

**ANSWER TO QUESTION 10 – Section 63.18(c)-(d):**

- (c) Correspondence concerning this notification should be sent to:

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With a copy to:

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- (d) 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).

Intelsat Global Holdings S.A. (the “Transferee”) does not hold any international Section 214 authorizations.

**ANSWER TO QUESTION 11 – Section 63.18(h)**

The transaction constitutes a non-substantial (*pro forma*) transfer of control because ultimate ownership and control of Intelsat USA License LLC’s international Section 214 authorizations 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 Holdings S.A., the Transferee, in the *Intelsat-Serafina Order*.<sup>1</sup> There have been no material changes to

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<sup>1</sup> *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*”). In December 2009, the Commission also approved *pro forma* ownership changes. 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,

Intelsat Global Holdings S.A.'s ultimate ownership and control since the date of the *Intelsat-Serafina Order*.<sup>2</sup>

### **ANSWER TO QUESTION 13 – Narrative for Transfer of Control and Public Interest Statement**

The transfer of control that is the subject of this notification is the result of an internal corporate restructuring that is currently in progress. First, Intelsat (Poland) Sp. z. o. o. was merged into Intelsat (Luxembourg) Finance Company S. à. r. l. and dissolved. Second, Intelsat (Luxembourg) Finance Company S. à. r. l. was merged into a newly created subsidiary, Intelsat (Luxembourg) Investment, and then subsequently dissolved. Third, effective March 1, 2013, Intelsat (Gibraltar) Limited will distribute its ownership interests in Intelsat (Luxembourg) Investment to Intelsat Jackson Holdings S.A. and will subsequently be dissolved. Finally, in summer 2013, Intelsat Luxembourg Investment S. à. r. l. will merge into Intelsat Jackson Holdings S.A., with Intelsat Jackson Holdings S.A. as the surviving company. As a result of this restructuring, Intelsat Corporation will become a direct and wholly-owned subsidiary of Intelsat Jackson Holdings S.A., which is an indirect wholly-owned subsidiary of Intelsat Global Holdings S.A. After the reorganization, Intelsat USA Sales LLC (Delaware) will remain a direct, wholly-owned subsidiary of Intelsat Corporation, and Intelsat USA License LLC (Delaware) will remain a direct, wholly-owned subsidiary of Intelsat USA Sales LLC (Delaware). Ownership charts showing the *pro forma* changes are attached.

Ultimate ownership of Intelsat USA License LLC will remain the same before and after the conclusion of the pending corporate reorganization. As such, the restructuring is *pro forma* in nature. The Commission has previously stated that “[r]egulatory review of [pro forma] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers.”<sup>3</sup> Accordingly, Section 63.24(f) of the FCC’s rules permits this *pro forma* transfer without prior Commission approval.

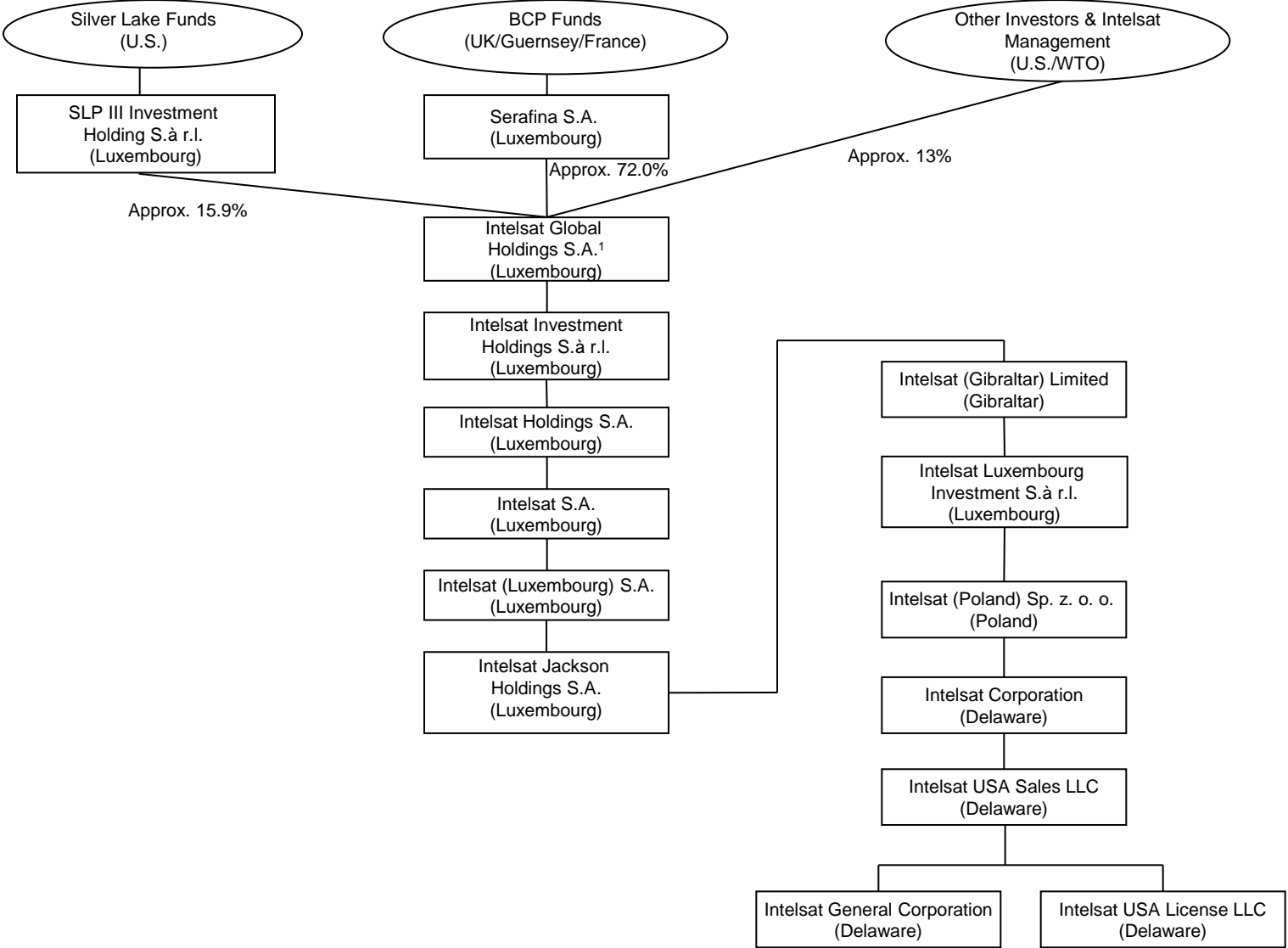
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SAT-T/C-20091125-00126, SES-T/C-20091125-01505, SES-T/C-20091125-01502, SES-T/C-20091125-01506, SES-T/C-20091125-01504 and SES-T/C-20091125-01503 (granted Dec. 3, 2009).

<sup>2</sup> On May 16, 2012, the International Bureau granted an application to transfer control of Intelsat pursuant to a public offering of newly issued voting shares by Intelsat, subsequent voting share sales by current shareholders, and possible private placements of newly issued voting shares. *In the Matter of Intelsat Global Holdings, S.A., Applications to Transfer Control of Intelsat Licenses and Authorizations from BC Partners Holdings Limited to Public Ownership*, Order, 27 FCC Rcd 5226 (2012). This transaction has not yet been consummated.

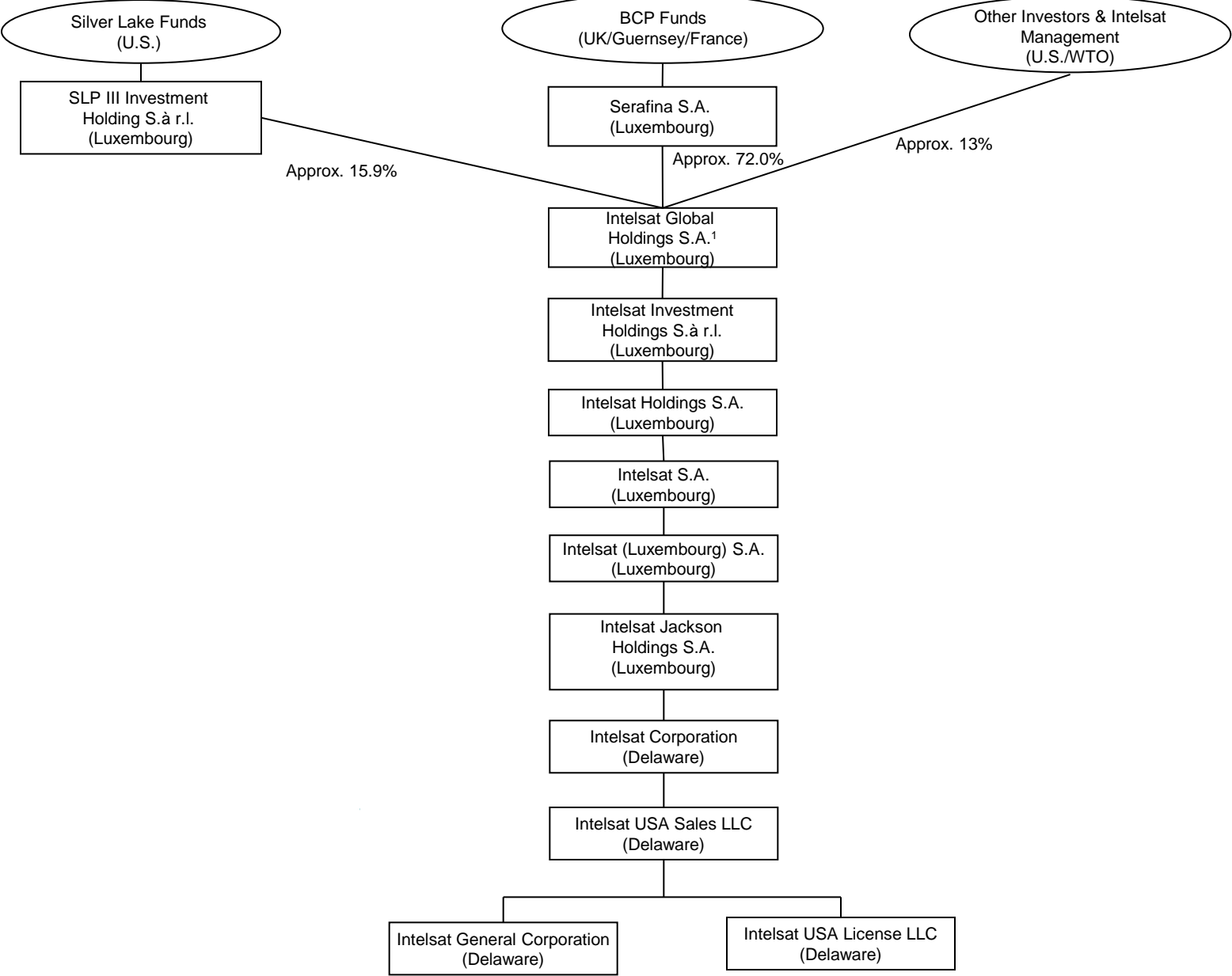
<sup>3</sup> *1998 Biennial Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999).

**Exhibit 1:**  
**Intelsat Licensees Ownership Before *Pro Forma* Transfer**



1. All subsidiaries are wholly owned unless otherwise noted.

**Exhibit 2:  
Intelsat Licensees Ownership Following Pro Forma Transfer**



1. All subsidiaries are wholly owned unless otherwise noted.