

ATTACHMENT 1
PRO FORMA TRANSFER OF CONTROL OF
INTERNATIONAL SECTION 214 AUTHORITY

Answer to Question 10

Transferor and Transferee Information (Intelsat Global S.A.):

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Section 63.18(d). Intelsat Global S.A. does not individually hold any international Section 214 authorizations. Intelsat General Corporation, an indirect wholly owned subsidiary of Intelsat Global S.A., holds the international Section 214 authorization that is the subject of this notification: ITC-MOD-20050329-00170 (global facilities-based service or global resale service).

Answer to Question 11

The transaction constitutes a non-substantial (*pro forma*) transfer of control because ultimate ownership and control of Intelsat General Corporation 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 the transferee, Intelsat Global S.A., in the *Intelsat-Serafina Order*.¹ In December 2009, the Commission also approved the *pro forma* 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*.

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*”).

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*

Answer to Question 13

Intelsat hereby notifies the Commission of the *pro forma* transfer of control of the international section 214 authority held by Intelsat General Corporation. 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 General Corporation was a wholly owned subsidiary of Intelsat USA Sales Corp., which was a wholly owned subsidiary of Intelsat Global Sales & Marketing Ltd. 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 Corp. Intelsat Corp. 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 General Corporation is now called Intelsat USA Sales LLC.

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) 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, Intelsat Jackson Holdings S.A. sold its shares in Intelsat (Gibraltar) Limited to Intelsat Subsidiary Holding Company S.A. Intelsat Subsidiary Holding Company S.A. is now

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).

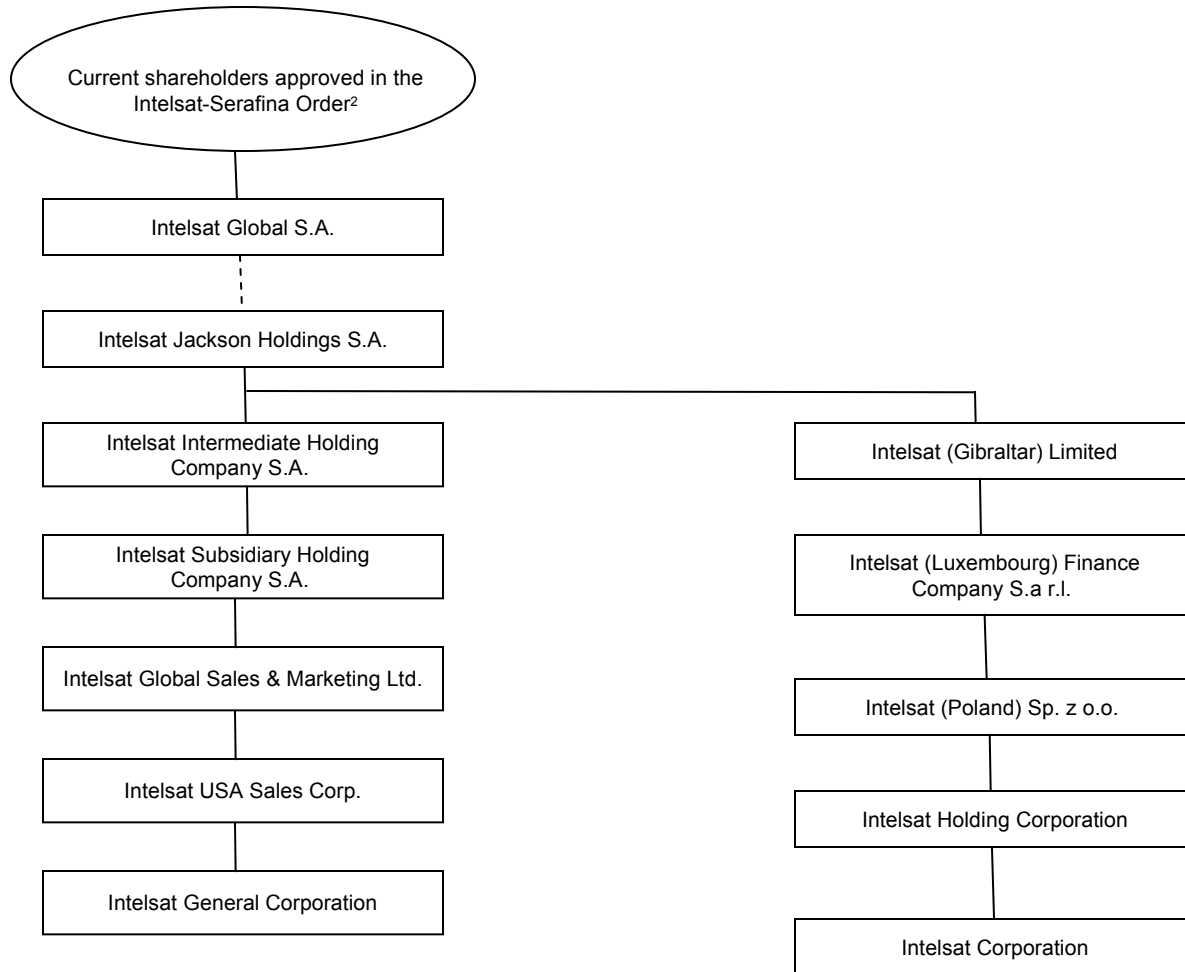
³ See Letter from Jennifer D. Hindin to Marlene H. Dortch, File Nos. SES-ASG-20101203-01501, SES-ASG-20101206-01502, SES-T/C-20101203-01503, SES-ASG-20101203-01504, SES-ASG-20101206-01512, SAT-ASG-20101203-00251, SAT-ASG-20101203-00252, SAT-T/C-20101203-00253, SAT-T/C-20101203-00254, and 0004520968 (filed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

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.

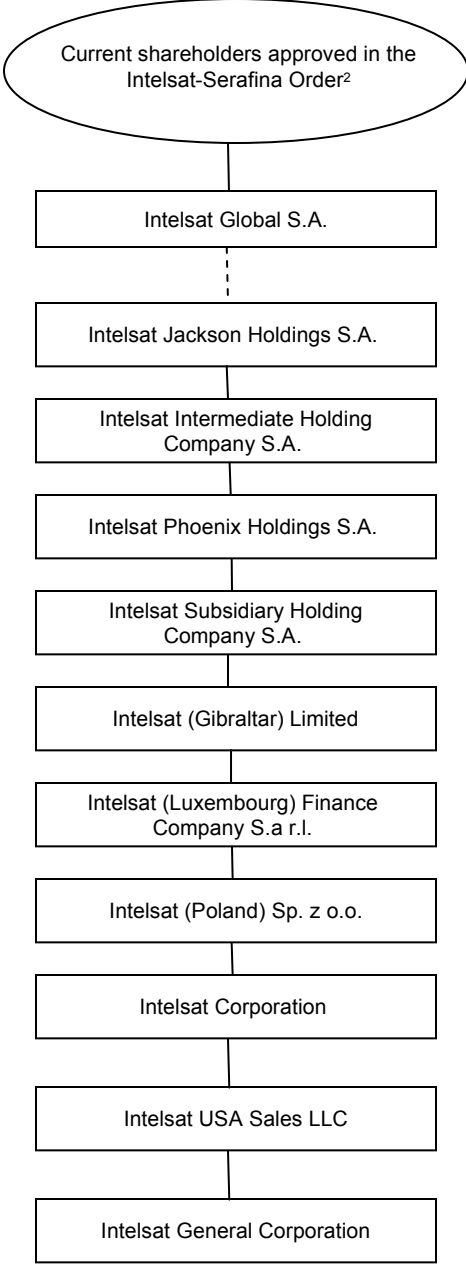
wholly owned by Intelsat Phoenix Holdings S.A.,⁵ which is wholly owned by Intelsat Intermediate Holding Company S.A., which is wholly owned by Intelsat Jackson Holdings S.A. The ownership of Intelsat Jackson Holdings S.A., as depicted in footnote 6, has not changed. The post-consummation holding structure of Intelsat General Corporation is illustrated in Exhibit 2.

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*.