

FCC Form 703

OET File No. 0005-EX-TU-2005

This application is one of several simultaneously filed applications (the “Applications”) seeking Commission consent to a *pro forma* transfer of control of Intelsat LLC, Intelsat North America LLC and Intelsat MTC LLC (collectively, the “Intelsat Title III Licensees”), the holders of certain space station, earth station, private land mobile and experimental licenses and authorizations.

I. The Proposed *Pro Forma* Transfer of Control

On December 22, 2004, the Commission released an Order and Authorization in IB Docket No. 04-366 authorizing, *inter alia*, the transfer of control of the Intelsat Title III Licensees from Intelsat, Ltd. to Zeus Holdings Limited (“Zeus”).¹ The transaction contemplated in the Order and Authorization was consummated on January 28, 2005.

As depicted in Exhibit 1 to this Attachment, and as described in greater detail in the Order and Authorization, the Intelsat Title III Licenses are at present controlled through various directly and indirectly wholly owned subsidiaries of Zeus.²

In order to enhance the flexibility of Intelsat’s capital structure, Zeus seeks Commission consent to execute the following two-step transaction, which will result in a *pro forma* indirect transfer of control of the Intelsat Title III Licensees:

Step 1: Intelsat (Bermuda), Ltd. will assign all or substantially all of its assets to its newly created, wholly owned subsidiary, Intelsat Subsidiary Holding Company Ltd. (a Bermuda company), and Intelsat Subsidiary Holding Company Ltd. will assume all or substantially all of the liabilities of Intelsat (Bermuda), Ltd. As a result, Intelsat Subsidiary Holding Company Ltd.

¹ *In the matter of Intelsat, Ltd., Transferor, and Zeus Holdings Limited, Transferee, Consolidated Application for Consent to Transfers of Control of Holders of Title II and Title III Authorizations and Petition for Declaratory Ruling under Section 310 of the Communications Act of 1934, as Amended, Order and Authorization*, IB Docket No. 04-366, DA 04-4034 (rel. Dec. 22, 2004) (the “Order and Authorization”).

² Approximately ninety-nine percent of the issued and outstanding equity of Zeus is wholly owned by 20 entities (collectively, the “Investing Funds”) ultimately controlled by four private equity fund groups: (1) Apax Excelsior VI and Apax Europe V (together, “Apax”); (2) Apollo V (“Apollo”); (3) Madison Dearborn (“MDP”); and (4) Permira Europe III (“Permira” and, together with Apax, Apollo, and MDP, the “Private Equity Funds”). Each of the Private Equity Funds holds approximately 24.8 percent of the equity and voting interests in Zeus and its direct and indirect wholly-owned subsidiaries, including the Intelsat Licensees. The remaining approximate one percent of the issued and outstanding equity of Zeus is held by members of Zeus’ management and a Delaware limited liability company. Two of the Private Equity Funds (Apollo and MDP) ultimately are controlled by U.S. citizens and the other two (Apax and Permira) ultimately are controlled by citizens of the United States and other World Trade Organization (“WTO”) Members. The board of directors of Zeus consists of four individuals elected by the affirmative vote of three-fourths of the votes of all issued and outstanding shares of Zeus entitled to vote on the election of directors. Each Private Equity Fund has appointed one of the current board members, all of whom are citizens of the United States or United Kingdom.

will be interposed as a 100% owned holding company between Intelsat (Bermuda), Ltd. and the Intelsat Title III Licensees.

Step 2: Zeus Special Subsidiary Limited, a newly created and wholly owned subsidiary of Intelsat, Ltd. and a Bermuda company, will amalgamate with Intelsat (Bermuda), Ltd., with the resulting amalgamated company continuing to be named Intelsat (Bermuda), Ltd. Intelsat (Bermuda), Ltd. (the amalgamated company) will continue to hold 100% of Intelsat Subsidiary Holding Company Ltd. and will continue to be a wholly owned subsidiary of Intelsat, Ltd.

The proposed post-consummation structure for which FCC approval is sought is illustrated in Exhibit 2 to this Attachment.

Following consummation of the proposed transaction, the officers and directors of Intelsat Subsidiary Holding Company Ltd., who also are the directors and officers of Intelsat (Bermuda), Ltd., will be:

Directors

Name	Citizenship
Andrew P. Sillitoe	U.K.
Andrew D. Africk	U.S.
James N. Perry, Jr.	U.S.
Richard A. Haight	U.S.
Conny Kullman	Sweden

Officers

Name	Position
Conny Kullman	Chairman, President and CEO
James N. Perry	Deputy Chairman
Andrew D. Africk	Vice President
Aaron Stone	Vice President
Judith Collis	Resident Representative
Anthony Civale	Assistant Secretary
David Meltzer	Assistant Secretary
Patrick Cerra	Assistant Secretary and Vice President

The address of Intelsat Subsidiary Holding Company Ltd., Intelsat (Bermuda), Ltd. and each of the officers and directors thereof is:

Canon's Court,
22 Victoria Street,
Hamilton HM EX
Bermuda

As indicated above, the Intelsat Title III Licensees presently are controlled indirectly by Zeus. After the proposed transaction is consummated, Zeus will continue to indirectly control the Intelsat Title III Licensees. This proposed transaction constitutes a *pro forma* transfer of control

because ultimate ownership and control of the Intelsat Title III Licensees will be exactly the same before and after the proposed transaction. Accordingly, it is not necessary to place this application on public notice prior to the grant thereof.³

The Applicant will supplement, as necessary, any applications that are pending upon the consummation of the proposed transaction to reflect the *pro forma* change in ownership.⁴ The Applicant also will adhere to the Commission's procedures for notifying transfers of control of non-U.S. licensed satellites on the Permitted Space Station list.⁵ To the extent that any pending applications, or any other applications for new facilities or for renewal or modification of existing facilities, are granted prior to the closing of the proposed transaction, Intelsat requests that the grant of this application include consent with respect to all such subsequently granted authorizations.

II. Request for Modification of Foreign Ownership Declaratory Ruling

In conjunction with the Applications, Zeus hereby requests that the Commission issue an order modifying the Commission's December 22, 2004, ruling on Zeus' petition for declaratory ruling under section 310(b) (the "Foreign Ownership Declaratory Ruling") so as to enable Zeus to implement the proposed *pro forma* transfer of control and allow Zeus greater flexibility with respect to the organization of its subsidiaries.⁶ Specifically, Zeus requests that the Foreign Ownership Declaratory Ruling be modified to allow the foreign equity and voting interests in the Intelsat Title III Licensees to be held by and through Zeus, Intelsat, Intelsat (Bermuda), Ltd. (after giving effect to the amalgamation of Zeus Special Subsidiary Limited with Intelsat (Bermuda), Ltd.), and Intelsat Subsidiary Holding Company Ltd. and, in the case of Intelsat MTC LLC, Intelsat Global Sales & Marketing Ltd.

The indirect foreign ownership of the Intelsat Title III Licensees following such modification will remain the same as previously approved, with the exception of (i) the interposition of a new Bermuda holding company (with the same officers and directors as its parent), Intelsat Subsidiary Holding Company Ltd., between Intelsat (Bermuda), Ltd. and the Intelsat Title III Licensees, and (ii) the amalgamation of Zeus Special Subsidiary Limited, a wholly owned subsidiary of Intelsat, Ltd. and a Bermuda company, with Intelsat (Bermuda), Ltd.

³ As discussed in greater detail below, it is not necessary for the FCC to issue a public notice in conjunction with this application or the request for modification of the Zeus/Intelsat foreign ownership ruling set forth in Section II below. See 47 C.F.R. § 25.151(c)(5) (public notice unnecessary "where the assignment or transfer does not involve a substantial change of ownership or control"; 47 C.F.R. § 25.119(d) (*pro forma* ownership changes are "non-substantial").

⁴ See 47 C.F.R. § 1.65.

⁵ One of the space stations controlled by Zeus, Intelsat Americas 13 (formerly known as Telstar 13), is an in-orbit satellite, the C-band portion of which is licensed by Papua New Guinea. See 47 U.S.C. § 25.137(g); see also Amendment of the Commission's Space Station Licensing Rules and Policies, 18 FCC Rcd 10760, 10880, at ¶¶ 326-327 (2003).

⁶ See Order and Authorization, ¶¶ 17-27, Appendix B.

Showings for the principal place of business of Intelsat (Bermuda), Ltd. and Intelsat Subsidiary Holding Company Ltd. are as follows:

Reporting Entity: Intelsat (Bermuda), Ltd.

- (i) Country of organization: BERMUDA
- (ii) Citizenship of officers and directors: UNITED STATES, UNITED KINGDOM, SWEDEN⁷
- (iii) Location of world headquarters: BERMUDA
- (iv) Location of tangible properties: BERMUDA
- (v) Location of greatest sales and/or revenues: BERMUDA

Reporting Entity: Zeus Special Subsidiary Limited

- (i) Country of organization: BERMUDA
- (ii) Citizenship of officers and directors: UNITED STATES, UNITED KINGDOM, SWEDEN
- (iii) Location of world headquarters: BERMUDA
- (iv) Location of tangible properties: BERMUDA
- (v) Location of greatest sales and/or revenues: N/A

Reporting Entity: Intelsat Subsidiary Holding Company Ltd.

- (i) Country of organization: BERMUDA
- (ii) Citizenship of officers and directors: UNITED STATES, UNITED KINGDOM, SWEDEN⁸
- (iii) Location of world headquarters: BERMUDA
- (iv) Location of tangible properties: BERMUDA
- (v) Location of greatest sales and/or revenues: BERMUDA

⁷ Zeus notes that the officers and directors of Intelsat (Bermuda), Ltd. will not change following the amalgamation of Zeus Special Subsidiary Limited with Intelsat (Bermuda), Ltd.

⁸ Zeus notes that the officers and directors of Intelsat Subsidiary Holding Company Ltd. are the same as those of Intelsat (Bermuda), Ltd.

Zeus and the Applicant note that no public notice on this issue need be released in light of the fact that no new issues with respect to the foreign ownership of the Intelsat Title III Licensees are raised. Specifically:

- The FCC has previously approved a Bermuda holding company structure for Intelsat essentially identical to the one contemplated by the proposed transaction. The only ultimate change in the structure previously approved by the FCC and that will result in an indirect *pro forma* transfer of control of the Intelsat Title III Licensees is the insertion of a new Bermuda holding company, Intelsat Subsidiary Holding Company Ltd., into the approved structure.
- The officers and directors of Intelsat Subsidiary Holding Company Ltd. are the same as the officers of Intelsat (Bermuda), Ltd., pre- and post-amalgamation.
- Zeus' ultimate control of the Intelsat Title III licensees, and the direct and indirect foreign ownership of Zeus, is in no way affected by the proposed *pro forma* transfer of control.
- The principal place of business of Intelsat Subsidiary Holding Company Ltd. is the same as that of its direct and indirect parents: Intelsat (Bermuda), Ltd., Intelsat, Ltd. and Zeus Holdings Limited.

Exhibit 1: Current Structure

Note: All links represent 100% ownership.

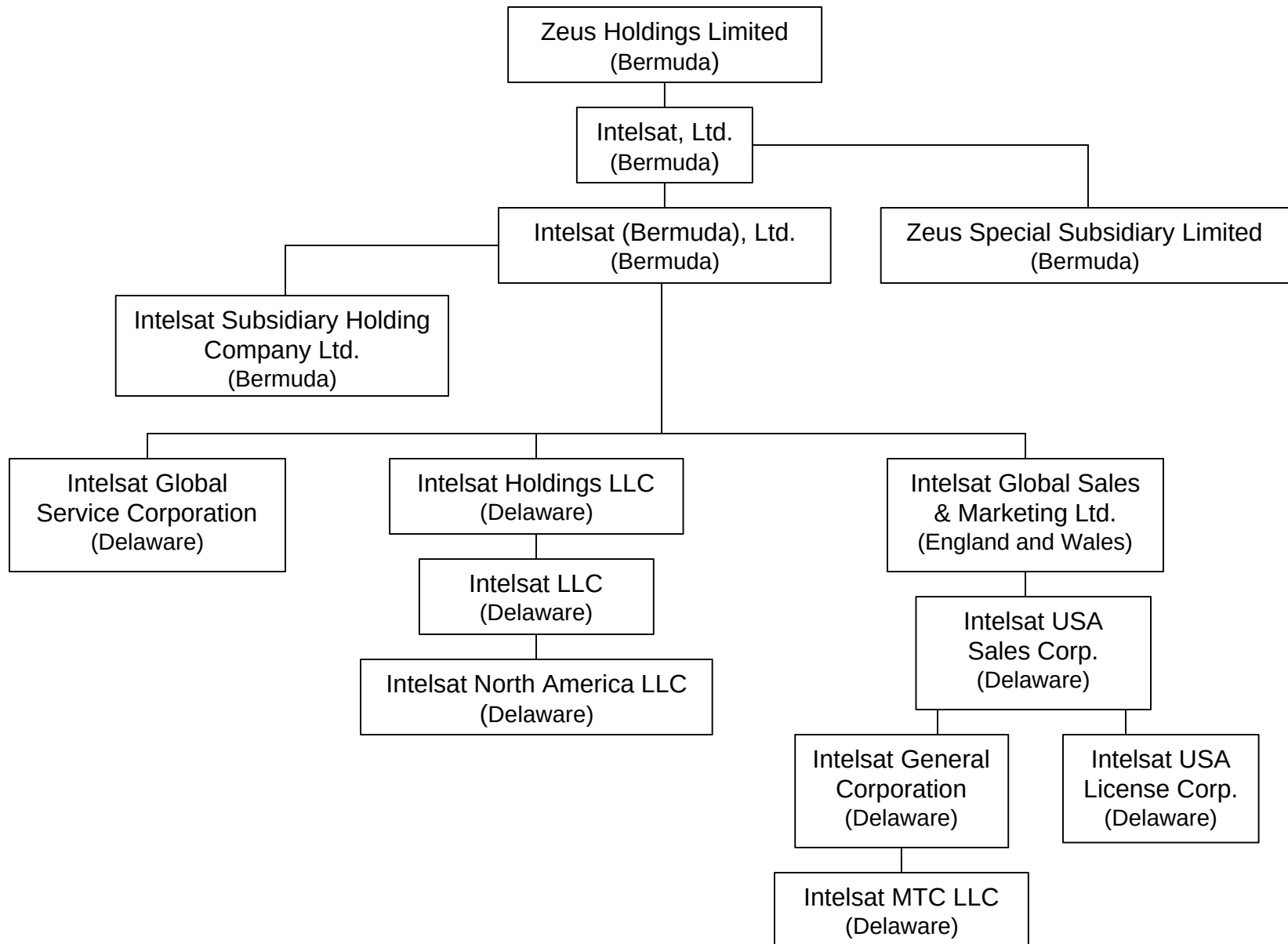


Exhibit 2: Proposed Structure

Notes:

1. All links represent 100% ownership.
2. Intelsat (Bermuda), Ltd. is the company resulting from the amalgamation of Zeus Special Subsidiary Limited with Intelsat (Bermuda), Ltd.

