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November 18, 2004

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Federal Communications Commission
Office of Secretary

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW., Room TW-A325
Washington, DC 20554

Re: Amendment to Application for Transfer of Control of Intelsat LLC's Non-Common Carrier Earth Stations, IB Docket No. 04-366 (Intelsat-Zeus)

IB File No. SES-T/C-20040903-01330

Dear Ms. Dortch:

Intelsat, Ltd. ("Intelsat") together with Zeus Holdings Limited ("Zeus") (jointly, the "Applicants") hereby file this letter pursuant to Section 1.65 of the Federal Communications Commission's ("FCC" or "Commission") rules¹ to amend their pending application to transfer control of Intelsat LLC's non-common carrier earth station licenses to Zeus to include the non-common carrier earth station licenses recently acquired by Intelsat LLC from COMSAT General Corporation ("ComGen").

On September 21, 2004, the Commission placed on public notice an application submitted by the Applicants seeking consent to the transfer of control of certain Intelsat FCC-licensed subsidiaries to Zeus ("Consolidated Application").² On November 6, 2004, the Applicants also responded by letter to a Commission request for additional information.³

¹ 47 C.F.R. § 1.65.

² 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).

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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 various non-common carrier earth station licenses from ComGen to Intelsat LLC (the "ComGen Transaction").⁴ Intelsat 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.⁵ Pursuant to this grant, ComGen assigned the following non-common carrier licenses to Intelsat LLC on October 29, 2004:⁶

Part 25: Earth Station Licenses: call signs E980015, E980016, E980019, E980217, E990303

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

³ 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).

⁴ 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 other licenses and authorizations recently acquired by Intelsat LLC from COMSAT General Corporation and Comsat New Services, Inc. Similarly, the Applicants are filing amendments to the Consolidated Application to seek consent to the transfer of control of the licenses and authorizations recently acquired by Intelsat MTC LLC from LMGT to Zeus.

⁵ 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).

⁶ 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).

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requesting Commission consent to transfer control to Zeus of the former ComGen licenses.⁷

Given that the ComGen Transaction now has closed, the Applicants hereby update the Consolidated Application, pursuant to Section 1.65 of the Commission's rules,⁸ to include a request for FCC consent to the transfer of control of the licenses assigned to Intelsat LLC by virtue of the ComGen Transaction to Zeus. Specifically, the Parties request that licenses associated with the above call signs be associated with IB file number SES-T/C-20040903-01330, which is associated with the Consolidated Application.

In the Public Notice seeking comment on the Consolidated Application, the Commission acknowledged that these former ComGen licenses ultimately would be part of this proceeding.⁹ No comments were filed in that proceeding by the filing deadline. The Applicants are filing the

⁷ 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).


⁸ 47 C.F.R. § 1.65.


⁹ 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).

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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 to Zeus.

Sincerely,


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cc: James Ball, Chief, Policy Division, International Bureau
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