

DOCKET FILE COPY ORIGINAL

IB 04-306



Federal Communications Commission

INTERNATIONAL SECTION 214 APPLICATION

FOR OFFICIAL USE ONLY

[Click here for INSTRUCTIONS.]

Menu

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Application to transfer control of Intelsat USA License Corp., holder of international Section 214 authorizations

1. Applicant

Name: Zeus Holdings Limited Phone Number: 202-877-4011
 DBA Name: Fax Number: 202-955-7719
 Street: 1333 New Hampshire Ave. NW E-Mail: tdavidson@akingump.com
 City: Washington State: DC
 Country: USA Zipcode: 20036 -
 Attention: Tom W. Davidson

2. Contact

Name: Tom W. Davidson Phone Number: 202-887-4011
 Company: Akin Gump Srauss Hauer & Feld LLP Fax Number: 202-955-7719
 Street: 1333 New Hampshire Ave., N.W. E-Mail: tdavidson@akingump.com
 City: Washington State: DC
 Country: USA Zipcode: 20036 -
 Contact Title: Relationship: Legal Counsel

3. Place of Incorporation of Applicant Bermuda

4. Other Company(ies) and Place(s) of Incorporation

5. Service Type(s) (check all that apply)

- Global or Limited Global Facilities-Based Authority (Section 63.18(e)(1))
- Global or Limited Global Resale Authority (Section 63.18(e)(2))

<input type="checkbox"/> Individual Facilities-Based Service (Section 63.18(e)(3)) <input type="checkbox"/> Individual Switched Resale Service (Section 63.18(e)(3)) <input type="checkbox"/> Individual Facilities-Based and Resale Service (Section 63.18(e)(3)) <input type="checkbox"/> Switched Services over Private Lines (ISR) (Section 63.16 and/or 63.18 (e)(3)) <input type="checkbox"/> Inmarsat and Mobile Satellite Service (Section 63.18(e)(3)) <input type="checkbox"/> Overseas Cable Construction (Section 63.18(e)(3)) <input type="checkbox"/> Individual Non-Interconnected Private Line Resale Service (Section 63.18(e)(3)) <input checked="" type="checkbox"/> Other (Section 63.18(e)(3))
6a. Is a fee submitted with this application? <input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114). <input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee <input type="radio"/> Other (please explain):
6b. Fee Classification CUT
7. Destination Country(ies) (e.g., "Country X", "All international points", "All international points except Country X and Country Y" or "Countries X, Y, and Z only".) All international points
8. Caption (description of authority requested, e.g., Application for Authority to Provide International Facilities-Based and Resold Services to All International Points Except Country X) Application for Authority to Transfer Control of Intelsat USA License Corp., Holder of Authorizations.
9. Does the applicant request streamlined processing pursuant to 47 C.F.R. Section 63.12? If yes, include in Attachment 1 a statement of how the application qualifies for streamlined processing. <input checked="" type="radio"/> Yes <input type="radio"/> No
10. If applying for authority to provide switched services over private lines pursuant to Section 63.16, provide the required showing in Attachment 1.

Applicant certifies that its responses to questions 11 through 17 are true:

11. If the applicant is a foreign carrier, or is affiliated (as defined in 47 C.F.R. Section 63.09(e)) with a foreign carrier, provide in Attachment 1 the information and certifications required by Section 63.18(i) through (m).
12. Does the applicant seek authority to provide service to any destination described in paragraphs (1) through (4) of Section 63.18(j)? If yes, list those destinations in Attachment 1 as a response to question 12. <input type="radio"/> Yes <input checked="" type="radio"/> No
13. Does the applicant seek authority to provide service to any destinations other than those listed in response to question 12 where it has an affiliation with a foreign carrier? If yes, list those destinations in Attachment 1 as a response to question 13. <input type="radio"/> Yes <input checked="" type="radio"/> No
14. [Section 63.18(h)] In Attachment 2, provide the name, address, citizenship and principal business of the applicant's ten percent or greater direct and indirect shareholders or other equity holders, and identify any interlocking directorates.
15. In Attachment 1, respond to paragraphs (d), (e)(3) and (g) of Section 63.18.
16. By checking Yes, the undersigned certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes. <input checked="" type="radio"/> Yes <input type="radio"/> No
17. By checking Yes, the applicant certifies that it has not agreed to accept special concessions

directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future. Yes No

CERTIFICATION

18. Typed Name of Person Signing
Andrew D. Adrick

19. Title of Person Signing
Vice President

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

20. 1: Intelsat USA 214

2: Cons. Application

3: Attachment

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 1 - 6,056 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND YOUR RESPONSE TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

Menu

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

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

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

Intelsat, Ltd., together with Zeus Holdings Limited (“Zeus”) (jointly, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.12, 63.18 and 63.24 of the rules of the Federal Communications Commission (“FCC” or “Commission”), 47 C.F.R. § 63.12, 63.18 and 63.24, hereby request Commission consent to transfer control of Intelsat USA License Corp., holder of certain international Section 214 authorizations (the “International 214s”) to Zeus.¹ As explained below, this application

¹ Simultaneously with this Application, the Applicants are filing applications for consent to the transfer of control of the licensees of several space station, earth station, private land mobile and experimental authorizations. For a complete description of the parties to this Application, the proposed transaction, and the public interest rationale therefor, please refer to the Intelsat, Ltd. and Zeus Holdings Limited Consolidated Application for Consent to Transfers of Control of the Holders of Title II and Title III Authorizations and Petition for Declaratory Ruling Under Section 310 of the Communications Act of 1934, As Amended (the “Consolidated Application,” attached hereto as Exhibit 1). Attachment 1 to Exhibit 1 lists the relevant FCC

("Application") qualifies for streamlined processing by the Commission pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12.

I. 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, Ltd. are as follows:

Intelsat, Ltd.
North Tower, 2nd 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 application should be sent to:

For Intelsat, Ltd.:

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

Intelsat Global Service Corporation
3400 International Drive, NW
Washington, D.C. 20008-3006
Telephone: (202) 944-6873

forms and applications that are being filed concurrently herewith. Attachment 2 to Exhibit 1 lists the licenses and authorizations that are implicated by the proposed transaction. Attachment 3 to Exhibit 1 provides Zeus's ownership information, including information regarding foreign ownership.

Fax: (202) 944-7661
Attention: General Counsel and Executive Vice President for Regulatory Affairs

Wiley Rein & Fielding LLP
1776 K Street NW
Washington, DC 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, DC 20036
(202) 887-4011

- (d) The international Section 214 authorizations held by Intelsat USA License Corp. are set forth in Attachment 2 to Exhibit 1 under the heading "Section 214 Authorizations."

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 or greater interest in Zeus at the time the instant transaction is consummated are as follows:

Name of Beneficial Owner:	MDCP IV Global Investments, L.P.
Business Type:	Investment Fund
Address:	c/o Michael J. Wilson Walkers, PO Box 265GT Walkers House, Mary Street George Town, Grand Cayman Cayman Islands
Citizenship:	Cayman Islands

Percentage of Ownership: 25% direct voting interest, 25% direct economic interest.² No limited partner of MDCP IV Global Investments, L.P. has an indirect interest of 10% or greater in Zeus.

Name of Beneficial Owner: MDP IV Global GP, L.P.
Business Type: Investment Fund
Address: c/o Michael J. Wilson
Walkers, PO Box 265GT
Walkers House, Mary Street
George Town, Grand Cayman
Cayman Islands

Citizenship: Cayman Islands
Percentage of Ownership: MDP IV Global GP, L.P. is the general partner of MDCP IV Global Investments, L.P. In that capacity, MDCP IV Global GP, L.P. holds a 25% indirect voting interest and a 1% indirect economic interest in Zeus. No limited partner of MDP IV Global GP, L.P. has an indirect interest of 10% or greater in Zeus.

Name of Beneficial Owner: MDP Global Investors Limited
Business Type: Investment Fund
Address: c/o Michael J. Wilson
Walkers, PO Box 265GT
Walkers House, Mary Street
George Town, Grand Cayman
Cayman Islands

Percentage of Ownership: MDP Global Investors Limited is the general partner of MDP IV Global GP, L.P. In that capacity, MDP Global Investors Limited holds a 25% indirect voting interest and an indirect economic interest of less than 1% in Zeus. No shareholder of MDP Global Investors Limited has an indirect interest of 10% or greater in Zeus.

Name of Beneficial Owner: AIF V Euro Holdings, L.P.
Business Type: Investment Fund
Address: c/o Walkers SPV Limited
PO Box 265
Walker House
Mary Street

² The overall direct and indirect foreign ownership in Zeus exceeds the 25% benchmark set forth in Section 310(b)(4) of the Act. Zeus has submitted a petition for declaratory ruling that this level of foreign ownership in Zeus is in the public interest. See Consolidated Application, § II(E).

Citizenship: George Town, Grand Cayman
Cayman Islands, British West Indies
Cayman Islands
Percent interest held in Zeus: 25% direct voting interest, 25% direct economic interest. No limited partner of AIF V Euro Holdings, L.P. has an indirect interest of 10% or greater in Zeus.

Name of Beneficial Owner: Apollo Advisors V (EH Cayman), L.P.
Business Type: Investment Fund
Address: c/o Walkers SPV Limited
PO Box 265
Walker House
Mary Street
George Town, Grand Cayman
Cayman Islands, British West Indies
Cayman Islands

Citizenship: Cayman Islands
Percent interest held in Zeus: Apollo Advisors V (EH Cayman), L.P. is the general partner of AIF V Euro Holdings, L.P. By virtue of this *de jure* control, Apollo Advisors V (EH Cayman), L.P. holds a 25% indirect voting interest and an indirect economic interest of less than 1% in Zeus. No limited partner of Apollo Advisors V (EH Cayman), L.P. has an indirect interest of 10% or greater in Zeus.

Name of Beneficial Owner: Apollo Advisors V (EH), LLC
Business Type: Investment Fund
Address: c/o Walkers SPV Limited
PO Box 265
Walker House
Mary Street
George Town, Grand Cayman
Cayman Islands, British West Indies
Anguilla

Citizenship: Anguilla
Percent interest held in Zeus: Apollo Advisors V (EH), L.L.C. is the general partner of Apollo Advisors V (EH Cayman), L.P. In that capacity, Apollo Advisors V (EH), L.L.C. holds a 25% indirect voting interest and an indirect economic interest of 0% in Zeus.

Name of Beneficial Owner: Apollo Management V, L.P.
Business Type: Investment Management Company
Address: 9 West 57th Street
43rd Floor
New York, NY 10019
Citizenship: United States

Percent interest held in Zeus: Apollo Management V, L.P. is the manager (via agreement) of AIF V Euro Holdings, L.P. By virtue of this *de facto* control, Apollo Management V, L.P. may be deemed to hold a 25% indirect voting interest and an indirect economic interest of 0% in Zeus. No limited partner of Apollo Management V, L.P. has an indirect interest of 10% or greater in Zeus.

Name of Beneficial Owner: AIF V Management, Inc.
Business Type: Holding company
Address: 9 West 57th Street
43rd Floor
New York, NY 10019

Citizenship: United States
Percent interest held in Zeus: AIF V Management, Inc. is the general partner of Apollo Management V, L.P. In that capacity, AIF V Management, Inc. may be deemed to hold a 25% indirect voting interest and an indirect economic interest of 0% in Zeus.

Name of Beneficial Owner: Permira Europe III L.P. 2
Business Type: Investment Fund
Address: P.O. Box 255
Trafalgar Court
Les Banques
St. Peter Port
Guernsey, Channel Islands

Citizenship: Guernsey
Percent interest held in Zeus: 18% direct voting interest, 18% direct economic interest. No limited partner of Permira Europe III L.P. 2 has an indirect interest of 10% or greater in Zeus.

Name of Beneficial Owner: Permira Europe III G.P., L.P.
Business Type: Investment Fund
Address: P.O. Box 255
Trafalgar Court
Les Banques
St. Peter Port
Guernsey, Channel Islands

Citizenship: Guernsey
Percent interest held in Zeus: Permira Europe III G.P., L.P. is the general partner of Permira Europe III L.P. 2. Permira Europe II G.P., L.P. is also (i) the general partner of Permira Europe III L.P. 1, a Guernsey limited partnership, which has a direct voting and economic interest of 6% in Zeus, and (ii) the special limited partner and

manager of Permira Europe III GmbH & Co. KG, a German limited partnership, which has a direct voting and economic interest of less than 1% in Zeus. By virtue of its *de facto* or *de jure* control of these entities, Permira Europe III G.P., L.P. holds a 24% indirect voting interest and an indirect economic interest of less than 1% in Zeus. No limited partner of Permira Europe III G.P., L.P. has an indirect interest of 10% or greater in Zeus.

Name of Beneficial Owner:
Business Type:
Address:

Permira Europe III GP Limited
Holding company
P.O. Box 255
Trafalgar Court
Les Banques
St. Peter Port
Guernsey, Channel Islands

Citizenship:
Percent interest held in Zeus:

Guernsey
Permira Europe III GP Limited is the general partner of Permira Europe III G.P., L.P. In that capacity, Permira Europe III GP Limited holds a 24% indirect voting interest and an indirect economic interest of 0% in Zeus.

Name of Beneficial Owner:
Business Type:
Address:

Permira Holdings Limited
Investment Fund
P.O. Box 255
Trafalgar Court
Les Banques
St. Peter Port
Guernsey, Channel Islands

Citizenship:
Percent interest held in Zeus:

Guernsey
Permira Holdings Limited owns 100% of the outstanding capital stock of Permira Europe III GP Limited. Permira Holdings Limited also: (i) holds indirect *de jure* control over Permira Europe III GmbH & Co. KG, (ii) holds a 100% attributable interest in Permira Investments Limited, which holds a direct voting and economic interest of less than 1% in Zeus, and (iii) is the administrator of the Permira Europe III Co-Investment Scheme, an employee investment plan, which holds a direct voting and economic interest of less than 1% in Zeus. By virtue of its *de facto* or *de jure* control of these entities, Permira Holdings Limited holds a 25% indirect voting interest and an indirect economic interest of 1% in Zeus. No shareholder of

Permira Holdings Limited has an indirect interest of 10% or greater in Zeus.

Name of Beneficial Owner: Apax Europe V-A, L.P.
Business Type: Investment Fund
Address: CSC Wilmington, Suite 400
2711 Centerville Road
Wilmington, DE 19808
Citizenship: United States
Percent interest held in Zeus: Apax Europe V-A, L.P. holds a 13% direct voting interest and 13% direct economic interest in Zeus. No limited partner of Apax Europe V-A, L.P., a Delaware limited partnership, has an indirect interest of 10% or greater in Zeus.³

Name of Beneficial Owner: Apax Europe V GP, L.P.
Business Type: Investment Fund
Address: P.O. Box 431
Victoria Road
St. Peter Port
Guernsey, Channel Islands GY1 3ZD
Citizenship: Delaware
Percent interest held in Zeus: Apax Europe V GP, L.P. is the general partner of: (i) Apax Europe V-A, L.P., (ii) Apax Europe V-B, L.P., a U.K. limited partnership which has a 2% direct voting and economic interest in Zeus, (iii) Apax Europe V-C, GmbH & Co. KG, a German limited partnership which has a 1% direct voting and economic interest in Zeus, (iv) Apax Europe V-D, L.P., a U.K. limited partnership which has a 2% direct voting and economic interest in Zeus, (v) Apax Europe V-E, L.P., a U.K. limited partnership which has a 2% direct voting and economic interest in Zeus, (vi) Apax Europe V-F, C.V., a Dutch limited partnership which has a direct voting and economic interest in Zeus of less than 1%, (vii) Apax Europe V-G, C.V., a Dutch limited partnership which has a direct voting and economic interest in Zeus of less than 1%, (viii) Apax Europe V-1, L.P., a U.K. limited partnership which has a direct voting and economic interest in Zeus of less than 1%, and (ix) Apax Europe V-2, L.P., a U.K.

³ The voting interest of Apax Europe V-A, L.P. does not include any voting rights with respect to the election of a director of Zeus. Such voting rights instead are divided among other Apax-related Investing Funds with an interest in Zeus, none of whom has a voting or equity interest of 5% or greater in Zeus. See Consolidated Application, Attachment 3.

limited partnership which has a direct voting and economic interest in Zeus of less than 1% (collectively, the "Apax Investing Funds"). By virtue of its *de jure* control of these entities, Apax Europe V GP, L.P. holds a 20% indirect voting and economic interest in Zeus. No limited partner of Apax Europe V GP, L.P. has an indirect interest of 10% or greater in Zeus.

Name of Beneficial Owner:
Business Type:
Address:

Apax Europe V GP Co. Ltd.
Holding company
P.O. Box 431
Victoria Road
St. Peter Port
Guernsey, Channel Islands GY1 3ZD

Citizenship:
Percent interest held in Zeus:

Guernsey
Apax Europe V GP Co. Ltd. is the general partner of Apax Europe V GP, L.P. In that capacity, Apax Europe V GP Co. Ltd. holds a 20% indirect voting and economic interest in Zeus.

Name of Beneficial Owner:
Business Type:
Address:

Hirzell Trust
Discretionary Charitable Trust
c/o RBC Trustees (Guernsey) Limited
P.O. Box 48
Canada Court
St. Peter Port
Guernsey, Channel Islands GY1 3BQ

Citizenship:
Percent interest held in Zeus:

Guernsey
The Hirzell Trust owns 100% of the outstanding capital stock of Apax Europe V GP Co. Ltd. The Hirzell Trust therefore holds a 20% indirect voting and economic interest in Zeus. The trustee of the Hirzell Trust is RBC Trustees (Guernsey) Limited, a Guernsey company, which ultimately is controlled by the Royal Bank of Canada.

Name of Beneficial Owner:
Business Type:
Address:

Apax Partners Europe Managers Limited
Investment Management Company
15 Portland Place
London W1B 1PT
United Kingdom

Citizenship:
Percent interest held in Zeus:

Apax Partners Europe Managers Limited is the discretionary investment manager (via agreement) of each Apax Europe V investment fund. By virtue of this *de facto* control, Apax Partners Europe Managers Limited may be deemed to hold a 20%

indirect voting interest and an indirect economic interest of 0% in Zeus.

Name of Beneficial Owner: Sir Ronald Cohen
Business Type: Individual
Address: c/o Apax Partners
15 Portland Place
London, England W1B1PT
Citizenship: United Kingdom
Percent interest held in Zeus: Sir Ronald Cohen holds an interest of 47% in Apax Partners Europe Managers Limited. Sir Cohen therefore holds a 9% indirect voting interest and an indirect economic interest of 0% in Zeus.

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 USA License Corp. 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 Wirelesss Licenses and Section 214 Authorizations and Petition for Declaratory Ruling, Order and Authorization, 17 FCC Red 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 USA License Corp. 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 Application 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 Application 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.

II. CONCLUSION

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

Respectfully submitted,

INTELSAT, LTD.
Transferor

By: /s/ Richard Nash
Richard Nash
Assistant Secretary

Date: September 3, 2004

ZEUS HOLDINGS LIMITED
Transferee

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

Date: September 3, 2004