

Attachment to FCC Form 703
OET File No. 0005-EX-TU-2006 (Parent Application)

This application is one of several simultaneously filed applications seeking Commission consent to a *pro forma* transfer of control of certain Intelsat LLC, Intelsat North America LLC and Intelsat MTC LLC (collectively, the “Intelsat Title III Licensees”) space station, earth station, private land mobile and experimental licenses and authorizations from Intelsat (Bermuda), Ltd. to Intelsat Intermediate Holding Company, Ltd.¹ This application on FCC Form 703 relates to the experimental licenses and authorizations issued under call signs WD2XNH, WD2XHU² and WC9XFO.

I. Description of the Proposed *Pro Forma* Transfer of Control

Intelsat seeks Commission consent for a *pro forma* indirect transfer of control of the Intelsat Title III Licensees. As depicted in Exhibit 1, the Intelsat Title III Licensees are controlled through various directly and indirectly wholly owned subsidiaries of Intelsat Holdings, Ltd. One of these subsidiaries, Intelsat (Bermuda), Ltd., will assign all of its assets to its newly created, wholly owned subsidiary, Intelsat Intermediate Holding Company, Ltd. (a Bermuda company), and Intelsat Intermediate Holding Company, Ltd. will assume all of the liabilities of Intelsat (Bermuda), Ltd. As a result, Intelsat Intermediate Holding Company, Ltd. will be interposed as a 100 percent owned holding company between Intelsat (Bermuda), Ltd. and the Intelsat Title III Licensees. The proposed post-consummation structure for which FCC approval is sought is illustrated in Exhibit 2.

This proposed transaction constitutes a non-substantial (*pro forma*) transfer of control because ultimate ownership and control of the Intelsat Title III Licensees will be exactly the same before and after the proposed transaction. Currently, the Intelsat Title III Licensees are controlled indirectly by Intelsat Holdings, Ltd. After the proposed transaction is consummated, Intelsat Holdings, Ltd. will continue indirectly to control the Intelsat Title III Licensees.

The FCC should grant this application for a non-substantial transfer of control without prior public notice. The Intelsat Title III Licensees will supplement, as necessary, any applications that are pending upon the consummation of the proposed transaction to reflect the *pro forma* change in ownership.³ Intelsat Holdings, Ltd. also will adhere to the Commission’s procedures for notifying transfers of control of non-U.S. licensed satellites on the Permitted

¹ Ultimate control of all the Intelsat subsidiaries rests with Intelsat Holdings, Ltd. We refer herein to Intelsat Holdings, Ltd. and its subsidiaries, collectively, as “Intelsat.”

² Call sign WD2XHU is licensed to Intelsat LLC. As Intelsat explained in its renewal application for this experimental license, pending under OET File No. 0035-EX-RR-2006, the pre-generated renewal form made available online incorrectly identified the licensee name as “Intelsat Subsidiary Holding Company, Ltd.” The correct licensee name for this experimental license, as well as the other experimental licenses in this application, should be “Intelsat LLC.”

³ See 47 C.F.R. § 1.65.

Space Station List.⁴ To the extent that any pending applications, or any other applications for new facilities or for renewal or modification of existing facilities, are granted prior to the closing of the proposed transaction, Intelsat requests that the grant of this application include consent with respect to all such subsequently granted authorizations.

II. Public Interest Statement

The insertion of a new Bermuda holding company, Intelsat Intermediate Holding Company, Ltd. will serve the public interest by enhancing the flexibility of Intelsat's capital structure. The Commission recently approved Intelsat's insertion of a Bermuda holding company essentially identical to the one contemplated by the proposed transaction.⁵ Intelsat respectfully requests FCC consent to this *pro forma* transfer of control.

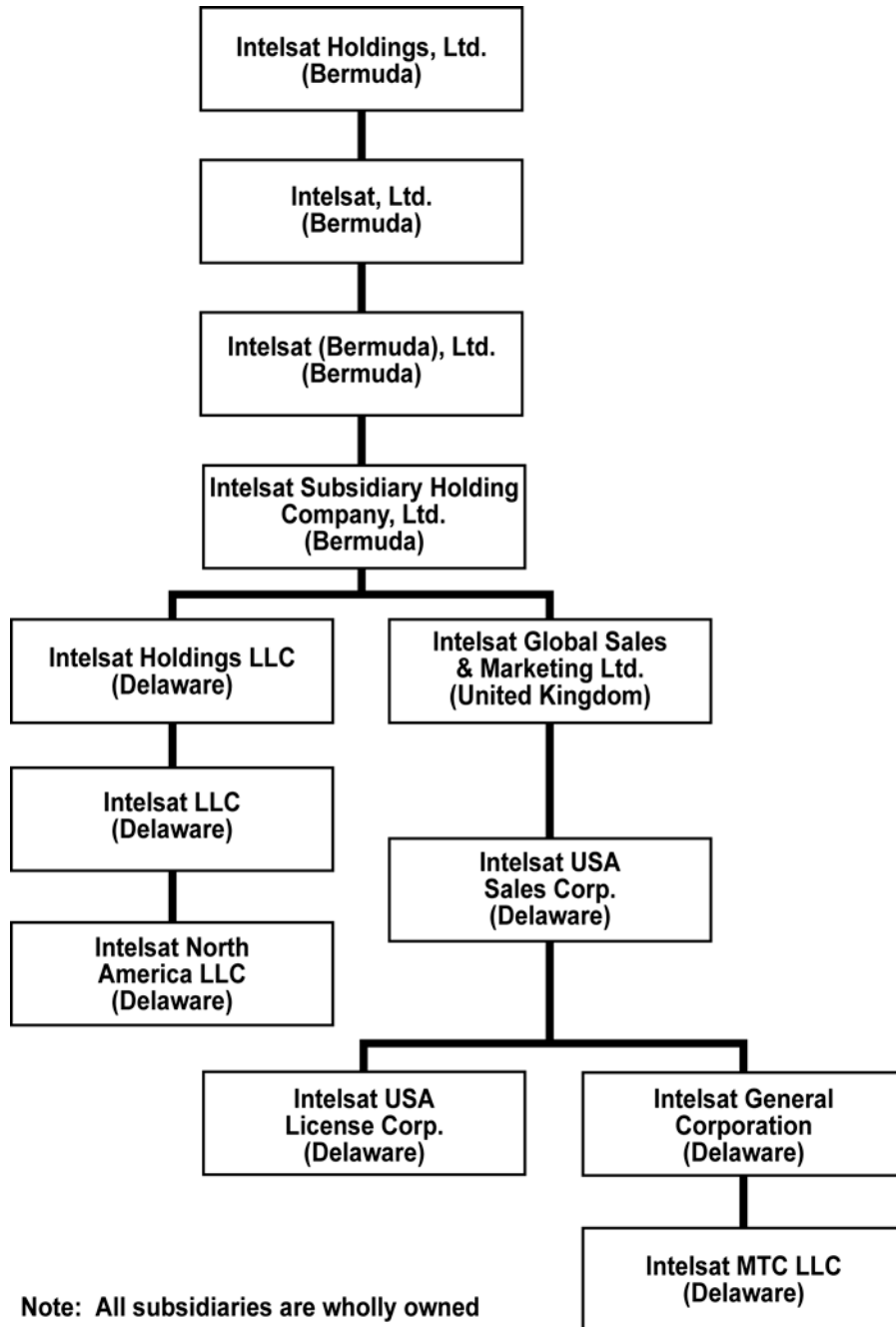
III. Authorized Signature

As directed in the instructions below the signature line of FCC Form 703, this is to advise the Commission that Susan Crandall, Assistant General Counsel of Intelsat Global Service Corporation, is authorized to sign the application on behalf of Intelsat LLC, Intelsat (Bermuda), Ltd., and Intelsat Intermediate Holding Company, Ltd.

⁴ One of the space stations controlled by Intelsat, Intelsat Americas 13 (formerly known as Telstar 13), is an in-orbit satellite, the C-band portion of which is licensed by Papua New Guinea. See 47 U.S.C. § 25.137(g); see also Amendment of the Commission's Space Station Licensing Rules and Policies, 18 FCC Rcd 10760, 10880, at ¶¶ 326-327 (2003).

⁵ See *Federal Communications Commission Public Notice Report No. SAT-00276*, March 4, 2005 (granting *pro forma* transfer of control from Intelsat (Bermuda), Ltd. to Intelsat Subsidiary Holding Company, Ltd.).

Exhibit 1: Current Structure⁶



⁶ Exhibits 1 and 2 depict the corporate structure for Intelsat's U.S.-licensed subsidiaries only.

Exhibit 2: Proposed Structure

