

<p><b>FCC 312</b> Main Form</p>	<p style="text-align: center;"><b>FEDERAL COMMUNICATIONS COMMISSION</b> <b>APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS</b></p>
Approved by OMB 3600-0678	FCC Use Only File Number:
Est. Avg. Burden Hours Per Response: 11 Hrs.	Call Sign:
	Fee Number

**APPLICANT INFORMATION**

1. Legal Name of Applicant <b>SES Global S.A.</b>	2. Voice Telephone Number <b>011-352-710-725-267</b>
3. Other Name Used for Doing Business (if any)	4. Fax Telephone Number <b>011-352-710-725-9828</b>
5. Mailing Street Address or P.O. Box <b>L-6815 Chateau de Betzdorf</b>	6. City <b>Luxembourg</b>
ATTENTION: <b>Roland Jaeger</b>	7. State / Country (if not U.S.A.) <b>Luxembourg</b>
8. Zip Code	
9. Name of Contact Representative (if other than applicant) <b>Philip L. Spector</b>	10. Voice Telephone Number <b>202-223-7300</b>
11. Firm or Company Name <b>Paul, Weiss, Rifkind, Wharton &amp; Garrison</b>	12. Fax Telephone Number <b>202-223-7420</b>
13. Mailing Street Address or P.O. Box <b>1615 L St., NW, Suite 1300</b>	14. City <b>Washington</b>
ATTENTION:	15. State / Country (if not U.S.A.) <b>DC</b>
	16. Zip Code <b>20036</b>

**CLASSIFICATION OF FILING**

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.

<p><input type="checkbox"/> b1. Application for License of New Station</p> <p><input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station</p> <p><input type="checkbox"/> b3. Amendment to a Pending Application</p> <p><input type="checkbox"/> b4. Modification of License or Registration</p> <p><input type="checkbox"/> b5. Assignment of License or Registration</p>	<p><input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration</p> <p><input type="checkbox"/> b7. Notification of Minor Modification</p> <p><input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite</p> <p><input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States</p> <p><input type="checkbox"/> b10. Other (Please Specify): _____</p>
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18. If this filing is in reference to an existing station, enter:  
Call sign of station: **See Exhibit A**

If this filing is an amendment to a pending application enter: **N/A**  
(a) Date pending application was filed:  
(b) File number of pending application:

**TYPE OF SERVICE**

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to 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: Place an "X" in the box next to the applicable status. Mark only one box.

- a. Common Carrier
- b. Non-Common Carrier

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

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

N/A

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

- a. Connected to the Public Switched Network
- b. Not connected to the Public Switched Network

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) Ka-band

**TYPE OF STATION**

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Space Station
- f. Other (Specify)

If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY: Mark only one box.

- a. Transmit/Receive
- b. Transmit-Only
- c. Receive-Only

N/A

**PURPOSE OF MODIFICATION OR AMENDMENT**

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

N/A

- a -- authorization to add new emission designator and related service
- b -- authorization to change emission designator and related service
- c -- authorization to increase EIRP and EIRP density
- d -- authorization to replace antenna
- e -- authorization to add antenna
- f -- authorization to relocate fixed station
- g -- authorization to change assigned frequency(ies)
- h -- authorization to add Points of Communication (satellites & countries)
- i -- authorization to change Points of Communication (satellites & countries)
- j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required
- k -- Other (Please Specify)

**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.

- YES
- NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

**ALIEN OWNERSHIP**

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned 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?	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
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 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?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	See Exhibit B	

**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.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO	See Exhibit C.
36. Has the applicant or any party to this application 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 the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO	
37. Has the applicant, or any party to this application, 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 the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> 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 the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> 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 proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO	
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning 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.			See Exhibit D
41. By checking Yes, the undersigned certifies, that neither the 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.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> 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.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> 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? _____			N/A

43. Description. (Summarize the nature of the application and the services to be provided).

Application for transfer of control of GE American Communications, Inc. ("GE Americom") to SES Global S.A. After the closing of the transaction, GE Americom will continue to provide service in the same manner as before.

Exhibit No.	Identify all exhibits that are attached to this application.
A	List of Authorizations to be Transferred (Items 18 and 8A)
B	Alien Ownership Information (Items 31, 32, and 34)
C	Exemption Request (Item 35)
D	List of Stockholders, Officers, and Directors of Transferee (Item 40)

**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.

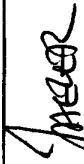
44. Applicant is a (an): (Place an "X" in the box next to applicable response.)

- a. Individual   
  b. Unincorporated Association   
  c. Partnership   
  d. Corporation   
  e. Governmental Entity   
  f. Other (Please specify)

46. Title of Person Signing

Director, SES Global S.A.

47. Signature



48. Date

April 2, 2001

**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).**

FEDERAL COMMUNICATIONS COMMISSION

FCC 312 - Schedule A

(Place an "X" in one of the blocks below)

- CONSENT TO TRANSFER OF CONTROL       CONSENT TO ASSIGNMENT OF LICENSE  
 NOTIFICATION OF TRANSFER OF CONTROL       NOTIFICATION OF ASSIGNMENT  
 OF RECEIVE ONLY REGISTRATION       OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee or Registrant  
**GE American Communications, Inc.**  
A2. Voice Telephone Number  
**609-987-4448**  
A3. Mailing Street Address or P.O. Box  
**Four Research Way**  
A4. Fax Telephone Number  
**609-987-4233**  
A5. City  
**Princeton**  
A6. State / Country (if not U.S.A.)  
**New Jersey**  
A7. Zip Code  
**08540-6684**  
A8. List Call Sign(s) of station(s) being assigned or transferred

**See Exhibit A**  
A10. Name of Transferor/Assignor (if different than licensee or registrant)  
**General Electric Capital Corporation**  
A11. Mailing Street Address or P.O. Box  
**260 Long Ridge Road**  
A12. City  
**Stamford**  
A13. State/Country  
**CT**  
A14. Zip Code  
**06927**  
A15. Name of Transferee/Assignee  
**SES Global S.A.**  
A16. Mailing Street Address or P.O. Box  
**L-6815 Chateau de Betzdorf**  
A17. City  
**Luxembourg**  
A18. State/Country  
**Luxembourg**  
A19. Zip Code


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

**CERTIFICATION**

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.

A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest. \*  
\* See Narrative Application, Section IV.

A22. Printed Name of Licensee (Must agree with A1)  
**GE American Communications, Inc.**  
A23. Signature  
  
A24. Title (Office Held by Person Signing)  
**Director, SES Global S.A.**  
A25. Date  
**April 2, 2001**

FCC Use Only

**FEDERAL COMMUNICATIONS COMMISSION  
FCC 312 - Schedule A**  
(Place an "X" in one of the blocks below)

- CONSENT TO TRANSFER OF CONTROL**       **CONSENT TO ASSIGNMENT OF LICENSE**  
 **NOTIFICATION OF TRANSFER OF CONTROL**       **NOTIFICATION OF ASSIGNMENT**  
 **OF RECEIVE ONLY REGISTRATION**       **OF RECEIVE ONLY REGISTRATION**

A1. Name of Licensee or Registrant  
**GE American Communications, Inc.**  
A3. Mailing Street Address or P.O. Box  
**Four Research Way**  
ATTENTION: **Mark O'Leary**  
A5. City  
**Princeton**  
A6. State / Country (if not U.S.A.)  
**New Jersey**  
A2. Voice Telephone Number  
**609-987-4448**  
A4. Fax Telephone Number  
**609-987-4233**  
A7. Zip Code  
**08540-6684**  
A9. No. of station(s) listed

A8. List Call Sign(s) of station(s) being assigned or transferred  
**See Exhibit A**  
A10. Name of Transferor/Assignor (if different than licensee or registrant)  
**General Electric Capital Corporation**  
A11. Mailing Street Address or P.O. Box  
**260 Long Ridge Road**  
A12. City  
**Stamford**  
A13. State/Country  
**CT**  
A14. Zip Code  
**06927**  
A15. Name of Transferee/Assignee  
**SES Global S.A.**  
A16. Mailing Street Address or P.O. Box  
**L-6815 Chateau de Betzdorf**  
A17. City  
**Luxembourg**  
A18. State/Country  
**Luxembourg**  
A19. Zip Code


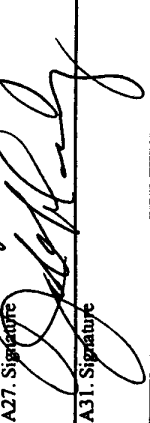
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity?  
If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (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**

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

**\*See Narrative Application, Section IV.  
CERTIFICATION**

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.

A22. Printed Name of Licensee (Must agree with A1)	A23. Signature	A24. Title (Office Held by Person Signing)	A25. Date
<b>GE American Communications, Inc.</b>		<b>President</b>	<b>Apr: 12, 2001</b>
A26. Printed Name of License Transferor/Assignor (if different than licensee. Must agree with A10)	A27. Signature	A28. Title (Office Held by Person Signing)	A29. Date
<b>General Electric Capital Corporation</b>		<b>Vice President</b>	<b>Apr: 12, 2001</b>
A30. Printed Name of License Transferee/Assignee (Must agree with A15)	A31. Signature	A32. Title (Office Held by Person Signing)	A33. Date
<b>SES Global S.A.</b>			

**EXHIBIT A**  
**List of Authorizations to be Transferred**

**Current Authorizations:**

- GE-6 at 72° W.L., *GE American Communications, Inc.*, 15 FCC Rcd 19671, DA 00-2305 (Sat. & Rad. Div. 2000).
- Satcom C-1 at 79° W.L. (to be moved from 141.5° W.L. commencing in April), *Assignment of Orbital Locations*, DA 00-2096 (Sat. & Rad. Div. rel. Sept. 13, 2000); *GE American Communications, Inc.*, 6 FCC Rcd 31 (Int'l Bur. 1991); *Assignment of Orbital Locations*, 5 FCC Rcd 179 (1990); *GE American Communications, Inc.* 4 FCC Rcd 6534 (1989).
- GE-5 at 79° W.L., *Assignment of Orbital Locations*, 14 FCC Rcd 686 (Int'l Bur. 1998); *GE American Communications, Inc.*, 11 FCC Rcd 15030 (Int'l Bur. 1996).
- Satcom K-2 at 80.95° W.L., File No. SAT-STA-20001215-00166; *Applications of GE American Communications, Inc. for Special Temporary Authority to Continue Operations on Satcom K-2 in an Inclined Orbit at 81° W.L. and for Special Temporary Authority to Continue Operations in an Inclined Orbit and Relocate Satcom K-2 to 81° W.L.*, 13 FCC Rcd 2425 (Int'l Bur. 1998).
- GE-2 at 85° W.L., *GE American Communications, Inc.*, 10 FCC Rcd 13775 (Int'l Bur. 1995).
- GE-3 at 87° W.L., *GE American Communications, Inc.*, DA 96-495 (Int'l Bur. April 2, 1996).
- GE-4 at 101° W.L., *Assignment of Orbital Locations*, 15 FCC Rcd 3385 (Int'l Bur. 1999).
- GE-1 at 103° W.L., *GE American Communications, Inc.*, 7 FCC Rcd 5159 (1992), *as modified*, *GTE Spacenet Corporation and GE American Communications, Inc.*, 9 FCC Rcd 1271 (1994).
- GSTAR 4 at 105° W.L., File No. SAT-STA-20001114-00161; *GTE Spacenet Corporation*, 7 FCC Rcd 5569 (Int'l Bur. 1992).
- Satcom C-3 at 131° W.L., *GE American Communications, Inc.* 4 FCC Rcd 6534 (1989).
- Satcom C-4 at 135° W.L., *Assignment of Orbital Locations*, 5 FCC Rcd 179 (1990); *GE American Communications, Inc.* 4 FCC Rcd 6534 (1989).

- GE-7 at 137° W.L., *Assignment of Orbital Locations*, DA 00-2096 (Int'l Bur. rel. Sept. 13, 2000).
- GE-8 at 139° W.L., *Assignment of Orbital Locations*, DA 00-2096 (Int'l Bur. rel. Sept. 13, 2000). Licensed jointly with Alascom, Inc.
- Satcom SN-4 at 172°E.L., Letter from Thomas S. Tycz, Chief, Sat. & Rad. Div., to Karis A. Hastings dated November 16, 2000, File No. SAT-STA-20000906-00130; *Assignment of Orbital Locations*, 15 FCC Rcd 3385 (Int'l Bur. 1999).
- Authorization for nine Ka-band satellites to be located at five orbital locations: 17°W.L., 56° E.L., 114.5° E.L., 85° W.L., and 105° W.L.; *GE American Communications, Inc*, 12 FCC Rcd 6475 (Int'l Bur. 1997); *GE American Communications, Inc*, DA 01-225 (Int'l Bur. 2001) (modification to add intersatellite link authority and specify additional downlink spectrum).

Pending Applications:

- Application for authorization to construct, launch and operate a satellite system consisting of two extended Ku-band communications satellites at 85° W.L. and 87° W.L. and one ground spare filed Nov. 3, 1995, File Nos. 18/19-SAT-P/LA-96 & 20-SAT-P-96 (IBFS File Nos. SAT-LOA-19951103-00176/177 & SAT-A/O-19951103-00175). See Public Notice dated Jan. 24, 1996 (Report No. SPB-34).
- Application for authorization to launch and operate a system of eleven V/Ku-band satellites at nine orbital locations filed Sept. 27, 1997, File Nos. SAT-LOA-19970925-00110/118.
- Application for extension of Ka-band system construction and launch milestones associated with request for intersatellite link authority filed Nov. 18, 1997, File No. SAT-MOD-19971118-00183.
- Application for modification to Ka-band system authorization to permit use of the 18.8-19.3 and 28.6-29.1 GHz bands, File No. SAT-MOD-19971222-00202. See Public Notice dated Mar. 16, 1999 (Report No. SAT-00012).
- Application for special temporary authority to continue operations on GSTAR 4 at 105° W.L. filed Nov. 14, 2000, File No. SAT-STA-20001114-00161.
- Application for extension of special temporary authority for Satcom K-2 filed Dec. 15, 2000, File No. SAT-STA-20001215-00166, amended Feb. 14, 2001.
- Application for special temporary authority to operate GE-6 at 80.95° W.L., filed Feb. 2, 2001, File No. SAT-STA-20010202-00007.



**EXHIBIT B**  
**Alien Ownership Information**

SES Global S.A. ("SES Global") is a newly formed Luxembourg company, created to hold indirectly the shares of GE American Communications, Inc. and Columbia Communications Corporation (together, the "Licensees"). SES Global will acquire, through merger, GE Subsidiary, Inc. 22, a Delaware corporation, which is the indirect owner of 100% of the equity interests of the Licensees. SES Global also will own directly a minimum of 80% of the outstanding equity interests of Société Européenne des Satellites, S.A. ("SES") as a result of an exchange offer to SES shareholders. SES is a company organized and existing under the laws of Luxembourg. Its principle business is the provision of satellite communications services.

Deutsche Telekom, A.G. ("Deutsche Telekom") will hold shares of SES Global, representing an economic interest of 12.6% and a voting interest of 10.1% in SES Global.<sup>1</sup> Deutsche Telekom is a corporation organized and existing under the laws of the Federal Republic of Germany, with its headquarters in Bonn. Its principal business is the provision of telecommunications and information services.

The Government of Germany and Kreditanstalt fuer Wiederaufbau together own 60% of Deutsche Telekom, but this will decrease to 45% upon closing of the merger of Voicestream Wireless Corporation and Powertel, Inc. into Deutsche Telekom.<sup>2</sup>

Banque et Caisse d'Epargne de l'Etat ("BCEE") and Société Nationale de Crédit et d'Investissement ("SNCI"), each of which is an institution created by act of the Luxembourg Parliament and 100% owned by the State of Luxembourg, will hold shares of SES Global, representing a combined total economic interest of 11.2% and a voting interest of 22.3% in SES Global. The principal business of both BCEE and SNCI is financial services.

BCEE, SNCI and the State of Luxembourg, collectively, are expected to acquire additional shares of SES Global, representing a 5.5% economic interest and 11.0% voting interest in SES Global.

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<sup>1</sup> Deutsche Telekom's percentage interests based on the assumption that SES Global will offer approximately 7.5-8% of its equity in a listing in the United States. If such a public offering does not occur or SES Global does not otherwise raise additional equity, Deutsche Telekom's percentage interest would be larger, but the interests held by BCEE, SNCI and the State of Luxembourg would be unchanged.

<sup>2</sup> See Reply in Support of Applications for Consent to Transfer of Control, Voicestream Wireless Corporation, Powertel, Inc. and Deutsche Telekom A.G., IB Docket 00-187.

**EXHIBIT C**  
**Exemption Request**

In the narrative application requesting authority for transfer of control of space station, earth station and microwave licenses and Section 214 authorizations held by GE American Communications and Columbia Communications Corporation that is being filed simultaneously with this application, the applicant requests that the Commission waive application of any "cut-off" rules with respect to pending applications, to the extent such applications have been subject to an FCC cut-off notice prior to consummation of the proposed transaction.<sup>1</sup> The Commission has routinely granted such relief for pending applications in the context of other major mergers of satellite service providers.<sup>2</sup>

In evaluating requests for exemption from the cut-off rules, the International Bureau has considered two factors: (1) whether the proposed transaction has a legitimate business purpose, and (2) whether the change in ownership otherwise serves the public interest.<sup>3</sup> This transaction satisfies both prongs of that test.

The purpose of the proposed transaction is to enhance the ability of the licensees to compete globally and to provide more comprehensive and efficient services to customers. The transaction involves operational and authorized satellites and earth stations in addition to the pending applications. Under these circumstances, there can be no question that the transaction serves an independent business purpose and was not entered into for the purpose of acquiring pending applications.<sup>4</sup> Furthermore, for the reasons discussed in the narrative application, the proposed transaction will serve the public interest. Accordingly, the applicant submits that an exemption from the cut-off rule for pending applications is appropriate here.

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<sup>1</sup> Under Section 25.116(c) of the Commission's rules, any pending application will be considered "newly filed" and therefore may lose its place in the processing line if it is modified by a "major amendment." Amendments that specify a substantial change in beneficial ownership or control of the applicant are considered "major" under this provision. There is an exception, however, where the amendment reflects only a change in ownership or control found by the Commission to be in the public interest. In those circumstances, the Commission can grant an exemption from the cut-off date. See 47 C.F.R. § 25.116(c)(2).

<sup>2</sup> See, e.g., *Loral Space & Communication Ltd.*, 13 FCC Rcd 4592, 4599 (Int'l Bur. 1998) ("*Loral/Orion Order*"); *Hughes Communications, Inc.*, 12 FCC Rcd 7534, 7536 (1996).

<sup>3</sup> *Loral/Orion Order* at 4599 (citations omitted).

<sup>4</sup> See *id.* (citing *Airsignal International Inc.*, 81 F.C.C. 2d 472 (1980)).

**EXHIBIT D**  
**List of Stockholders, Officers and Directors of Transferee**

At the time transfer of control occurs, the names, addresses, and citizenship of stockholders owning of record and/or voting 10 percent or more of SES Global's voting stock will be:<sup>1</sup>

1. General Electric Capital Corporation ("GE Capital") will hold shares of SES Global, representing a 25.1% economic interest and 10.1% voting interest in SES Global. GE Capital is a corporation organized under the laws of New York. GE Capital's address is as follows:

General Electric Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

2. Deutsche Telekom, A.G. ("Deutsche Telekom") will hold shares of SES Global, representing an economic interest of 12.6% and a voting interest of 10.1%. Deutsche Telekom is a corporation organized and existing under the laws of the Federal Republic of Germany. Deutsche Telekom's address is as follows:

Deutsche Telekom, A.G.  
Friedrich-Ebert-Allee 140  
53113 Bonn, Germany

3. Banque et Caisse d'Epargne de l'Etat ("BCEE") and Société Nationale de Crédit et d'Investissement ("SNCI"), each of which is an institution created by act of the Luxembourg Parliament and 100% owned by the State of Luxembourg, will hold shares of SES Global, representing a combined total economic interest of 11.2% and a voting interest of 22.3% in SES Global. The principal business of both BCEE and SNCI is financial services. The addresses of BCEE and SNCI are as follows:

Banque et Caisse d'Epargne de l'Etat  
1, place de Metz  
L-2954 Luxembourg

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<sup>1</sup> All of the SES Global percentage interests stated herein are based on the assumption that SES Global will offer approximately 7.5-8% of its equity in a listing in the United States. If such a public offering does not occur, or if SES Global does not otherwise raise additional equity, GE Capital's and Deutsche Telekom's ownership interests would be larger, but the interests held by BCEE and SNCI would be unchanged.

Société Nationale de Crédit et d'Investissement  
7, place du St. Esprit  
L-1475 Luxembourg

The names and addresses of the directors of SES Global are:

Paul Mousel, Partner  
Arendt & Medernach  
8/10 Rue Mathiashardt  
L-2010 Luxembourg

Philippe Dupont, Partner  
Arendt & Medernach  
8/10 Rue Mathiashardt  
L-2010 Luxembourg

Roland Jaeger  
Secretary General  
Société Européenne des Satellites  
Chateau de Betzdorf  
L06815 Luxembourg

SES Global does not have any officers at this point in time. It is anticipated that officers will be appointed at a later date.