

IB 05-266

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File Number: SES-T/C-INTR2005-01700

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR  
TRANSFER OF CONTROL OR ASSIGNMENT FCC 312 MAIN FORM FOR OFFICIAL USE  
ONLY

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## APPLICANT INFORMATION

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

Jul 2005 pro forma — earth station transmit/receive (final)

## 1-8. Legal Name of Applicant

<b>Name:</b>	PanAmSat Licensee Corp.	<b>Phone Number:</b>	202-292-4300
<b>DBA Name:</b>		<b>Fax Number:</b>	202-292-4378
<b>Street:</b>	1801 K Street, N.W. Suite 440	<b>E-Mail:</b>	
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20006 -
<b>Attention:</b>	Mr Kalpak S Gude Esq		

9-16. Name of Contact Representative

<b>Name:</b>	Joseph A. Godles, Esq.	<b>Phone Number:</b>	202 429-4900
<b>Company:</b>	Goldberg Godles Wiener Wright	<b>Fax Number:</b>	202 429-4912
<b>Street:</b>	1229 19th Street, NW	<b>E-Mail:</b>	jgodles@g2w2.com
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20036-
<b>Attention:</b>	Partner	<b>Relationship:</b>	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- a1. Earth Station
- a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- (N/A) b3. Amendment to a Pending Application
- (N/A) b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- (N/A) b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)

17c. 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):

17d.

Fee Classification A CNX – Fixed Satellite Transmit/Receive Earth Station      Quantity 1  
(First Station)

Fee Classification B      CFX – Fixed Satellite Transmit/Receive Earth Station      Quantity 77  
(Each Additional Station)

18. If this filing is in reference to an existing station, enter:

(a) Call sign of station:  
Not Applicable

19. If this filing is an amendment to a pending application enter:

(a) Date pending application was filed:

Not Applicable

(b) File number of pending application:

Not Applicable

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- a. Fixed Satellite
- b. Mobile Satellite
- c. Radiodetermination Satellite
- d. Earth Exploration Satellite
- e. Direct to Home Fixed Satellite
- f. Digital Audio Radio Service
- g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Choose only one.

- Common Carrier     Non-Common Carrier

22. If earth station applicant, check all that apply.

- Using U.S. licensed satellites
- Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

- Connected to a Public Switched Network     Not connected to a Public Switched Network     N/A

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- a. C-Band (4/6 GHz)     b. Ku-Band (12/14 GHz)
- c. Other (Please specify upper and lower frequencies in MHz.)

Frequency Lower:    Frequency Upper:

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Geostationary Space Station
- f. Non-Geostationary Space Station
- g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.

- Transmit/Receive
- Transmit-Only
- Receive-Only
- N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.  Yes  No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30-34.

29. Is the applicant a foreign government or the representative of any foreign government?  Yes  No

30. Is the applicant an alien or the representative of an alien?  Yes  No  
 N/A

31. Is the applicant a corporation organized under the laws of any foreign government?  Yes  No  
 N/A

32. Is the applicant 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?  Yes  No  
 N/A

33. Is the applicant a corporation 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?

Yes  No  
 N/A

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.

#### BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?  
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.

Yes  No

Ex 1

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.

Yes  No

Ex 2

37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.

Yes  No

Ex 3

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, 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 as an exhibit, an explanation of circumstances

Yes  No

39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.

Yes  No

40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.

41. 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

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes  No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? Permitted list

43. Description. (Summarize the nature of the application and the services to be provided).  
(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

The instant application seeks Commission consent to the transfer of control of seventy-eight (78) fixed transmit/receive earth station authorizations in connection with an anticipated public offering.

#### CERTIFICATION

The Applicant 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. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
- Unincorporated Association
- Partnership
- Corporation
- Governmental Entity
- Other (please specify)

45. Name of Person Signing  
James W. Cuminale

46. Title of Person Signing  
Executive Vice President and General Counsel

47. Please supply any need attachments.

Attachment 1:

Attachment 2:

Attachment 3:

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).

**SATELLITE EARTH STATION AUTHORIZATIONS**  
**FCC Form 312 – Schedule A**  
**FOR OFFICIAL USE ONLY**

Select one of the following

CONSENT TO TRANSFER OF CONTROL
  CONSENT TO ASSIGNMENT OF LICENSE

NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION
  NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 – Main Form)

<b>Name:</b>	PanAmSat Licensee Corp.	<b>Phone Number:</b>	202-292-4300
<b>DBA Name:</b>		<b>Fax Number:</b>	202-292-4378
<b>Street:</b>	1801 K Street, NW Suite 440	<b>E-Mail:</b>	
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20006 -
<b>Attention:</b>	Kalpak S. Gude		

A8. List Callsign(s) of station(s) being assigned or transferred

<b>Callsign:</b> E990364	<b>Callsign:</b> E4132	<b>Callsign:</b> E010133	<b>Callsign:</b> E010131	<b>Callsign:</b> E010113	<b>Callsign:</b> E940333	<b>Callsign:</b> E000363	<b>Callsign:</b> E000063
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<b>Callsign:</b> E950067	<b>Callsign:</b> E970051	<b>Callsign:</b> E030073	<b>Callsign:</b> E030072	<b>Callsign:</b> E030232	<b>Callsign:</b> E030096	<b>Callsign:</b> E030106	<b>Callsign:</b> E990024
<b>Callsign:</b> E030012	<b>Callsign:</b> E020309	<b>Callsign: KA71</b>	<b>Callsign:</b> E030020	<b>Callsign:</b> E990056	<b>Callsign:</b> E990365	<b>Callsign: E2178</b>	<b>Callsign:</b> E881304
<b>Callsign: KL92</b>	<b>Callsign:</b> E040174	<b>Callsign:</b> E000048	<b>Callsign:</b> E860175	<b>Callsign:</b> E970189	<b>Callsign:</b> E890530	<b>Callsign:</b> E990092	<b>Callsign:</b> E881286
<b>Callsign: E7465</b>	<b>Callsign:</b> E010112	<b>Callsign:</b> E010019	<b>Callsign:</b> E000488	<b>Callsign:</b> E000364	<b>Callsign:</b> E000274	<b>Callsign:</b> E000049	<b>Callsign:</b> E900757
<b>Callsign:</b> KA450	<b>Callsign:</b> E980502	<b>Callsign:</b> E990334	<b>Callsign:</b> E980467	<b>Callsign:</b> E980460	<b>Callsign:</b> E970392	<b>Callsign:</b> E970391	<b>Callsign:</b> E970352
<b>Callsign:</b> E950307	<b>Callsign:</b> E950267	<b>Callsign:</b> E940532	<b>Callsign:</b> E990323	<b>Callsign:</b> E990091	<b>Callsign:</b> E980503	<b>Callsign:</b> E980501	<b>Callsign:</b> E950508
<b>Callsign:</b> E950502	<b>Callsign:</b> E030174	<b>Callsign:</b> E930088	<b>Callsign:</b> E920377	<b>Callsign:</b> KA391	<b>Callsign:</b> KA245	<b>Callsign:</b> KA244	<b>Callsign:</b> E990433
<b>Callsign:</b> E990363	<b>Callsign:</b> E990224	<b>Callsign:</b> E990223	<b>Callsign:</b> E990214	<b>Callsign:</b> E990093	<b>Callsign:</b> KA416	<b>Callsign:</b> E980069	<b>Callsign:</b> E960411
<b>Callsign:</b> E030182	<b>Callsign:</b> E020260	<b>Callsign:</b> E990441	<b>Callsign:</b> E030307	<b>Callsign:</b> E030306	<b>Callsign:</b> E030175	<b>Callsign:</b>	<b>Callsign:</b>

A9. No. of station(s) listed

78

A10. Name of Transferor/ Assignor

<b>Name:</b>	Constellation, LLC et al.	<b>Phone Number:</b>	212-750-8300
<b>Company:</b>		<b>Fax Number:</b>	
<b>Street:</b>	9 West 57th Street	<b>E-Mail:</b>	
<b>City:</b>	New York	<b>State:</b>	NY
<b>Country:</b>	USA	<b>Zipcode:</b>	10019 -
<b>Attention:</b>		<b>Relationship:</b>	

A15. Name of Transferee/ Assignee

<b>Name:</b>	Shareholders of PanAmSat Holding Corporation	<b>Phone Number:</b>	202-292-4300
<b>DBA Name:</b>		<b>Fax Number:</b>	
<b>Street:</b>	1801 K Street Suite 440	<b>E-Mail:</b>	
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20006 -
<b>Attention:</b>			

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity?  Yes  
 If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.

No  
 N/A

A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

#### CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertain to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1)  
 James W. Cuminale

A24. Title (Office Held by Person Signing)  
 Executive Vice President and General Counsel

A26. Printed Name of License Transferor / Assignor  
 (Must agree with A10)  
 See Exhibit 3

A28. Title (Office Held by Person Signing)  
 See Exhibit 3

A26. Printed Name of License Transferee / Assignee  
 (Must agree with A15)  
 James W. Cuminale

A28. Title (Office Held by Person Signing)  
 Executive Vice President and General Counsel

**FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT**

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**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.**

### Regarding the Subject Application

Pursuant to Section 310(d) of the Communications Act of 1934, as amended,<sup>1</sup> and Section 25.119 of the Commission rules,<sup>2</sup> this application is one of a series of applications seeking authority to transfer control of space station and earth station authorizations that are held by PanAmSat Licensee Corp. ("Licensee Corp.") to multiple individual shareholders (collectively, the "Transferees"). The transfer of control is expected to occur as a result of a proposed secondary offering of securities to the public, after which a majority of the equity of the parent company of Licensee Corp. will be widely held by numerous individual and institutional investors, none of whom will hold a controlling interest. For the reasons discussed below, approval of this application would serve the public interest.

#### I. DESCRIPTION OF THE PARTIES

At present, five limited liability companies - Constellation, LLC ("Constellation"), Carlyle PanAmSat I, LLC ("Carlyle PanAmSat I"), Carlyle PanAmSat II, LLC ("Carlyle PanAmSat II"), PEP PAS, LLC ("PEP PAS") and PEOP PAS, LLC ("PEOP PAS") - hold approximately 58 percent of the stock of PanAmSat Holding Corporation ("Holding Corp."), which in turn wholly owns Licensee Corp.'s parent company, PanAmSat Corporation ("PanAmSat"). (These five limited liability companies are referred to collectively in this exhibit as the "Sponsors"). The Sponsors are owned by investment funds associated with three U.S. private investment firms: Kohlberg Kravis & Roberts Co. L.P.; TC Group, L.L.C., d/b/a The Carlyle Group; and Providence Equity Partners, Inc.

Prior to an initial public offering ("IPO") earlier this year, the Sponsors held approximately 99 percent of the stock of Holding Corp., and employees of PanAmSat owned the remainder.<sup>3</sup> As a result of the IPO, approximately 41 percent of Holding

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<sup>1</sup> 47 U.S.C. § 310(d).

<sup>2</sup> 47 C.F.R. § 25.119.

<sup>3</sup> PanAmSat's ownership and management structure was described in additional detail in a consolidated transfer of control application that was granted on August 11, 2004 and consummated on August 20, 2004. See *In re Applications of the News Corporation Limited and the DIRECTV Group, Inc. (Transferors) and Constellation, LLC, Carlyle PanAmSat I, LLC, Carlyle PanAmSat II, LLC, PEP PAS, LLC and PEOP PAS, LLC (Transferees) for Authority to Transfer Control of PanAmSat Licensee Corp.*, Public Notice, IB Docket No. 04-209, DA 04-2509 (August 11, 2004); Letter from William M. Wiltshire, Counsel for The News Corporation Limited, *et al.*, to

Corp.'s stock is now widely held by numerous individual and institutional investors. Holding Corp. believes that none of these remaining individual and institutional investors holds more than five percent (5%) of the beneficial ownership of Holding Corp.'s stock.

Constellation holds 26.05 percent of Holding Corp.'s stock; Carlyle PanAmSat I and Carlyle PanAmSat II together hold 16.06 percent of the stock; and PEP PAS and PEOP PAS together hold 16.06 percent of the stock. A stockholders agreement among the Sponsors and Holding Corp. was amended and restated in connection with Holding Corp.'s IPO. As a result, the Board of Directors was increased to 11 members (and can be increased to up to 12 members if necessary to meet the NYSE requirements regarding composition), four of whom are appointed by Constellation, two of whom are appointed by the Carlyle affiliated entities, two of whom are appointed by the Providence affiliated entities, one of whom is Holding Corp.'s CEO, and two of whom (to be increased to three by March of 2006) are independent. Thus, at present, the Sponsors (through their control of a majority of Holding Corp.'s Board seats) together exercise control over Licensee Corp.

## II. PROPOSED TRANSACTION

Under the terms of a "lock-up" agreement that was entered into at the time of Holding Corp.'s IPO and which expires in September 2005, the Sponsors have committed to refrain from selling their Holding Corp. shares. Based on discussions Holding Corp. has had with the Sponsors, Holding Corp. believes the Sponsors will want to conduct a secondary offering of some of their shares to the public following the expiration of the lock-up agreement in the third or fourth quarter of the year, subject to market conditions at that time. The shares that would be offered will be registered with the Securities and Exchange Commission ("SEC"), listed on the New York Stock Exchange ("NYSE") and freely traded in the public market after completion of the offering. The filing of this application is a condition precedent to the Sponsors being able to conduct such a secondary offering. This application is being filed with the knowledge and at the request of the Sponsors.

The number of shares to be sold in the secondary offering in part will be dictated by market conditions at the time a registration statement is filed with the SEC in August or September. It is anticipated, however, that at the conclusion of the secondary

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Marlene H. Dortch, Secretary, FCC, *In re Applications of The News Corporation Limited and The DIRECTV Group, Inc. (Transferors) and Constellation, LLC, Carlyle PanAmSat I, LLC, Carlyle PanAmSat II, LLC, PEP PAS, LLC and PEOP PAS, LLC (Transferees) for Authority to Transfer Control of PanAmSat Licensee Corp.*, IB Docket No. 04-209 (August 25, 2004). See also FCC File Nos. SAT-T/C-20040924-00190, SES-T/C-20040924-01456, SES-T/C-20040924-01457, and SES-T/C-20040924-01458 (pro forma transfer of control of Licensee Corp. following the transfer of control that was consummated on August 20, 2004).

offering, the Sponsors collectively will hold less than 50 percent of Holding Corp.'s equity. The remainder of the equity will be widely dispersed among numerous individual and institutional investors.

The amended and restated stockholders agreement further provides that if Holding Corp. ceases to be a "controlled company" within the meaning of applicable stock exchange rules, Constellation will have the right to designate no more than two directors; the Carlyle affiliated entities will have the right to designate no more than one director; and the Providence affiliated entities will have the right to designate no more than one director. Moreover, the stockholders agreement and the rules of the NYSE require that within one (1) year of such an event, a majority of the members of Holding Corp.'s Board of Directors must be independent, as defined by the NYSE rules.

Upon consummation of the secondary public offering that is proposed herein and the concomitant reduction of the Sponsors' collective equity interest to a level that is below 50 percent, Holding Corp. will cease to be a "controlled company." As a result, the Sponsors will no longer have the contractual right to appoint a majority of the Board of Directors of Holding Corp. or its indirect subsidiary Licensee Corp. In addition, following the public offering, no single shareholder will have a sufficient stake in Holding Corp. to exercise *de facto* or *de jure* control of the company.<sup>4</sup>

As with most transfers of ownership to the public, it is not possible to identify in advance who will purchase Holding Corp.'s stock during the public offering. On multiple occasions in the past, however, the Commission has consented to transactions in which there was a transfer of control as a result of a public offering.<sup>5</sup> These precedents support a grant of this application.

Following the closing of the proposed transaction, Licensee Corp. will supplement its pending applications as required under the Commission's rules, 47 C.F.R. § 1.65, to reflect the new ownership structure of PanAmSat. The parties also will follow the Commission's procedures for changes of ownership of satellites on the

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<sup>4</sup> Because no single shareholder will control Holding Corp. following the secondary public offering, Mr. James W. Cuminale, who is Executive Vice President, General Counsel, and Secretary of Holding Corp., has signed this application on behalf of the Transferees.

<sup>5</sup> See, e.g., *Domestic Section 214 Application Filed for Transfer of Control of Iowa Telecommunications Services, Inc. and Iowa Communications, Inc.*, Public Notice, WC Docket No. 04-157, DA 04-1248 (April 30, 2004), granted May 21, 2004 in Public Notice, DA 04-1534 (May 27, 2004) (approving application for transfer of authority from closely held company to "multiple individual shareholders" of applicant); *Application for Consent to Transfer of Control of Stratos Communications, Inc. from Aliant Inc. to Stratos Global Corp.*, File No. SES-T/C-20030924-01323., granted Nov. 13, 2003 in Report No. SES-00553 (Nov. 19, 2003) (granting application for transfer of authority to multiple shareholders following a secondary public offering).

Permitted Space Station List.<sup>6</sup> To the extent that any pending applications, or any other applications for new facilities or for renewal or modification of existing facilities, are granted prior to the closing of the proposed transaction, Licensee Corp. requests that the grant of this application includes consent with respect to all such subsequently granted authorizations.

### III. THE PROPOSED TRANSACTION IS IN THE PUBLIC INTEREST

The proposed transaction will serve the public interest in important ways. It will enable Licensee Corp. to restructure its ownership in accordance with the dictates of the market. Broadening the shareholder base of Licensee Corp.'s parent company, moreover, will ensure continued responsiveness to marketplace demands and will enable Holding Corp. to access the capital markets going forward.

Finally, the proposed transaction will have little impact on the day-to-day operations of Licensee Corp., which will continue to provide the valuable services it currently provides under its FCC authorizations.

### IV. CONCLUSION

For the reasons discussed above, Licensee Corp. respectfully requests that the Commission promptly grant this application to enable the parties to complete the proposed transaction.

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<sup>6</sup> See Amendment of the Commission's Space Station Licensing Rules and Policies, 18 FCC Rcd 10760, 10880 (¶¶ 326-27) (2003).

**RESPONSE TO QUESTION 36: REGARDING CANCELLED  
AUTHORIZATIONS**

PanAmSat Licensee Corp. ("PanAmSat") never has had an FCC license "revoked." However, on June 26, 2000, the International Bureau "cancelled" two Ka-band satellite authorizations issued to PanAmSat, based on the Bureau's finding that PanAmSat LC had not satisfied applicable construction milestones. See *In re PanAmSat Licensee Corp.*, Memorandum Opinion and Order, DA 00-1266, 15 FCC Rcd 18720 (IB 2000). In that same order, the Bureau denied related applications to modify the cancelled authorizations. PanAmSat filed an application for review of the Bureau's decision, which the Commission denied, and subsequently filed an appeal with the United States Court of Appeals for the District of Columbia Circuit, which was dismissed in January 2003 at PanAmSat's request. Notwithstanding the fact that the Bureau's action does not seem to be the kind of revocation action contemplated by question 36, PanAmSat is herein making note of the decision in the interests of absolute candor and out of an abundance of caution.

In any event, the Bureau's action with respect to PanAmSat does not reflect on its basic qualifications, which are well-established and a matter of public record.

**RESPONSE TO QUESTIONS A26 & A28: TRANSFEROR CERTIFICATIONS**

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statement made in Schedule A of this application are true, compete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

/s/ Alexander Navab

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/s/ Bruce E. Rosenblum

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/s/ Paul J. Salem

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