

HOGAN & HARTSON
L.L.P.

RECEIVED

JUN 26 2001

FILE STAMP COPY

KARIS A. HASTINGS
COUNSEL
(202) 637-5767
KAHASTINGS@HHLAW.COM

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

COLUMBIA SQUARE
555 THIRTEENTH STREET, NW
WASHINGTON, DC 20004-1109
TEL (202) 637-5600
FAX (202) 637-5910
WWW.HHLAW.COM

June 26, 2001

BY HAND DELIVERY

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

**Re: Applications for Consent to Transfer of
Control of GE American Communications, Inc.
and Columbia Communications Corporation,
Lead File No. SAT-T/C-20010402-00030**

Dear Ms. Salas:

In the above-referenced proceeding, the Commission has before it unopposed applications for consent to the transfer of control of GE American Communications, Inc. ("GE Americom") and Columbia Communications Corporation to SES Global S.A. ("SES Global"). Enclosed on behalf of the applicants for inclusion in the record in the transfer of control proceeding are copies of letters exchanged between GE Americom and the Federal Bureau of Investigation ("FBI"). The letter from the FBI states that in reliance on the representations made by GE Americom and SES Global, the FBI and Department of Justice "have decided not to file an objection or other comments with the Federal Communications Commission" regarding the pending transfer of control applications.

HOGAN & HARTSON L.L.P.

Ms. Magalie Roman Salas

June 26, 2001

Page 2

Please address any questions regarding the enclosed materials to the undersigned or to Phillip Spector, counsel for SES Global, (202) 223-7340.

Respectfully submitted,



Karis A. Hastings
Counsel for GE American Communications,
Inc.

Enclosures

cc: Donald Abelson, Chief, International Bureau, FCC
Thomas Tycz, Chief, Satellite & Radiocommunication Division, FCC
James Bird, Office of General Counsel Transaction Team, FCC
Phillip Spector, Counsel for SES Global S.A.



Mark R. O'Leary
Senior Vice President & General Counsel

GE American Communications, Inc.
Four Research Way, Princeton, NJ 08540-6684
609 987-4448, Fax: 609 987-4233
mark.o'leary@gecapital.com

June 4, 2001

James Lovelace, Esq.
Supervisory Special Agent
Chief, Technology Law Unit
Office of the General Counsel
Federal Bureau of Investigation
Room 7877 FBI Building
935 Pennsylvania Ave., NW
Washington, DC 20535-0001

**Re: Planned Transfer of Control of GE American Communica-
 tions, Inc. from General Electric Capital Corporation to SES
 Global S.A.**

Dear Mr. Lovelace:

We appreciate the opportunity to confer with representatives of the Department of Justice ("Justice") and the Federal Bureau of Investigation (the "FBI") about the planned indirect acquisition of GE American Communications, Inc. ("GE Americom") by SES Global S.A. ("SES Global"). This letter is in response to your request for certain information about GE Americom's business and its current Federal Communications Commission ("FCC") authorizations, and for certain advance notice commitments related to potential new areas of business in the future.

Section 214 Common Carrier Authorizations

GE Americom has been granted authorizations pursuant to Section 214 of the Communications Act of 1934, as amended ("the Act" or the "Communications Act"). These authorizations allow the company to provide common carrier telecommunications services of various specific kinds.

Several preliminary points should be noted. First, GE Americom provides domestic dedicated private line service via satellite, but does not itself provide any domestic switched services. Second, GE Americom holds certain authorizations from the FCC to provide international service between the United States and foreign points. However, none of these permit the company to provide common carrier switched services, and GE Americom does not provide any such services. The company would need to return to the FCC with a new Section 214 application if it were to decide to enter that market in the future.

James Lovelace, Esq.

06/04/01

Page 2

In addition, GE Americom provides certain domestic and international private carrier services. None of those activities are subject to Section 214 of the Act. None of them involve the provision of switched services.

In general, GE Americom simply provides its customers with access to satellite transponders. Television companies, for example, use GE Americom satellites for one-way video traffic. Included in this traffic are network feeds that are distributed to local television stations for subsequent retransmission to the public, and cable television programming services that are distributed to cable headends for retransmission to subscribers.

GE Americom has some customers that are telecommunications carriers. At least one such carrier -- AT&T Alascom -- uses the company's satellite capacity in connection with its own provision of switched services to the public. It is possible that other GE Americom customers that are telecommunications carriers do the same. GE Americom does not provide or control these services or switch that traffic; it merely provides access to the in-orbit satellite facilities that form a portion of any such carrier's network. The carriers providing the switched services have their own authorizations (as required) from the FCC. The carriers' use of GE Americom's satellites for their provision of communications services does not provide GE Americom with any special ability to access the communications that these carriers distribute.

With that background, GE Americom notes that it holds the Section 214 authorizations listed in Attachment A to this letter. (As indicated, these authorizations are generally quite old, and GE Americom is not using all of them at this time.)

Title III Radio Licenses

In addition, GE Americom (including its subsidiary, Columbia Communications Corporation) holds radio communications licenses issued by the FCC under Title III of the Communications Act (47 U.S.C. § 301 *et seq.*). Certain of these licenses permit GE Americom to operate fixed service satellites serving the United States, and between the United States and foreign points to the extent that the footprints of those satellites also cover other countries. Under other satellite licenses, GE Americom is permitted by the FCC to operate spacecraft providing service between the United States and foreign points. The remaining Title III radio licenses allow GE Americom to operate earth station uplink facilities, and a limited number of terrestrial point-to-point microwave radio links, each in connection with its satellite business.

GE Americom has pending applications before the FCC for additional Title III radio licenses for new satellite and ground facilities, and we anticipate the need for additional

James Lovelace, Esq.

06/04/01

Page 3

applications in the future. GE Americom also will be required to file with the FCC for renewal of its current Title III licenses from time to time as those time-bounded authorizations expire.

GE Americom does not provide and has no plans to provide switched communications services via equipment authorized under its current or anticipated future Title III licenses. GE Americom did not secure its Title III licenses, and is not presently seeking any additional Title III licenses, for any purpose related to switched communications services. In the unlikely event that GE Americom were to decide to provide such services at a later date, it would expect to seek additional Title III licenses for equipment -- such as mobile, fixed or gateway earth stations -- that would be needed for this purpose.

* * *

In sum, GE Americom is in the business of providing satellite access for use by others to distribute communications services, and the company's facilities and equipment systems are designed for this purpose. GE Americom has no control over the provision of those services. As a consequence, it seems unlikely to us that law enforcement authorities would find it useful to work through GE Americom to address surveillance concerns and related matters with respect to traffic that relies on GE Americom satellites.

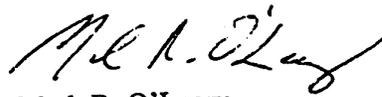
With respect to services that could be offered by GE Americom in the future, GE Americom and SES Global agree that GE Americom will notify Justice and the FBI at least 30 days before providing switched services, including any such provision of services via equipment authorized under Title III licenses. In addition, GE Americom and SES Global will provide Justice and the FBI with a copy of any application for authorization (such as a license application) to provide such services at the time that it is submitted to the FCC.

The parties plan to submit a notification concerning the pending acquisition of GE Americom by SES Global to the Committee on Foreign Investment in the United States under Section 721 of the Defense Production Act (the Exon-Florio Amendment). They will include a copy of this letter in that notification.

James Lovelace, Esq.
06/04/01
Page 4

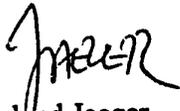
Please let us know if Justice or the FBI requires any further information. Thank you for your attention to this matter.

Sincerely,



Mark R. O'Leary
Senior Vice President and General Counsel
GE American Communications, Inc.

Acknowledged and agreed by:



Roland Jaeger
Chairman, Board of Directors
SES Global S.A.

Attachment

cc: Richard Salgado, Esq. -- Department of Justice

Attachment A

<u>FCC File Number</u>	<u>Authorization</u>
ITC-83-029	Authorization to operate facilities in its domestic satellite system to provide a 1.544 mbps service to DOD between Colorado Springs, Colorado, and Thule, Greenland.
ITC-85-147	Authorization to provide two-way voice and data services and occasional one-way and two-way video services between the United States and various points in the Caribbean and Latin America, where the services involve the extension of, or access to, an existing domestic network.
ITC-86-176	<p>Authorization to extend existing television channels of communications with associated audio, as well as subcarriers, on its Satcom K-2 satellite, originating from a Ku-band earth station in New York, to Canada, Mexico, and other points in the Caribbean and Central America; and</p> <p>to transmit occasional video programming, such as news feeds, live sport events and other special events over the same television channels of communication on Satcom K-2 from earth stations in Canada and Mexico to receive earth stations in the United States.</p>
ITC-87-140	<p>Authorization to provide INTELSAT Business Services (IBS) and television space segment between earth stations that are now or may be licensed to it in the future and appropriate INTELSAT satellites; and</p> <p>to establish channels of communication between U.S. earth stations and appropriate INTELSAT satellites for the provision of IBS and related digital video services and International Television Service between the U.S. and those countries that now or hereafter will be listed in Comsat's tariff provisions for the space segment component of IBS international or television service.</p>
ITC-88-119	Authorization to use its domestic satellite system to provide two duplex voice grade circuits and the duplex 14.4 kbps data circuit between the Customs Service facility at Miami, Florida, and the Customs Service Base at Gun Cay, Bahamas.
ITC-92-187	Authorization to establish one simplex 2.048 Mbps satellite cir-

	<p>cuit between Dam Neck, Virginia, and U.S. Navy facilities at Tudor Hill, Bermuda; and</p> <p>to use the facilities to provide service between the U.S. and Bermuda to support the U.S. Navy's Integrated Undersea Surveillance System.</p>
ITC-92-148	<p>Authorization to establish channels of communications between appropriately licensed earth stations in the United States and the appropriate INTELSAT AOR and POR satellites for the provision of IBS, television and program audio services between the United States and those AOR and POR countries listed in Comsat tariffs for such services; and</p> <p>to establish four 36-MHz circuits over appropriately licensed earth stations in the U.S. and Alpha Lyracom's PAS-1 satellite for the provision of full-time video and occasional video services between the U.S. and the following countries: (1) Ku-band – the Bahamas, Denmark, France, Germany, Ireland, Italy, Luxembourg, Monaco, the Netherlands, Portugal, Sweden, and the United Kingdom; (2) C-band – Argentina, the Bahamas, Bolivia, Brazil, Chile, Colombia, Costa Rica, the Dominican Republic, Ecuador, Guatemala, Honduras and Peru; and</p> <p>to establish a total of two 36-MHz circuits over appropriately licensed earth stations in the U.S. and the Columbia satellites, TDRSS-41 (1 36-MHz circuit) and TDRSS-174 (1 36-MHz circuit) located at 41 degrees and 174 degrees W.L. respectively, for the provision of full-time video and occasional video services between the U.S. and the United Kingdom and Hong Kong; and</p> <p>to establish one 36-MHz circuit, between appropriately licensed satellite earth station in the U.S. and the Intersputnik Statsionar 4 located at 14 degrees W.L. for the provision of full-time video and occasional video services between the U.S. and Armenia, Azerbaijan, Belarus, Estonia, Georgia, Kazakhstan, Kyrgyzstan, Latvia, Lithuania, Moldova, Russia, Tajikistan, Turkmenistan, Ukraine, Uzbekistan, Poland, Hungary, Albania, Romania, Czechoslovakia and Bulgaria.</p>

119173.7



U.S. Department of Justice

Federal Bureau of Investigation

Office of the General Counsel

Washington, D.C. 20535

June 12, 2001

Mark R. O'Leary, Esq.
Senior Vice President and General Counsel
GE AMERICAN COMMUNICATIONS, INC.
Four Research Way
Princeton, NJ 08540-6884

RE: Planned Transfer of Control of GE American
Communications, Inc. from General Electric Capital
Corporation to SES Global S.A.
FCC File No.: SAT-T/C-20010402-00030
Your Correspondence of June 4, 2001

Dear Mr. O'Leary:

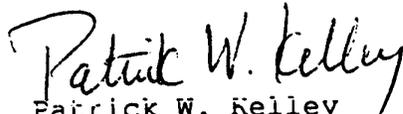
Thank you for your letter of June 4, 2001 memorializing the substance of our discussions over the past several weeks. The Federal Bureau of Investigation (FBI) and the Department Of Justice (DOJ), in reliance upon the representations made by GE American Communications, Inc. (GE Americom) and SES Global S.A. in our discussions and those in your letter, have decided not to file an objection or other comments with the Federal Communications Commission regarding the pending application for transfer of control of GE Americom from General Electric Capital Corporation to SES Global S.A. As agreed previously, should there be any material change in the facts as represented in your letter of June 4, 2001, we understand that you or other GE Americom representatives will notify us in writing.

I understand that you will be the point of contact for all inquiries relating to the matters addressed in your letter. Should there be any change in the point of contact information for GE Americom, please ensure that the FBI's Office of the General Counsel is advised of the change in writing.

Mark R. O'Leary, Esq.
Senior Vice President and General Counsel
GE AMERICAN COMMUNICATIONS, INC.

We appreciate GE Americom's, SES Global S.A.'s, and General Electric Capital Corporation's cooperation in assisting the DOJ and the FBI in successfully addressing our law enforcement and national security responsibilities.

Sincerely,


Patrick W. Kelley
Deputy General Counsel

1 - Mary Ellen Warlow, Esq.
Department of Justice
950 Constitution Avenue, N.W.
Room 2117
Washington, D.C.

1 - Richard Salgado, Esq.
Department of Justice
950 Constitution Avenue, N.W.
Room 659
Washington, D.C.