

## APPLICATION FOR *PRO FORMA* ASSIGNMENT OF INTELSAT 28 SPACE STATION AUTHORIZATION

### I. Description of the Proposed *Pro Forma* Assignment – Response to Questions 43

Intelsat License LLC (“Intelsat”) and Intelsat New Dawn Company, Ltd. (“New Dawn Company”) herein request authority for the *pro forma* assignment of the Intelsat 28 (f/k/a Intelsat New Dawn) space station authorization (call sign S2751)<sup>1</sup> by New Dawn Company to Intelsat as part of a corporate reorganization. New Dawn Company and Intelsat are indirect wholly owned subsidiaries of Intelsat Global Holdings S.A.<sup>2</sup> Intelsat License LLC holds all of Intelsat Global Holdings S.A.’s space station authorizations except for the Intelsat 28 space station authorization. To simplify its corporate ownership structure, Intelsat plans to assign the Intelsat 28 space station authorization to Intelsat License LLC and subsequently dissolve New Dawn Company.

The proposed transaction constitutes a non-substantial (*pro forma*) assignment because ultimate ownership and control of the Intelsat 28 space station will be exactly the same before and after the proposed transaction. The Commission has previously approved the ultimate ownership and control of Intelsat by current shareholders as part of the *Intelsat-Serafina Order* and the October 2011 *Intelsat Pro Forma*.<sup>3</sup> There have been no material changes to the ultimate ownership and control of Intelsat by the current shareholders since the date of these approvals.<sup>4</sup> After the proposed *pro forma* transaction is consummated, the previously approved current

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<sup>1</sup> *Policy Branch Information; Actions Taken*, Report No. SAT-00574, File Nos. SAT-LOA-20080509-00101 and SAT-AMD-20081205-00223 (Jan. 16, 2009).

<sup>2</sup> The FCC approved the *pro forma* transfer of Intelsat New Dawn Company, Ltd. and Intelsat License LLC from Intelsat Global S.A. to Intelsat Global Holdings S.A. See Intelsat Application for *Pro Forma* Transfer of Control, File Nos. SAT-T/C-20110810-00160, SAT-T/C-20110811-00161, SES-T/C-20110811-00948, SES-T/C-20110812-00963 (granted Oct. 13, 2011) and 0004825139 (granted Oct. 19, 2011).

<sup>3</sup> See *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”); Intelsat Application for *Pro Forma* Transfer of Control, File Nos. SAT-T/C-20110810-00160, SAT-T/C-20110811-00161, SES-T/C-20110811-00948, SES-T/C-20110812-00963 (granted Oct. 13, 2011), and 0004825139 (granted Oct. 19, 2011) (“Intelsat Pro Forma”).

<sup>4</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, DA 12-768 (rel. May 16, 2012). This transaction has not yet been consummated.

shareholders will continue their indirect ownership and control of the Intelsat 28 space station authorization.

## II. Public Interest Statement – Response to Question A.21

The assignment of the Intelsat 28 space station authorization and the dissolution of New Dawn Company will serve the public interest by simplifying and enhancing the flexibility of Intelsat Global Holdings S.A.'s capital structure. The FCC routinely finds that similar corporate changes serve the public interest.<sup>5</sup> Consistent with precedent, Intelsat respectfully requests FCC consent for this *pro forma* assignment.

## III. Foreign Ownership – Response to Question 34

The Commission previously approved foreign ownership of Intelsat in the *Intelsat-Serafina Order*.<sup>6</sup> In December 2009 and October 2011, the Commission also approved *pro forma* changes in Intelsat's foreign ownership.<sup>7</sup> There have been no other material changes to Intelsat's foreign ownership since the date of the *Intelsat-Serafina Order*.<sup>8</sup>

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<sup>5</sup> 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); 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. 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, SATASG-20101203-00252, SAT-T/C-20101203-00253, SAT-T/C-20101203-00254 (granted Dec. 20, 2010, Dec. 21, 2010 and Dec. 23, 2010).

<sup>6</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).

<sup>7</sup> 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); *Intelsat Application for Pro Forma Transfer of Control*, File Nos. SAT-T/C-20110810-00160, SAT-T/C-20110811-00161, SES-T/C-20110811-00948, SES-T/C-20110812-00963 (granted Oct. 13, 2011), and 0004825139 (granted Oct. 19, 2011).

<sup>8</sup> See *supra* note 4.

#### **IV. Previously Revoked Authorization – Response to Question 36**

Intelsat has never had an FCC license “revoked.” However, on June 26, 2000, the International Bureau “cancelled” two Ka-band satellite authorizations issued to a former Intelsat entity, PanAmSat Licensee Corp. (“PanAmSat”),<sup>9</sup> based on the Bureau’s finding that PanAmSat had not satisfied applicable construction milestones.<sup>10</sup> In that same order, the Bureau denied related applications to modify the cancelled authorizations. PanAmSat filed an application for review of the Bureau’s decision, which the Commission denied, and subsequently filed an appeal with the United States Court of Appeals for the District of Columbia Circuit, which was dismissed in January 2003 at PanAmSat’s request. Notwithstanding the fact that the Bureau’s action does not seem to be the kind of revocation action contemplated by question 36, Intelsat is herein making note of the decision in the interest of absolute candor and out of an abundance of caution. In any event, the Bureau’s action with respect to PanAmSat does not reflect on Intelsat’s basic qualifications, which are well-established and a matter of public record.

#### **V. Treatment of Pending Applications**

The FCC should grant this application for a *pro forma* assignment without prior public notice. Prior to grant of this application or consummation of the proposed assignment, Intelsat may file additional applications related to this authorization. Intelsat therefore requests that, consistent with Commission precedent, the grant of this application include authority for assignment of all applications pending at the time of consummation of the proposed assignment. Further, Intelsat requests that grant of this application include authority for the *pro forma* assignment of any special temporary authorizations held by New Dawn Company, or applications for special temporary authority that are pending, at the time of the consummation of the proposed *pro forma* assignment. Intelsat will supplement, as necessary, any filed applications that are pending upon the consummation of the proposed *pro forma* assignment.

#### **VI. Officers, Directors and Ten Percent Shareholders – Response to Question A.20**

Intelsat New Dawn Company, Ltd. (Bermuda) and Intelsat License LLC (Delaware) are wholly owned subsidiaries of Intelsat Global Holdings S.A. (Luxembourg).

The officers and directors/managers of Intelsat License LLC are as follows:

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<sup>9</sup> All licenses previously held by PanAmSat Licensee Corp. have been assigned to Intelsat License LLC. See File Nos. SAT-ASG-20101203-00252 (granted Dec. 23, 2010), SES-ASG-20101203-0150 (granted Dec. 20, 2010), and SES-ASG-20101206-01502 (granted Dec. 20, 2010).

<sup>10</sup> See PanAmSat Licensee Corp., Memorandum Opinion and Order, 15 FCC Rcd 18720 (IB 2000).

Officers:

Michael McDonnell, Chairman  
Flavien Bachabi, Deputy Chairman  
Phillip Spector, Secretary  
Simon Van De Weg, Director, Finance

Board of Managers:

Michael McDonnell  
Flavien Bachabi  
Phillip Spector

The business address of all Intelsat License LLC officers and members of the Board of Managers is:

4 rue Albert Borschette  
L-1246 Luxembourg

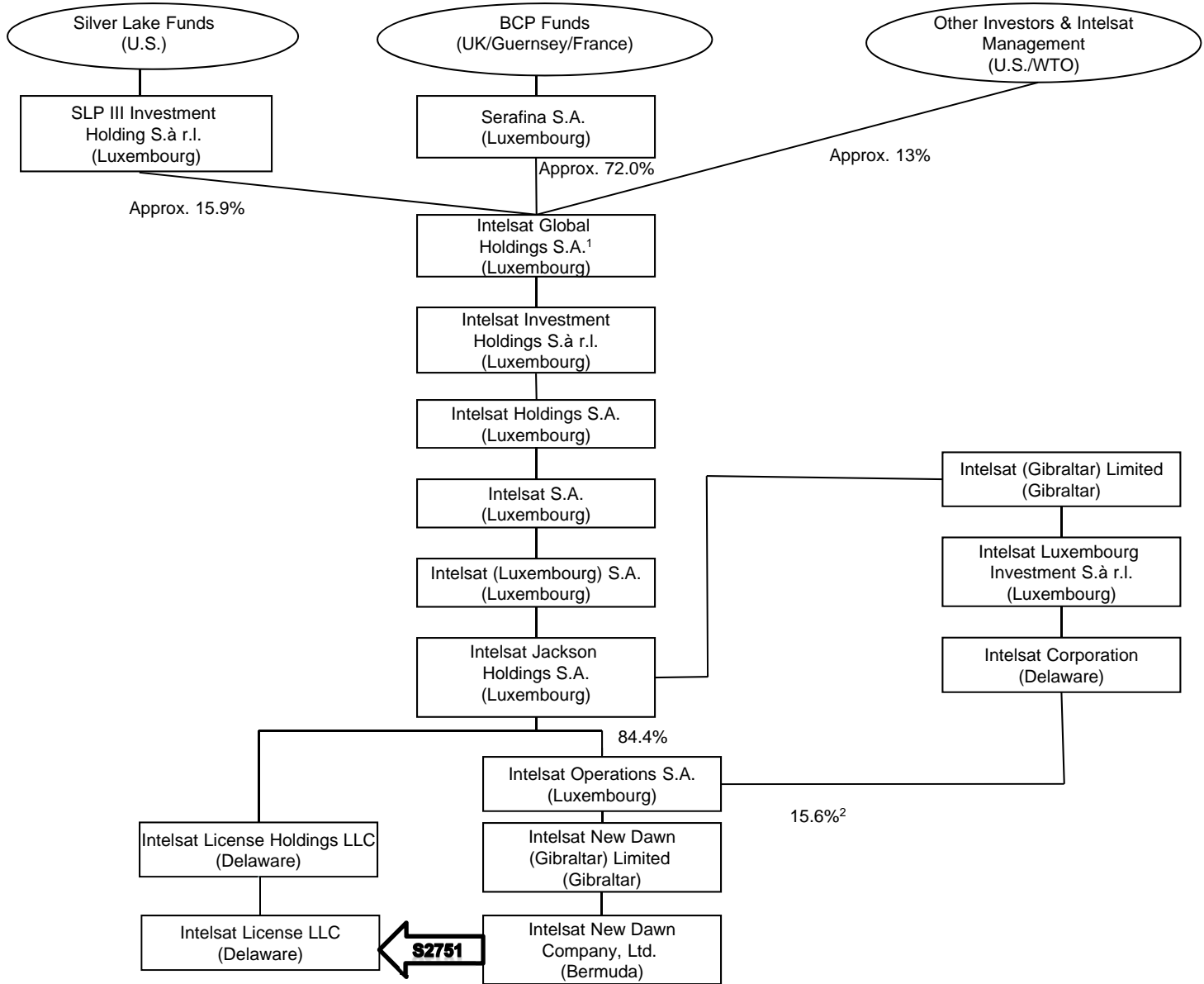
Intelsat License LLC is a Delaware limited liability company that is wholly owned by Intelsat License Holdings LLC, also a Delaware limited liability company. Intelsat License Holdings LLC is wholly owned by Intelsat Jackson Holdings S.A., a Luxembourg company. Intelsat Jackson Holdings S.A. is wholly owned by Intelsat (Luxembourg) S.A., a Luxembourg company. Intelsat (Luxembourg) S.A. is wholly owned by Intelsat S.A., a Luxembourg company. Intelsat S.A. is wholly owned by Intelsat Holdings S.A., a Luxembourg company. Intelsat Holdings S.A. is wholly owned by Intelsat Investment Holdings S.à r.l., a Luxembourg company. Intelsat Investment Holdings S.à r.l. is wholly owned by Intelsat Global Holdings S.A., a Luxembourg company. Each of these entities may be contacted at the following address: 4 rue Albert Borschette, L-1246 Luxembourg.

Intelsat Global Holdings S.A.'s ownership was approved by the Commission as part of the *Intelsat-Serafina Order* and the recent Intelsat Pro Forma and is incorporated by reference. See *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*”); *Intelsat Application for Pro Forma Transfer of Control*, File Nos. SAT-T/C-20110810-00160, SAT-T/C-20110811-00161, SES-T/C-20110811-00948, SES-T/C-20110812-00963 (granted Oct. 13, 2011), and 0004825139 (granted Oct. 19, 2011) (“*Intelsat Pro Forma*”).<sup>11</sup>

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<sup>11</sup> See *supra* note 7.

**Exhibit 1:**  
**Intelsat 28 (f/k/a Intelsat New Dawn) Space Station Authorization Pro Forma Assignment**



1. All subsidiaries are wholly owned unless otherwise noted.  
 2. Intelsat Corporation holds a 15.6% economic interest in Intelsat Operations S.A. It holds no voting interests or common shares in Intelsat Operations S.A.