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May 25, 2006

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Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

Re: Notice of *Ex Parte* Presentation – IB Docket No. 05-290

Dear Ms. Dortch:

On May 24, 2006, Phillip Spector, Executive Vice President and General Counsel of Intelsat Holdings, Ltd., Susan Crandall, Assistant General Counsel of Intelsat Global Service Corporation, James Cuminale, Executive Vice President, General Counsel and Secretary of PanAmSat, Jennifer Hindin of Wiley Rein & Fielding, LLP, and Henry Goldberg of Goldberg Godles Wiener & Wright met with Emily Willeford, Deputy Chief of Staff and International Advisor to Chairman Kevin Martin.

During this meeting, the participants discussed the benefits of the proposed merger of Intelsat and PanAmSat as well as the status of the pending applications for transfer of control of PanAmSat's FCC licenses. The attached document was distributed.

Consistent with Section 1.1206 of the FCC's rules, 47 C.F.R. §1.1206, a copy of this letter and the attached document is being filed electronically for inclusion in the record of the above-referenced proceeding. Please contact the undersigned with any questions.

Sincerely,

/s/ Jennifer D. Hindin  
Jennifer D. Hindin

cc: Emily Willeford

Attachment



## **THE MERGER OF INTELSAT AND PANAMSAT: CREATING A WORLD-CLASS COMMUNICATIONS SOLUTIONS PROVIDER**

- Intelsat and PanAmSat are combining to create a satellite company with enhanced operational capabilities and greater reliability.
- The new company will offer a more comprehensive suite of video, voice and data services, and will be able to serve customers with more flexible, more tailored offerings, including redundancy where required.
- The new company will be a leader in developing new satellite service applications, such as broadband by satellite, HDTV and IPTV.
- Satellites are a crucial component of communications infrastructure in emergency response situations (both Intelsat and PanAmSat, along with other satellite providers, contributed capacity and manpower to the Katrina response efforts), and in meeting national defense needs (such as in Iraq and Afghanistan). The merger of Intelsat and PanAmSat will allow the larger, combined fleet to respond more rapidly, and with enhanced geographic reach and reliability, to these challenges.
- The two companies are complementary: PanAmSat brings a strong, video-centric customer base -- including leading providers of cable TV programming and a footprint in more mature markets -- while Intelsat's historical strength has been in providing core telephony and advanced data services to developing and underserved regions around the world.
- The combined fleet will increase the supply of now scarce protected C-band capacity. Such capacity is in demand and will benefit customers and consumers. The increase in customer-valued protected C-band capacity is a direct result of the merger, made possible by the use of in-orbit spares and more efficient transponder mapping due to a larger fleet.
- The transaction will help to strengthen competition in the overall telecommunications market, which includes fiber optic providers and the large telephone companies. Fiber is increasingly posing a significant competitive challenge to satellite, even in video applications.
- The new company will be the only leading FSS provider with the vast majority of its employees (more than 95%) residing in the United States, and with virtually all of its satellite licenses issued by the FCC.
- The transaction will bolster the US technology leadership position and encourage future domestic high-technology investment, benefiting US manufacturers of spacecraft, launch vehicles, and ground networks.



## **REGULATORY STATUS**

### **FCC**

- Application Filed September 30, 2005
- Public Notice Released October 14, 2005
- No Opposition (just two parties requesting conditions)
- Substantial Customer Support
- Last FCC Inquiry Responded to in December 2005
- 180 Day Clock Expired April 12, 2006
- Request for Additional Materials Received from Bureau May 23, 2006

### **DOJ**

- Second Request Received October 26, 2005
- DOJ Expected to Complete Review in Near Future

### **National Security**

- Team Telecom Signed Off on FCC Approval and Filed Petition to Adopt Conditions on December 6, 2005
- CFIUS cleared in January 2006

### **Foreign**

- All Non-US Clearances Required Pre-Closing Have Been Received