

**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 Federal Communications Commission (“Commission” or “FCC”) 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* transfer of control of all of the licenses and authorizations held by certain subsidiaries of Intelsat Global S.A. as part of a corporate reorganization involving the creation of new holding companies and the removal of certain holding companies.⁵ Intelsat completed all the steps necessary to consummate this *pro forma* transfer on March 30, 2012.⁶

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, 10880 (¶¶ 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 *Policy Branch Information; Actions Taken*, Report No. SAT-00815, DA 11-1713, File Nos. SAT-T/C-20110810-00160 and SAT-T/C-20110811-00161 (rel. Oct. 14, 2011; effective Oct. 13, 2011); see also, *Satellite Communications Services Information; Actions Taken*, Report No. SES-01390, File Nos. SES-T/C-20110811-00948 and SES-T/C-20110812-00963 (rel. Oct. 19, 2011; effective Oct. 13, 2011) (“*Intelsat Pro Forma Prior Approval Applications*”).

⁶ See Letter from Jennifer D. Hindin to Marlene H. Dortch, File Nos. SAT-T/C-20110810-00160, SAT-T/C-20110811-00161, SES-T/C-20110811-00948 and SES-T/C-20110812-00963 (filed Apr. 23, 2012).

II. DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

A description of the *pro forma* transaction and public interest statement was provided in the *Intelsat Pro Forma Prior Approval Applications*.⁷ This description is incorporated herein by reference. For the Commission's convenience, Intelsat has provided ownership charts showing Horizons, owner of the Horizons I satellite hereto.

The comprehensive internal reorganization constitutes a non-substantial (*pro forma*) transfer of control because ultimate ownership and control of the Horizons I authorization did not change.⁸ The Commission previously approved the ultimate ownership by current shareholders and control by BC Partners Holdings Limited ("BCP") of the Horizons I authorization in the *Intelsat-Serafina Order*.⁹ There have been no material changes to the ultimate ownership and control of the Horizons I authorization by the current shareholders since the date of the *Intelsat-Serafina Order*.¹⁰ The previously approved current shareholders will continue their indirect ownership and BCP will continue to control the Horizons I authorization.¹¹ 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 List¹² unless otherwise notified by the Commission.¹³

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."¹⁴ 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

⁷ See *Intelsat Pro Forma Prior Approval Applications*, *supra* note 5.

⁸ The Commission has previously approved the ultimate ownership and control of the Horizons 1 by current shareholders of Intelsat Global Holdings S.A. in the *Intelsat-Serafina Order*. *Intelsat-Serafina Order*, *supra* note 8. 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 *Intelsat-Serafina Order*, *supra* note 8.

¹⁰ *Id.*

¹¹ Intelsat has a pending application for transfer of control of its licenses and authorizations. See Intelsat Application for Transfer of Control, IB Docket No. 11-205 (filed Nov. 23, 2011).

¹² See *supra* notes 3 and 4.

¹³ 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.").

¹⁴ *Id.* at ¶ 326.

control.¹⁵ Horizons therefore requests that the Commission grant the requested *pro forma* transfer of control of Horizon I on the Permitted List without issuing a public notice requesting comment.

III. FOREIGN OWNERSHIP – RESPONSIVE TO QUESTION 34

The Commission has previously approved the foreign ownership of the two members of Horizons Satellite LLC — Intelsat Corporation¹⁶ and JSAT International, Inc.¹⁷ In December 2009, the Commission also approved *pro forma* changes in Intelsat Corporation’s foreign ownership.¹⁸ There have been no other material changes to Horizon’s foreign ownership.

IV. 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”),¹⁹ based on the Bureau’s finding that PanAmSat had not satisfied applicable construction milestones.²⁰ In that same order, the Bureau denied related applications to modify the cancelled authorizations.

¹⁵ See 47 C.F.R. § 25.151(c)(5).

¹⁶ *Intelsat-Serafina Order*, *supra* note 8.

¹⁷ *Horizons Satellite LLC, Petition for Declaratory Ruling to Add Horizons I to the Permitted Space Station List*, Order, 18 FCC Rcd 24745 (2003).

¹⁸ 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, SAT-ASG-20101203-00252, SAT-T/C-20101203-00253, SAT-T/C-20101203-00254 (granted Dec. 20, 2010, Dec. 21, 2010 and Dec. 23, 2010).

¹⁹ All licenses previously held by PanAmSat Licensee Corp. have been assigned to Intelsat License LLC. See IBFS 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).

²⁰ See *PanAmSat Licensee Corp.*, Memorandum Opinion and Order, 15 FCC Rcd 18720 (IB 2000).

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.

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

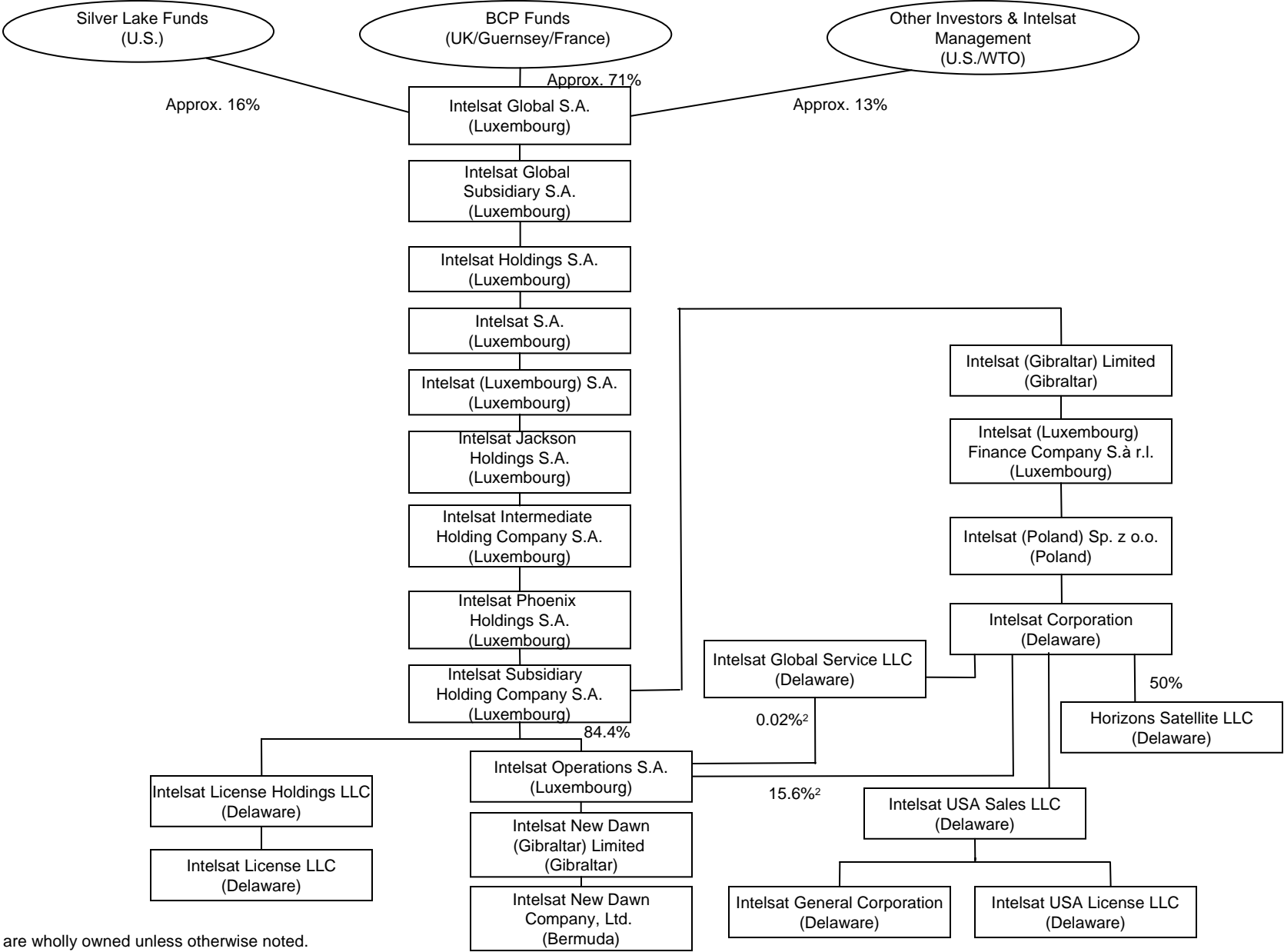
Horizons does not hold and does not seek a U.S. space station license for the Horizons I satellite. Thus, the officer, director and ownership information requested by Question 40 is not relevant to Horizons. To the extent the Commission considers this information relevant to the owners of a Permitted 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.

The post-consummation ownership structure for Intelsat License LLC was provided as part of the *Intelsat Pro Forma Prior Approval Applications* and is incorporated herein by reference.²¹

²¹ See *Intelsat Pro Forma Prior Approval Applications*, *supra* note 5.

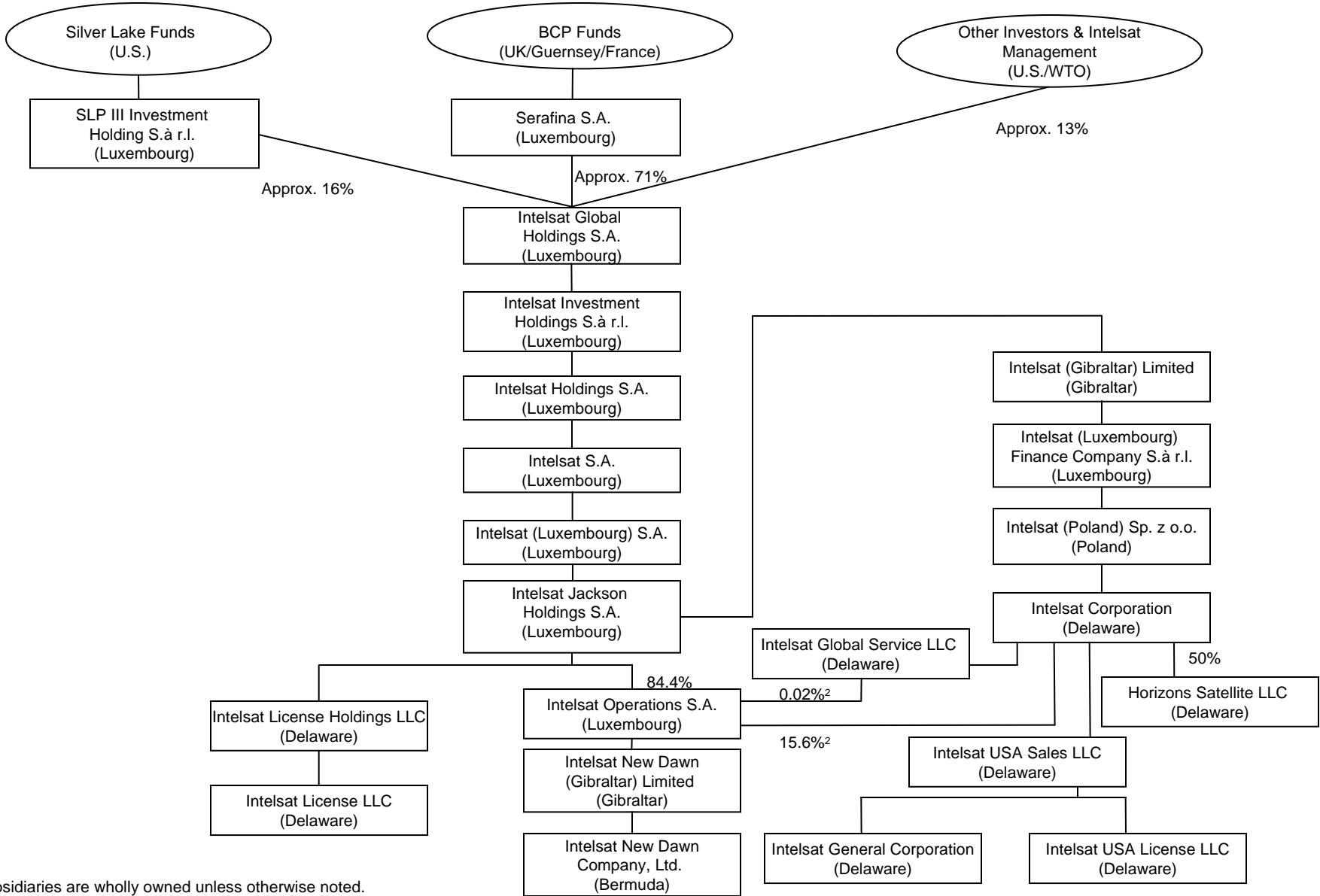
Exhibit 1:
Ownership Prior to Pro Forma Transfer of Control¹



1. All subsidiaries are wholly owned unless otherwise noted.

2. Intelsat Corporation and Intelsat Global Service LLC hold a 15.6% and a 0.02% economic interest, respectively, in Intelsat Operations S.A. They hold no voting interests or common shares in Intelsat Operations S.A. Previously, seventeen Delaware corporations (the "Sat HoldCos") that were wholly owned subsidiaries of Intelsat Corporation owned preferred equity certificates of Intelsat Operations S.A. All of the Sat HoldCos were merged into Intelsat Corporation on September 30, 2011. Intelsat Global Services LLC continues to hold 0.02% of the preferred equity certificates and Intelsat Corporation now holds the remaining preferred equity certificates.

Exhibit 2:
Ownership Following The Pro Forma Transactions¹



1. All subsidiaries are wholly owned unless otherwise noted.

2. Intelsat Corporation and Intelsat Global Service LLC hold a 15.6% and a 0.02% economic interest, respectively, in Intelsat Operations S.A. They hold no voting interests or common shares in Intelsat Operations S.A. Previously, seventeen Delaware corporations (the "Sat HoldCos") that were wholly owned subsidiaries of Intelsat Corporation owned preferred equity certificates of Intelsat Operations S.A. All of the Sat HoldCos were merged into Intelsat Corporation on September 30, 2011. Intelsat Global Services LLC continues to hold 0.02% of the preferred equity certificates and Intelsat Corporation now holds the remaining preferred equity certificates.