

**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**

Intelsat License LLC (“Intelsat”), 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. Intelsat is the owner of the C-band portion of Galaxy 23 (formerly Intelsat Americas 13), an in-orbit satellite licensed by Papua New Guinea located at 121° W.L. The Commission added Galaxy 23 (then named Telstar 13) to the Permitted Space Station List (“Permitted List”) with conditions on August 8, 2003 (call sign S2592),³ and subsequently approved a change in ownership of Galaxy 23 from Loral SpaceCom Corporation to Intelsat North America on July 16, 2004.⁴

The Commission recently authorized the *pro forma* transfer of control of all of the licenses and authorizations held by Intelsat License LLC and Intelsat New Dawn Company, Ltd. as a result of a comprehensive internal 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) (2003) (“*Satellite Licensing Streamlining Order*”).

² 47 C.F.R. §25.137(g).

³ *Loral SpaceCom Corp., Petition for Declaratory Ruling to Add Telstar 13 to the Permitted Space Station List*, Order, 18 FCC Rcd 16374 (2003) (“*Loral SpaceCom Petition*”).

⁴ *Policy Branch Information; Actions Taken*, Report No. SAT-00227, DA 04-2153 (rel. July 16, 2004; effective July 16, 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, ownership charts are attached hereto.

The comprehensive internal reorganization constitutes a non-substantial (*pro forma*) transfer of control because ultimate ownership and control of the Galaxy 23 authorization did not change. The Commission previously approved the ultimate ownership by current shareholders and control by BC Partners Holdings Limited ("BCP") of the Galaxy 23 authorization in the *Intelsat-Serafina Order*.⁸ There have been no material changes to the ultimate ownership and control of the Galaxy 23 authorization by the current shareholders since the date of the *Intelsat-Serafina Order*.⁹ The previously approved current shareholders will continue their indirect ownership and BCP will continue to control the Galaxy 23 authorization.¹⁰ Consistent with the Commission's rules, Intelsat will continue to operate Galaxy 23 in accordance with the conditions of the original order adding Galaxy 23 to the Permitted List¹¹ unless otherwise notified by the Commission.¹²

Intelsat 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."¹³ 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.¹⁴ Intelsat therefore requests that the Commission grant the requested *pro forma* transfer of control of Galaxy 23 on the Permitted List without issuing a public notice requesting comment.

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

⁸ *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*").

⁹ *Id.*

¹⁰ 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).

¹¹ See *Loral SpaceCom Petition* at ¶ 31.

¹² 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.").

¹³ *Id.* at ¶ 326.

¹⁴ See 47 C.F.R. § 25.151(c)(5).

III. FOREIGN OWNERSHIP – RESPONSIVE TO QUESTION 34

The corporate reorganization does not affect the indirect foreign ownership in Intelsat License LLC (“Intelsat”). The Commission previously approved indirect foreign ownership in Intelsat.¹⁵ In December 2009, the Commission also approved *pro forma* changes in Intelsat’s indirect foreign ownership.¹⁶ There have been no other material changes in the indirect foreign ownership since the date of the *Intelsat-Serafina Order*.

IV. CANCELLED AUTHORIZATIONS – RESPONSIVE TO QUESTION 36

Intelsat License LLC (“Intelsat”) has never had an FCC license “revoked.” However, on June 26, 2000, the International Bureau “cancelled” two Ka-band satellite authorizations issued to Intelsat’s former affiliate, PanAmSat Licensee Corp. (“PanAmSat”),¹⁷ based on the Bureau’s finding that PanAmSat had not satisfied applicable construction milestones.¹⁸ 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.

¹⁵ *Intelsat-Serafina Order*, *supra* note 8.

¹⁶ *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).

¹⁷ 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).

¹⁸ *See PanAmSat Licensee Corp.*, Memorandum Opinion and Order, 15 FCC Rcd 18720 (IB 2000).

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

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

Officers:

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

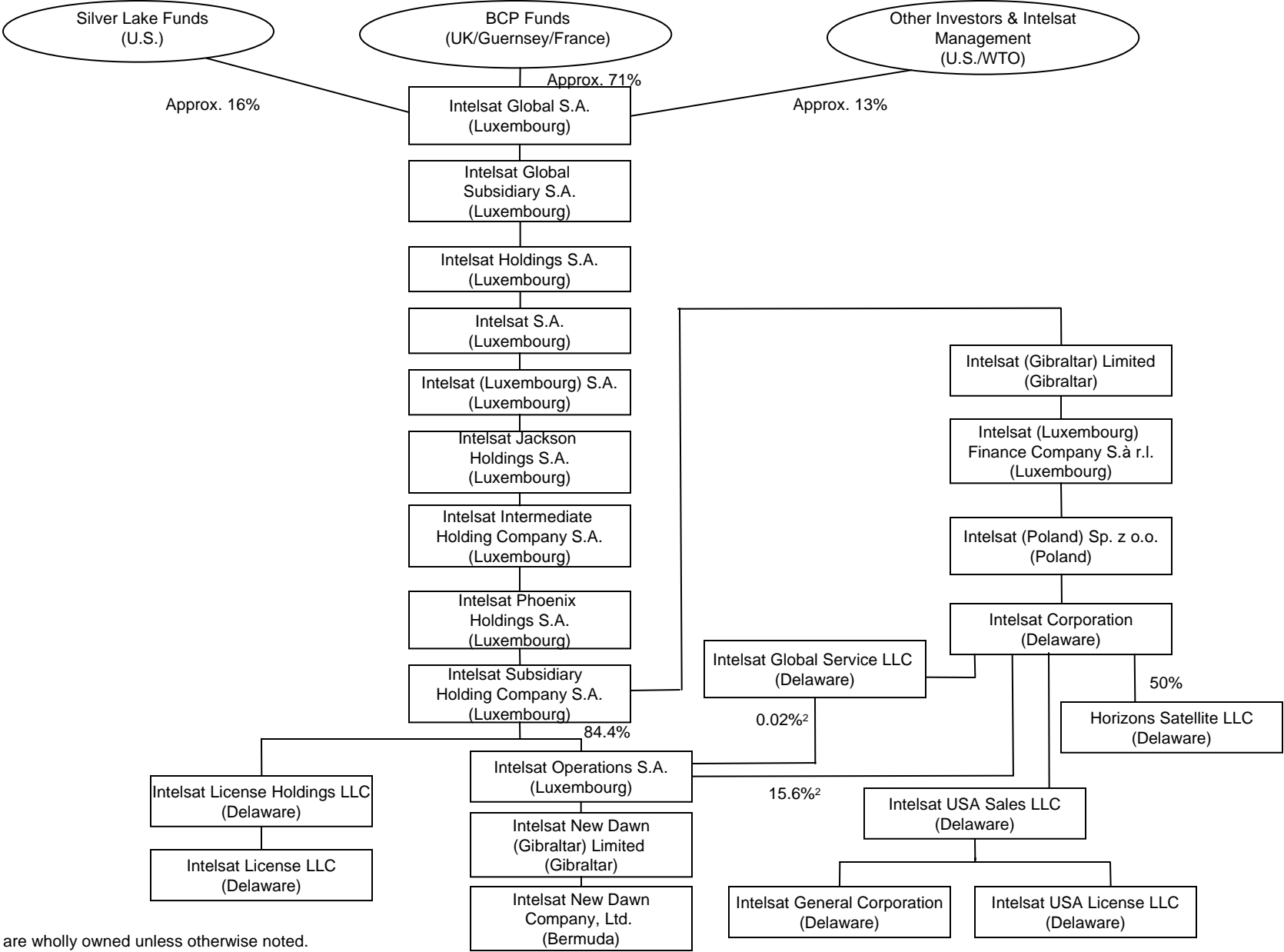
Board of Managers:

Michael McDonnell
Flavien Bachabi
Phillip Spector

The 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.¹⁹

¹⁹ See *Intelsat Pro Forma Prior Approval Applications*, *supra* note 5.

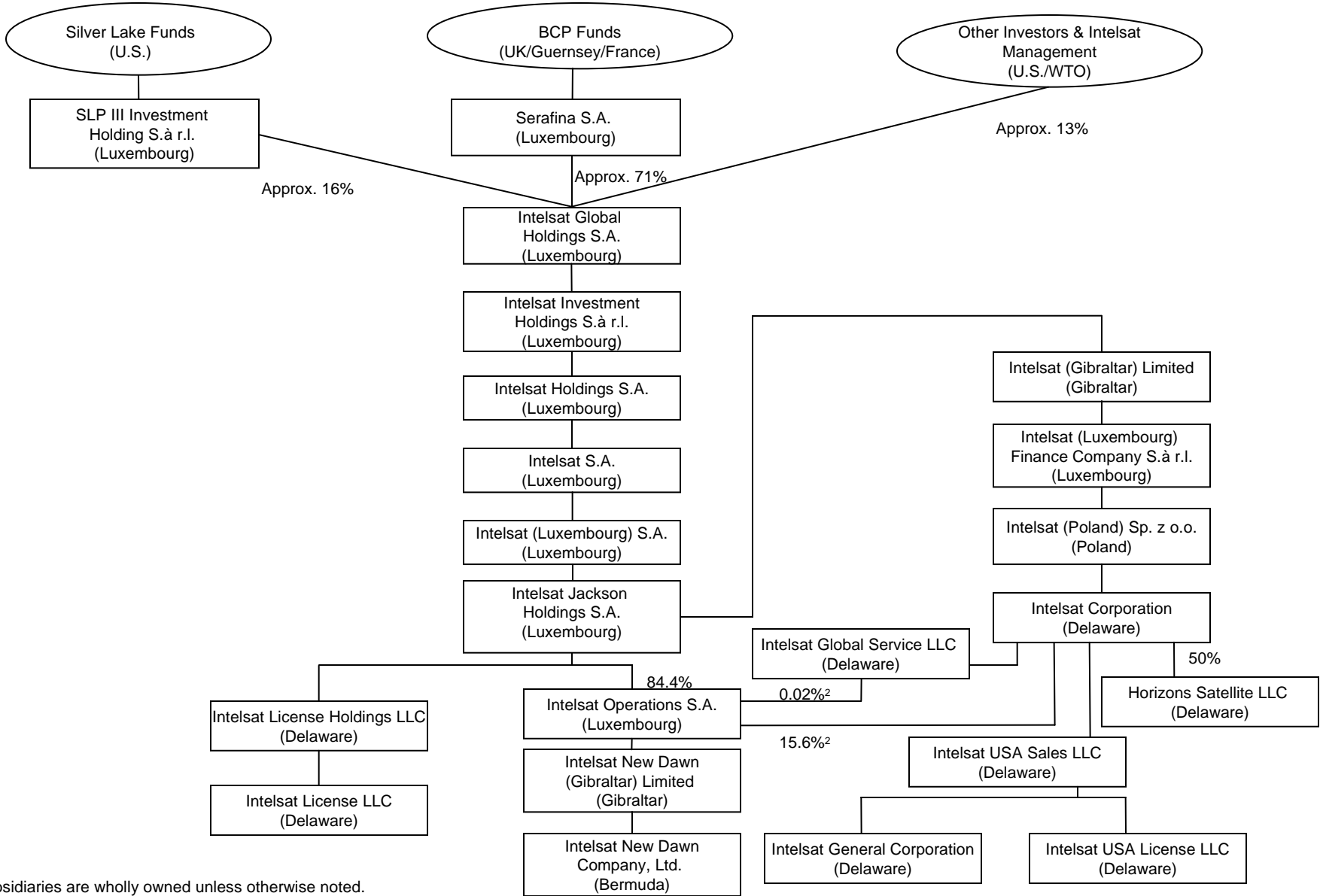
Exhibit 1:
Ownership Prior to Pro Forma Transfer of Control¹



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.