

**Attachment 1:
Responsive to Questions 34, 36, 40, and 42a**

I. NOTIFICATION OF TRANSFER OF CONTROL OF PERMITTED SPACE STATION LIST SATELLITE – RESPONSIVE TO QUESTION 42A

Horizons Satellite LLC (“Horizons”), pursuant to the *Satellite Licensing Streamlining Order*¹ and Section 25.137(g) of the Commission’s rules,² hereby notifies the Commission of a *pro forma* change in ownership of Intelsat Corporation, one of Horizon’s two members. Horizons is a 50/50 joint venture between Intelsat Corporation and JSAT International, Inc. Horizons is the owner of Horizons I (call sign S2475), which is the Ku-band payload on Galaxy 13 (call sign S2368). Horizons I operates at 127° W.L. and is licensed by Japan. On November 24, 2003, the Commission added Horizons I to the Permitted Space Station List (“Permitted List”)³ and on May 27, 2004, the Commission modified the Permitted List entry for the satellite by adding authority for Horizons I to be used to provide one-way direct-to-home services.⁴

The Commission recently authorized the *pro forma* assignment and transfer of control of various licenses and authorizations held by several 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, 2011.⁵

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.⁶

¹ See *Amendment of the Commission’s Space Station Licensing Rules and Policies*, First Report and Order and Further Notice of Proposed Rulemaking, 18 FCC Rcd 10760, at ¶¶ 326-27 (2003) (“*Satellite Licensing Streamlining Order*”).

² 47 C.F.R. §25.137(g).

³ *Horizons Satellite LLC, Petition for Declaratory Ruling to Add Horizons I to the Permitted Space Station List*, Order, 18 FCC Rcd 24745 (2003).

⁴ *Horizons Satellite LLC, Application for Modification of Permitted List Authorization*, Order and Authorization, 19 FCC Rcd 20349 (2004).

⁵ 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).

⁶ 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.

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.,⁷ 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 Horizons is illustrated in Exhibit 2.

The comprehensive internal reorganization constituted a non-substantial (*pro forma*) transfer of control because ultimate ownership and control of the Horizons I authorization by Intelsat Global S.A.⁸ did not change. Consistent with the Commission's rules, Horizons will continue to operate Horizons I in accordance with the conditions of the original order adding Horizons I to the Permitted List unless otherwise notified by the Commission.⁹

Horizons recognizes that for transfers of control of Permitted List satellites, the Commission has indicated that it would issue a public notice "announcing that the transaction has taken place, and inviting comment on whether the transaction affects any of the considerations made when the original satellite operator was allowed to enter the U.S. market."¹⁰ However, this notification is for a *pro forma* transfer of control, and the Commission does not generally issue a public notice seeking comments on applications for *pro forma* transfers of control.¹¹ Horizons therefore requests that the Commission grant the requested *pro forma*

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.

⁷ 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 recent internal reorganization.

⁸ 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*.

⁹ *See Satellite Licensing Streamlining Order* at ¶ 327 ("Permitted List satellites that have been transferred to new owners may continue to provide service in the United States unless and until the Commission determines otherwise.").

¹⁰ *Id.* at ¶ 326.

¹¹ *See* 47 C.F.R. § 25.151(c)(5).

transfer of control of Horizon I on the Permitted List without issuing a public notice requesting comment.

II. FOREIGN OWNERSHIP – RESPONSIVE TO QUESTION 34

The Commission has previously approved the foreign ownership of the two members of Horizons Satellite LLC — Intelsat Corporation¹² and JSAT International, Inc.¹³ In December 2009, the Commission also approved the *pro forma* changes in Intelsat Corporation’s foreign ownership.¹⁴ There have been no other material changes to Horizon’s foreign ownership.

III. CANCELLED AUTHORIZATIONS – RESPONSIVE TO QUESTION 36

Horizons is a 50/50 joint venture between Intelsat Corporation and JSAT International, Inc. Horizons has never had an FCC license “revoked.” However, on June 26, 2000, the International Bureau “cancelled” two Ka-band satellite authorizations issued to Intelsat Corporation’s former subsidiary, PanAmSat Licensee Corp. (“PanAmSat”),¹⁵ based on the Bureau’s finding that PanAmSat had not satisfied applicable construction milestones.¹⁶ 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, Horizons 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 Horizons’ basic qualifications, which are well-established and a matter of public record.

¹² *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*”).

¹³ *Horizons Satellite LLC, Petition for Declaratory Ruling to Add Horizons I to the Permitted Space Station List*, Order, 18 FCC Rcd 24745 (2003).

¹⁴ *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).

¹⁵ All licenses previously held by PanAmSat Licensee Corp. have been assigned to Intelsat License LLC as part of the recent internal reorganization.

¹⁶ *See PanAmSat Licensee Corp.*, Memorandum Opinion and Order, 15 FCC Rcd 18720 (IB 2000).

IV. OFFICERS, DIRECTORS AND TEN PERCENT OR GREATER SHAREHOLDERS – RESPONSIVE TO QUESTION 40

Horizons does not hold and does not seek a U.S. space station license for the Horizons I satellite. Thus, the officer, director and ownership information requested by Question 40 is not relevant to Horizons. To the extent the Commission considers this information relevant to the owners of a Permitted List satellite, however, Horizons is a limited liability company with no officers or directors.

Horizons has two members, JSAT International, Inc. and Intelsat Corporation, each of which owns 50 percent of Horizons. Ownership information for JSAT International, Inc. was provided to the Commission in File No. SAT-PDR-20030210-00015 and is incorporated herein by reference.

Exhibit 2 provides the post-consummation ownership structure for Intelsat Corporation. As identified in that structure, and described above, Intelsat Global S.A. indirectly owns 100% of Intelsat Corporation. The ten percent or greater owners of Intelsat Global S.A. were approved by the Commission in the *Intelsat-Serafina Order*, have not changed materially, and are incorporated by reference.¹⁷

¹⁷ See *supra* note 8.

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

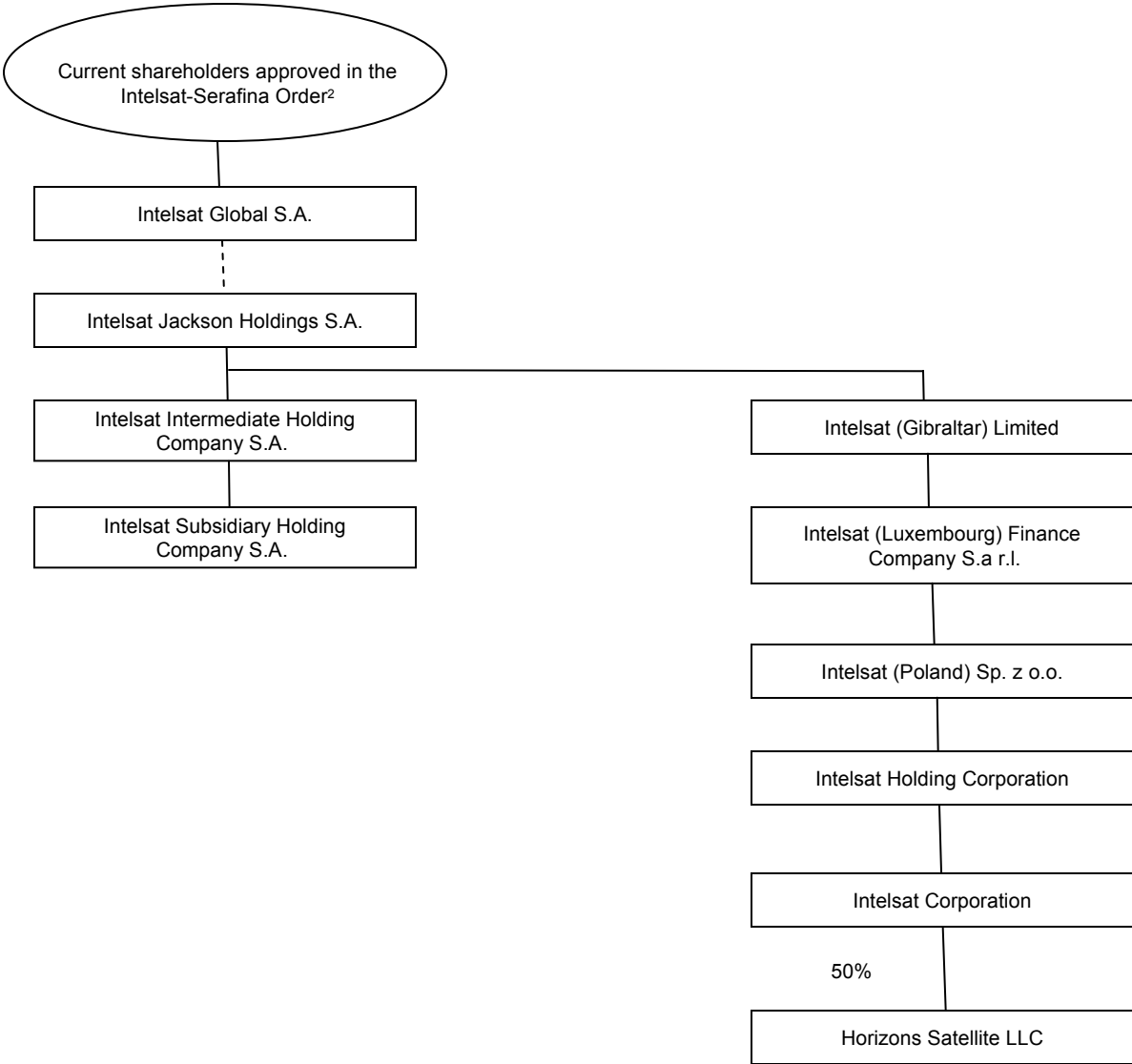
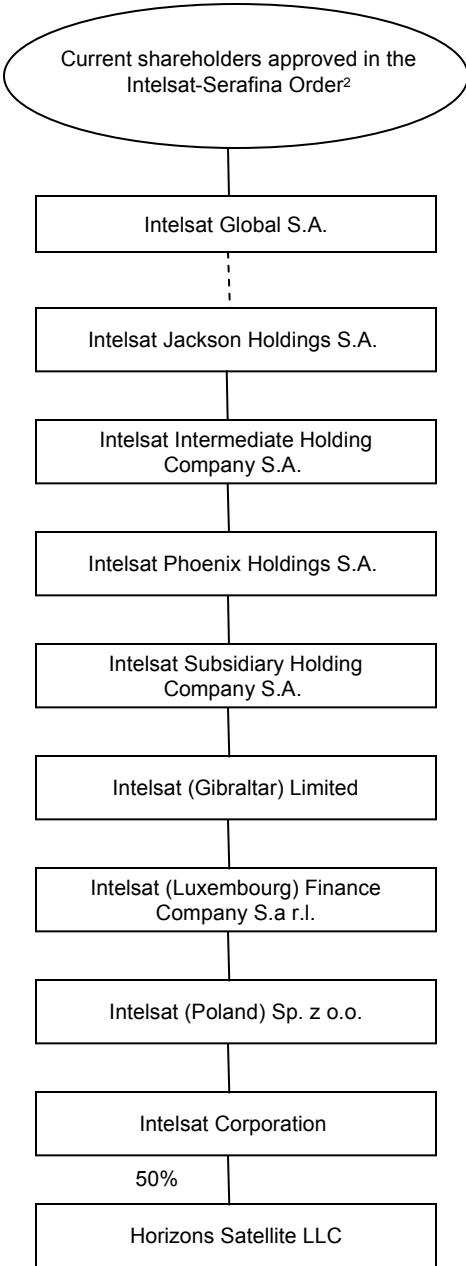


Exhibit 2:
Ownership Following *Pro Forma* Transactions (Simplified)¹



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*.