

APPLICATION FOR *PRO FORMA* TRANSFER OF CONTROL

This application is one of several simultaneously filed applications seeking Federal Communications Commission (“FCC” or “Commission”) consent to the non-substantial or *pro forma* transfer of control of all of the licenses (collectively, the “Intelsat Licenses”) held by Intelsat License LLC and Horizons-3 License LLC (collectively, the “Intelsat Licensees”). Under the FCC’s rules, transfers of control that do not result in a change of the actual controlling party are considered non-substantial or *pro forma*.¹ Moreover, a “corporate reorganization that involves no substantial change in the beneficial ownership of the corporation” is presumptively considered to be non-substantial or *pro forma*.² The corporate changes described below involve the insertion into the ownership chain of new holding companies, including a new limited partnership, and the conversion of certain entities from corporations to limited liability companies (“LLCs”). These corporate changes constitute non-substantial (*pro forma*) transfers of control because ultimate ownership and control of the Intelsat Licensees is exactly the same before and after the corporate reorganizations.

I. Description of the *Pro Forma* Transfer of Control – Response to Questions 43 and A.20

A. Currently Approved Ownership Structure

The FCC currently has approved the ownership and control of the Intelsat Licenses through various wholly owned subsidiaries of Intelsat S.A as depicted in Exhibit 2-A (Intelsat Licensees Currently Approved Ownership).³ The equity interests in Intelsat S.A. are currently held by Serafina S.A. (approximately 48 percent), public shareholders including members of Intelsat management (approximately 42 percent), and SLP III Investment Holding S.à r.l. (approximately 10 percent).⁴

B. Post-Consummation Ownership Structure

The Intelsat Licensees seek FCC consent for the non-substantial or *pro forma* transfer of control of the Intelsat Licenses as part of corporate reorganizations involving the insertion into the ownership chain of new holding companies, including a new limited partnership, and the conversion of certain corporations to LLCs, none of which change ultimate ownership of the

¹ 47 C.F.R. § 63.24(d) (“Transfers of control or assignments that do not result in a change in the actual controlling party are considered non-substantial or *pro forma*.”).

² 47 C.F.R. § 63.24(d), Note 2.

³ 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*”); See *Intelsat Global Holdings, S.A. Applications to Transfer Control of Intelsat Licenses and Authorizations from BC Partners Holdings Limited to Public Ownership*, IB Docket No. 11-205, Order, 27 FCC Rcd 5226 (2012) (“*2012 Intelsat Transfer Application Grant*”).

⁴ See also Letter from Jennifer D. Hindin, Wiley Rein to Marlene H. Dortch, FCC, IB Docket No. 11-205 (filed June 14, 2018).

Intelsat Licensees. The post-consummation ownership structure is depicted in Exhibit 2-B (Intelsat Licensees Ownership Following *Pro Forma* Changes), and described below.

- Intelsat Alliance LP, a limited partnership, is inserted into the ownership chain.
- Above Intelsat Alliance LP, Intelsat Envision Holdings LLC, Intelsat Connect Finance S.A., Intelsat Genesis Inc., and Intelsat Genesis GP LLC, are inserted into the ownership chain.
- Below Intelsat Alliance LP, Intelsat Corporation converts into Intelsat US LLC, and Intelsat General Corporation converts into Intelsat General Communications LLC, both Delaware limited liability companies.

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

These internal corporate reorganizations serve the public interest by creating operational and administrative efficiencies for the Intelsat Licensees. The FCC routinely finds that similar corporate changes serve the public interest.⁵

These corporate changes constitute non-substantial or *pro forma* transfers of control because ultimate ownership and control of the Intelsat Licensees is exactly the same before and after the corporate reorganizations. In addition, the Intelsat Licensees are qualified to remain Commission licensees. The FCC previously has approved *pro forma* transfers of control of the Intelsat Licensees that were effectuated through a corporate reorganization.⁶ These corporate reorganizations are similar types of non-substantial changes to the ownership structure of the Intelsat Licensees.

The FCC should grant these applications one business day after filing, without prior public notice, in accordance with rule section 25.119(i).⁷ The Intelsat Licensees will supplement, as necessary, any applications that are pending upon the grant of these applications to reflect the *pro forma* changes in ownership.⁸ To the extent that any pending applications, or

⁵ See, e.g. *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) (“2009 Intelsat Pro Forma Transfer Application Grant”); *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).

⁶ See *id.*

⁷ See 47 C.F.R. § 25.119(i).

⁸ See 47 C.F.R. § 1.65.

any other applications for new facilities or for renewal or modification of existing facilities, are granted to the Intelsat Licensees prior to the grant of these applications, the Intelsat Licensees request that the grant of these applications include consent with respect to all such subsequently granted authorizations. Further, the Intelsat Licensees request that grant of these applications include authority for the *pro forma* transfer of control of any special temporary authorizations held by the Intelsat Licensees, or applications for special temporary authority that are pending.

III. Foreign Ownership – Response to Question 34

The corporate reorganizations do not affect the indirect foreign ownership in the Intelsat Licensees previously approved by the Commission.⁹

IV. Officers, Directors and Ten Percent Shareholders – Response to Questions 40 and A.20

The officers and directors/managers of Intelsat License LLC and Horizons-3 License LLC (the two entities that hold the Intelsat Licenses) are as follows:

Intelsat License LLC

Officers:

Jacques Kerrest, Chairman
Franz Russ, Deputy Chairman
Michelle Bryan, Secretary
Mirjana Hervy, Director, Finance

Board of Managers:

Jacques Kerrest
Franz Russ
Michelle Bryan

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

4, rue Albert Borschette
L-1246 Luxembourg

⁹ *Intelsat-Serafina Order; 2012 Intelsat Transfer Application Grant.*

Horizons-3 License LLC

Officers:

Kurt Riegelman, Chairman, President & Chief Operating Officer
Michelle Bryan, VP & General Counsel
Stephen Bacica, VP & Controller
Henrich Heuer, VP, Treasury & Tax and Treasurer
Denise Olmsted, VP & Secretary

Board of Managers:

Kurt Riegelman
Denise Olmsted
Stephen Bacica

The business address of all Horizons-3 License LLC officers and members of the Board of Managers is:

7900 Tysons One Place
McLean, Virginia 22102

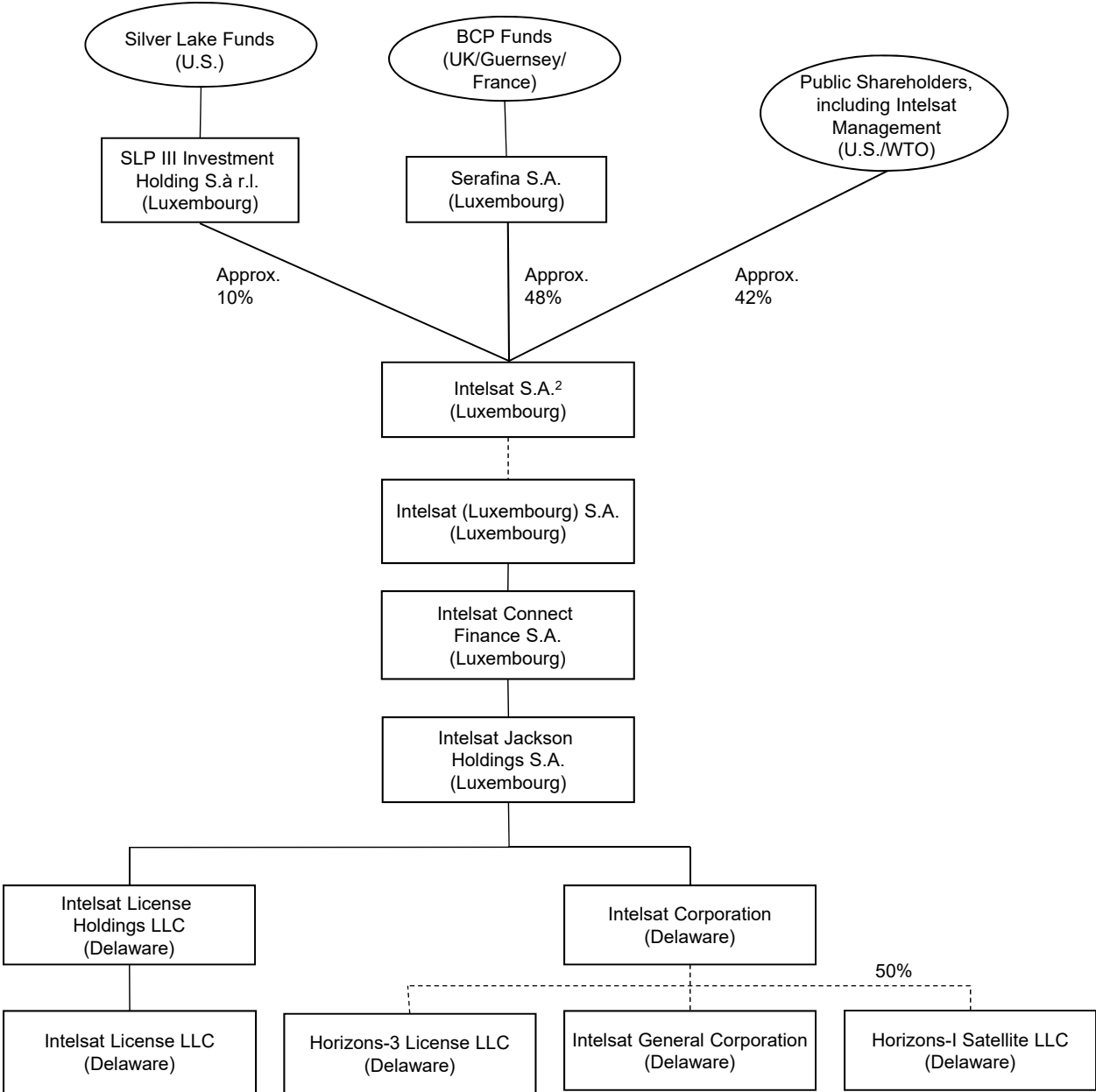
Exhibit 2-B provides the ownership structure for the Intelsat Licensees following the non-substantial or *pro forma* changes of control. Intelsat S.A. continues to own indirectly 100% of both Intelsat License LLC and Horizons-3 License LLC. Intelsat S.A. continues to be owned by BCP, SLP III, and the other ownership interests previously approved by the Commission and incorporated by reference.¹⁰

V. Class of Station – Response to Question 25

Question 25 of FCC Form 312, Main Form requires an applicant to select only one class of station. On the form to transfer its earth station licenses, Intelsat License LLC selected fixed service and hereby notes that a portion of its earth station licenses are temporary-fixed service. On a separate form, Intelsat License LLC selected 12/14 GHz VSAT network and hereby notes that a portion of its earth station licenses are earth stations on vessels (“ESV”). On a separate form to transfer its earth stations aboard aircraft (“ESAA”) authorization, Intelsat License LLC answered “Other: ESAA” for Question 25.

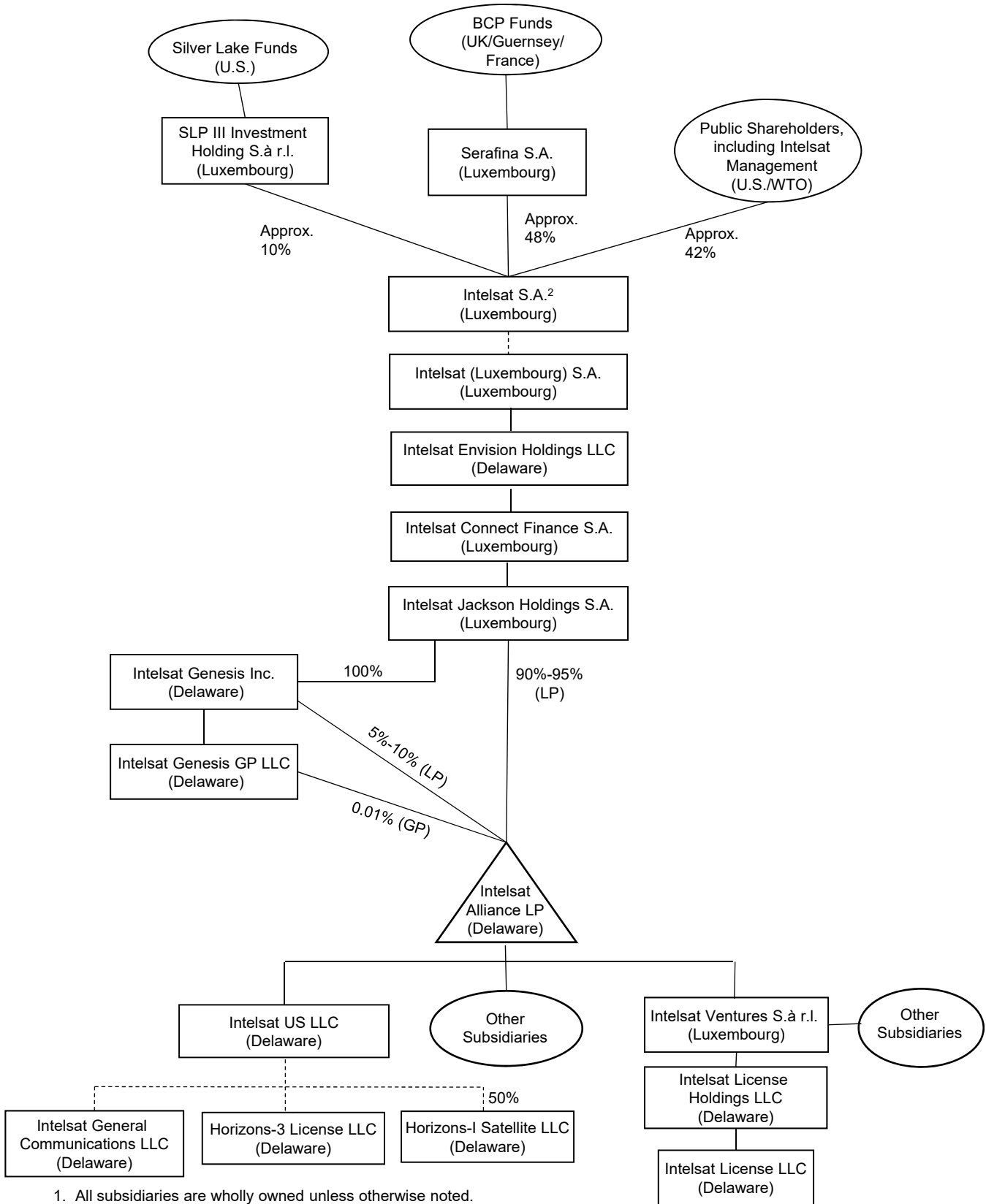
¹⁰ See 2012 Intelsat Transfer Application Grant; Intelsat-Serafina Order.

Exhibit 2-A:
Intelsat Licensees Currently Approved Ownership¹



1. All subsidiaries are wholly owned unless otherwise noted.
 2. Dotted lines reflect intermediate subsidiaries not shown.

Exhibit 2-B:
Intelsat Licensees Ownership Following Pro Forma Changes ¹



1. All subsidiaries are wholly owned unless otherwise noted.
 2. Dotted lines reflect intermediate subsidiaries not shown.