



PUBLIC NOTICE

Federal Communications Commission
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DA 06-2565
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TELENOR ASA, TRANSFEROR, AND INCEPTUM 1 AS, TRANSFEE, SEEK FCC CONSENT TO TRANSFER CONTROL OF LICENSES AND AUTHORIZATIONS AND REQUEST A DECLARATORY RULING ON FOREIGN OWNERSHIP

IB Docket No. 06-225

PLEADING CYCLE ESTABLISHED

Petitions Due: January 22, 2007
Oppositions Due: February 1, 2007
Replies Due: February 6, 2007

I. INTRODUCTION

Telenor ASA (“Telenor” or the “Transferor”), Inceptum 1 AS (“Inceptum” or the “Transferee”), and Telenor Satellite Services AS (“TSS” and, together with the Transferor and the Transferee, the “Applicants”) have filed a series of applications pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended (the “Act”),¹ and a petition for declaratory ruling under Section 310(b)(4) of the Communications Act.² In these applications, the Applicants seek Commission approval to transfer control of Commission licenses and authorizations held by subsidiaries of TSS to Inceptum. TSS is the indirect parent of Telenor Satellite Inc., Telenor Satellite Services, Inc., GMPCS Personal Communications, Inc., and Marlink, Inc. (collectively, the “TSS Subsidiaries”). Telenor Satellite Inc. holds international Section 214 authorizations, fixed and mobile earth station licenses, experimental authorizations, and a business radio license; GMPCS Personal Communications, Inc. and Marlink, Inc. hold international Section 214 authorizations. Telenor Satellite Services, Inc., has pending applications for international Section 214 authority. The Applicants also request a declaratory ruling that the public interest would not be served by denying approval of Inceptum’s indirect foreign ownership in the TSS Subsidiaries.

¹ 47 U.S.C. §§ 214 & 310(d).

² *Id.* § 310(b)(4).

The Transferor, Telenor, is a Norwegian company that provides mobile communications services worldwide as well as wireline and broadcast services in the Nordic region. The government of Norway is the single largest Telenor shareholder, with a 53.99% interest in the company. Through its subsidiaries, TSS offers a range of satellite services, including fixed, mobile and hybrid offerings to enterprise and government users. Inceptum, the Transferee, is incorporated in Norway and is owned by three French investment entities advised by Apax Partners S.A.

Apax France VI FCPR (“Apax France”), a *fonds commun de placement à risques* (an investment fund) organized under French law, holds a 72% voting and equity interest in Inceptum. Amboise Investissement SCA (Amboise) and Altamir & Cie SCA (Altamir), each of which is a *Société en Commandite par Action*, entities equivalent to limited partnerships in the United States (limited partnership with shares), hold the remaining 20% and 8% of the voting and equity interests in Inceptum respectively.³

Applicants state that pursuant to a Share Purchase Agreement between Telenor, Inceptum, and TSS, Inceptum has agreed to acquire all of the outstanding shares of capital stock of TSS, which will make the TSS Subsidiaries indirect, wholly-owned subsidiaries of Inceptum. The final ownership structure of TSS and the TSS Subsidiaries will include two Luxembourg holding companies and a U.S. holding company that have not yet been formed. Immediately following closing, the U.S. subsidiaries of TSS will be transferred to the U.S. holding company. Specifically, once Inceptum acquires TSS, the shares of Telenor Satellite Services Holdings, Inc. (“TSSH”), the immediate parent of the TSS Subsidiaries, will be transferred to the U.S. holding company. TSSH will then be merged into the U.S. holding company, with TSSH surviving.⁴ TSS and its other subsidiaries will form a separate ownership chain under Inceptum.

Applicants state that grant of the Applications will serve the public interest, convenience and necessity because Inceptum’s acquisition of TSS will provide the TSS Subsidiaries with access to capital and management expertise, allowing them to expand their operations and develop and introduce new products and services. As a result, Applicants state that the transaction will enhance competition in the satellite services marketplace.

Applicants request that the Commission condition grant of the authorizations and transfer of control applications on compliance with their existing Network Security Agreement and Implementation Plan.⁵

³ Apax France, Amboise, and Altamir are collectively referred to herein as the “Investment Funds.”

⁴ Inceptum is considering alternatives to a merger of TSSH into the U.S. holding company, which may result in TSSH remaining as a wholly-owned subsidiary of the U.S. holding company or being dissolved.

⁵ See *Lockheed Martin Global Telecommunications, Comsat Corp., and Comsat General Corp., Assignor, and Telenor Satellite Mobile Satellite Services, Inc. and Telenor Satellite Inc., Assignee, Applications for Assignment of Section 214 Authorizations, Private Land Mobile Radio Licenses, Experimental Licenses, and Earth Station Licenses and Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, Order and Authorization, 16 FCC Rcd 22897 (2001).

II. SECTION 310(d) APPLICATIONS

Part 25 – Satellite Earth Station Authorization Applications

The following applications for consent to the transfer of control of satellite earth station authorizations held by Telenor Satellite Inc. to Inceptum have been assigned the file numbers below.

<u>File No.</u>	<u>Licensee</u>	<u>Type of Station Authorization</u>	<u>Lead Call Sign</u>
SES-T/C-20061129-02062	Telenor Satellite Inc.	Fixed earth stations	E890649, <i>et al.</i>
SES-T/C-20061129-02063	Telenor Satellite Inc.	Mobile earth stations	E000280, <i>et al.</i>

Part 90 – Wireless Radio Services Application

The following application for consent to the transfer of control of a wireless radio services license held by Telenor Satellite Inc. to Inceptum has been assigned the file number listed below.

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0002817301	Telenor Satellite Inc.	KB42877

Part 5 – Experimental Application

The following application for consent to the transfer of control of experimental authorizations held by Telenor Satellite Inc. to Inceptum has been assigned the file number listed below.

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0030-EX-TU-2006	Telenor Satellite Inc.	WC2XNE, <i>et al.</i>

III. SECTION 214 APPLICATIONS

Part 63 – International Section 214 Authorizations

The following applications for consent to the transfer of control of the TSS Subsidiaries' international Section 214 application and authorizations to Inceptum have been assigned the file numbers listed below.

<u>File No.</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
ITC-T/C-20061129-00529	Telenor Satellite Inc.	ITC-214-20020926-00462, <i>et al.</i>
ITC-T/C-20061129-00531	GMPCS Personal Communications, Inc.	ITC-214-20001219-00728
ITC-T/C-20061129-00530	Marlink, Inc.	ITC-214-20010529-00341

<u>File No.</u>	<u>Applicant</u>	<u>Application Number</u>
ITC-T/C-20061215-00575	Telenor Satellite Services, Inc.	ITC-214-20061213-00558 ITC-214-20061213-00559

IV. PETITION FOR DECLARATORY RULING UNDER SECTION 310(b)(4)

The Applicants have filed a petition pursuant to Section 310(b)(4) of the Communications Act for a declaratory ruling that it is in the public interest for the TSS Subsidiaries to have indirect foreign ownership of up to and including 100%, which is in excess of the 25% benchmark under Section 310(b)(4) of the Act. Upon consummation of the proposed transfer of control, Inceptum, the Transferee, will be indirectly 100% owned by Apax France, Amboise, and Altamir. Applicants state that these Investment Funds and their controlling individuals are organized under the laws of or are citizens of France, a WTO Member country, and that all known investors in these funds are from the U.S. or from WTO Member countries. The petition for declaratory ruling under Section 310(b)(4) of the Communications Act has been assigned File No. ISP-PDR-20061129-00017.

V. EX PARTE STATUS OF THIS PROCEEDING

Pursuant to section 1.1200(a) of the Commission's rules,⁶ the Commission may adopt modified or more stringent *ex parte* procedures in particular proceedings if the public interest so requires. We announce that this proceeding will be governed by permit-but-disclose *ex parte* procedures that are applicable to non-restricted proceedings under section 1.1206 of the Commission's rules.⁷

We direct parties making oral *ex parte* presentations to the Commission's statement re-emphasizing the public's responsibility in permit-but-disclose proceedings and remind such parties that memoranda summarizing the presentation must contain the presentation's substance and not merely list the subjects discussed.⁸ More than a one- or two-sentence description of the

⁶ 47 C.F.R. § 1.1200(a).

⁷ *Id.* § 1.1206.

⁸ See *Commission Emphasizes the Public's Responsibilities in Permit-But-Disclose Proceedings*, Public Notice, 15 FCC Rcd 19945 (2000).

views and arguments presented generally is required.⁹ Other rules pertaining to oral and written presentations are set forth in section 1.1206(b) as well.¹⁰ We urge parties to use the Electronic Comment Filing System (“ECFS”) to file *ex parte* submissions.¹¹

VI. GENERAL INFORMATION

The transfer of control applications referenced herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it determines that the application is defective and not in conformance with the Commission’s rules and policies. Final action on these Applications will not occur earlier than thirty-one days following the date of this Public Notice.¹²

Interested parties may file petitions to deny the Applications and Petition for Declaratory Ruling no later than **January 22, 2007**. Persons and entities that file petitions to deny become parties to the proceeding. They may participate fully in the proceeding, including seeking access to any confidential information that may be filed under a protective order, seeking reconsideration of decisions, and filing appeals of a final decision to the courts. Oppositions or responses to these comments and petitions may be filed no later than **February 1, 2007**. Replies may be filed no later than **February 6, 2007**. All filings concerning matters referenced in this Public Notice should refer to **DA No. 06-2565** and **IB Docket No. 06-225**, as well as to the specific file numbers of the individual applications or other matters to which the filings pertain.

Under the Commission’s procedures for the submission of filings and other documents,¹³ submissions in this matter may be filed electronically (*i.e.*, though ECFS) or by hand delivery to the Commission’s Massachusetts Avenue location.

- **Electronic Filers:**¹⁴ Comments may be filed electronically using the Internet by accessing the ECFS: <http://www.fcc.gov/cgb/ecfs/>. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket number. Parties also may submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov, and include the following words in the body of the message, “get form.” A sample form and directions will be sent in response.
- **Paper Filers:** Parties who choose to file by paper must file an original and four copies of each filing.

⁹ See 47 C.F.R. § 1.1206(b)(2).

¹⁰ *Id.* § 1.1206(b).

¹¹ See discussion *infra*.

¹² See 47 U.S.C. § 309(b).

¹³ See *Implementation of Interim Electronic Filing Procedures for Certain Commission Filings*, Order, 16 FCC Rcd 21483 (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 16705 (2003).

¹⁴ See *Electronic Filing of Documents in Rulemaking Proceedings*, GC Docket No. 97-113, Report and Order, 13 FCC Rcd 11322 (1998).

Filings can be sent 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). All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

The Commission's contractor 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, Express, and Priority mail should be addressed to 445 12th Street, S.W., Washington, D.C. 20554.

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 the Commission's duplicating contractor, Best Copy and Printing, Inc., at fcc@bcpi.web.com or (202) 488-5563 (facsimile).

Additionally, filers may deliver courtesy copies by e-mail or facsimile to the following Commission staff:

- (1) David Krech, Policy Division, International Bureau, at David.Krech@fcc.gov or (202) 418-2824 (facsimile);
- (2) Cara Grayer, Policy Division, International Bureau, at Cara.Grayer@fcc.gov or (202) 418-2824 (facsimile);
- (3) JoAnn Lucanik, Satellite Division, International Bureau, at Joann.Lucanik@fcc.gov or (202) 418-0748 (facsimile);
- (4) Erin McGrath, Mobility Division, Wireless Telecommunications Bureau, at Erin.Mcgrath@fcc.gov or (202) 418-7447 (facsimile);
- (5) Douglas Young, Office of Engineering and Technology at Douglas.Young@fcc.gov or (202) 418-1918 (facsimile); and
- (6) 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 also are available electronically through the Commission's ECFS, which may be accessed on the Commission's Internet website at <http://www.fcc.gov>. Additional information regarding the transaction will be available on the

FCC's Office of General Counsel's website, <http://www.fcc.gov/ogc>, which will contain a fully indexed, unofficial listing and electronic copies of all materials in this docket.

People with Disabilities: To request this Public Notice in accessible formats (computer diskette, large print, audio recording, and Braille) send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

For further information, contact Cara Grayer, Policy Division, International Bureau at 202-418-2960.

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