



PUBLIC NOTICE

Federal Communications Commission
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DA 11-2038
December 20, 2011

Intelsat Global Holdings S.A. Files to Transfer Control of Intelsat Licenses and Authorizations from BC Partners Holdings Limited to Public Ownership

IB Docket No. 11-205

PLEADING CYCLE ESTABLISHED

Petitions to Deny Due: January 19, 2012
Oppositions Due: January 30, 2012
Replies Due: February 6, 2012

I. INTRODUCTION

Intelsat Global Holdings S.A. (“Intelsat” or the “Applicant”) seeks approval to transfer control of all of the licenses and authorizations held by Intelsat License LLC, Intelsat New Dawn Company, Ltd., Intelsat USA License LLC and Intelsat General Corporation (together “Intelsat Licensees”) pursuant to a public offering of newly issued voting shares by Intelsat, subsequent voting share sales by current shareholders and possible private placements of newly issued voting shares.¹ Currently, BC Partners Holdings Limited (“BCP”) controls Intelsat and indirectly controls the Intelsat Licensees. Following these transactions, Intelsat posits that no single entity will hold 50 percent or more of the voting shares of Intelsat and no single entity will have the power to elect a majority of the Intelsat Board of Directors. The Transaction is described in applications filed on November 23, 2011, and December 6, 2011 (the “Applications”).

II. THE TRANSACTION

A. The Parties before the Transaction

BCP is a United Kingdom-based investment firm organized under the laws of Guernsey and is a parent company of Intelsat and an indirect parent company of the Intelsat Licensees. BCP currently indirectly owns approximately 71.9 percent voting equity interests in Intelsat and has the power to elect a majority of the six members of the Intelsat Board of Directors.² Silver Lake Group, L.L.C. (“SLP”), a U.S.-based investment firm controls entities which indirectly own approximately 15.87 percent of the

¹ Intelsat License LLC and Intelsat New Dawn Company, Ltd., Application for Transfer of Control, Narrative, IBFS File Nos. SAT-T/C-20111123-00225, SAT-T/C-20111123-00226, SES-T/C-20111123-01403, SES-T/C-20111206-01427, ITC-T/C-20111123-00354, ITC-T/C-20111123-00355, ULS File No. 0004961083 (“Applications”).

² Applications at 3.

voting interests in Intelsat.³ Other investors, including Credit Suisse, Ridgemont Equity Partners and members of the Intelsat management hold the remaining equity interests in Intelsat.⁴ Intelsat, a Luxembourg company, is the indirect parent company of the Intelsat Licensees.⁵

B. The Parties after the Transaction

Upon the closing of the transaction, Intelsat will be owned by its existing owners⁶ plus the owners of the newly issued shares.⁷ At that point, the shares of Intelsat will be publicly traded and Intelsat's current owners will have the option of further reducing their ownership interests. The percentage of voting interest each shareholder will have will depend on the number of common shares issued and sold. Intelsat believes that no one entity or individual will hold 50 percent or more of the voting shares in Intelsat after the transaction is completed. BCP would no longer have voting control through a majority of stock. Intelsat also believes that none of the other current owners of Intelsat will retain more than a ten percent interest after the transactions.⁸ Intelsat anticipates that holders of the publicly-traded shares will own more than 40 percent of Intelsat.⁹

Intelsat states that the Board of Directors will continue to be its governing body after the transaction. Intelsat envisions that the Board of Directors will have eight members who will be elected by shareholders, who will be given one vote per common share, at a general meeting. Under a governance agreement, BCP and SLP will be able to nominate some directors for election to the Intelsat Board.¹⁰

C. The Applications

The Applications seek consent to transfer control of the following authorizations:

Space Station Applications:

<u>File Nos.</u>	<u>File Name:</u>	<u>Call Signs:</u>
SAT-T/C-20111123-00225	Intelsat New Dawn Company, Ltd.	S2751
SAT-T/C-20111123-00226	Intelsat License LLC	S2715 <i>et al.</i>

Earth Stations Licenses:

<u>File Nos.</u>	<u>Licensee:</u>	<u>Call Signs:</u>
SES-T/C-20111123-01403	Intelsat License LLC	E030073 <i>et al.</i>
SES-T/C-20111206-01427	Intelsat License LLC	E080108 <i>et al.</i>

³ *Id* at 3, and Exhibit 1.

⁴ *Id.*

⁵ *Id.*

⁶ *See supra* Section II.A.

⁷ Applications at 4.

⁸ *Id.* at 5.

⁹ *Id.*

¹⁰ *Id.* Intelsat states that they do not anticipate the immediate replacement of any existing member of Intelsat's management.

International Section 214 Authorizations:

<u>File Nos.</u>	<u>Authorization Holder:</u>	<u>Lead Authorization File No:</u>
ITC-T/C-20111123-00354	Intelsat General Corporation	ITC-MOD-20040329-00170
ITC-T/C-20111123-00355	Intelsat USA License	ITC-MOD-20051007-00445

Private Land Mobile Radio Licenses:

<u>File No.</u>	<u>Licensee:</u>	<u>Call Signs:</u>
0004961083	Intelsat Global Holdings S.A.	WII902 <i>et al.</i>

III. EX PARTE STATUS OF THIS PROCEEDING

This proceeding shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules.¹¹ Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b). In proceedings governed by rule 1.49(f) or for which the Commission has made available a method of electronic filing, written *ex parte* presentations and memoranda summarizing oral *ex parte* presentations, and all attachments thereto, must be filed through the electronic comment filing system available for that proceeding, and must be filed in their native format (*e.g.*, .doc, .xml, .ppt, searchable .pdf). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

IV. GENERAL INFORMATION

The Applications 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 is determined to be defective or not in conformance with the Commission’s rules or policies. Final action on the Applications will not be taken earlier than thirty-one (31) days following the date of this Public Notice.¹²

Interested parties must file petitions to deny or comments no later than **January 19, 2012**. Responses or oppositions to comments and petitions must be filed no later than **January 30, 2012**. Replies to such pleadings must be filed no later than **February 6, 2012**. All filings concerning matters referenced in this Public Notice should refer to **DA 11-2038, IB Docket No. 11-205**, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

To allow the Commission to consider fully all substantive issues regarding the Applications in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.¹³ A party or

¹¹ 47 C.F.R. §§ 1.1200 *et seq.*

¹² See 47 U.S.C. § 309(b).

¹³ See 47 C.F.R. §1.45(c).

interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.¹⁴

Under the Commission's procedures for the submission of filings and other documents,¹⁵ submissions in this matter may be filed electronically (*i.e.*, through ECFS) or by hand delivery to the Commission's Massachusetts Avenue location.

- **Electronic Filers:**¹⁶ 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.

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@bcpweb.com or (202) 488-5563 (facsimile).

¹⁴ *See Id.*

¹⁵ *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, DA 01-2919, 16 FCC Rcd 22165 (2001); *Reminder: Filing Locations for Paper Documents and Instructions for Mailing Electronic Media*, Public Notice, DA 03-2730, 18 FCC Rcd 16705 (2003).

¹⁶ *See Electronic Filing of Documents in Rulemaking Proceedings*, GC Docket No. 97-113, Report and Order, 13 FCC Rcd 11322 (1998).

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

- (1) Lynne Montgomery, Satellite Division, International Bureau, at Lynne.Montgomery@fcc.gov or (202) 418-0748 (facsimile);
- (2) Marilyn Simon, Satellite Division, International Bureau, at Marilyn.Simon@fcc.gov or (202) 418-0748 (facsimile);
- (3) Jim Bird, Office of General Counsel, at Jim.Bird@fcc.gov or (202) 418-2822 (facsimile);
- (4) Neil Dellar, Transaction Team, Office of General Counsel, at Neil.Dellar@fcc.gov or (202) 418-1234 (facsimile);
- (5) David Krech, Policy Division, International Bureau, at David.Krech@fcc.gov or (202) 418-2824.
- (6) Jeff Tobias, Mobility Division, Wireline Telecommunications Bureau, Jeff.Tobias@fcc.gov or (202) 418-1617

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>.

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

For further information, contact Lynne Montgomery, Satellite Division, International Bureau, at 202-418-2229.