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3060-0678

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

FCC Use Only

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
Intelsat - Transfer of Control of PAS Space Station Authorizations

1-8. Legal Name of Applicant

Name:	Intelsat Holdings, Ltd.	Phone Number:	14412941650
DBA Name:		Fax Number:	14412928300
Street:	90 Pitts Bay Road Pembroke, HM 08	E-Mail:	susan.crandall@intelsat.com
City:		State:	
Country:	Bermuda	Zipcode:	
Attention:	Susan H. Crandall		

9-16. Name of Contact Representative

Name: Jennifer D. Hindin	Phone Number: 202-719-4975
Company: Wiley Rein & Fielding LLP	Fax Number: 202-719-7049
Street: 1776 K Street, NW	E-Mail: jhindin@wrf.com
City: Washington	State: DC
Country: USA	Zipcode: 20006-
Attention: Jennifer D. Hindin	Relationship: Legal Counsel

CLASSIFICATION OF FILING

<p>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.</p> <p><input type="radio"/> a1. Earth Station</p> <p><input checked="" type="radio"/> a2. Space Station</p>	<p>(N/A) b1. Application for License of New Station</p> <p>(N/A) b2. Application for Registration of New Domestic Receive-Only Station</p> <p>(N/A) b3. Amendment to a Pending Application</p> <p>(N/A) b4. Modification of License or Registration</p> <p><input type="radio"/> b5. Assignment of License or Registration</p> <p><input checked="" type="radio"/> b6. Transfer of Control of License or Registration</p> <p>(N/A) b7. Notification of Minor Modification</p> <p>(N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite</p> <p>(N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States</p> <p>(N/A) b10. Other (Please specify)</p>
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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

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

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

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?

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 FCC consent to the transfer of control of twenty-three (23) space station licenses.

Exhibits to Form 312

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
Phillip Spector

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)

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

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

Callsign: SBS-6	Callsign: S2461	Callsign: S2237	Callsign: GAL III-R	Callsign: S2253	Callsign: S2387	Callsign: PAS-2R	Callsign: S2359
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Callsign: PAS-9	Callsign: S2368	Callsign: S2131	Callsign: S2146	Callsign: S2229	Callsign: S2378	Callsign: S2380	Callsign: S2381
Callsign: S2382	Callsign: S2385	Callsign: S2386	Callsign: S2422	Callsign: S2460	Callsign: S2459	Callsign: S2377	Callsign:

A9. No. of station(s) listed
23

A10. Name of Transferor/Assignor

Name: Constellation, LLC et al. Phone Number: 212-750-8300

Company: Street: 9 West 57th Street E-Mail:

City: New York State: NY

Country: USA Zipcode: 10019 -

Attention: Relationship:

A15. Name of Transferee/ Assignee

Name:	Intelsat Holdings, Ltd.	Phone Number:	14412941650
DBA Name:		Fax Number:	14412928300
Street:	90 Pitts Bay Road Pembroke, HM 08	E-Mail:	susan.crandall@intelsat.com
City:		State:	
Country:	Bermuda	Zipcode:	-
Attention:	Susan H. Crandall		

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity? 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.

- Yes
 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 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.

A22. Printed Name of Licensee (Must agree with A1) PanAmSat Licensee Corp.	A24. Title (Office Held by Person Signing) James W. Cumiale, Exec. VP & General Counsel
A26. Printed Name of License Transferor / Assignor (Must agree with A10) Constellation, LLC et al.	A28. Title (Office Held by Person Signing) See Exhibit D
A26. Printed Name of License Transferee / Assignee (Must agree with A15) Intelsat Holdings, Ltd.	A28. Title (Office Held by Person Signing) Phillip Spector, Exec. VP & General Counsel

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 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 (3060-0678), 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. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

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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.

Exhibit A

Response to Question 34: Foreign Ownership

The Commission previously approved the foreign ownership in Intelsat. *See Intelsat, Ltd. and Zeus Holdings Limited, Consolidated Application for Consent to Transfer 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, Order and Authorization, DA 04-4034 (Int'l Bur. rel. Dec. 22, 2004) ("Intelsat-Zeus Order")*. There have been no material changes to the foreign ownership since the date of the *Intelsat-Zeus Order*.

Exhibit B

Response to Question 36: 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 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.

Exhibit D

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 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.

/s/ Alexander Navab
Alexander Navab, President
Constellation, LLC
c/o Kohlberg Kravis Roberts & Co. L.P.
9 West 57th Street New York, NY 10019

/s/ Bruce E. Rosenblum
Bruce E. Rosenblum, Managing Director
Carlyle PanAmSat I, LLC
c/o The Carlyle Group
1001 Pennsylvania Avenue, NW
Suite 220 South
Washington, DC 20004-2505

/s/ Paul J. Salem
Paul J. Salem, Executive Vice President
PEP PAS, LLC
50 Kennedy Plaza
18th Floor
Providence, RI 02903

/s/ Bruce E. Rosenblum
Bruce E. Rosenblum, Managing Director
Carlyle PanAmSat II, LLC
c/o The Carlyle Group
1001 Pennsylvania Avenue, NW
Suite 220 South
Washington, DC 20004-2505

/s/ Paul J. Salem
Paul J. Salem, Executive Vice President
PEOP PAS, LLC
50 Kennedy Plaza
18th Floor
Providence, RI 029

Exhibit E

**Response to Questions 40 and A.20:
Officers, Directors, and Ten Percent or Greater Shareholders**

Following are the officers and directors of Intelsat Holdings, Ltd.:

Officers

Conny Kullman, Chairman¹
David P. McGlade, Chief Executive Officer
Andrew D. Africk, Deputy Chairman
Ramu Potarazu, Chief Operating Officer
J. Robert Medlin, Acting Chief Financial Officer
Phillip Spector, Executive Vice President and General Counsel
Conny Kullman, Resident Representative
Elizabeth Scheid, Secretary

Directors

Andrew D. Africk
Douglas Grissom
Richard A. Haight
Conny Kullman
David P. McGlade
James N. Perry, Jr.
Alan Peyrat
Andrew P. Sillitoe
Aaron J. Stone
Nicola Volpi

The address of all Intelsat Holdings, Ltd. officers is:

Wellesley House North, 2nd Floor
90 Pitts Bay Road
Pembroke, HM 08
Bermuda

¹ Joseph Wright, currently Chief Executive Officer of PanAmSat, is expected to become Chairman of the Board upon completion of the transaction.

Shareholders holding 10% or more of the voting stock of Intelsat Holdings, Ltd. are as follows (percentage ownerships indicated are approximate):

Shareholder	Jurisdiction of Incorporation	Address	% of voting ² and equity stock
AIF V Euro Holdings, L.P.	Cayman Islands	c/o Walkers SPV Limited Walker House PO Box 908GT George Town, Grand Cayman Cayman Islands	23.1% of voting stock 30.0% of Series A Common Stock 24.8% of Series A Preferred Stock
Apax WW Nominees Ltd. ³	United Kingdom	15 Portland Place London W1B 1PT	21.4% of voting stock 92.8% of Series B Common Stock 19.9% of Series A Preferred Stock
MDCP IV Global Investments, L.P.	Cayman Islands	c/o Walkers SPV Limited PO Box 908GT Walker House Mary Street George Town, Grand Cayman Cayman Islands, B.W.I.	23.0% of voting stock 29.9% of Series A Common Stock 24.8% of Series A Preferred Stock
Permira Europe III L.P. 2 ⁴	Guernsey	PO Box 255 Trafalgar Court Les Banques St. Peter Port, Guernsey CI, GY1 3QL	16.6% of voting stock 21.5% of Series A Common Stock 17.8% of Series A Preferred Stock

² The percentage of voting stock is calculated by dividing the number of votes represented by the common shares held by the entity by the total number of votes represented by the common shares that are outstanding and have the right to vote.

³ Registered shareholder for nine entities. Other entities advised by or associated with Apax Partners hold, in the aggregate, an additional 1.7% of voting stock, 7.2% of Series B Common Stock, and 4.9% of Series A Preferred Stock of Intelsat Holdings, Ltd.

⁴ Other entities affiliated or otherwise associated with Permira Europe III, L.P. 2 hold, in the aggregate, an additional 6.5% of voting stock, 8.5% of Series A Common Stock, and 7.0% of Series A Preferred Stock of Intelsat Holdings, Ltd.

EXHIBIT F

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of

Constellation, LLC, Carlyle PanAmSat I,
LLC, Carlyle PanAmSat II, LLC, PEP
PAS, LLC, and PEOP PAS, LLC,
Transferors,

and

Intelsat Holdings, Ltd.,
Transferee,

Consolidated Application for Authority to
Transfer Control of PanAmSat Licensee
Corp. and PanAmSat H-2 Licensee Corp.

File Nos. _____

IB Docket No. 05-____

CONSOLIDATED APPLICATION FOR AUTHORITY TO TRANSFER CONTROL

**PanAmSat Holding
Corporation**

James W. Cuminale
Executive Vice President,
General Counsel and
Secretary
20 Westport Road
Wilton, CT 06987

Henry Goldberg
Joseph A. Godles
Goldberg, Godles,
Wiener & Wright
1229 19th Street, NW
Washington, DC 20036
*Counsel for PanAmSat
Holding Corporation*

Constellation, LLC

Alexander Navab, President
c/o Kohlberg Kravis Roberts & Co.
L.P.
9 West 57th Street
New York, NY 10019

**Carlyle PanAmSat I, LLC
Carlyle PanAmSat II, LLC**

Bruce E. Rosenblum
Managing Director
c/o The Carlyle Group
1001 Pennsylvania Ave. NW
Suite 220 South
Washington, DC 20004-2505

**PEP PAS, LLC
PEOP PAS, LLC**

Paul J. Salem
Executive Vice President
50 Kennedy Plaza
18th Floor
Providence, RI 02903

Intelsat Holdings, Ltd.

Phillip Spector
Executive Vice President and
General Counsel
Intelsat Holdings, Ltd.
Wellesley House North, 2nd
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90 Pitts Bay Road
Pembroke, HM 08
Bermuda

Susan H. Crandall
Assistant General Counsel
Intelsat Global Service
Corporation
3400 International Drive,
N.W.
Washington, DC 20008

Bert W. Rein
Jennifer D. Hindin
Wiley Rein & Fielding LLP
1776 K Street NW
Washington, DC 20006
*Counsel for Intelsat
Holdings, Ltd.*

Date: September 30, 2005

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EXECUTIVE SUMMARY

Intelsat Holdings, Ltd. ("Intelsat" or "Transferee") and Constellation, LLC, Carlyle PanAmSat I, LLC, Carlyle PanAmSat II, LLC, PEP PAS, LLC, and PEOP PAS, LLC (collectively, the "Transferors" and with Intelsat, the "Applicants"), pursuant to Section 310(d) of the Communications Act of 1934, hereby request Commission consent to transfer control of the FCC licenses held by subsidiaries of PanAmSat Holding Corporation ("PanAmSat") to Intelsat. Through subsidiaries, Intelsat and PanAmSat have entered into a Merger Agreement whereby PanAmSat will become a wholly-owned indirect subsidiary of Intelsat.

The combination of Intelsat's historical strength in telephony and data services with PanAmSat's focus on video distribution is a logical next step in the evolution of satellite communications. Merger of the complementary assets and expertise of the two companies will result in a number of public interest benefits. For example, combining the two fleets will allow the merged entity to increase the output of currently under-supplied services that would not otherwise be available, such as offering additional protected C-band capacity for U.S. cable TV distribution. Strategic redeployment of satellites to maximize back-up capabilities would also provide customers with more reliable service. In addition, the merger will increase the combined company's ability to offer flexibility to customers with shifting geographic needs. Finally, the merger will permit more efficient use of spectrum, facilitate innovation, and create operational efficiencies that will benefit customers.

The combined company will face competition from U.S.-licensed satellite operators; foreign-licensed operators accessing the U.S. market; operators deploying satellite capacity in new frequency bands; and mobile satellite service operators. More importantly, the combined entity will face competition from terrestrial networks characterized by rapidly increasing

ubiquity and excess capacity. Fiber optic cable is now challenging satellite not only for point-to-point services such as telephony, but also for point-to-multipoint services such as the distribution of video programming – a trend that is likely to be accelerated as new entrants with extensive fiber networks enter the video distribution market. In this rapidly converging communications marketplace, the merger will create a strong competitor committed to the future success of satellite technology, which plays a uniquely crucial role in disaster response and national defense as well as in everyday applications.

For the above reasons, the proposed merger is clearly in the public interest, and the FCC should expeditiously grant the application.