FCC Rcd. 13,915, 13,981 (2009); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd. 21,522, 21,626 (2004).

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Proposed Transaction and during the period authorized for consummation of the Proposed Transaction; and (2) any applications that are pending at the time of consummation.⁷

⁷ ITC Global USA previously held an international Section 214 authorization pursuant to FCC File No. ITC-214-20110609-00184, but this authorization was surrendered effective January 4, 2021. *See International Authorizations Granted*, Public Notice, Report No. TEL-02069, DA No. 21-21 at 4 (Jan. 7, 2021).