

<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau</b> <b>Application for Assignments of Authorization</b> <b>and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate  Submitted 09/03/2004 at 09:18PM  File Number: <b>0001855699</b>
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<b>1) Application Purpose: Transfer of Control</b>	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

**Type of Transaction**

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? <b>No</b>
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. <b>No</b>
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? <b>Yes</b>
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? <b>Yes</b>
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? <b>Yes</b>

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? <b>Sale or other assignment or transfer of stock</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Voluntary</b>

**Licensee/Assignor Information**

10) FCC Registration Number (FRN): <b>0005069661</b>			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): <b>INTELSAT LLC</b>			
13) Attention To: <b>SUSAN H. CRANDALL</b>			
14) P.O. Box:	And / Or	15) Street Address: <b>3400 INTERNATIONAL DRIVE, N.W.</b>	
16) City: <b>WASHINGTON</b>	17) State: <b>DC</b>	18) Zip Code: <b>20008-3006</b>	
19) Telephone Number: <b>(202)944-7848</b>		20) FAX Number: <b>(202)944-7860</b>	
21) E-Mail Address: <b>SUSAN.CRANDALL@INTELSAT.COM</b>			

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Transferor Information (for transfers of control only)**

23) FCC Registration Number (FRN): 0005069661			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): INTELSAT, LTD			
26) P.O. Box:	And / Or	27) Street Address: 3400 INTERNATIONAL DRIVE, N.W.	
28) City: WASHINGTON	29) State: DC	30) Zip Code: 20008-3006	
31) Telephone Number: (202)944-6800	32) FAX Number: (202)944-7898		
33) E-Mail Address: DAVID.MELTZER@INTELSAT.COM			

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P.O. Box:	And / Or	37) Street Address:	
38) City:	39) State:	40) Zip Code:	
41) Telephone Number:	42) FAX Number:		
43) E-Mail Address:			

**Assignee/Transferee Information**

44) The Assignee is a(n): Corporation			
45) FCC Registration Number (FRN): 0011444874			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): ZEUS HOLDINGS LIMITED C/O AKIN GUMP STRAUSS HAUER & FELD LLP			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1333 NEW HAMPSHIRE AVE., N.W.	
53) City: WASHINGTON	54) State: DC	55) Zip Code: 20036	
56) Telephone Number: (202)887-4000	57) FAX Number: (202)887-4288		
58) E-Mail Address: TDAVIDSON@AKINGUMP.COM			

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: TOM	MI: W	Last Name: DAVIDSON	Suffix:
60) Company Name: AKIN GUMP STRAUSS HAUER & FELD LLP			
61) P.O. Box:	And / Or	62) Street Address: 1333 NEW HAMPSHIRE AVE., N.W.	
63) City: WASHINGTON	64) State: DC	65) Zip Code: 20036	
66) Telephone Number: (202)887-4000	67) FAX Number: (202)887-4288		
68) E-Mail Address: TDAVIDSON@AKINGUMP.COM			

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	Yes

**Basic Qualification Questions**

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74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

**78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: <b>Patrick</b>	MI: <b>J</b>	Last Name: <b>Cerra</b>	Suffix:
80) Title: <b>Vice President</b>			
Signature: <b>Patrick J Cerra</b>		81) Date: <b>09/03/04</b>	

**Assignee/Transferee Certification Statements**

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.			
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.			
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.			
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.			
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.			

**82) Typed or Printed Name of Party Authorized to Sign**

First Name: <b>Andrew</b>	MI: <b>D</b>	Last Name: <b>Africk</b>	Suffix:
83) Title: <b>Vice President</b>			
Signature: <b>Andrew D Africk</b>		84) Date: <b>09/03/04</b>	

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

**Authorizations To Be Assigned or Transferred**

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
WII902	IG						Yes	
WPAG761	IG						Yes	
WPAM980	IG						Yes	
WPRR963	IG						Yes	

<b>FCC Form 603 Schedule A</b>	<b>Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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**Assignments of Authorization**

**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

**2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)**

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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**3) Certification Statements**

**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**Transfers of Control**

**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?	<b>No</b>
If 'Yes', the new category of eligibility of the licensee is:	

**Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.
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**Attachment List**

Attachment Type	Date	Description	Contents
Ownership	09/03/04	Consolidated Application	0179596501934380926623574.pdf

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**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 Government Solutions Corporation, holder of international Section 214 authorizations ITC-214-20040528-00213

<b>1. Applicant</b>	
Name: Zeus Holdings Limited	Phone Number: 202-887-4011
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	
<b>2. Contact</b>	
Name: Tom W. Davidson	Phone Number: 202-887-4011
Company: Akin Gump Strauss 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
<b>3. Place of Incorporation of Applicant Bermuda</b>	
<b>4. Other Company(ies) and Place(s) of Incorporation</b>	
<b>5. Service Type(s) (check all that apply)</b>	
<input checked="" type="checkbox"/> Global or Limited Global Facilities-Based Authority (Section 63.18(e)(1))	
<input checked="" type="checkbox"/> Global or Limited Global Resale Authority (Section 63.18(e)(2))	

- Individual Facilities-Based Service (Section 63.18(e)(3))
- Individual Switched Resale Service (Section 63.18(e)(3))
- Individual Facilities-Based and Resale Service (Section 63.18(e)(3))
- Switched Services over Private Lines (ISR) (Section 63.16 and/or 63.18 (e)(3))
- Inmarsat and Mobile Satellite Service (Section 63.18(e)(3))
- Overseas Cable Construction (Section 63.18(e)(3))
- Individual Non-Interconnected Private Line Resale Service (Section 63.18(e)(3))
- Other (Section 63.18(e)(3))

6a. Is a fee submitted with this application?  
 If Yes, complete and attach FCC Form 159.  
 If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).  
 Governmental Entity  Noncommercial educational licensee  
 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 Government Solutions Corporation, Holder of Authorization to Provide Global Resale and Facilities-Based Telecommunications Services, File No. ITC-214-20040528-00213**

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.  Yes  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.  Yes  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.  Yes  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.  Yes  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. Africk

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: IGSC 214

2: Cons. Application

3: Attachmen

### 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](mailto: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 (“Commission”), 47 C.F.R. § 63.12, 63.18 and 63.24, hereby request Commission consent to transfer control of Intelsat Government Solutions Corporation, holder of an international Section 214 authorization (the “International 214”) to Zeus.<sup>1</sup> As explained below, this application

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<sup>1</sup> 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 the 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") qualifies for streamlined processing by the Commission pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12.

**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 application should be sent to:

*For Intelsat, Ltd.:*

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

Intelsat Global Service Corporation

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Application," attached hereto as Exhibit 1). Attachment 1 to Exhibit 1 lists the relevant FCC 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.

3400 International Drive, NW  
Washington, D.C. 20008-3006  
Telephone: (202) 944-6873  
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) On July 22, 2004, the Commission granted the application of Intelsat Government Solutions Corporation to provide global facilities-based and resale service (FCC File No. ITC-214-20040528-00213).

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.<sup>2</sup> 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

Citizenship: 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 0.499% 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  
Walker House  
PO Box 265

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<sup>2</sup> 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: Mary Street  
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  
Walker House  
PO Box 265  
Mary Street  
George Town  
Grand Cayman  
Cayman Islands, British West Indies

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), L.L.C.  
Business Type: Investment Fund  
Address: c/o Walkers SPV Limited  
Walker House  
PO Box 265  
Mary Street  
George Town  
Grand Cayman  
Cayman Islands, British West Indies

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 57<sup>th</sup> Street  
43<sup>rd</sup> 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 57<sup>th</sup> Street  
43<sup>rd</sup> 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) indirectly holds *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. <sup>3</sup>
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

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<sup>3</sup> 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 Apex-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.

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. 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: Apax Europe V GP Co. Ltd.  
Business Type: Holding company  
Address: P.O. Box 431  
Victoria Road  
St. Peter Port  
Guernsey, Channel Islands GY1 3ZD  
Citizenship: Guernsey  
Percent interest held in Zeus: 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: Hirzell Trust  
Business Type: Discretionary Charitable Trust  
Address: c/o RBC Trustees (Guernsey) Limited  
P.O. Box 48  
Canada Court  
St. Peter Port  
Guernsey, Channel Islands GY1 3BQ  
Citizenship: Guernsey  
Percent interest held in Zeus: 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 is ultimately controlled by the Royal Bank of Canada.

Name of Beneficial Owner: Apax Partners Europe Managers Limited  
Business Type: Investment Management Company  
Address: 15 Portland Place  
London W1B 1PT  
Citizenship: United Kingdom  
Percent interest held in Zeus: Apax Partners Europe Managers Limited is the discretionary investment manager (via agreement)

of each Apax Europe V investing 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 Government Solutions 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 Wireless 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 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