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November 18, 2004

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

Federal Communications Commission
Office of Secretary

Re: Amendment to Intelsat LLC Space Station Transfer of Control Application, IB Docket No. 04-366 (Intelsat-Zeus)

IB File No. SAT-T/C-20040903-00167

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 for the transfer of control of Intelsat LLC's space station authorizations to Zeus to include the Marisat F-2 space station authorization recently acquired by Intelsat LLC.

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).

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

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At the time the Consolidated Application was placed on public notice, an application was pending seeking Commission consent to the assignment of the space station license associated with Marisat F-2, call sign KS-35, from COMSAT General Corporation (“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 license associated with Marisat F-2 to Intelsat LLC on October 29, 2004:⁶

Part 25: Space Station License: Marisat F-2, call sign KS-35

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 ComGen licenses and

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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authorizations.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 satellite license assigned to Intelsat LLC by virtue of the ComGen Transaction to Zeus. Specifically, the Parties request that the license associated with Marisat F-2, call sign KS-35, be associated with IB File No. SAT-T/C-20040903-00167.

In the Public Notice seeking comment on the Consolidated Application, the Commission acknowledged that this former ComGen space station license ultimately would be part of this proceeding.⁹ No comments were filed in that proceeding by the filing deadline. The Applicants are filing the instant amendment at the Commission's request and with the understanding that

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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another pleading cycle need not be established regarding the transfer of control of the Marisat F-2 license to Zeus.

Sincerely,



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