

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

I. NOTIFICATION OF NAME CHANGE AND PRO FORMA TRANSFER OF CONTROL – RESPONSIVE TO QUESTION 42A

This filing notifies the Federal Communications Commission (“Commission” or “FCC”) that the entity holding the U.S. market access authorization for the Horizons I satellite (call sign S2475) has changed its name from Horizons Satellite LLC to Horizons-1 Satellite LLC (“Horizons-1”). In addition, pursuant to the *Satellite Licensing Streamlining Order*¹ and Section 25.137(g) of the Commission’s rules,² Horizons-1 notifies the FCC that it is a direct wholly-owned subsidiary of Horizons Satellite Holdings LLC, which constitutes a *pro forma* change in ownership.

The Horizons I satellite is the Ku-band payload on Galaxy 13 (call sign S2368). The Horizons I satellite operates at 127° W.L. and is licensed by the Administration of Japan. On November 24, 2003, the Commission added the Horizons I satellite to the Permitted Space Station List (“Permitted List”)³ and on May 27, 2004, the Commission modified the Permitted List entry by adding authority for the Horizons I satellite to be used to provide one-way direct-to-home services.⁴

II. DESCRIPTION OF TRANSACTION

In 2003, Horizons Satellite LLC applied for and received U.S. market access authorization for the Horizons I satellite.⁵ In August 2005, Horizons Satellite LLC was renamed Horizons-1 Satellite LLC, and all of its ownership interests were transferred to a newly formed company, Horizons Satellite Holdings LLC, which became the sole parent of Horizons-1.

This change in ownership structure in August 2005 constitutes a non-substantial (*pro forma*) transfer of control, because the creation of a sole parent entity above Horizons-1 did not change ultimate ownership and control of the Horizons I authorization. Horizons Satellite LLC—the initial applicant for U.S. market access authorization (now renamed Horizons-1)—was a 50/50 joint venture between PanAmSat Corporation and JSAT International, Inc. (“JSAT”). After the *pro forma* transfer of control, Horizons-1 became the direct wholly-owned subsidiary of Horizons Satellite Holdings LLC—also a 50/50 joint venture between PanAmSat

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) (“*2003 Horizons I Order*”).

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

⁵ See *2003 Horizons I Order*.

Corporation and JSAT. PanAmSat Corporation was acquired by Intelsat S.A. through a merger in July 2006.⁶ There have been no material changes to the ultimate ownership and control of the Horizons I authorization by the current shareholders of Intelsat S.A., the ultimate parent of Intelsat Corporation, since the date of the *Intelsat-Serafina Order*, in which the Commission approved the Horizons I authorization's ultimate ownership by current shareholders of Intelsat S.A. and its control by BC Partners Holdings Limited.⁷ Consistent with the Commission's rules, Horizons-1 will continue to operate the Horizons I satellite in accordance with the conditions of the orders adding the Horizons I satellite to the Permitted List,⁸ unless otherwise notified by the Commission.⁹

Horizons-1 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

⁶ *In the Matter of Constellation, LLC, Carlyle PanAmSat I, LLC, Carlyle PanAmSat II, LLC, PEP PAS, LLC, and PEOP PAS, LLC, Transferors and Intelsat Holdings, Ltd., Transferee, Consolidated Application for Authority to Transfer Control of PanAmSat Licensee Corp. and PanAmSat H-2 Licensee Corp.*, Memorandum Opinion and Order, 21 FCC Rcd 7368 (2006).

⁷ *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). On May 16, 2012, the International Bureau authorized the transfer of control of the earth station and space station licenses held by Intelsat pursuant to a public offering of newly issued voting shares, subsequent voting share sales by current shareholders, and possible private placements of newly issued voting shares. See *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) ("*BCP to Public Ownership Order*"). Intelsat has completed a public offering of newly issued voting shares, but the transfer of control has not yet been consummated. See Letter from Jennifer D. Hindin, Counsel for Intelsat, to Marlene H. Dortch, Secretary, FCC, IB Docket No. 11-205 (filed July 11, 2016).

⁸ See *supra* notes 3 and 4.

⁹ See *Satellite Licensing Streamlining Order* ¶ 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.* ¶ 326.

¹¹ See 47 C.F.R. § 25.151(c)(5).

III. FOREIGN OWNERSHIP – RESPONSIVE TO QUESTION 34

Horizons-1 is directly wholly-owned by Horizons Satellite Holdings LLC. The Commission has previously approved the foreign ownership of the two members of Horizons Satellite Holdings LLC—Intelsat Corporation¹² and JSAT International, Inc.¹³ In December 2009 and October 2011, the Commission also approved *pro forma* changes in Intelsat Corporation’s indirect foreign ownership.¹⁴ There have been no other material changes to Horizon-1’s foreign ownership.

IV. CANCELLED AUTHORIZATIONS – RESPONSIVE TO QUESTION 36

Neither Horizons-1 nor Horizons Satellite Holdings LLC has 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-1 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-1’s basic qualifications, which are well-established and a matter of public record.

¹² *Intelsat-Serafina Order*, *supra* note 7.

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); *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 Applications*”).

¹⁵ 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).

¹⁶ *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

Horizons-1 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-1. To the extent the Commission considers this information relevant to the owners of a Permitted List satellite, however, Horizons-1 is a limited liability company with two managers.

Horizons-1 is wholly-owned by Horizons Satellite Holdings LLC. Horizons Satellite Holdings LLC has two members, JSAT International, Inc. and Intelsat Corporation, each of which owns 50 percent of Horizons Satellite Holdings LLC. 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 current ownership structure for Intelsat Corporation was provided as part of the *Intelsat Pro Forma Applications* and is incorporated herein by reference.¹⁷ On May 16, 2012, the International Bureau granted an application to transfer control of Intelsat S.A., the ultimate parent of Intelsat Corporation, pursuant to a public offering of newly issued voting shares by Intelsat S.A., subsequent voting share sales by current shareholders and possible private placements of newly issued voting shares. Intelsat has completed a public offering of newly issued voting shares, but the transfer of control has not yet been consummated.¹⁸

¹⁷ See *Intelsat Pro Forma Applications*, *supra* note 14.

¹⁸ *BCP to Public Ownership Order*, *supra* note 7.