



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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DA 04-4011

Released: December 21, 2004

Inmarsat Group Holdings Limited Files Certification and Petition for Declaratory Ruling Pursuant to Section 621(5)(F) of the Open-Market Reorganization for the Betterment of International Telecommunications Act, as amended (the "ORBIT Act")

**PLEADING CYCLE ESTABLISHED
IB Docket No. 04-439**

Comments Due: January 20, 2005

Replies Due: February 4, 2005

On November 15, 2004 and December 16, 2004, Inmarsat Group Holdings Limited, the ultimate parent company of Inmarsat Ventures Limited (together with its subsidiaries, "Inmarsat"), filed with the Commission, a Certification and Request for Declaratory Ruling, along with a supplemental submission,¹ asking that the Commission find that Inmarsat has met the privatization criteria under the Open-Market Reorganization for the Betterment of International Telecommunications Act, as amended (the "ORBIT Act").² Under the certification process set forth in Section 621(5)(F) of the ORBIT Act,³ Inmarsat may satisfy the ORBIT Act's privatization criteria under Section 621 if it certifies to the Commission that (I) Inmarsat has achieved substantial dilution of the aggregate amount of signatory and former signatory financial interest in Inmarsat,⁴ (II) any signatories or former signatories that retain a financial interest in Inmarsat do not possess, together or individually, effective control of Inmarsat, and (III) no

¹ See Certification and Request for Declaratory Ruling filed by Inmarsat Group Holdings Limited pursuant to Section 621(5)(F) of the Open-Market Reorganization for the Betterment of International Telecommunications Act, as amended (the "ORBIT Act"), including Attachments A-F, with the Secretary, Federal Communications Commission, dated Nov. 15, 2004 ("*Request for Declaratory Ruling*"). Inmarsat made a supplemental submission and certification filing with the Secretary, Federal Communications Commission, dated Dec. 16, 2004 ("*Supplemental Filing*").

² See Title VI of the Communications Satellite Act of 1962, as amended, 47 U.S.C. §§ 701 *et seq.*, which was added by the Open-Market Reorganization for the Betterment of International Telecommunications Act, Pub. Law 106-180, 114 Stat. 48 (2000), most recently amended by Pub. Law 108-371, 118 Stat. 1752 (2004) (herein, "ORBIT Act"). The recent amendment to the ORBIT Act was signed into law on October 25, 2004, modifying the requirements of Section 621(5) by adding new subsections (F) and (G). See ORBIT Act, §§ 621(5)(F), 621(5)(G).

³ ORBIT Act, § 621(5)(F).

⁴ The term "substantial dilution" is defined under the amended ORBIT Act to mean that a majority of the financial interests in Inmarsat are no longer held or controlled, directly or indirectly, by signatories or former signatories. See ORBIT Act, § 621(5)(G).

intergovernmental organization has more than a minimal ownership interest in Inmarsat.⁵ The Certification submitted by Inmarsat states that it has met these requirements.⁶

In addition, the ORBIT Act requires that Inmarsat provide financial and other information to the Commission as the Commission may require to verify such certification.⁷ In its Request for Declaratory Ruling, Inmarsat provides financial and other information including an organizational chart of Inmarsat's capitalization and corporate structure, a list of shareholders and holdings per shareholder, a table of changes in Inmarsat shares by former signatories since privatization in 1999, a list of Inmarsat debt holders, the shareholders agreement, and the Article of Association of Inmarsat. In its Supplemental Filing, Inmarsat provides further information about the ownership interest of the International Mobile Satellite Organizations ("IMSO"), the only intergovernmental organizations with an ownership interest in Inmarsat. Based on its Request for Declaratory Ruling and the attached financial and other information, along with the supplemental submission, and its Certification that each of the conditions under the ORBIT Act has been met, Inmarsat requests that the Commission find that it is in compliance with such certification and that it has met the final ORBIT Act criterion.

Under the ORBIT Act, the Commission must determine, after notice and comment, whether Inmarsat is in compliance with such a certification.⁸ Thus, we initiate this proceeding to solicit comment on Inmarsat's Certification and Request for Declaratory Ruling and supplemental submission.⁹ Interested parties may file comments no later than **January 20, 2005**. Replies to such comments must be filed no later than **February 4, 2005**. All filings concerning matters referenced to in this Public Notice should refer to **IB Docket No. 04-439**.

Under the Commission's current procedures for the submission of filings and other documents,¹⁰ submissions in this matter may be filed electronically (*i.e.*, through ECFS) or by hand delivery to the Commission's Massachusetts Avenue location.

⁵ See ORBIT Act, §§ 621(5)(F)(i)(I),(II) and (III).

⁶ See *Supplemental Filing*, attached Certification.

⁷ ORBIT Act, §§ 621(5)(F)(ii).

⁸ ORBIT Act, §§ 621(5)(F)(iii).

⁹ Inmarsat previously submitted a letter to the Commission on February 10, 2004, detailing its efforts to satisfy the requirements set forth in Sections 621(2) and 621(5)(A)(ii) of the ORBIT Act to conduct an initial public offering (IPO) prior to June 30, 2004. Inmarsat's U.S. authorizations are conditioned "on Inmarsat conducting an IPO consistent with sections 621(2) and 621(5)(A)(ii) of the Orbit Act." See Comsat Corporation d/b/a Comsat Mobile Communications, et al., *Memorandum Opinion, Order and Authorization*, 16 FCC Rcd. 21661 (2001). The Commission assigned File No. SAT-MS-20040210-00027 to Inmarsat's February 10, 2004, filing and placed it on public notice. See Report No. SAT-00197 (March 5, 2004). Although the need to meet the IPO requirements under Sections 621(2) and 621(5)(A)(ii) of the ORBIT Act is no longer necessary if Inmarsat is found to have complied with the certification process under 621(5)(F), until the Commission makes such a finding, the proceeding in File No. SAT-MS-20040210-00027 remains open. Because the record in File No. SAT-MS-20040210-00027 is relevant to issues concerning the ownership of Inmarsat, parties may also rely on information submitted in that record when submitting comments in this proceeding.

¹⁰ See Implementation of Interim Electronic Filing Procedures for Certain Commission Filings, *Order*, 16 FCC Rcd. 21,483 (2001); see also FCC Announces a New Filing Location for Paper Documents and a New Fax Number for General Correspondence, *Public Notice*, 16 FCC Rcd. 22,165 (2001); Reminder: Filing Locations for Paper Documents and Instructions for Mailing Electronic Media, *Public Notice*, 18 FCC Rcd. 16,705 (2003).

- **If filed by ECFS,**¹¹ comments shall be sent as an electronic file via the Internet to <http://www.fcc.gov/e-file/ecfs.html>. In completing the transmittal screen, commenters should include their full name, Postal Service mailing address, and the applicable docket number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send an e-mail to ecfs@fcc.gov, and should include the following words in the body of the message, "get form <your e-mail address>." A sample form and directions will be sent in reply.
- **If filed by paper,** the original and four copies of each filing must be filed by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Natek, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, S.W., Washington, D.C. 20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

One copy of each pleading must be delivered electronically, by e-mail or facsimile, or if delivered as paper copy, by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (according to the procedures set forth above for paper filings), to: (1) the Commission's duplicating contractor, Best Copy and Printing, Inc., at fcc@bcpiweb.com or (202) 488-5563 (facsimile); (2) JoAnn Lucanik, Satellite Division, International Bureau, at JoAnn.Lucanik@fcc.gov, or (202) 418-0748 (facsimile); (3) Marilyn Simon, Satellite Division, International Bureau, at Marilyn.Simon@fcc.gov, or (202) 418-0748 (facsimile); (4) Stephen Duall, Satellite Division, International Bureau, at Stephen.Duall@fcc.gov, or (202) 418-0748 (facsimile); (5) Neil Dellar, Office of General Counsel, at Neil.Dellar@fcc.gov, or (202) 418-1234 (facsimile).

Copies of the applications and any subsequently-filed documents in this matter may be obtained from Best Copy and Printing, Inc., in person at 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, via telephone at (202) 488-5300, via facsimile at (202) 488-5563, or via e-mail at fcc@bcpiweb.com. The applications and any associated documents are also available for public inspection and copying during normal reference room hours at the following Commission office: FCC Reference Information Center, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. The applications are also available electronically through the Commission's ECFS, which may be accessed on the Commission's Internet website at <http://www.fcc.gov>. Alternate formats of this public notice (computer diskette, large print, audio recording, and Braille) are available to persons with disabilities by contacting Brian Millin at (202) 418-7426 (voice), (202) 418-7365 (TTY), or send an e-mail to access@fcc.gov.

For further information, contact JoAnn Lucanik, Satellite Division, International Bureau, at (202)

¹¹ See Electronic Filing of Documents in Rulemaking Proceedings, GC Docket No. 97-113, *Report and Order*, 13 FCC Rcd. 11,322 (1998).

418-0719 or Stephen Duall, Satellite Division, International Bureau, at (202) 418-0719.

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