

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

<b>In the Matter of</b>	)	
	)	
<b>GENERAL ELECTRIC CAPITAL CORPORATION,</b>	)	
	)	
<b>Transferor,</b>	)	<b>File No.</b>
	)	
<b>and</b>	)	
	)	
<b>SES GLOBAL S.A.</b>	)	
	)	
<b>Transferee,</b>	)	
	)	
<b>Application for Consent to Transfer of Control of GE American Communications, Inc.</b>	)	

**APPLICATION FOR CONSENT TO TRANSFER OF CONTROL OF  
SECTION 214 AUTHORITY**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.18(e)(3) of the Commission's Rules, 47 C.F.R. § 63.18(e)(3), SES Global S.A. ("SES Global") and General Electric Capital Corporation ("GE Capital") hereby apply for the Commission's consent to transfer control of the domestic and international Section 214 authorizations held by GE American Communications, Inc. ("GE Americom"). The proposed transaction would result in GE Americom becoming a wholly owned subsidiary of SES Global. The details of the proposed transaction and the public interest showing are described fully in the narrative application to which this application is appended as Attachment E.

**TRANSFER OF CONTROL INFORMATION REQUIRED BY SECTION 63.18**

Pursuant to Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, SES

Global and GE Capital submit the following information:

- (a) The name, address, and telephone number of the transferee are:

SES Global S.A. ("SES Global")  
Chateau de Betzdorf  
L-6815 Betzdorf  
Grand Duchy of Luxembourg  
(352) 710725-1

The name, address, and telephone number of the transferor are:

General Electric Capital Corporation ("GE Capital")  
260 Long Ridge Road  
Stamford, CT 06927  
(202) 357-4200

- (b) SES Global is a corporation ("Société Anonyme") organized under the laws of Luxembourg and headquartered in Betzdorf, Luxembourg.

GE Capital is a New York corporation headquartered in Stamford, Connecticut.

- (c) Correspondence concerning this application should be sent to:

for SES Global  
Roland Jaeger  
SES Global S.A.  
Chateau de Betzdorf  
L-6815 Betzdorf  
Grand Duchy of Luxembourg

with a copy to:  
Phillip L. Spector, Esq.  
Laura B. Sherman, Esq.  
Paul, Weiss, Rifkind, Wharton & Garrison  
1615 L Street, NW, Suite 1300  
Washington, DC 20036-5694

for GE Capital

Mark O'Leary, Esq.  
 GE American Communications, Inc.  
 4 Research Way  
 Princeton, NJ 08540

with a copy to:

Peter A. Rohrbach, Esq.  
 Karis A. Hastings, Esq.  
 Hogan & Hartson, L.L.P.  
 555 Thirteenth Street, N.W.  
 Washington, DC 20004

- (d) SES Global does not hold any Section 214 authorizations. The international Section 214 authorizations held by GE Americom are as follows:

<u>File Number</u>	<u>Authorization</u>
ITC-83-029	Authorization to communicate between Colorado Springs, Colorado and Thule, Greenland.
ITC-86-176	Authorization to communicate between Satcom K-2 and terrestrial stations in Canada and Mexico.
ITC-87-140	Authorization to communicate between U.S. earth stations and INTELSAT to deliver services to countries listed in Comsat tariff.
ITC-88-119	Authorization to provide voice-grade and data circuits between the U.S. & Bahamas via domestic satellites.
ITC-85-147	Authorization to provide service between the U.S. and various points in the Caribbean and Latin America.
ITC-92-187	Authorization to provide service between the U.S. and Bermuda.
ITC-92-148	Authorization to communicate between U.S. earth stations and INTELSAT satellites for service to countries covered by Comsat tariffs; authorization to communicate via Alpha Lyracom's PAS-1 satellite with the Bahamas, Denmark, France, Germany, Ireland, Italy, Luxembourg, Monaco, the Netherlands, Portugal, Sweden, the U.K., Argentina, the Bahamas, Bolivia, Brazil, Chile, Colombia, Costa Rica, the Dominican Republic, Ecuador, Guatemala, Honduras, and Peru; authorization to communicate with Columbia's TDRSS-41 and TDRSS-174 satellites for service to Hong Kong and the U.K.; authorization to communicate with

Intersputnik Stationar 4 for service to Armenia, Azerbaijan, Belarus, Estonia, Georgia, Kazakhstan, Kyrgyzstan, Latvia, Lithuania, Moldova, Russia, Tajikistan, Turkmenistan, Ukraine, Uzbekistan, Poland, Hungary, Albania, Romania, Czechoslovakia and Bulgaria.

- (e) The applicants are applying for authorization to transfer to SES Global control of the Section 214 authorizations held by GE Americom. A narrative description of the applicants, the proposed transaction, and an analysis of the public interest are provided in the narrative application to which this application is appended as Attachment E.
- (f) No response required.
- (g) No response required.
- (h) SES Global is a corporation ("Société Anonyme") organized under the laws of Luxembourg, with its headquarters in Betzdorf, Luxembourg. Its principal business is the provision of satellite communications and information services. SES Global's address is:

SES Global S.A.  
Chateau de Betzdorf  
L-6815 Betzdorf  
Grand Duchy of Luxembourg

There will be four 10% or greater shareholders of SES Global.<sup>1</sup>

GE Capital will hold shares of SES Global, representing 25.1% of the economic interest and 20.1% of the voting interest of SES Global. GE Capital is a corporation organized under the laws of New York with its principal place of business in Stamford, Connecticut. Its principal business is the provision of global financial services. GE Capital's address is as follows:

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

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<sup>1</sup> GE Capital's and Deutsche Telekom's 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 percentage interests would be larger, but the interests held by BCEE, SNCI and the State of Luxembourg would be unchanged.

GE Capital is an indirect wholly owned subsidiary of General Electric Company.

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. 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. Deutsche Telekom's address is:

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

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 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. The addresses of BCEE and SNCI are:

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

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

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

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

None of the members of SES Global's Board of Directors serve as officers or directors of any foreign carriers. SES Global currently has no officers.

- (i) SES Global is a holding company, which does not provide telecommunications service. SES Global is affiliated with the foreign carriers listed below. SES Global certifies to the information in this paragraph.

Name of Carrier

Société Européenne des Satellites, S.A. ("SES")

Asia Satellite Telecommunications Co. Ltd. ("AsiaSat")

Nordic Satellite Company ("NSAB")

SES, which is based in Luxembourg, provides satellite communications services throughout Europe. AsiaSat, which is based in Hong Kong, provides satellite communications services throughout Asia and the Pacific. NSAB, which is based in Sweden, provides satellite communications services in Scandinavia, the Baltic States, Poland and Russia. The relationships between SES Global and SES, AsiaSat and NSAB are described in the narrative application to which this application is appended as Attachment E.

- (j) SES Global seeks authority for GE Americom to continue to provide international telecommunications services after the transaction is consummated to all of the countries as to which it currently is authorized.
- (k) The countries in which the affiliates of SES Global have their principal place of business are all members of the World Trade Organization ("WTO"); however, not all of the countries served by the affiliates' satellites are members of the WTO. None of SES Global, SES, AsiaSat or NSAB has market power in the international transport and local access markets in any of the countries they serve.

- (l),(m) SES Global and its affiliates request non-dominant regulatory treatment on the routes GE Americom is authorized to serve. None of SES Global, SES, AsiaSat or NSAB has market power in any of the countries GE Americom is authorized to serve.
- (n) SES Global certifies that it and its affiliates have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) SES Global certifies pursuant to Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. § 1.2001-1.2003, that to the best of its knowledge neither SES Global nor any of its directors or 5% shareholders is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. 21 U.S.C. § 862. SES Global presently does not have any officers.
- (p) SES Global does not request streamlined processing.

Respectfully submitted,

SES GLOBAL S.A.

By: \_\_\_\_\_  
Roland Jaeger  
Director

GENERAL ELECTRIC CAPITAL  
CORPORATION

By: \_\_\_\_\_  
John Connelly  
Vice President

Dated: April 2, 2001

- (l),(m) SES Global and its affiliates request non-dominant regulatory treatment on the routes GE Americom is authorized to serve. None of SES Global, SES, AsiaSat or NSAB has market power in any of the countries GE Americom is authorized to serve.
- (n) SES Global certifies that it and its affiliates have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) SES Global certifies pursuant to Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. § 1.2001-1.2003, that to the best of its knowledge neither SES Global nor any of its directors or 5% shareholders is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. 21 U.S.C. § 862. SES Global presently does not have any officers.
- (p) SES Global does not request streamlined processing.

Respectfully submitted,

SES GLOBAL S.A.

By:   
Roland Jaeger  
Director

GENERAL ELECTRIC CAPITAL  
CORPORATION

By: \_\_\_\_\_  
John Connelly  
Vice President

Dated: April 2, 2001





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

A9. No. of station(s) listed

A10. Name of Transferor/Assignor (if different than licensee or registrant)  
**E900004, E900005, E900006, E900007**

A11. Mailing Street Address or P.O. Box  
**General Electric Capital Corporation**

A12. City  
**260 Long Ridge Road**

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  
**Stamford**

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. \*

**CERTIFICATION**

\*See Narrative Application, Section IV. 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)  
**GE American Communications, Inc.**

A23. Signature


A24. Title (Office Held by Person Signing)

A26. Printed Name of Licensee/Assignor (If different than licensee. Must agree with A10)  
**General Electric Capital Corporation**

A27. Signature

A28. Title (Office Held by Person Signing)

A30. Printed Name of Licensee/Transferee/Assignee (Must agree with A15)  
**SES Global S.A.**

A31. Signature  


A32. Title (Office Held by Person Signing)  
**Director, SES Global S.A.**

A25. Date

A29. Date

A33. Date  
**April 2, 2001**

Attachment B-5

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**  
A2. Voice Telephone Number  
**609-987-4448**  
A4. Fax Telephone Number  
**609-987-4233**

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  
  
A9. No. of station(s) listed

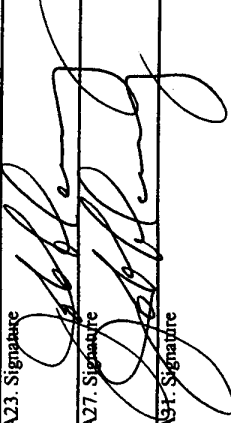
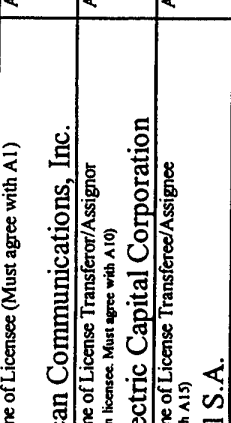
A15. Name of Transferee/Assignee  
**SES Global S.A.**  
A10. Name of Transferor/Assignor (if different than licensee or registrant)  
**General Electric Capital Corporation**  
A16. Mailing Street Address or P.O. Box  
**260 Long Ridge Road**  
A17. City  
**Stamford**  
A18. State/Country  
**CT**  
A19. Zip Code  
**06927**  
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. \*

**CERTIFICATION**

\*See Narrative Application, Section IV.

- 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.
- 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, 2000</b>
A26. Printed Name of Licensee 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, 2000</b>
A30. Printed Name of Licensee 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**  
**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 are based on the assumption that SES Global will offer approximately 7.5-8% of its equity on a listing in the United States. If such a public offering does not occur, or if 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.