

**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 310 of the)
Communications Act of 1934, as Amended)
_____)

**AMENDMENT TO APPLICATION FOR CONSENT TO TRANSFER OF CONTROL OF
SATELLITE EARTH STATION AUTHORIZATIONS**

Intelsat, Ltd. (“Intelsat”) together with Zeus Holdings Limited (“Zeus”) (jointly, the “Applicants”) hereby file this amendment to a pending Application for Consent to the Transfer of Control to include the transfer of control of common carrier earth station licenses from Intelsat MTC LLC to Zeus.

On September 21, 2004, the Federal Communications Commission (“FCC” or “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").¹ On November 6, 2004, the Applicants also responded by letter to a Commission request for additional information.²

At the time the Consolidated Application was placed on public notice, an application was pending seeking Commission consent to the assignment of two common carrier earth station licenses from Lockheed Martin Global Telecommunications LLC ("LMGT") to Intelsat MTC LLC (the "ComGen Transaction").³ 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

¹ 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).

² 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).

³ 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 application, 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 a new application seeking consent to the transfer of control of the 214 authorization recently acquired by Intelsat MTC LLC from LMGT to Zeus.

Commission granted Intelsat authority to consummate the ComGen Transaction.⁴ Pursuant to this grant, LMG T assigned the following licenses to Intelsat MTC LLC on October 29, 2004:⁵

Part 25: Earth Station Licenses: call signs E960186, E960187

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 the former LMG T licenses and authorizations.⁶ 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 the satellite earth station authorizations assigned to Intelsat MTC LLC by virtue of the ComGen Transaction (*i.e.*, E960186 and E960187) to Zeus.

In the Public Notice seeking comment on the Consolidated Application, the Commission acknowledged that these licenses ultimately would be part of this proceeding.⁷ No comments were filed in that proceeding by the filing deadline. The Applicants are filing the instant

⁴ 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).

⁵ 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).

⁶ 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).

⁷ Public Notice, Intelsat, Ltd., Transferor, and Zeus Holdings Limited, Transferee, Seek FCC Consent to Transfer Control of Licenses and Authorizations and a Declaratory Ruling

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.

II. CONCLUSION

Because grant of this 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