

ATTACHMENT 1
PRO FORMA ASSIGNMENT OF
INTERNATIONAL SECTION 214 AUTHORITY

Answer to Question 10

Assignor (Intelsat Global S.A) and Assignee Information (Intelsat USA License LLC):

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Section 63.18(d). Intelsat Global S.A. does not individually hold any international Section 214 authorizations. Intelsat USA License LLC holds the international Section 214 authorizations that are the subject of this notification: ITC-214-20051031-00443 (global facilities-based and global resale services), ITC-MOD-20051007-00445 (global facilities-based and global resale services), ITC-214-19920318-00117, (satellite services between the United States and Cuba), ITC-214-19930829-00248 (satellite services between the United States and Cuba).

Answer to Question 11

The transaction constitutes a non-substantial (*pro forma*) assignment because ultimate ownership and control of Intelsat USA License LLC's Section 214 authority by Intelsat Global S.A. has not changed. The Commission has previously approved each person or entity that directly or indirectly controls at least ten percent of the equity of Intelsat Global S.A. in the *Intelsat-Serafina Order*.¹ In December 2009, the Commission also approved the *pro forma*

¹ *Intelsat Holdings, Ltd. and Serafina Holdings Limited, Consolidated Application for Consent to Transfer of Control of Holders of Title II and Title III Authorizations*, Memorandum Opinion and Order, 22 FCC Rcd 22,151 (2007) ("*Intelsat-Serafina Order*").

changes in Intelsat Global S.A.'s ownership.² There have been no material changes to Intelsat Global S.A.'s ultimate ownership and control since the date of the *Intelsat-Serafina Order*.

Answer to Question 13

Intelsat hereby notifies the Commission of the *pro forma* assignment of the international section 214 authority held by Intelsat USA License LLC. The Commission recently authorized the *pro forma* assignment and transfer of control of various licenses and authorizations held by wholly owned subsidiaries of Intelsat Global S.A. as a result of a comprehensive internal corporate reorganization. These *pro forma* assignments and transfers of control were consummated effective January 12, 2011.³

As depicted in Exhibit 1, Intelsat USA License Corp. was a wholly owned subsidiary of Intelsat USA Sales Corp., which was a wholly owned subsidiary of Intelsat Global Sales & Marketing Ltd. Intelsat USA Sales Corp. formed a new limited liability company called Intelsat USA License LLC. Intelsat USA License Corp. was merged into Intelsat USA License LLC with Intelsat USA License LLC being the surviving entity.

Intelsat Global Sales & Marketing Ltd. distributed the stock of Intelsat USA Sales Corp. to its immediate parent, Intelsat Subsidiary Holding Company S.A. The Intelsat USA Sales Corp. stock was then contributed through several companies to Intelsat Corporation. Intelsat Corporation formed a new limited liability company called Intelsat USA Sales LLC. Intelsat USA Sales Corp. was merged into Intelsat USA Sales LLC with Intelsat USA Sales LLC being the surviving entity. Therefore, the immediate parent of Intelsat USA License LLC is now called Intelsat USA Sales LLC.

The ownership of Intelsat Corporation, the immediate parent of Intelsat USA Sales LLC, was also affected by this comprehensive internal reorganization. As depicted in Exhibit 1, Intelsat Corporation was previously a wholly owned subsidiary of Intelsat Holding Corporation, which was wholly owned by Intelsat (Poland) Sp. z o.o., which was wholly owned by Intelsat (Luxembourg) Finance Company S.a r.l, which was wholly owned by Intelsat (Gibraltar)

² See *Intelsat North America LLC, Intelsat LLC, PanAmSat Licensee Corp., PanAmSat H-2 Licensee Corp., and Intelsat New Dawn Company, Ltd., Applications for Pro Forma Transfer of Control*, File Nos. SAT-T/C-20091125-00128, SAT-T/C-20091125-00124, SAT-T/C-20091125-00127, SAT-T/C-20091125-00125, SAT-T/C-20091125-00126, SES-T/C-20091125-01505, SES-T/C-20091125-01502, SES-T/C-20091125-01506, SES-T/C-20091125-01504 and SES-T/C-20091125-01503 (granted Dec. 3, 2009).

³ See Letter from Jennifer D. Hindin to Marlene H. Dortch, File Nos. SES-ASG-20101203-01501, SES-ASG-20101206-01502, SES-T/C-20101203-01503, SES-ASG-20101203-01504, SES-ASG-20101206-01512, SAT-ASG-20101203-00251, SAT-ASG-20101203-00252, SAT-T/C-20101203-00253, SAT-T/C-20101203-00254, and 0004520968 (filed Jan. 18, 2011).

Limited, which was wholly owned by Intelsat Jackson Holdings S.A. Intelsat Jackson Holdings S.A. is an indirect wholly owned subsidiary of Intelsat Global S.A.⁴

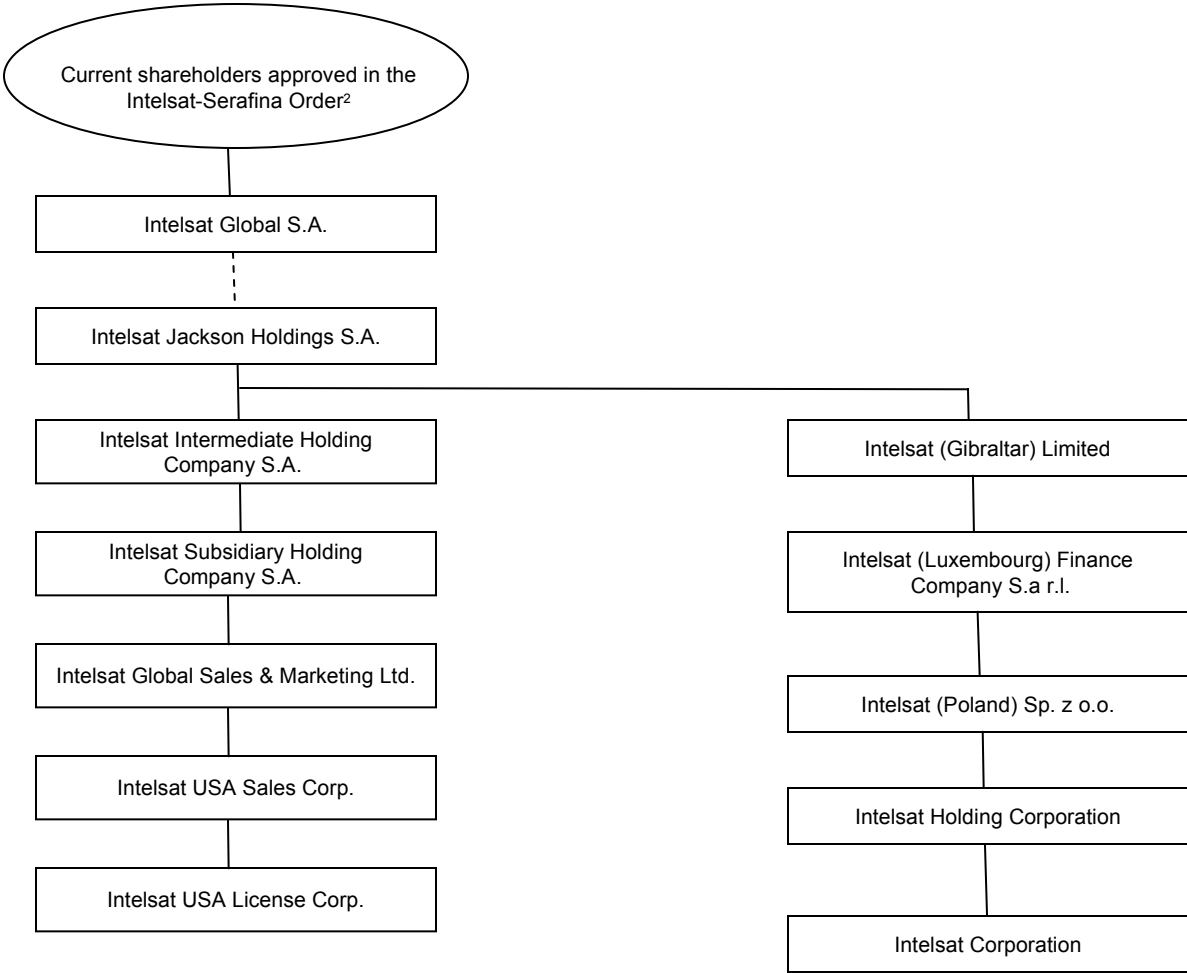
As part of the comprehensive internal reorganization, Intelsat Holding Corporation was merged into Intelsat Corporation so that Intelsat (Poland) Sp. z o.o. is now the direct owner of Intelsat Corporation.

Additionally, the shares of Intelsat (Gibraltar) Limited were contributed through several companies from Intelsat Jackson Holdings S.A. to Intelsat Subsidiary Holding Company S.A. Intelsat Subsidiary Holding Company S.A. is now wholly owned by Intelsat Phoenix Holdings S.A.,⁵ which is wholly owned by Intelsat Intermediate Holding Company S.A., which is wholly owned by Intelsat Jackson Holdings S.A. The ownership of Intelsat Jackson Holdings S.A., as depicted in footnote 6, has not changed. The post-consummation holding structure of Intelsat USA License LLC is illustrated in Exhibit 2.

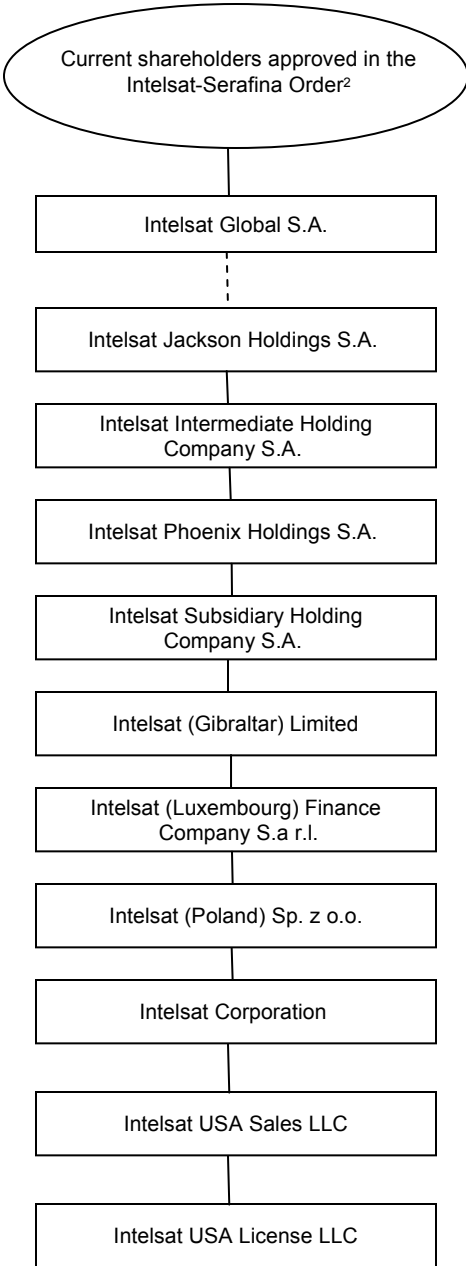
⁴ Intelsat Jackson Holdings S.A. is wholly owned by Intelsat (Luxembourg) S.A., which is wholly owned by Intelsat S.A., which in turn is wholly owned by Intelsat Holdings S.A. Intelsat Holdings S.A. is a wholly owned subsidiary of Intelsat Global Subsidiary S.A., which in turn is a wholly owned subsidiary of Intelsat Global S.A.

⁵ Intelsat Phoenix Holdings S.A. was added as a new 100% holding company between Intelsat Intermediate Holding Company S.A. and Intelsat Subsidiary Holding Company S.A. as part of the instant internal reorganization.

**Exhibit 1:
Ownership Before *Pro Forma* Transactions (Simplified)¹**



**Exhibit 2:
Ownership Following *Pro Forma* Transactions (Simplified)¹**



Notes to Exhibits 1 and 2

- 1 All subsidiaries are wholly-owned unless otherwise noted.
- 2 The Commission has previously approved the ultimate ownership and control of the Intelsat Licenses by current shareholders of Intelsat Global S.A. in the *Intelsat-Serafina Order*. *Intelsat Holdings, Ltd. and Serafina Holdings Limited, Consolidated Application for Consent to Transfer of Control of Holders of Title II and Title III Authorizations*, Memorandum Opinion and Order, 22 FCC Rcd 22,151 (2007) ("*Intelsat-Serafina Order*"). There have been no material changes to the ultimate ownership and control of the Intelsat Licenses by the current shareholders since the date of the *Intelsat-Serafina Order*.