

IB 06-23

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SES Global S.A.

Date & Time Filed: Jan 6 2006 3:04:48:653PM

File Number: SES-T/C-INTR2006-00029

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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 |
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APPLICANT INFORMATION

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

Transfer of Control of Six Earth Stations from New Skies Holdings to SES Global

1-8. Legal Name of Applicant

| | | | |
|----------------------|--|----------------------|------------------------------|
| Name: | SES Global S.A. | Phone Number: | 11352710725276 |
| DBA Name: | | Fax Number: | 11352710725532 |
| Street: | L-6815 Chateau de Betzdorf Luxembourg | E-Mail: | Pierre.Margue@ses-global.com |
| City: | | State: | |
| Country: | Luxembourg | Zipcode: | - |
| Attention: | Mr. Pierre Margue | | |

9-16. Name of Contact Representative

| | | | |
|-------------------|---------------------------|----------------------|----------------------|
| Name: | Karis A. Hastings | Phone Number: | 202-637-5767 |
| Company: | Hogan & Hartson L.L.P. | Fax Number: | 202-637-5910 |
| Street: | 555 Thirteenth Street, NW | E-Mail: | KAHastings@HHLaw.com |
| City: | Washington | State: | DC |
| Country: | USA | Zipcode: | 20004-1109 |
| Attention: | | Relationship: | 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 5
(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

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? Netherlands, Permitted List Satellites Only

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 six transmit/receive earth stations from New Skies Satellites Holdings Ltd. to SES Global S.A.

Exs. A, B, E & F

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 Pierre Margue | 46. Title of Person Signing Vice President Legal & Corporate Affairs |
|---|---|

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: | New Skies Networks, Inc. | Phone Number: | 202-478-7100 |
| DBA Name: | New Skies Networks, Inc. | Fax Number: | 202-478-7101 |
| Street: | 2001 L Street, NW Suite 800 | E-Mail: | aduva@newsbies.com |
| City: | Washington | State: | DC |
| Country: | USA | Zipcode: | 20036 - |
| Attention: | Mr. Andrew R. D'Uva | | |

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

| | | | | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|------------------|------------------|
| Callsign: E020071 | Callsign: E000726 | Callsign: E000696 | Callsign: E000152 | Callsign: E000102 | Callsign: E980076 | Callsign: | Callsign: |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|------------------|------------------|

A9. No. of station(s) listed

6

A10. Name of Transferor/ Assignor

Name: New Skies Satellites Holdings Ltd. **Phone Number:** 202-478-7100
Company: New Skies Satellites Holdings Ltd. **Fax Number:** 202-478-7101
Street: 2001 L Street, NW **E-Mail:** aduva@newskies.com
Suite 800
City: Washington **State:** DC
Country: USA **Zipcode:** 20036
Attention: **Relationship:** Same

A15. Name of Transferee/ Assignee

Name: SES Global S.A. **Phone Number:** 11352710725276
DBA Name: **Fax Number:** 11352710725532
Street: L-6815 Chateau de Betzdorf **E-Mail:** Pierre.Margue@ses-global.com
Luxembourg
City: **State:**
Country: Luxembourg **Zipcode:** -
Attention: Mr Pierre Margue

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 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)
 New Skies Networks, Inc.

A24. Title (Office Held by Person Signing)
 VP & Associate General Counsel (Andrew R. D'Uva)

A26. Printed Name of License Transferor / Assignor
 (Must agree with A10)
 New Skies Satellites Holdings Ltd.

A28. Title (Office Held by Person Signing)
 President (Daniel Goldberg)

A26. Printed Name of License Transferee / Assignee
 (Must agree with A15)
 SES Global S.A.

A28. Title (Office Held by Person Signing)
 VP Legal and Corporate Affairs (Pierre Margue)

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.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0678.

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 Item 24(c)

FREQUENCY BANDS

New Skies Networks, Inc. ("NSN") holds licenses for earth stations that are authorized to operate in the conventional C-band (3700-4200 MHz and 5925-6425 MHz) and conventional Ku-band (11700-12200 MHz and 14000-14500 MHz). In addition, certain of the earth stations are authorized to operate in extended C-band frequencies (3600-3700 MHz, 5850-5925 MHz and 6425-6650 MHz) and/or extended Ku-band frequencies (10950-11200 MHz and 11450-11700 MHz).

Exhibit B: Response to Item 42(a)

USE OF NON-U.S. LICENSED SATELLITES

New Skies Networks, Inc. ("NSN") operates earth stations that are approved to communicate with non-U.S. licensed satellites that have been added to the Commission's Permitted Space Station List pursuant to Section 25.137 of the Commission's rules, 47 C.F.R. § 25.137, including the three Permitted List satellites operated by NSN's parent, New Skies Satellites B.V.¹ Following consummation of the proposed transfer of control, the NSN earth stations will continue to access foreign-licensed satellites on the Permitted List to provide the same services that have been previously authorized, and none of the system's operating parameters has changed.

¹ These satellites are NSS-7 at 22° W.L., NSS-5 at 177° W.L., and NSS-806 at 40.5° W.L.

Exhibit E: Response to Item A20

OWNERSHIP AND CONTROL OF SES GLOBAL

As described in Exhibit F, SES GLOBAL has agreed to acquire the parent of New Skies Networks, Inc. ("NSN"), which holds Commission licenses to operate six non-common carrier earth stations, and New Skies Satellites B.V. ("New Skies"), which operates three spacecraft on the Commission's Permitted Space Station List.

This transaction does not implicate the foreign ownership restrictions in Sections 310(a) and 310(b) of the Communications Act. Neither New Skies nor NSN holds any common carrier authorizations, and no foreign government will hold any radio license following the transaction. The Commission routinely grants applications for new licenses for space and earth stations filed by SES GLOBAL's wholly-owned subsidiary, SES AMERICOM. Nevertheless, the Applicants provide the following information on the ownership and control of SES GLOBAL out of an abundance of caution and to assist the Commission in its evaluation of the proposed transaction.

Specifically, under the terms of the agreement between the Applicants, New Skies Satellites Holdings Ltd. ("New Skies Holdings") will amalgamate with SES Holdings (Bermuda) Limited, a newly-formed Bermuda company that is a direct, wholly-owned subsidiary of SES GLOBAL. Both New Skies and NSN are indirect, wholly-owned subsidiaries of New Skies Holdings. Thus, the effect of the transaction will be to make New Skies and NSN indirect, wholly-owned subsidiaries of SES GLOBAL. A chart depicting the ownership of New Skies and NSN subsequent to the transaction is attached to this Exhibit. All the entities on the chart with the exception of New Skies and NSN are holding companies, and the jurisdictions in which they are organized are shown on the chart. All the entities will be wholly owned by SES GLOBAL following consummation.

SES GLOBAL is a Luxembourg company with its headquarters in Betzdorf, Luxembourg. SES GLOBAL has three classes of shares (A, B, and C). All shares have one vote each, but the Class B shares carry 40% of the economic rights of shares of Classes A and C.

The sole holders of Class C shares of SES GLOBAL are GE-CFE Luxembourg, S. à r.l. ("GE-CFE") and GE Capital Equity Holdings, Inc. ("GECEH"). GE-CFE and GECEH (the "GE Entities") are wholly-owned indirect subsidiaries of General Electric Company ("GE"). The combined holdings of the GE Entities

represent an effective economic interest of 25.125% and effective voting power of 20.10%. GE is a widely-held, publicly traded U.S. corporation. No person or entity holds an interest in GE sufficient to represent a 10% or greater indirect economic or voting interest in SES GLOBAL.

The Etat du Grand Duché de Luxembourg (the "State of Luxembourg") -- and Banque et Caisse d'Epargne de l'Etat ("BCEE") and Société Nationale de Crédit et d'Investissement ("SNCF"), each of which is an institution created by act of the Luxembourg Parliament and 100% owned by the State of Luxembourg -- are the sole holders of Class B shares of SES GLOBAL. The Class B shareholdings represent an effective economic interest of 16.67% and effective voting power of 33.33%.¹

The Class A shares are held by non-U.S. companies and by the public in the form of Fiduciary Deposit Receipts ("FDRs") that are publicly traded on the Luxembourg and Euronext exchanges. The Class A shares collectively represent an effective economic interest of 58.21% and effective voting power of 46.57%; the publicly-traded FDRs (the "free float") collectively represent an effective economic interest of 46.10% and effective voting power of 36.88%. As of December 8, 2005, the Class A shareholders with an interest of greater than 0.05% in SES GLOBAL were all companies organized under the laws of Luxembourg or Belgium. SES GLOBAL does not have current information regarding the identity or citizenship of the FDR holders. However, to SES GLOBAL's knowledge, no person or entity holds

¹ The Commission previously considered whether the foreign government ownership position in SES GLOBAL presented any public interest concerns in the context of the acquisition by SES GLOBAL of what is now SES AMERICOM. In that proceeding, SES GLOBAL presented extensive information regarding the rights associated with the Class B shares, and compared those rights to common minority shareholder protections. SES GLOBAL also discussed the regulatory licensing policies of Luxembourg applicable to SES ASTRA. The Commission found that even assuming the State of Luxembourg would control SES GLOBAL, "such control would not pose a high risk to competition in U.S. markets that would warrant special conditions." See *General Electric Capital Corporation and SES GLOBAL S.A.*, Order and Authorization, 16 FCC Rcd 17575, 17591 (IB & WTB 2001). Since 2001, foreign government ownership and control of SES GLOBAL has decreased. Deutsche Telekom (which is partially owned by the German government) sold its shares in SES GLOBAL in 2004. In addition, the rights of the Luxembourg government with respect to consent to significant share acquisitions have been narrowed.

FDRs representing a 10% or greater voting or economic interest in SES GLOBAL. Under Luxembourg law, any person acquiring FDRs representing a 10% or greater voting interest would be required to notify SES GLOBAL, and the company has received no such notification.

POST-CONSUMMATION OWNERSHIP OF NEW SKIES & NSN

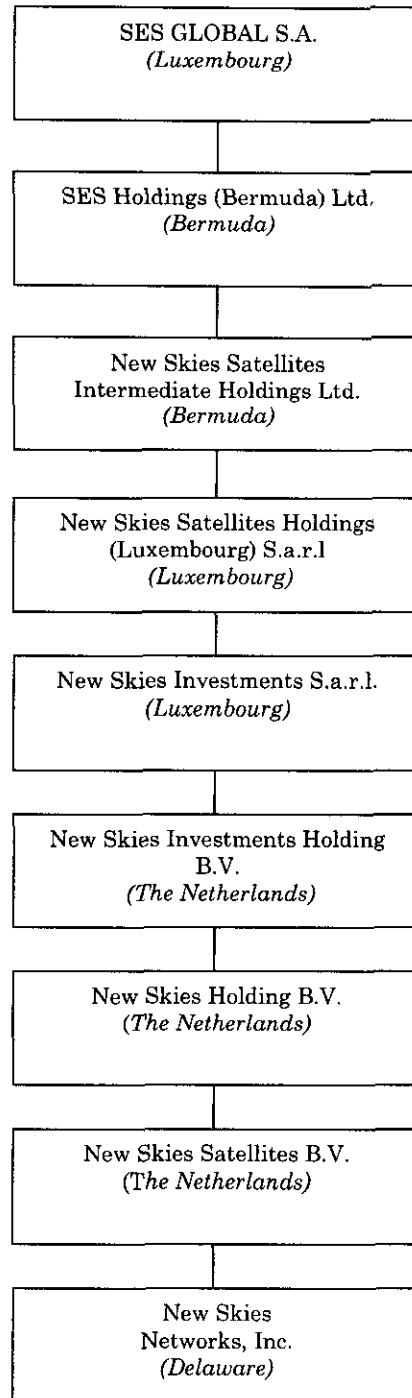


Exhibit F: Response to Item A21

PUBLIC INTEREST STATEMENT

SES GLOBAL S.A. ("SES GLOBAL") and New Skies Satellites Holdings Ltd. ("New Skies Holdings" and together with SES GLOBAL, the "Applicants"), hereby seek Commission consent to the transfer of ultimate ownership and control of six earth stations licensed to New Skies Networks, Inc. ("NSN"). The transfer of control will occur pursuant to the amalgamation of New Skies Holdings with a wholly-owned subsidiary of SES GLOBAL. SES GLOBAL intends to operate New Skies as the third satellite infrastructure pillar of the SES organization, alongside SES ASTRA in Europe and SES AMERICOM in North America.

The Applicants are concurrently filing a notification of the proposed change of ownership of satellites on the Permitted Space Station List operated by New Skies Satellites B.V. ("New Skies"), and the Applicants respectfully request that the Commission conduct a consolidated review of this earth station application and the notification. The transfer of control of the earth station licenses and satellites are inseparable parts of a single transaction, and consolidated review would be the most efficient use of Commission resources.

The proposed acquisition of NSN and New Skies by SES GLOBAL will serve the public interest, convenience and necessity. The transaction will permit New Skies to compete more effectively by giving it access to SES GLOBAL's financial strength and technical expertise, and end users will be able to purchase a broader range of satellite services from a single source. New Skies' customers will benefit from the expansion capacity, redundancy and service offerings provided by the larger SES GLOBAL fleet and organization. The transaction will also lead to operational efficiencies and permit greater investment in facilities, customer services and technological innovation. There will be no adverse effect on competition in the U.S. because New Skies' operations do not overlap significantly with those of SES AMERICOM.

I. THE APPLICANTS AND THE PROPOSED TRANSACTION

A. SES GLOBAL

SES GLOBAL is a Luxembourg company with its headquarters in Betzdorf, Luxembourg. Through its wholly-owned operating subsidiaries SES AMERICOM and SES ASTRA, SES GLOBAL provides satellite services around the

world to enterprise, government, and residential users. SES AMERICOM operates a fleet of Commission-licensed spacecraft optimized for service to the U.S. and North America, with some satellites also offering coverage of South America and trans-oceanic capabilities. SES ASTRA operates a fleet of Luxembourg-licensed spacecraft optimized for service to Europe and Africa. SES GLOBAL also holds the following investments in other satellite operators: a 75% interest in European provider SES Sirius, a 34.1% interest in Asia-Pacific provider AsiaSat, interests in Latin American providers NahuelSat (28.75%) and Star One (19.99%), and an interest in global Low-Earth orbit messaging service provider Orbcomm.¹ SES AMERICOM is an investor in Ciel and QuetzSat, new entrants in the broadcasting satellite markets in Canada and Mexico, respectively.

Information regarding ownership of SES GLOBAL and a chart showing the New Skies' ownership structure following consummation of the proposed transaction are provided in Exhibit E to this application.

B. NSN and New Skies

NSN is a Delaware corporation with its headquarters in Washington, D.C. NSN holds Commission licenses for six non-common carrier transmit-receive earth stations that operate in the standard and extended C- and Ku-bands. NSN is a direct, wholly-owned subsidiary of New Skies.

New Skies is a Netherlands company with its headquarters in The Hague, The Netherlands. New Skies operates five spacecraft, with an additional satellite due for launch in 2006. Three of New Skies' satellites are on the Permitted List (NSS-7 at 22° W.L., NSS-5 at 177° W.L., and NSS-806 at 40.5° W.L.). The remaining two satellites, NSS-6 at 95° E.L. and NSS-703 at 57° E.L., have no U.S. coverage.

The New Skies global network provides data, video, Internet and voice communications services to a range of telecommunications carriers, broadcasters, large corporations, Internet service providers and government entities around the world. New Skies is an indirect wholly-owned subsidiary of New Skies Holdings, a publicly-traded company (NYSE:NSE), which is based in Hamilton, Bermuda. New

¹ SES GLOBAL's interest in Orbcomm has been diluted to approximately 7.5% by a recent round of financing conducted by the company in which SES GLOBAL did not participate, and further dilution of SES GLOBAL's interest may occur as the financing proceeds.

Skies has offices in Hong Kong, New Delhi, Sao Paulo, Singapore, Sydney and Washington, D.C.

C. The Proposed Transaction

On December 14, 2005, SES GLOBAL and New Skies Holdings entered into an agreement pursuant to which, subject to regulatory approvals, SES GLOBAL will acquire 100% of New Skies by way of a merger under Bermudian law (an amalgamation). Under the terms of the agreement, New Skies Holdings will amalgamate with SES Holdings (Bermuda) Limited, a Bermuda company and wholly owned subsidiary of SES GLOBAL. SES GLOBAL will acquire New Skies for \$22.52 per share in cash. After the merger, NSN and New Skies will be wholly-owned subsidiaries of SES GLOBAL. Service to New Skies' existing customers will continue without interruption.

II. SES GLOBAL IS QUALIFIED TO ACQUIRE NEW SKIES

SES GLOBAL is legally, financially, and technically qualified to operate earth stations and provide satellite services in the United States. The Commission considered and approved SES GLOBAL's qualifications when it acquired SES AMERICOM (then GE Americom) in 2001.² Thus, there is no legal impediment to SES GLOBAL as ultimate owner of NSN and New Skies.

The transaction presents no national security or law enforcement issues. The Applicants will be discussing these matters with the Department of Justice, including the Federal Bureau of Investigation, the Department of Homeland Security, and the Department of Defense, and will advise the Commission regarding the outcome of those discussions.

III. SES GLOBAL'S ACQUISITION OF NSN AND NEW SKIES WILL SERVE THE PUBLIC INTEREST

Customers of NSN and New Skies will derive important benefits from the proposed transaction. Importantly, the acquisition will allow users of the New Skies network to take advantage of greater redundancy and enhanced back-up capability. Its relatively small satellite fleet makes New Skies more vulnerable to

² See *General Electric Capital Corporation and SES GLOBAL S.A.*, Order and Authorization, 16 FCC Rcd 17575 (IB & WTB 2001); *General Electric Capital Corporation and SES GLOBAL S.A.*, Supplemental Order, 16 FCC Rcd 18878 (IB & WTB 2001).

service disruptions in the event of a failure of part or all of a spacecraft. Access to the fleets operated by SES GLOBAL will permit greater flexibility in restoring service to affected users.

In addition, the proposed transaction will enhance the efficiency of New Skies' operations. After the acquisition, NSN and New Skies will be able to rely on SES GLOBAL personnel for additional sales, technical, and management support; combination of the companies will permit reductions in overhead expenses.

The acquisition of New Skies by SES GLOBAL will also promote investment in product development and innovation. Since the company's founding, New Skies has endeavored to expand and upgrade its satellite fleet and introduce advanced service offerings.³ SES GLOBAL's operating entities also are market leaders in service development and infrastructure investment.⁴ By entering the SES GLOBAL family, New Skies will benefit from this culture of innovation and investment. The transaction will strengthen the combined companies' ability to invest in and deploy new services and facilities to better serve satellite customers.

IV. CONCLUSION

In sum, SES GLOBAL is fully qualified to acquire ownership and control of NSN and its earth station licenses. The proposed transaction will enhance competition and serve the public interest. The Applicants therefore request that the Commission consent to the proposed transfer of control of NSN. In view of the simplicity and clear lawfulness of the proposed acquisition, the Applicants request speedy approval, which is particularly warranted in the satellite arena:

³ For example, under its IPsys® services line, New Skies provides high-speed, secure and reliable satellite-delivered Internet backbone capacity to ISPs throughout the world. New Skies also augmented its spacecraft constellation by investing almost \$1 billion to construct and launch three new satellites: NSS-6, NSS-7 and NSS-8, which is scheduled for launch in 2006.

⁴ In the fourth quarter of 2005 alone, SES AMERICOM began the roll-out of its new IP-PRIME™ distribution platform to enable small telephone companies to distribute hundreds of television channels to subscribers over the same DSL line that brings them voice and high-speed Internet access and launched IP-Connect®, a centralized distribution platform designed to serve key enterprise markets with a powerful suite of satellite-delivered, IP-based voice, video and data solutions.

In this dynamic and technologically innovative industry, a proposed venture may become obsolete in just a few years....To delay a proposed project six months will increase capital cost and diminish technological advantage; to delay it a year or more may destroy its attractiveness as an investment.⁵

Accordingly, SES GLOBAL and New Skies ask that the FCC review and authorize transfer of the NSN earth station licenses (and New Skies Permitted List authorizations).

⁵ *United States v. FCC*, 652 F.2d 72, 95 (D.C. Cir. 1980) (en banc).