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| FCC 603 | FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control | Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 04/02/2001 at 03:35PM File Number: 0000413466 |
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| 1) Application Purpose: Transfer of Control | |
| 2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC. | File Number: |
| 2b) File numbers of related pending applications currently on file with the FCC: | |

Type of Transaction

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| 3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No |
| 3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses? |
| 4) For assignment of authorization only, is this a partition and/or disaggregation? |
| 5) Does this filing request a waiver of the Commission's rules? No |
| 6) Are attachments being filed with this application? Yes |
| 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? No |
| 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes |

Transaction Information

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| 8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. |
| 9) The assignment of authorization or transfer of control of license is: Voluntary |

Licensee/Assignor Information

| | | |
|---|-------------------------------|--|
| 10a) Taxpayer Identification Number: L00312783 | 10b) SGIN: amc | 10c) FCC Registration Number (FRN): |
| 11) First Name (if individual): | MI: | Last Name: |
| 12) Entity Name (if not an individual): GE American Communications, Inc. | | |
| 13) Attention To: Mark O'Leary | | |
| 14) P.O. Box: | And / Or | 15) Street Address: Four Research Way |
| 16) City: Princeton | 17) State: NJ | 18) Zip: 08540-6684 |
| 19) Telephone Number: (609)987-4448 | 20) FAX: (609)987-4233 | |
| 21) E-Mail Address: Mark.OLeary@gecapital.com | | |

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

| | | | | | |
|-------------------|-----------------------------------|-------------------------|----------------------------|--|--------|
| Race: | American Indian or Alaska Native: | Asian: | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
| Ethnicity: | Hispanic or Latino: | Not Hispanic or Latino: | | | |
| Gender: | Female: | Male: | | | |

Transferor Information (for transfers of control only)

| | | |
|---|-----------------------|---|
| 23a) Taxpayer Identification Number: L00213075 | 23b) SGIN: 000 | 23c) FCC Registration Number (FRN): 0003479383 |
| 24) First Name (if individual): | MI: | Last Name: |
| 25) Entity Name (if not an individual): General Electric Capital Corporation | | |
| 26) P.O. Box: | And / Or | 27) Street Address: 260 Long Ridge Road |
| 28) City: Stamford | 29) State: CT | 30) Zip: 06927 |
| 31) Telephone Number: (203)357-4000 | 32) FAX: | |
| 33) E-Mail Address: | | |

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

| | | | |
|---|-------------------------------|--|---------|
| 34) First Name: Peter | MI: A | Last Name: Rohrbach | Suffix: |
| 35) Company Name: Hogan & Hartson L.L.P. | | | |
| 36) P.O. Box: | And / Or | 37) Street Address: 555 Thirteenth Street, NW | |
| 38) City: Washington | 39) State: DC | 40) Zip: 20004 | |
| 41) Telephone Number: (202)637-5600 | 42) FAX: (202)637-5910 | | |
| 43) E-Mail Address: PARohrbach@HHLaw.com | | | |

Assignee/Transferee Information

| | | |
|--|-------------------------------|--|
| 44) The Assignee is a(n): Corporation | | |
| 45a) Taxpayer Identification Number: L00341521 | 45b) SGIN: 000 | 45c) FCC Registration Number (FRN): |
| 46) First Name (if individual): | MI: | Last Name: |
| 47) Entity Name (if other than individual): SES Global S.A. | | |
| 48) Name of Real Party in Interest: | | 49) TIN: |
| 50) Attention To: Phillip L. Spector | | |
| 51) P.O. Box: | And / Or | 52) Street Address: 1615 L Street, N.W. |
| 53) City: Washington | 54) State: DC | 55) Zip: 20036 |
| 56) Telephone Number: (202)223-7300 | 57) FAX: (202)223-7420 | |
| 58) E-Mail Address: pspector@paulweiss.com | | |

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

| | | | |
|---|-------------------------------|--|---------|
| 59) First Name: Phillip | MI: L | Last Name: Spector | Suffix: |
| 60) Company Name: Paul, Weiss, Rifkind, Wharton & Garrison | | | |
| 61) P.O. Box: | And / Or | 62) Street Address: 1615 L Street, N.W., Suite 1300 | |
| 63) City: Washington | 64) State: DC | 65) Zip: 20036 | |
| 66) Telephone Number: (202)223-7300 | 67) FAX: (202)223-7420 | | |
| 68) E-Mail Address: pspector@paulweiss.com | | | |

Alien Ownership Questions

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|--|------------|
| 69) Is the Assignee or Transferee a foreign government or the representative of any foreign government? | No |
| 70) Is the Assignee or Transferee an alien or the representative of an alien? | No |
| 71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government? | Yes |
| 72) Is the Assignee or Transferee 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 |
| 73) Is the Assignee or Transferee 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? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. | No |

Basic Qualification Questions

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| 74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances. | No |
| 75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances. | Yes |
| 76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee 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 exhibit explaining circumstances. | No |
| 77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances. | No |

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

| | | | | | |
|-------------------|-----------------------------------|-------------------------|----------------------------|--|--------|
| Race: | American Indian or Alaska Native: | Asian: | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
| Ethnicity: | Hispanic or Latino: | Not Hispanic or Latino: | | | |
| Gender: | Female: | Male: | | | |

Assignor/Transferor Certification Statements

| | | | |
|--|-----|----------------------------|---------|
| 1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998). | | | |
| 2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. | | | |
| 79) Typed or Printed Name of Party Authorized to Sign | | | |
| First Name: John | MI: | Last Name: Connelly | Suffix: |
| 80) Title: Vice President | | | |
| Signature: John Connelly | | 81) Date: 04/02/01 | |

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Red. 6293 (1998).

2) The Assignee or Transferee 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.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

| | | | |
|---------------------------|-----|--------------------------|---------|
| First Name: Roland | MI: | Last Name: Jaeger | Suffix: |
|---------------------------|-----|--------------------------|---------|

83) Title: **Director, SES Global S.A.**

Signature: **Roland Jaeger** 84) Date: **04/02/01**

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

| 85) Call Sign | 86) Location Number | 87) Path Number (Microwave only) | 88) Lower or Center Frequency (MHz) | 89) Upper Frequency (MHz) | 90) Constructed Yes / No |
|---------------|---------------------|----------------------------------|-------------------------------------|---------------------------|--------------------------|
| WLB201 | | | | | Yes |
| WLC584 | | | | | Yes |
| WAH584 | | | | | Yes |
| WHE667 | | | | | Yes |
| WLW704 | | | | | Yes |
| WBA835 | | | | | Yes |
| WBA836 | | | | | Yes |
| WBA837 | | | | | Yes |
| WFY662 | | | | | Yes |
| WDU471 | | | | | Yes |
| WAS487 | | | | | Yes |
| WAS488 | | | | | Yes |
| WAS489 | | | | | Yes |
| WAS490 | | | | | Yes |

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

| | | | |
|------------------------------------|-----------------------|-----------------------|---------------|
| Year 1 Gross Revenues (current) | Year 2 Gross Revenues | Year 3 Gross Revenues | Total Assets: |
|------------------------------------|-----------------------|-----------------------|---------------|

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

No

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

| Attachment Type | Date | Description | Contents |
|------------------------|-------------|--|--------------------------------|
| Ownership | 04/02/01 | Exhibit B - Alien Ownership Information | 17643472.0.pdf |
| Other | 04/02/01 | Exhibit A - Transaction Information | 17643470.0.pdf |
| Other | 04/02/01 | Exhibit C - Relevant State and Federal Legal Proceedings | 17643474.0.pdf |

EXHIBIT A
Transaction Information

By this application, General Electric Capital Corporation ("GE Capital") and SES Global S.A. ("SES Global") hereby request authority of the Federal Communications Commission (the "Commission") for the transfer of control of microwave licenses held by GE American Communications, Inc. ("GE Americom") from GE Capital to SES Global. The instant application is one of several applications being filed concurrently with the Commission with respect to a proposed transaction that would result in the transfer of control of space station, earth station and microwave licenses and Section 214 authority held by GE Americom and another Commission licensee, Columbia Communications Corporation ("Columbia"). With the exception of the instant application, all of the applications have been filed manually with the Commission's Secretary as attachments to a "narrative application" which describes fully the proposed transaction, the parties to the proposed transaction and the requisite public interest showing. This exhibit incorporates by reference the narrative application in its entirety.

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.¹ 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.²

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, SCNI 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.

¹ 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.

² 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
Relevant State and Federal Legal Proceedings

The proposed transferee, SES Global, has not, and no party directly or indirectly controlling SES Global has been, convicted in a U.S. federal or state criminal proceeding (excluding traffic violations or similar misdemeanors). The proposed transferor, GE Capital Corporation, is a wholly-owned subsidiary of General Electric Company ("GE"). This exhibit provides information in response to item 75 for GE and its subsidiaries.

1. United States of America v. General Electric Company, Hoyt P. Steele, Robert Naples, Twombly Inc., Schenectady Turbine Services Ltd. and Charles Mothon (Puerto Rico)

In 1981 General Electric Company ("GE") and others were convicted in the United States District Court in New Jersey (at Trenton) on charges of violations of certain provisions of the United States Criminal Code claimed to have resulted from an alleged bribe of an official of the Puerto Rico Water Resource Authority in connection with a contract for the supply and construction of a power plant. These convictions were reversed in 1982 by the U.S. Court of Appeals for the Third Circuit. Verdicts of acquittal were ordered on certain counts and other counts were remanded for retrial. In April 1983 GE pleaded nolo contendere to a general conspiracy count. This plea was accepted by the United States District Court and GE was fined \$10,000. The remaining counts against GE were dismissed.

2. United States of America v. General Electric Company (Re-Entry Systems)

On March 26, 1985 an indictment was returned against GE by a grand jury in the United States District Court for the Eastern District of Pennsylvania charging GE with 4 counts of making false claims and with 104 counts of making false statements in violation of the United States Criminal Code, in connection with work performed for the United States Air Force by GE's Re-Entry Systems Operation. On May 13, 1985, GE pleaded guilty to the various counts in the indictment and was fined a total of \$1,040,000 and paid an additional \$1,905,000 in civil fines and reimbursements.

3. United States of America v. General Electric Company d/b/a Management and Technical Services Co., Gerald A. Leo a/k/a "Bud" and James Badolato (MATSCO)

On February 2, 1990, a jury sitting in the United States District Court for the Eastern District of Pennsylvania found GE "vicariously liable" for the 1983 acts of two contract employees of a separate corporate subsidiary ("MATSCO") of GE. GE was

found guilty of mail fraud and of violating the False Claims Act. This action arose from 1983 negotiations by MATSCO of a single contract with the Army for production of battlefield computer systems. A MATSCO contract employee was found to have failed to notify the Army that they had negotiated lower subcontract prices with vendors than had originally been projected. Following an internal review, MATSCO promptly refunded \$3.69 million to the Government. The Government did not allege that any director or officer of GE had any knowledge of any withholding of information from the Army. On July 26, 1990, pursuant to a joint sentencing memorandum, GE and the Department of Justice settled the MATSCO civil and criminal cases and resolved several other civil matters from the early 1980's which were not the subject of litigation. Under the settlement, GE paid the Government \$13.9 million for unrelated contracting errors voluntarily disclosed to the government by GE or agreed to by GE as a result of governmental and GE audits. GE also paid \$16.1 million in fines for the MATSCO civil and criminal cases.

4. United States ex rel. Taxpayers Against Fraud and Chester L. Walsh v. General Electric Company (Israel)

On November 15, 1990, an action under the federal False Claims Act, 31 U.S.C. §§ 3729-32, was filed under seal against GE in the United States District Court for the Southern District of Ohio. The qui tam action, brought by an organization called Taxpayers Against Fraud and an employee of GE's Aircraft Engines division ("GEAE"), alleged that GEAE, in connection with its sales of F110 aircraft engines and support equipment to Israel, made false statements to the Israeli Ministry of Defense ("MoD") causing MoD to submit false claims to the United States Department of Defense under the Foreign Military Sales Program. Senior GE management became aware of possible misconduct in GEAE's Israeli F110 program in December 1990. Before learning of the sealed qui tam suit, GE immediately made a voluntary disclosure to the Departments of Defense and Justice, promised full cooperation and restitution, and began an internal investigation. In August 1991, the federal court action was unsealed, and the Department of Justice intervened and took over responsibility for the case.

On July 22, 1992, after GE had completed its investigation and made a complete factual disclosure to the U.S. government as part of settlement discussions, the United States and GE executed a settlement agreement and filed a stipulation dismissing the civil action. Without admitting or denying the allegations in the complaint, GE agreed to pay \$59.5 million in full settlement of the civil fraud claims. Also on July 22, 1992, in connection with the same matter, the United States filed a four count information charging GE with violations of 18 U.S.C. § 278 (submitting false claims against the United States), 18 U.S.C. § 1957 (engaging in monetary transactions in criminally derived property), and 15 U.S.C. §§ 78m(b)(2)(A) and 78ff(a) (inaccurate books and records), and 18 U.S.C. § 371 (conspiracy to defraud the United States and to commit offenses against the United States). The same day, GE and the United States entered a plea agreement in which GE agreed to waive indictment, plead guilty to the information, and pay a fine of \$9.5 million. GE was that day sentenced by the federal court in accordance with the plea agreement.

5. Except for the foregoing, GE has not and, to the best of GE's knowledge, none of the directors and executive officers of GE has been, during the last fifteen years, convicted in a U.S. federal or state criminal proceeding (excluding traffic violations or similar misdemeanors).