

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of the Joint Application of)	
)	
Stratos Offshore Services Company,)	File No. ITC-ASG-20130815-00212
Assignor,)	
)	
and)	WC Docket No. 13-224
)	
RigNet SatCom, Inc.,)	
Assignee)	
)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as amended, and Sections 63.04 and 63.24 of the)	
Commission's Rules to Complete an)	
Assignment of Licenses and Purchase of Assets)	
of an Authorized Domestic and International)	
Section 214 Carrier)	
)	

SUPPLEMENT TO JOINT APPLICATION

Stratos Offshore Services Company (“Stratos” or “Assignor”) and RigNet SatCom, Inc. (“RigNet” or “Assignee”) (collectively, the “Applicants”), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, hereby supplement the Application filed on August 15, 2013, seeking Commission approval for Section 214 authority in a transaction whereby RigNet will acquire from Stratos certain assets, including certain licenses, related network facilities, and customer accounts in the oil and gas industry associated with Stratos’ retail energy business.¹

¹ RigNet is concurrently filing: (1) a supplement to the pending Petition for Declaratory Ruling Under Section 310(b)(4) of the Communications Act, as Amended to Permit Indirect Foreign Investment Above 25 Percent (File No. ISP-PDR-20130815-00004), (2) supplements to the pending applications to assign earth station licenses (File Nos. SES-ASG-20130815-00736 and SES-ASG-20130815-00737), (3) an amendment to the pending

I. PURPOSE OF SUPPLEMENT

Since the Application was filed, Energy Growth Holding AS, Energy Growth AS and Cubera Secondary KS entered into an agreement with KKR European Fund III, Limited Partnership (“KKR European Fund III”), a fund controlled by affiliates of KKR & Co. L.P. (“KKR”), and Digital Oilfield Investments LP, a controlled affiliate of KKR European Fund III (“Digital”), whereby Digital, organized under the laws of the Cayman Islands, will acquire an approximate 27.2 percent interest in RigNet, Inc. (hereinafter, the “KKR Transaction”). Accordingly, the Applicants hereby update the Application to provide additional information regarding KKR’s proposed ownership interest in RigNet. A chart depicting RigNet’s ownership structure upon consummation of the KKR Transaction is attached hereto as Exhibit A.

II. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission’s Rules, the Applicants submit the following additional information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this supplement to the Application:

Section 63.18(h) – Ownership

The following entities will hold an indirect 10 percent or greater interest in RigNet SatCom, Inc., as calculated pursuant to Commission ownership attribution rules for wireline and international telecommunications carriers:

Name:	Digital Oilfield Investments LP
Address:	Maples Corporate Services Limited, Uglund House, PO Box 309, George Town, Grand Cayman, KY1-1104, Cayman Islands
Citizenship:	Cayman Islands
Principal Business:	Investment Vehicle
% Equity:	27.2%

application to assign wireless radio service licenses (File No. 0005888867), and (4) amendments to the pending lease applications (File Nos. 005896965 and 0005897246).

Name: **Digital Oilfield Investments GP Limited**
Address: Maples Corporate Services Limited, Uglund House, PO Box 309,
George Town, Grand Cayman, KY1-1104, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investment Vehicle
% Equity: less than 1% Equity (control of Digital)

Name: **KKR European Fund III, Limited Partnership**
Address: Maples Corporate Services Limited, Uglund House, PO Box 309,
George Town, Grand Cayman, KY1-1104, Cayman Islands
Citizenship: Cayman Islands
Type of Business: Exempted Limited Partnership
Principal Business: Investment Fund
% Equity: 25.84% (holds 95% limited partnership interest in Digital Oilfield
Investments LP, and is sole member of Digital Oilfield
Investments GP Limited)

Name: **KKR Associates Europe III, Limited Partnership**
Address: Maples Corporate Services Limited, Uglund House, PO Box 309,
George Town, Grand Cayman, KY1-1104, Cayman Islands
Citizenship: Cayman Islands
Type of Business: Exempted Limited Partnership
Principal Business: Investment Management Company
% Equity: less than 1% equity (General Partner of KKR European Fund III,
Limited Partnership)

Name: **KKR Europe III Limited**
Address: Maples Corporate Services Limited, Uglund House, PO Box 309,
George Town, Grand Cayman, KY1-1104, Cayman Islands
Citizenship: Cayman Islands
Type of Business: Exempted Company
Principal Business: Investment Management Company
% Equity: less than 1% equity (General Partner of KKR Associates Europe
III, Limited Partnership)

Name: **KKR Fund Holdings L.P.**
Address: Maples Corporate Services Limited, Uglund House, PO Box 309,
George Town, Grand Cayman, KY1-1104, Cayman Islands
Citizenship: Cayman Islands
Type of Business: Exempted Limited Partnership
Principal Business: Investment Management Company
% Equity: less than 1% equity (Sole member of KKR Europe III Limited)

Name: **KKR Fund Holdings GP Limited**
Address: Maples Corporate Services Limited, Uglund House, PO Box 309,
George Town, Grand Cayman, KY1-1104, Cayman Islands

Citizenship: Cayman Islands
Type of Business: Exempted Company
Principal Business: Investment Management Company
% Equity: less than 1% equity (General Partner of KKR Fund Holdings L.P.)

Name: **KKR Group Holdings L.P.**
Address: Maples Corporate Services Limited, Uglund House, PO Box 309,
George Town, Grand Cayman, KY1-1104, Cayman Islands

Citizenship: Cayman Islands
Type of Business: Exempted Limited Partnership
Principal Business: Investment Management Company
% Equity: less than 1% equity (General Partner of KKR Fund Holdings L.P.
and sole shareholder of KKR Fund Holdings GP Limited)

Name: **KKR Group Limited**
Address: Maples Corporate Services Limited, Uglund House, PO Box 309,
George Town, Grand Cayman, KY1-1104, Cayman Islands

Citizenship: Cayman Islands
Type of Business: Exempted Company
Principal Business: Investment Management Company
% Equity: less than 1% equity (General Partner of KKR Group Holdings
L.P.)

Name: **KKR & Co. L.P.**
Address: c/o The Corporation Trust Company, Corporation Trust Center,
1209 Orange Street, Wilmington, New Castle County, Delaware
19801

Citizenship: Delaware
Type of Business: Limited Partnership
Principal Business: Investment Management Company
% Equity: less than 1% equity (Sole member of KKR Group Limited)

Name: **KKR Management LLC**
Address: c/o The Corporation Trust Company, Corporation Trust Center,
1209 Orange Street, Wilmington, New Castle County, Delaware
19801

Citizenship: Delaware
Type of Business: Limited Liability Company
Principal Business: Investment Management Company
% Equity: None. KKR Management LLC serves as the general partner of
KKR & Co. L.P. KKR Management LLC does not hold any
economic interests in KKR & Co. L.P. and is owned by senior
KKR principals.

Name: **Henry R. Kravis**
Address: 9 West 57th Street, Suite 4200, New York, NY
Citizenship: United States
Principal Business: Investments
% Equity: less than 5% equity (Designated member of KKR Management LLC)

Name: **George R. Roberts**
Address: 9 West 57th Street, Suite 4200, New York, NY
Citizenship: United States
Principal Business: Investments
% Equity: less than 5% equity (Designated member of KKR Management LLC)

Section 63.18 (i) – Affiliation with Foreign Carriers

KKR's affiliated funds own Versatel, AG, a foreign carrier in Germany. RigNet certifies that following consummation of the transaction: (i) it will not be a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d); and (ii) it may become affiliated with Versatel AG, which provides voice, Internet, and data services to residential, business and wholesale customers in Germany.

Section 63.18(j) – Certification regarding International Telecommunications Services

RigNet certifies that it does not seek to provide international telecommunications services to any destination country where any entity that owns more than 25 percent of RigNet, or that controls RigNet, controls a foreign carrier in that country, except in Germany, where KKR controls its affiliated funds that own Versatel AG, which provides the services described above in response to Section 63.18(i).

Section 63.18(k) – Destination Countries Listed in Response to Section 63.18(j)

Germany is a member of the World Trade Organization and none of RigNet's foreign carrier affiliates – including German affiliate Versatel AG – has a 50 percent or greater share of the market for international transport and local access in that destination country.

Section 63.18(m) – Non-dominance Classification

Versatel AG, lacks sufficient market power in Germany to adversely affect competition in the U.S. market, as it controls less than 50 percent of the local access and international transport markets in Germany.

Section 63.18(o) – Anti-Drug Abuse Act Certification

Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.P.R. §§ 1.2001-1.2003.

III. CONCLUSION AND REQUEST FOR EXPEDITED TREATMENT

For the reasons stated in the instant Application, as updated, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. RigNet further respectfully requests this matter be given expedited consideration. This Application relates to an asset transaction for which multiple assignment applications have been filed.² RigNet has expended, and is continuing to expend, significant resources to transition its business systems to operate the assets to be acquired, not to mention discontinuing Inmarsat's accounting team in Newfoundland, Canada and re-establishing the function in Houston through considerable investment in new hire accounting personnel. RigNet is working to complete all of the business and operational arrangements necessary to meet the conditions to closing of the asset transaction and anticipates that all such arrangements will be in place by December 15, 2013, leaving the FCC regulatory approvals as the only potentially outstanding condition to completing the transaction. A prolonged delay in the closing of this transaction will result in material cost inefficiencies increasing the economic burden on RigNet thereby making it more

² *See infra* footnote 1.

difficult to successfully integrate the purchased assets and customer services on a timely basis. Further, RigNet is acutely aware that a delay in the closing creates significant uncertainty that puts at risk the operational and technical personnel to be transferred and needed for a seamless transition in operations and customer service. RigNet accordingly requests that the Commission expedite its consideration of this Application.

Respectfully submitted,

/s/ Catherine Wang
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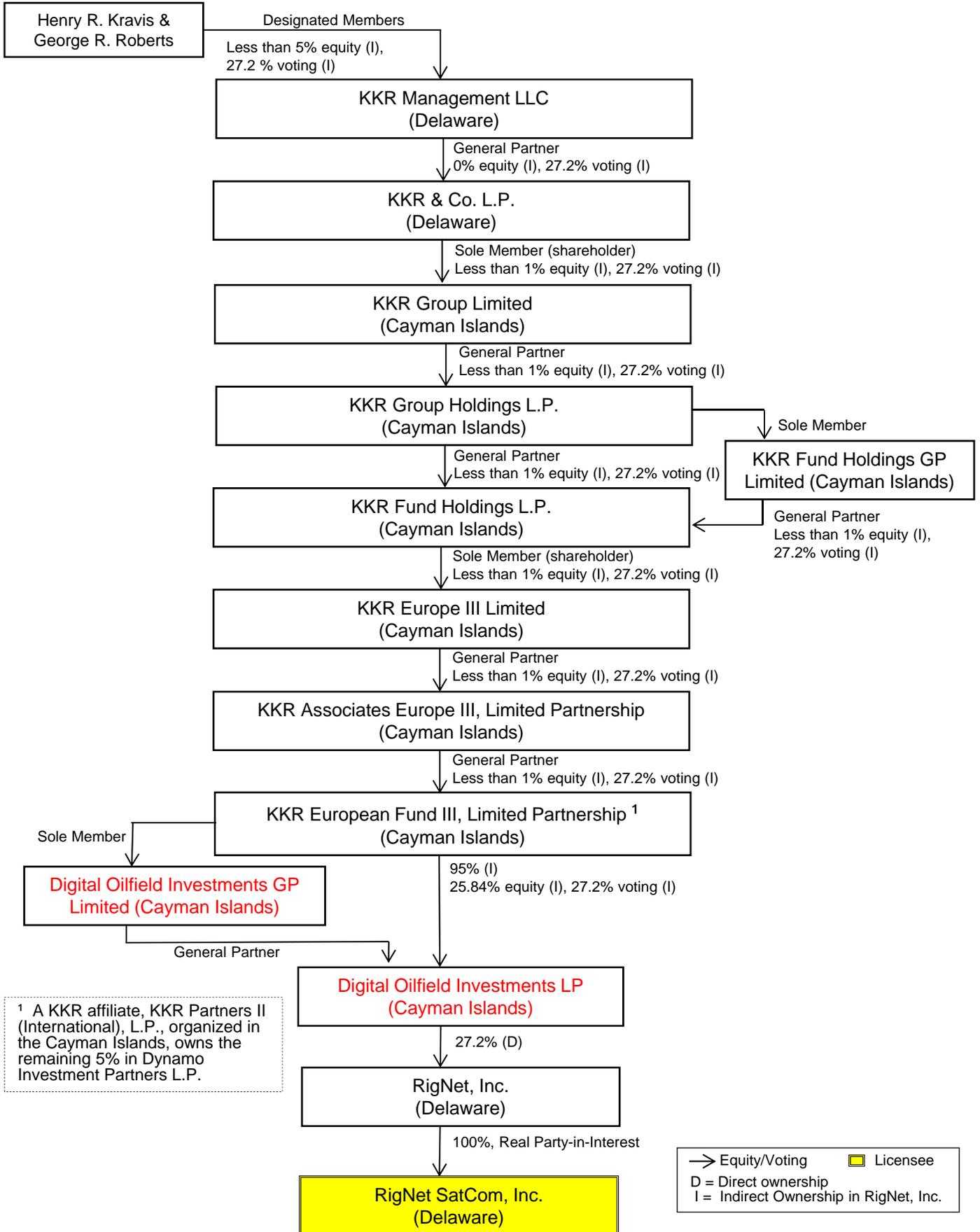
Dated: September 30, 2013

EXHIBIT A

Proposed Ownership Structure of RigNet

EXHIBIT A

Ownership and Control Structure of KKR's Interest in RigNet



¹ A KKR affiliate, KKR Partners II (International), L.P., organized in the Cayman Islands, owns the remaining 5% in Dynamo Investment Partners L.P.

→ Equity/Voting Licensee
 D = Direct ownership
 I = Indirect Ownership in RigNet, Inc.