

Wiley Rein & Fielding LLP

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May 24, 2002

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Rosemary C. Harold
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rharold@wrf.comFEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY**VIA HAND DELIVERY**Donald Abelson
Chief, International Bureau
Federal Communications Commission
c/o 236 Massachusetts Avenue, N.E.
Suite 110
Washington, D.C. 20002**Re: Applications of Lockheed Martin Corporation, et al., and
Intelsat, Ltd., et al. for Assignment of Licenses Concerning
COMSAT World Systems (IB Docket No. 02-87)**

Dear Mr. Abelson:

In connection with the above-referenced applications, representatives of Lockheed Martin Corporation and its subsidiary COMSAT Corporation (collectively "Lockheed Martin") and Intelsat, Ltd. and its subsidiaries (collectively "Intelsat") (jointly "the Applicants") met with members of the Commission's Transaction Team on April 25, 2002 to discuss Intelsat's proposed acquisition of a Lockheed Martin business unit known as COMSAT World Systems. In that conversation, we discussed the Applicants' submissions to the Department of Justice ("Department") in connection with the Department's investigation of the proposed merger pursuant to the Hart-Scott-Rodino Antitrust Improvements Act ("HSR Act"), which resulted in the prompt conclusion of the Department's investigation and early termination of the HSR Act waiting period.

Consistent with that conversation and subsequent conversations between the undersigned counsel and the FCC staff, the Applicants have granted a limited waiver to the Department for the purpose of permitting the Commission's staff to review all documents provided by the Applicants to the Department in connection with the Department's investigation of the proposed merger and to engage in discussions with representatives of the Department with respect to those documents (collectively, the "HSR Protected Materials") and the disposition of the Department's investigation. A copy of the executed waiver letter is attached.

As the attachment reflects, the Applicants have granted this waiver subject to the following conditions:

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1. Commission personnel working on the Intelsat/COMSAT proceeding may engage in full discussions with the Department regarding the HSR Protected Materials and the disposition of the Department's investigation of the proposed transaction, and may view and take notes of the HSR Protected Materials but not copy such materials. The Applicants do not grant the Commission authority to consider or discuss the information set forth in the HSR Protected Materials or discussed with the Department for any purpose other than to assist the Commission and its staff in completing the Commission's review of the Applicants' proposed transaction.
2. Any information derived from the HSR Protected Materials and any notes taken by Commission personnel relating to the HSR Protected Materials will be treated as confidential by the Commission and its staff pursuant to the Commission's rules and will not be placed in the administrative record or otherwise disclosed to third parties. These restrictions do not apply to any documents or information provided by the Applicants directly to the Commission (including any documents and information that may be identical to documents and information included as part of the HSR Protected Materials).
3. Any discussions between the Department and Commission personnel will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6) of the Commission's Rules, 47 C.F.R. § 1.1204(a)(6), and will not be disclosed, except as required under that section.
4. To the extent that the disclosure of such information would reveal trade secrets or commercial or financial data that is privileged or confidential, such disclosure will occur only under the terms of a protective order adopted by the Commission or a constituent Bureau.

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5. If, after reviewing the Protected Materials and discussing them with the Department, the Commission desires to place any Protected Materials in the public record, the Commission and Applicants have agreed that:
 - (a) The Commission will request that the Applicants submit those selected Protected Materials directly to the Commission.
 - (b) At the Applicants' request, the Commission and the Applicants will discuss the Commission's request for Protected Materials and whether the Commission would accept a redacted version of them.
 - (c) Any Protected Materials received from the Applicants pursuant to Commission request may be disclosed to other persons only pursuant to a protective order adopted by the Commission or a constituent Bureau thereof. Any notes taken with respect to Protected Materials will be kept confidential.
 - (e) If, in connection with its decision in this proceeding, the Commission intends to rely upon or otherwise make reference to the contents of any of the Proposed Protected Materials or the substance of its discussions with the Department, it will do so in the same manner in which it maintained the confidentiality of similarly protected information in the *Bell Atlantic/NYNEX Order*, 12 FCC Rcd 19,985 (1997). In that *Order*, the Commission embodied its discussion of confidential information in a separate Exhibit E that was placed under seal and not released publicly as part of the Order.

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Please do not hesitate to contact the undersigned persons if you have any questions regarding any of the foregoing. Thank you.

Sincerely,

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Lawrence W. Secrest, III
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Counsel to the Applicants

Copies: Kathleen Collins, FCC
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James R. Bird, FCC
Marlene H. Dortch, FCC

May 24, 2002

VIA HAND DELIVERY

Carl Willner, Esq.
Telecommunications Task Force
United States Department of Justice
Antitrust Division
1401 H Street, N.W.
Washington, DC 20530

Re: Intelsat Acquisition of COMSAT World Systems

Dear Mr. Willner:

Lockheed Martin Corporation ("Lockheed Martin"), COMSAT Corporation, and COMSAT Digital Teleport, Inc. (collectively, with Lockheed Martin, "COMSAT"), and Intelsat, Ltd., together with a number of its subsidiaries (collectively, "Intelsat" and, together with COMSAT, the "Applicants"), have filed applications asking the Federal Communications Commission ("Commission") to approve the assignment of licenses and authorizations currently held by COMSAT, in connection with its COMSAT World Systems line of business, to Intelsat. In conversations with Commission staff, we discussed its request to review all documents provided by the Applicants to the Department of Justice ("Department") in connection with the Department's investigation of the proposed merger pursuant to the Antitrust Civil Process Act or the Hart-Scott-Rodino Antitrust Improvements Act, and to engage in discussions with representatives of the Department with respect to those documents (collectively, the "HSR Protected Materials") and the disposition of the Department's investigation. We have agreed to the Commission staff's requests, subject to the following conditions:

1. The Applicants waive the confidentiality protections of the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act and any applicable confidentiality provisions governing the HSR Protected Materials only to the extent necessary to permit full discussions between the Department and the Commission personnel working on the Intelsat/COMSAT proceeding regarding the HSR Protected Materials and the disposition of the Department's investigation of the transaction between the Applicants, and to permit such Commission personnel to view and take notes of the HSR Protected Materials but not to copy such materials, *provided that*, any information derived from the HSR Protected Materials and any notes taken by Commission personnel relating to the HSR Protected Materials will be treated as confidential by the Commission and its staff pursuant to the Commission's rules and will not be placed in the administrative record or otherwise disclosed to third parties and, *provided further that*, such restrictions shall not apply to any documents or information

provided by the Applicants directly to the Commission (including any documents and information that may be identical to documents and information included as part of the HSR Protected Materials). The Applicants do not grant the Commission authority to consider or discuss the information set forth in the HSR Protected Materials or discussed with the Department for any purpose other than to assist the Commission and its staff in completing the Commission's review of the Applicants' proposed transaction.

2. Any discussions between the Department and Commission personnel will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6) of the Commission's Rules, 47 C.F.R. § 1.1204(a)(6), and will not be disclosed, except as required under that section, *provided that*, to the extent that the disclosure of such information would reveal trade secrets or commercial or financial data that is privileged or confidential, such disclosure will occur only in accordance with a protective order adopted by the Commission or a constituent Bureau thereof.
3. You should be aware that if, after reviewing the Protected Materials and discussing them with the Department, the Commission desires to place any Protected Materials in the public record, the Commission and Applicants have agreed that:
 - (a) The Commission will request that the Applicants submit those selected Protected Materials directly to the Commission.
 - (b) At the Applicants' request, the Commission and the Applicants will discuss the Commission's request for Protected Materials and whether the Commission would accept a redacted version of them.
 - (c) Any Protected Materials received from the Applicants pursuant to Commission request may be disclosed to other persons only pursuant to a protective order adopted by the Commission or a constituent Bureau thereof. Any notes taken with respect to Protected Materials will be kept confidential.
 - (e) If, in connection with its decision in this proceeding, the Commission intends to rely upon or otherwise make reference to the contents of any of the Proposed Protected Materials or the substance of its discussions with the Department, it will do so in the same manner in which it maintained the confidentiality of similarly protected information in the *Bell Atlantic/NYNEX Order*, 12 FCC Rcd 19,985 (1997). In that *Order*, the Commission embodied its discussion of confidential information in a separate Exhibit E that was placed under seal and not released publicly as part of the Order.

Please do not hesitate to contact the undersigned persons if you have any questions regarding any of the foregoing. Thank you.

Sincerely,



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