



Federal Communications Commission  
Washington, DC 20554

International Bureau

October 19, 2004

Tom W. Davidson, Esq.  
Counsel for Zeus Holdings Limited  
Akin Gump Strauss Hauer & Feld, LLP  
1333 New Hampshire Avenue, N.W.  
Washington, D.C. 20036

Bert W. Rein, Esq.  
Counsel for Intelsat, Ltd.  
1776 K Street, N.W., 11<sup>th</sup> Floor  
Washington, D.C. 20006

Re: Request for Declaratory Ruling and Applications for Transfers of Control, IB Docket No. 04-366  
(Intelsat-Zeus)

Dear Mr. Davidson and Mr. Rein:

As discussed at our October 12, 2004 meeting, we request additional information for the staff to proceed with its review of the petition for declaratory ruling and transfer of control applications in this docket. Please provide this additional information no later than November 16, 2004. Our questions are as follows:

Competition. Page 22 of the Consolidated Application generally states that the private equity funds have made prior investments in communications firms such as those listed in note 39. Identify, for each of the private equity funds, the investment (including economic and voting interests) it holds or plans to acquire in any communications entity, as well as the communications services offered by each such entity.

Ownership. Attachment 3 to the Consolidated Application provides ownership information, including ownership charts. Attachment 4 includes principal place of business showings. Provide the additional information requested by staff in the attachment to this letter, making the corrections or additions to the ownership charts and descriptive material currently set out in Attachments 3 and 4.

Please contact Kathleen Collins or Susan O'Connell of my staff at (202) 418-1460 should you have questions about this information request.

Sincerely,

A handwritten signature in black ink that reads "James L. Ball".

James L. Ball, Chief  
Policy Division

Attachment

**IB Docket No. 04-366**  
**Intelsat-Zeus Petition for Declaratory Ruling**

Section I includes questions for all five private equity funds (Apax Excelsior VI, Apax Europe V, Apollo, Permira, MDP). Sections II-VI include additional questions for each specified fund.

**I. General**

- I-1. For each tier on each of the five private equity fund ownership charts, please identify the percentage of equity interest that each entity directly holds in the entity or entities positioned in the next lower tier. Enter “0% E” if there is no direct equity interest for any line between tiers. Do not include percentages for indirect ownership interests in Zeus. For each partnership, identify the aggregate equity interest held in the partnership by the limited partners.
- I-2. For each of the funds, how are decisions made by the principals and managers of these funds? That is, how should we apportion the voting interest held by the fund among the principals or managers? Note that, for Apax Europe V, this information should be provided for the shareholders of the managing company as well as for the trustees of RBC Trustees (Guernsey) Limited and the Royal Bank of Canada. For Apollo, please clarify the management and voting rights of the “Apollo principals” that are sole members or shareholders of Apollo Advisors V (EH), L.L.C. and AIF V Management, Inc. (which serves as the general partner of Apollo Management V, L.P., which, in turn, is the manager of AIF V Euro Holdings, L.P.).

To clarify, any individual that has *de jure* or *de facto* control, including negative control, of a fund will be considered to hold the entire voting interest held by the fund in Zeus Holdings Limited. To the extent you have not already done so, please disclose the identity of any controlling principal or manager for each of the four private equity funds that hold 10 percent or greater interests in Zeus Holdings Limited and, for these principals and managers, provide information in accordance with Section 63.18(h) of the rules. In addition, to the extent you have not already done so for each of these four funds, please disclose the identity of any other principal or manager that has, or that exercises, 10 percent or more of the *voting* power in Zeus Holdings Limited.

- I-3. Confirm that “citizen,” as used on each of the ownership charts, in all cases means “individual” and does not include any entity.
- I-4. Please provide further information as to the “home markets” of all entities that hold, directly or indirectly, an equity interest in each fund. Do the funds have information, in addition to the country of organization, that addresses each of the five factors of the principal place of business test set forth in the *Foreign Carrier Entry Order*, 11 FCC Rcd 3873, 3951, para. 207 (1995)?

To the extent any fund currently does not possess for each equity holder the information required by the five-part principal place of business test, please provide for that fund the following information regarding its equity holders:

(1) Categorize fund investors as follows:

- (a) High Net Worth Individuals;
- (b) Government Agency (non-Pension);

(c) Banks, Pension/Employee Benefit plans, Insurance Companies (you may group together);

(d) Foundations, Endowments, Trusts (you may group together); or

(e) Other institutional investors (including Fund of Funds).

(2) For each of categories (a) through (d), provide the aggregate percentage of equity held by such investors, the aggregate number of such investors, and a list of the countries where such investors are organized (or, in the case of High Net Worth Individuals, their countries of citizenship).

(3) For category (e), provide the aggregate percentage of equity held by such investors, the aggregate number of such investors, and a list of the countries where such investors are organized or where they otherwise appear to have their principal place of business. To the extent the funds have information, in addition to the country of organization, for specific investors in this category, note that such information has been taken into account in listing the countries; describe the type of additional information available to the fund; and include the investment percentage held by investors for which such additional information was available.

I-5. Explain what the term “special limited partner” means.

## **II. Apax Excelsior VI**

II-1. The note on the chart states that the chart does not depict general partners that do not exercise control over the investment decisions or day-to-day operations of the Apax Excelsior VI investing funds. Confirm that where a general partner is not shown on the chart, this is because the general partner has no equity interest as a general partner in any entity in any lower tier. If the general partner in fact has an equity interest, then depict the general partner on the chart and in the description updating Attachment 3.

II-2. Confirm whether there are six or seven shareholders in Apax Managers, Inc. *Compare* Apax Excelsior VI ownership chart with Attachment 3 at 3.

II-3. Please provide a principal place of business showing for each of the six Apax Excelsior VI entities. This showing was not included in Attachment 4 of the Consolidated Application nor in either of the two international section 214 applications.

## **III. Apax Europe V**

III-1. The note on the chart states that the chart does not depict general partners that do not exercise control over the investment decisions or day-to-day operations of the Apax Europe V investing funds. Please confirm that where a general partner is not shown on the chart, this is because the general partner has no equity interest as a general partner in any entity in any lower tier. If the general partner in fact has an equity interest, then depict the general partner on the chart and in the description updating Attachment 3.

III-2. On the chart, with respect to the ownership of Apax Europe V-C, change the “GP” to “Managing LP”, and add a reference to Apax Verwaltungsgesellschaft Beta GmbH, the general partner. *See* Attachment 3 at 5 (advising that Europe VGP is the managing limited partner of

Apax Europe V-C). Provide a principal place of business showing for Apax Verwaltungsgesellschaft Beta GmbH.

- III-3. Assuming that the Hirzell Trust has an equity interest in Apax Europe V GP Co. Ltd., how are trust funds distributed and beneficiaries selected? Who are the beneficiaries of the Hirzell Trust? Is this an irrevocable trust?
- III-4. Specify the number and citizenship of the trustees of RBC Trustees (Guernsey) Limited, as trustee of the Hirzell Trust. Please also state whether the number of trustees can vary or is fixed.
- III-5. Please clarify the extent to which the Royal Bank of Canada has a beneficial ownership and/or voting interest in RBC Trustees (Guernsey) Limited. If the bank has an indirect beneficial interest in Zeus Holdings Limited through RBC Trustees (Guernsey) Limited, or a voting interest in RBC Trustees (Guernsey) Limited, provide a principal place of business showing for the Royal Bank of Canada.

#### IV. Apollo

- IV-1. The chart and Appendix 3 at 6 state that Apollo Advisors V (EH Cayman), L.P. has a 0.024% equity interest in AIF V Euro Holdings. Attachment 3 at 6 also states that the limited partners have an aggregate equity interest of 100% (74.70% + 25.30%) in AIF V Euro Holdings. Do the limited partners instead hold a 99.98% equity interest?

#### V. Permira

- V-1. Please provide a principal place of business showing for Permira Europe III Verwaltungs GmbH. This showing was missing from Attachment 4.
- V-2. Specify the citizenship of the Permira principals.

#### VI. MDP

- VI-1. Confirm whether all, or all but one, of the limited partners of MDP IV Global GP, L.P. are U.S. citizens or U.S. entities. *Compare* chart with Attachment 3 at 9.
- VI-2. Please confirm whether MDP IV Global GP, L.P. has a direct equity interest in MDCP IV Global Investments, L.P. Include the respective equity interests held by the limited partners and general partner in MDCP IV Global Investments, L.P. *Compare* the section 214 applications, at 4, which state that MDP Global GP, L.P. holds a 1% indirect equity interest in Zeus, with the chart and Attachment 3 at 9, which state that the general partner holds a 3.23% indirect equity interest in Zeus; Attachment 3 at 9 also states that the limited partners have an aggregate equity interest of 100% (87.10% + 12.90%) in MDCP IV Investments, L.P.
- VI-3. Please confirm whether the 13 principals of MDP Global Investors Limited, designated as general partners on the chart, in fact have the legal status of general partners or whether this is an error.