



PUBLIC NOTICE

Federal Communications Commission
45 L Street NE
Washington, DC 20554

News Media Information 202-418-0500
Internet: www.fcc.gov
TTY: 888-835-5322

DA 24-872
August 29, 2024

APPLICATIONS FILED FOR TRANSFER OF CONTROL OF INTELSAT TO SES

Pleading Cycle Established

SB Docket No. 24-267

Comments/Petitions Due: September 30, 2024

Responses to Comments/Oppositions to Petitions Due: October 15, 2024

Replies to Responses/Oppositions Due: October 25, 2024

By this Public Notice, the Space Bureau, Wireless Telecommunications Bureau, and Office of Engineering and Technology seek comment from interested parties on applications filed pursuant to section 310(d) of the Communications Act of 1934, as amended (the Act),¹ for consent to transfer control of licenses held by Intelsat Holdings S.à.r.l. and its subsidiaries, to SES S.A. (SES, and, together with Intelsat, the Applicants).² The Space Bureau also seeks comment on whether the transaction would affect any of the Commission's considerations when Intelsat space stations were granted U. S. market entry.³

SES is a satellite connectivity provider headquartered in Luxembourg.⁴ Through its affiliates, SES operates a fleet of 43 geostationary satellites and 26 non-geostationary satellites, along with an extensive ground network, all operating primarily in the C-, Ku- and Ka-bands.⁵ SES offers satellite capacity, products, and services to customers worldwide, including content distribution and contribution services to cable, broadcast and media companies; satellite connectivity to aircraft and maritime vessels;

¹ 47 U.S.C. § 310(d); *see also* 47 CFR §§ 1.948, 5.79, 25.119.

² *See* Description of Transaction and Public Interest Statement, ICFS File No. SAT-T/C-20240530-00117 (filed May 30, 2024) (Narrative). The applications subject to this Public Notice (Applications) are listed in the Attachment to this Public Notice.

³ 47 CFR § 25.137(g) (“A non-U.S.-licensed satellite operator that acquires control of a non-U.S.-licensed space station that has been permitted to serve the United States must notify the Commission within 30 days after consummation of the transaction so that the Commission can afford interested parties an opportunity to comment on whether the transaction affected any of the considerations we made when we allowed the satellite operator to enter the U.S. market.”). For the space station U.S. market access grants held by Intelsat, the Applicants filed notifications of transfer of control prior to consummation of the transaction, although section 25.137(g) permits notification within 30 days after consummation. *Id.*

⁴ Narrative at 2.

⁵ *Id.*

4G and 5G network expansion and resiliency for mobile operators; direct connectivity to cloud computing data centers; and secure communications for government customers.⁶

SES is publicly traded. The Etat du Grand Duché de Luxembourg (the State of Luxembourg), the Banque et Caisse d'Épargne de l'Etat (BCEE) and the Société Nationale de Crédit et d'Investissement (SNCI) – each of which is a financial institution 100% owned by the State of Luxembourg – hold Class B shares of SES representing a combined effective economic interest of 16.67% and effective voting interest of 33.33%, in addition to each holding a limited number of publicly traded Fiduciary Deposit Receipts (“FDRs”).⁷ Atlas Infrastructure Partners (UK) Ltd, a U.K. company operating as an investment fund, holds an 11.7% economic interest and a 9.3% voting interest in SES.⁸

Intelsat, headquartered in McLean, Virginia and Luxembourg, is the Commission’s largest geostationary satellite licensee and through its affiliates, operates a fleet of 57 geostationary satellites and an associated ground network in the C-, Ku-, and Ka-bands.⁹ Intelsat provides communications services to media companies, telecommunications operators, commercial aviation, Internet service providers, and government customers, including voice, video, and data communications.¹⁰

On May 1, 2024, SES and Intelsat entered into a share purchase agreement pursuant to which SES would acquire 100% of the outstanding shares and assets in Intelsat Holdings S.à.r.l.¹¹ As a result of the proposed transaction, all of the Commission licenses and grants of U.S. market access held by Intelsat would be transferred to SES.¹²

The Applicants assert that grant of the Applications would serve the public interest, convenience and necessity, deliver public interest benefits, and preserve and enhance competition in relevant markets.¹³ The Applicants argue they face robust and growing competition from operators of non-geostationary satellite constellations,¹⁴ from geostationary satellite operators,¹⁵ from multi-orbit system operators and terrestrial-satellite hybrid networks,¹⁶ and from terrestrial providers.¹⁷ The Applicants contend that the merger would enable them to combine their assets to create an optimized network;¹⁸ that

⁶ *Id.*

⁷ *Id.*, Exh. 4 at 1. The Applicants state that, according to publicly available information as of April 4, 2024, the State of Luxembourg held FDRs representing an economic interest of 1.36% and voting interest of 1.09% in SES. *Id.* According to SNCI’s 2022 Annual Report, it held FDRs representing an economic interest of 1.59% and voting interest of 1.27% in SES as of December 31, 2022. *Id.* According to the BCEE Annual Report from 2023, BCEE held FDRs representing an interest of 1.28% in SES as of December 31, 2023. *Id.*

⁸ *Id.*, Exh. 4 at 2.

⁹ *See id.* at 3.

¹⁰ *Id.*

¹¹ *Id.* at 3.

¹² *Id.*

¹³ *Id.* at 4.

¹⁴ *Id.* at 6-8.

¹⁵ *Id.* at 8-10.

¹⁶ *Id.* at 10-11.

¹⁷ *Id.* at 11-12.

¹⁸ *Id.* at 12-13.

transaction-related synergies would enable the combined company to better invest and innovate,¹⁹ and that the combination would enable the combined company to offer a more expansive suite of solutions to customers over a more robust and reliable network.²⁰

GENERAL INFORMATION

The applications identified 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 is determined to be defective and not in conformance with the Commission's rules and policies.

Interested parties may file comments, responses to comments, and replies to responses on or before the dates listed on the first page of this public notice. Comments may be filed in the docket using the Commission's Electronic Comment Filing System (ECFS) or by paper.

- *Electronic Filers:* Comments may be filed electronically by accessing ECFS at <http://apps.fcc.gov/ecfs/>.
- *Paper Filers:* Parties who choose to file by paper must file an original and one copy of each filing.
 - Filings can be sent by hand or messenger delivery, by commercial courier, or by the U.S. Postal Service. All filings must be addressed to the Secretary, Federal Communications Commission.
 - Hand-delivered or messenger-delivered paper filings for the Commission's Secretary are accepted between 8:00 a.m. and 4:00 p.m. by the FCC's mailing contractor at 9050 Junction Drive, Annapolis Junction, MD 20701. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes and boxes must be disposed of before entering the building.
 - Commercial courier deliveries (any deliveries not by the U.S. Postal Service) must be sent to 9050 Junction Drive, Annapolis Junction, MD 20701.
 - Filings sent by U.S. Postal Service First-Class Mail, Priority Mail, and Priority Mail Express must be sent to 45 L Street NE, Washington, DC 20554.

People with Disabilities: We ask that requests for accommodations be made as soon as possible in order to allow the agency to satisfy such requests whenever possible. Send an email to fcc504@fcc.gov or call the Consumer and Governmental Affairs Bureau at (202) 418-0530.

The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules. 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),

¹⁹ *Id.* at 13-14.

²⁰ *Id.* at 14-22.

47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's *ex parte* rules.

To allow the Commission to consider fully all substantive issues regarding the application 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.²¹ A party or 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.

For further information, contact Clay DeCell, Space Bureau, (202) 418-0803, or Patrick Sun, Office of Economics and Analytics, (202) 418-2753.

²¹ See 47 CFR § 1.45(c).

ATTACHMENT²²**Part 5 – Experimental Licenses**

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0027-EX-TU-2024	Intelsat Inflight Licenses LLC	WF2XMC
0028-EX-TU-2024	Intelsat License LLC	WO2XDP

Part 25 – Space Station Licenses

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
SAT-T/C-20240530-00116	Horizons–3 License LLC	S2947
SAT-T/C-20240530-00117	Intelsat License LLC	S2846

Part 25 – Space Station Grants of U.S. Market Access

<u>File Number</u>	<u>Grantee</u>	<u>Call Sign</u>
SAT-MPL-20240809-00176	Intelsat License LLC	S3058
SAT-MPL-20240809-00177	Intelsat License LLC	S2592
SAT-MPL-20240809-00178	Horizons–1 Satellite LLC	S2475
SAT-MPL-20240809-00179	Horizons–4 Satellite LLC	S3180

Part 25 – Earth Station Licenses

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
SES-T/C-20240530-01222	Intelsat Inflight Licenses LLC	E150104
SES-T/C-20240603-01221	Intelsat License LLC	E000048

²² In addition to the current Intelsat authorizations listed in the Applications, the Applicants request that any Commission approval of the Applications include authority for the combined company to acquire control of: (i) any additional licenses and authorizations issued to Intelsat prior to grant of the Applications or during the period required for consummation following grant; and (ii) any applications (including applications for special temporary authority), petitions, or other filings that have been submitted by Intelsat and are pending at the time of consummation of the Proposed Transaction. Narrative at 23.

Part 90 – Industrial/Business Pool Private Wireless License

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0011092560	Intelsat License LLC	WQSW724

– FCC –