

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

_____	)	
Application of	)	
	)	
Intelsat, Ltd.,	)	
Transferor	)	
	)	
and	)	File No. _____
	)	
Zeus Holdings Limited,	)	
Transferee	)	
	)	
Amendment to Application for Consent to Transfer	)	
of Control Pursuant to Section 214 of the	)	
Communications Act of 1934, as Amended	)	
_____	)	

**AMENDMENT TO APPLICATION FOR CONSENT TO TRANSFER OF CONTROL  
OF HOLDER OF INTERNATIONAL SECTION 214 AUTHORIZATION**

Intelsat, Ltd. (“Intelsat”) together with Zeus Holdings Limited (“Zeus”) (jointly, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.12, 63.18 and 63.24 of the rules of the Federal Communications Commission (“Commission”), hereby amend a pending Application for Transfer of Control to include a request for Commission consent to transfer control of Intelsat MTC LLC, holder of an international Section 214 authorization (the “International 214”), to Zeus.<sup>1</sup>

On September 21, 2004, the Commission placed on public notice Applicants’ application seeking consent to the transfer of control of certain Intelsat FCC-licensed subsidiaries to Zeus

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<sup>1</sup> 47 U.S.C. § 214; 47 C.F.R. §§ 63.12, 63.18 and 63.24.

("Consolidated Application").<sup>2</sup> On November 6, 2004, the Applicants also responded by letter to a Commission request for additional information.<sup>3</sup>

At the time the Consolidated Application was placed on public notice, an application was pending before the Commission seeking Commission consent to the assignment of an international 214 authorization from Lockheed Martin Global Telecommunications LLC ("LMGT") to Intelsat MTC LLC (the "ComGen Transaction").<sup>4</sup> Intelsat MTC LLC is an indirect wholly-owned subsidiary of Intelsat (Bermuda), Ltd., which is in turn wholly-owned by Intelsat. On October 27, 2004, the Commission granted Intelsat authority to consummate the ComGen Transaction.<sup>5</sup> Pursuant to this grant, LMGT assigned the international 214

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<sup>2</sup> Public Notice, Pleading Cycle Established, Intelsat, Ltd. Transferor, and Zeus Holdings Limited, Transferee, Seek FCC Consent to Transfer Control of Licenses and Authorizations and a Declaratory Ruling on Foreign Ownership, IB Docket No. 04-366, DA 04-3018, (rel. Sept. 21, 2004).

<sup>3</sup> Letter from Tom W. Davidson, Counsel for Zeus Holdings Limited and Bert W. Rein, Counsel for Intelsat, Ltd., to Ms. Marlene H. Dortch, Secretary, FCC, IB Docket No. 04-366 (dated November 6, 2004); Letter from James L. Ball, Chief, Policy Division, International Bureau, FCC to Tom W. Davidson, Counsel for Zeus Holdings Limited and Bert W. Rein, Counsel for Intelsat, Ltd., IB Docket No. 04-366 (dated October 19, 2004).

<sup>4</sup> Public Notice, Pleading Cycle Established, Applications of Comsat General Corporation, Lockheed Martin Global Telecommunications LLC, Comsat New Services, Inc., Intelsat LLC, and Intelsat MTC LLC to Assign Licenses and Authorizations and Request for a Declaratory Ruling on Foreign Ownership, DA 04-1873 (rel. June 25, 2004). This application also sought consent to the assignment of various other licenses and authorizations from COMSAT General Corporation, Lockheed Martin Global Telecommunications LLC ("LMGT"), and Comsat New Services, Inc. to Intelsat LLC and Intelsat MTC LLC. Concurrent with this amendment, the Applicants are filing letters pursuant to Section 1.65 of the Commission's rules to amend their pending Consolidated Application to include the licenses and authorizations recently acquired by Intelsat LLC from COMSAT General Corporation and Comsat New Services, Inc. Similarly, the Applicants are filing an amendment to the Consolidated Application seeking consent to the transfer of control of several common carrier earth station licenses recently acquired by Intelsat MTC LLC from LMGT to Zeus.

<sup>5</sup> Public Notice, Authorizations Granted, Applications of Comsat General Corporation, Lockheed Martin Global Telecommunications LLC, Comsat New Services, Inc., Intelsat LLC, and Intelsat MTC LLC to Assign Licenses and Authorizations and Request for a Declaratory Ruling on Foreign Ownership, DA 04-3418 (rel. Oct. 27, 2004).

authorization, File No. ITC-214-20001016-00636/File No. ITC-ASG-20040528-00235, to Intelsat MTC LLC on October 29, 2004.<sup>6</sup>

In footnote 68 of the Consolidated Application, the Applicants indicated they would file a minor amendment to the Consolidated Application upon closing of the ComGen Transaction requesting Commission consent to transfer control to Zeus of Intelsat licensees holding the licenses and authorizations recently acquired from the ComGen Transaction.<sup>7</sup> Given that the ComGen Transaction now has closed, the Applicants hereby amend the Consolidated Application to include a request for FCC consent to the transfer of control of Intelsat MTC LLC, and the International 214 assigned to Intelsat MTC LLC by virtue of the ComGen Transaction, to Zeus.

In the Public Notice seeking comment on the Consolidated Application, the Commission acknowledged that this authorization ultimately would be part of this proceeding.<sup>8</sup> No comments were filed in that proceeding by the filing deadline. The Applicants are filing the instant amendment at the Commission's request and with the understanding that another pleading cycle need not be established regarding the transfer of control of this Section 214 authorization to Zeus.

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<sup>6</sup> Letter from Jennifer D. Hindin, Wiley Rein & Fielding LLP, to Marlene H. Dortch, Secretary, FCC, IB Docket No. 04-235 (filed Nov. 12, 2004) (notification of consummation of assignment of licenses and authorizations).

<sup>7</sup> 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, IB Docket No. 04-366 (filed Sept. 3, 2004).

<sup>8</sup> Public Notice, Intelsat, Ltd., Transferor, and Zeus Holdings Limited, Transferee, Seek FCC Consent to Transfer Control of Licenses and Authorizations and a Declaratory Ruling on Foreign Ownership, Pleading Cycle Established, IB Docket No. 04-366, DA 04-3018, fns. 4, 6 (rel. Sept. 21, 2004).

**I. INTERNATIONAL 214 – SECTION 63.18 INFORMATION**

The following information is submitted pursuant to Section 63.18 of the Commission's rules:

- (a) The name, mailing address, and telephone number of Intelsat are as follows:

Intelsat, Ltd.  
North Tower, 2<sup>nd</sup> Floor  
90 Pitts Bay Road  
Pembroke HM 08, Bermuda  
Telephone: +441-294-1650  
Fax: +441-292-8300

The name, mailing address, and telephone number of Zeus are as follows:

Zeus Holdings Limited  
Canon's Court, 22 Victoria Street  
Hamilton, HM EX Bermuda  
Telephone: +441-295-2244  
Fax: +441-292-8666

- (b) Intelsat, Ltd. is a company formed under the laws of Bermuda.

Zeus is a company formed under the laws of Bermuda.

- (c) Correspondence concerning this amendment should be sent to:

*For Intelsat, Ltd.:*

To the address listed above in (a) with a copy to:

Intelsat MTC LLC  
Tom Kiernan  
Secretary  
4455 Connecticut Ave., N.W., Suite 2400  
Washington, D.C. 20008-3006  
Telephone: (202) 243-4005  
Fax: (202) 243-4261

Wiley Rein & Fielding LLP  
1776 K Street, N.W.  
Washington, D.C. 20006  
Phone: (202) 719-7000  
Fax: (202) 719-7049  
Attention: Bert W. Rein, Esq.

*For Zeus:*

To the address listed above in (a) with a copy to:

Tom W. Davidson  
Akin Gump Strauss Hauer & Feld LLP  
1333 New Hampshire Ave., N.W.  
Washington, D.C. 20036  
(202) 887-4011

- (d) Intelsat holds Section 214 authorizations through Intelsat USA License Corp. and Intelsat General Corporation (formerly Intelsat Government Solutions Corporation). These Section 214 authorizations are a matter of public record. *See* IB File No. ITC-T/C-20040907-00356 and IB File No. ITC-T/C-20040907-00357.

Zeus does not hold any authorizations pursuant to Section 214.

- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) The name, principal business, address, citizenship, and ownership interest of each entity that directly or indirectly will control a ten percent (10%) or greater interest in Intelsat MTC LLC at the time the instant transaction is consummated are as follows:
- |                     |   |
|---------------------|---|
| Name:               | Intelsat General Corporation (formerly Intelsat Government Solutions Corporation) |
| Address:            | 3400 International Drive, N.W.<br>Washington, D.C. 20008                          |
| Percentage Held:    | 100% equity   |
| Citizenship:        | USA   |
| Principal Business: | Communications  |

The following entity will hold a direct ownership interest in Intelsat General Corporation (formerly Intelsat Government Solutions Corporation) and a ten percent (10%) or greater indirect ownership interest in international Section 214 authorization holder Intelsat MTC LLC upon consummation of the proposed transaction:

Name:	Intelsat USA Sales Corp.
Address:	3400 International Drive, N.W. Washington, D.C. 20008
Percentage Held:	100% equity
Citizenship:	USA
Principal Business:	Communications

The following entity will hold a direct ownership interest in Intelsat USA Sales Corp. and a ten percent (10%) or greater indirect ownership interest in Intelsat MTC LLC upon consummation of the proposed transaction:

Name: Intelsat Global Sales & Marketing Ltd.  
Address: Building 3, Chiswick Park  
566 Chiswick High Road  
London W4 5YA  
United Kingdom  
Percentage Held: 100% equity  
Citizenship: USA  
Principal Business: Communications

The following entity will hold a direct ownership interest in Intelsat Global Sales & Marketing Ltd. and a ten percent (10%) or greater indirect ownership interest in Intelsat MTC LLC upon consummation of the proposed transaction:

Name: Intelsat (Bermuda), Ltd.  
Address: North Tower, 2<sup>nd</sup> Floor  
90 Pitts Bay Road  
Pembroke, HM 08, Bermuda  
Percentage Held: 100% equity  
Citizenship: Bermuda  
Principal Business: Communications

The following entity will hold a direct ownership interest in Intelsat (Bermuda), Ltd. and a ten percent (10%) or greater indirect ownership interest in Intelsat MTC LLC upon consummation of the proposed transaction:

Name: Intelsat, Ltd.  
Address: North Tower, 2<sup>nd</sup> Floor  
90 Pitts Bay Road  
Pembroke, HM 08, Bermuda  
Percentage Held: 100% equity  
Citizenship: Bermuda  
Principal Business: Communications

The name, principal business, address, citizenship, and ownership interest of each entity that directly or indirectly will control a ten percent (10%) or greater interest in Zeus at the time the instant transaction is consummated are set forth in the Consolidated Application and the November 6 Letter.

Interlocking Directorates: Not applicable.

- (i) Zeus certifies that it is not a foreign carrier and that it is not affiliated with any foreign carrier.

- (j) Zeus certifies that it does not seek to provide international telecommunications services to any destination country where:
  - (1) Zeus is a foreign carrier in that country; or
  - (2) Zeus controls a foreign carrier in that country; or
  - (3) Any entity that owns more than 25 percent of Zeus, or that controls Zeus, controls a foreign carrier in that country; or
  - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Zeus and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Zeus has no foreign carrier affiliations and is therefore entitled to nondominant regulatory treatment on all routes, except, following the consummation of the proposed instant transaction, on thin routes as set forth in the Commission's decisions in the Comsat non-dominance proceeding. *See Comsat Corporation; Policies and Rules for Alternative Incentive Based Regulation of Comsat Corporation*, Report and Order, 13 FCC Rcd 14083 (1999), Report and Order, 14 FCC Rcd 3065 (1999) (adopting incentive-based price regulation of Comsat's provision of capacity for common carriage switched voice and private line services in non-competitive, or "thin," geographic markets served only by satellite systems and where Comsat has market power). Under these decisions, Intelsat Government Solutions Corporation shall be regulated as a dominant international carrier on thin routes in its provision of space segment capacity for common carriage switched-voice and private line services, subject to the alternative rate regulation set out in the Comsat non-dominance proceeding, and as a non-dominant international carrier in its provision of all other authorized international common carrier services. *See Lockheed Martin Corporation, COMSAT Corporation, and COMSAT Digital Teleport, Inc., Assignors and Intelsat, Ltd., Intelsat (Bermuda), Ltd., Intelsat LLC, and Intelsat USA License Corp., Assignees; Applications for Assignment of Earth Station and Wirelless Licenses and Section 214 Authorizations and Petition for Declaratory Ruling*, Order and Authorization, 17 FCC Rcd 27732, 27741-27747, ¶¶ 15-23 (IB 2002). Zeus agrees to accept this regulatory status with respect to the provision of certain international common carrier services on "thin" routes by Intelsat Government Solutions Corporation and to adopt all applicable tariffs and amendments.
- (n) Zeus certifies that it has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's rules, 47 C.F.R. § 63.14(b), directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and will not enter into such agreements in the future.
- (o) Pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001-1.2003, Zeus certifies that no party to this amendment has been denied federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

- (p) Zeus is not affiliated with any foreign carriers or dominant U.S. carriers, nor is it seeking authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of such service. The instant amendment therefore qualifies for streamlined processing under Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. The parties will not consummate the proposed transaction until after all necessary Commission approvals are obtained.

Notwithstanding the foregoing, in the Public Notice seeking comment on the Consolidated Application, the Commission acknowledged that the licenses and authorizations recently acquired by Intelsat LLC and Intelsat MTC LLC as a result of the ComGen Transaction ultimately would be part of this proceeding.<sup>9</sup> No comments were filed in that proceeding by the filing deadline. As stated above, the Applicants are filing the instant amendment at the Commission's request and with the understanding that another pleading cycle need not be established regarding the transfer of control of these licenses and authorizations to Zeus.

## II. CONCLUSION

Because grant of the amendment will serve the public interest, the Parties respectfully request that the Commission expeditiously grant its consent to the Consolidated Application, as amended.

Respectfully submitted,

**INTELSAT, LTD.**  
**Transferor**

By: /s/ Richard Nash  
Richard Nash  
Assistant Secretary

Date: November 19, 2004

**ZEUS HOLDINGS LIMITED**  
**Transferee**

By: /s/ Andrew D. Africk  
Andrew D. Africk  
Vice President

Date: November 19, 2004

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<sup>9</sup> *Id.*