



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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DA No. 03-1106

Report No. SAT-00144

Tuesday April 8, 2003

INTERNATIONAL BUREAU GRANTS CONSENT TO TRANSFER OF CONTROL OF SPACE STATION LICENSES

Pursuant to Section 310(d) of the Communications Act, 47 U.S.C. § 310(d), and Section 0.261 of the Commission's rules, 47 C.F.R. § 0.261, the International Bureau (Bureau) approves, subject to any conditions set forth below, the following application requesting Commission consent to transfer control of space station licenses:

SAT-T/C-20030220-00016 E S2193 ASTROLINK International LLC

Transfer of Control

Grant of Authority

Effective Date: 04/08/2003

Current Licensee: ASTROLINK INTERNATIONAL LLC

FROM: Astrolink International LLC

TO: Post-Redemption Members of Astrolink

No. of Station(s) listed: 4

Application for Authority to Transfer Control of Space Station Authorization (S2193) held by Astrolink International LLC from Astrolink International LLC to post-redemption members of Astrolink International LLC ("Astrolink"). See Public Notice, Report No. SAT-00138, February 26, 2003. ("Astrolink Application").

No party has filed comments, petitions to deny, or any pleadings opposing the application listed above, and our own review finds no issues that impede our grant. We find that the transaction is in the public interest, convenience, and necessity, and grant authority to transfer control of the requested space station authorization. See 47 U.S.C. § 310(d). Under the current ownership structure, three investors hold non-controlling membership interests in Astrolink: LSAT Astro LLC (LSAT Astro), which is ultimately controlled by Liberty Media Corporation (Liberty Media), holds a 38.8% interest; Lockheed Martin Global Telecommunications, Inc. (LMGT) holds a 38.4% interest; and Telespazio Luxembourg, S.A. (TSA) holds a 22.8% interest. LMGT and LSAT Astro intend to redeem the TSA interest and increase their respective membership interests, so that LSAT Astro will hold a controlling 50.3% interest and LMGT will hold a 49.7% interest. The redemption of the TSA interest is described as "an intermediate step related to a larger transaction" in which a Liberty Media-controlled entity would acquire substantially all of Astrolink's assets. See Astrolink Application at Exhibit 2. We note that under the instant proposed transaction, no new members are being added to the Astrolink ownership structure and that we have previously found both LSAT Astro and LMGT to be qualified transferees. See Application of Lockheed Martin Global Telecommunications, Inc. and TRW, Inc., Transferors and Lockheed Martin Global Telecommunications, Inc., TRW Inc., LSAT Astrolink LLC and Telespazio Luxembourg, S.A., Transferees, For Authority to Transfer Control of Astrolink International LLC, Licensee of the Astrolink™ System, Order and Authorization, 16 FCC Rcd 20502 (2001). We will evaluate separately any subsequent transfers or assignments that are related to the larger transaction to which Astrolink refers.

By this approval, the parties are authorized to proceed to the final stages of their respective transactions. Section 25.119(f) of the Commission's rules provides that assignments and transfers of control must be completed within 60 days from the date of authorization. 47 C.F.R. § 25.119(f). Within 30 days of consummation, licensees must notify the Commission by letter of the date of consummation. *Id.* We remind the parties that an assignment or a transfer shall not be considered complete until the underlying transaction closes and all conditions set forth in the grant documents, including this Public Notice and the application, are met. Upon receipt of the notification required by Section 25.119(f) of the Commission's rules, and satisfaction of all conditions, the Bureau will consider the transfer "complete."

Failure of the parties to comply with Section 25.119(f) of the Commission's rules, or any specific condition described above, will result in automatic cancellation of the Commission's approval, and dismissal of the underlying application.

Grant of the application(s) listed above is without prejudice to whatever enforcement action may be deemed appropriate arising from the facts discussed herein.

Grant of the application(s) listed above is without prejudice to any action that the Commission may take on related assignment or transfer of control applications or on any matter related to the above listed applications.

Notes:

An application related to the Astrolink Application was filed requesting approval to transfer control of earth station authorizations. See File No. SES-T/C-20030220-00221, Public Notice, Report No. SES-00475, February 26, 2003. This application is also granted today. Notification of this action will be made public next week in the Actions Taken Public Notice.

For information regarding this notice contact the Satellite Division at (202) 418-0719, TTY (202) 418-2555.

This Public Notice is issued by the Chief, Satellite Division, International Bureau.