

**Response to Item A21:
Public Interest Statement**

I. Overview

In related applications, the applicants seek Commission consent to transfer control of one non-common-carrier transmit-receive earth station authorization held by Marlink, Inc. (“Marlink USA”) and five non-common-carrier transmit-receive earth station authorizations held by its wholly-owned, indirect subsidiary ITC Global USA, LLC (“ITC Global USA,” together with Marlink USA, the “Licensees”).

Funds controlled by Apax Partners SAS (“Apax Partners”), P8 Holding 1 S.à r.l. (“P8 Holding”), and other entities have entered into a Sale and Purchase Agreement (“SPA”) pursuant to which P8 Holding will acquire a controlling interest in Marlink USA and affiliated businesses operating outside the United States (collectively, the “Proposed Transaction”). Consummation of the acquisition of the Licensees (the “Proposed Transaction”) by P8 Holding 1, S.à r.l. (“P8 Holding”) will serve the public interest, convenience, and necessity. Marlink USA and ITC Global USA are qualified to continue holding their licenses under the control of P8 Holding. The Proposed Transaction will provide substantial public-interest benefits, and there are no identifiable public-interest harms to consider. Accordingly, the parties request that the Commission grant these applications expeditiously.

II. The Parties

Apax Partners SAS (“Apax Partners”) is the transferor in the Proposed Transaction and current majority owner and controller of Marlink and ITC. It is a French *société par actions simplifiée* (similar to a limited liability company), based in Paris, France and owned by its French-citizen management. Apax Partners France targets investments in small and mid-size companies located in Europe and focuses its investments in the following sectors: technology and telecommunications; consumer goods and services; healthcare; and other services (including engineering, personal care, and education).

Marlink USA, a Licensee in the Proposed 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 (whose transfer of control is the subject of a separate application currently pending before the Commission in File No. ITC-T/C-20210913-00135). Marlink USA is a Delaware corporation headquartered in Houston, Texas. It is currently owned by funds ultimately controlled by Apax Partners.

ITC Global USA, a Licensee in the Proposed 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 USA 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. 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.

P8 Holding is the transferee in the Proposed Transaction and a *société à responsabilité limitée*, organized under the laws of the Grand Duchy of Luxembourg, with its principal place of business in Luxembourg. P8 Holding does not provide any telecommunications or satellite services or hold any Commission authorizations. P8 Holding is ultimately controlled by Providence Equity Partners (“Providence”), a leading private equity firm based in Providence, Rhode Island, specializing in growth-oriented investments in media, communications, education, software and services.

III. The Proposed Transaction

On September 3, 2021, funds controlled by Apax Partners, P8 Holding, and certain other entities (including vehicles through which Marlink management have invested) entered into a Sale and Purchase Agreement (“SPA”) pursuant to which P8 Holding will acquire control of Marlink Parent and its subsidiaries (including the Licensees) through the direct or indirect acquisition of all of the issued and outstanding shares of Makto S.à r.l., the holding company through which the Apax Funds currently own Marlink Parent.

Upon consummation of the Proposed Transaction, the Licensees will become wholly-owned, indirect subsidiaries of P8 Holding. Attachments 1 and 2 to Exhibit E show the pre-consummation ownership of the Licensees. Attachments 3 and 4 to Exhibit E show the post-consummation ownership.

Under the SPA’s terms, consummation of the Proposed Transaction is subject to various regulatory approvals and clearances in the United States and various foreign jurisdictions (including Commission consent) and satisfaction or waiver of other customary closing conditions. The parties seek to consummate the Proposed Transaction as soon as possible, preferably by the end of 2021 and no later than the first calendar quarter of 2022.

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 the Licensees to P8 Holding 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. Grant of the requested consent to transfer control of the Licensees will serve the public interest. The Proposed Transaction will enhance the ability of the Licensees to continue to compete in the market for fixed and mobile satellite services because it will ensure access to capital for further development of their businesses. P8 Holding and its ultimate owners are financially well-qualified to become owners of the Licensees, and following closing, the Licensees will have access to additional financial resources and management expertise of P8 Holding and its ultimate owners. The substantial financial resources of P8 Holding will enable the Licensees to continue to provide high-quality and innovative telecommunications services to customers and strengthen their ability to enhance and expand their service offerings.

The Proposed Transaction poses no risks to competition, as P8 Holding is not an existing satellite services provider and does not control one. Consequently, the Proposed Transaction would not create any horizontal effects in any satellite services market. Finally, post-consummation, the Licensee will continue to be owned and controlled by WTO-member country investors.

¹ See, e.g., *Liberty Latin America Ltd. and AT&T Inc.*, Memorandum Opinion and Order and Declaratory Ruling, 36 FCC Rcd. 2328, 2332-33 ¶¶ 9-11 (WTB, WCB, and IB 2020).

² *Id.* at 6-7 ¶¶ 13-15.

³ *Id.* at 5 ¶ 10.

⁴ *Id.* at 6 ¶ 11.

V. Request for Approval of Additional Authorizations

The lists of call signs and file numbers included in these applications are intended to encompass all of the earth station authorizations held by the Licensees and their subsidiaries and affiliates. Nevertheless, either Marlink USA or 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.⁵ Accordingly, and consistent with prior Commission precedent,⁶ the parties request that any Commission grant of the application include authority for P8 Holding to acquire control of: (1) any authorization issued to Marlink USA or ITC Global USA, or any of their subsidiaries or affiliates, during the pendency of the 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.

⁵ ITC Global USA currently has a modification application pending in File No. SES-MFS-20090612-00727.

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).