

Before the  
Federal Communications Commission  
Washington, D.C. 20554

In the Matter of )  
 )  
Intelsat Global Holdings, S.A. ) IB Docket No. 11-205  
 )  
Applications to Transfer Control of Intelsat )  
Licenses and Authorizations from BC Partners )  
Holdings Limited to Public Ownership )

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**ORDER**

**Adopted: May 16, 2012**

**Released: May 16, 2012**

By the Chief, International Bureau:

**I. INTRODUCTION**

1. In this Order, we consider a series of applications (the "Application") filed by Intelsat Global Holdings, S.A. ("Intelsat") to transfer control of all the licenses and authorizations held by Intelsat License LLC, Intelsat New Dawn Company, Ltd., Intelsat USA License LLC, and Intelsat General Corporation ("Intelsat Licensees") pursuant to a public offering of newly issued voting shares by Intelsat, subsequent voting share sales by current shareholders and possible private placements of newly issued voting shares.<sup>1</sup> Based on the record established in this proceeding, we find that grant of the Application will serve the public interest, convenience, and necessity.<sup>2</sup>

**II. BACKGROUND**

**A. Description of the Applicants**

**1. Prior to the Proposed Transaction**

<sup>1</sup> Intelsat License LLC and Intelsat New Dawn Company, Ltd., Application for Transfer of Control, Narrative, IBFS File Nos. SAT-T/C-20111123-00225, SAT-T/C-20111123-00226, SES-T/C-20111123-01403, SES-T/C-20111206-01427, ITC-T/C-20111123-00354, and ITC-T/C-20111123-00355. In October 2011, the Commission granted authority for the *pro forma* transfer of control of all space and earth station licenses held by Intelsat Licensees. These transactions involved the creation of new holding companies and removal of certain other holding companies. *Satellite Communications Services Information, re: Actions Taken*, Public Notice, Report No. SES-01390 (rel. Oct. 19, 2011); *Policy Branch Information, Actions Taken*, Public Notice, DA 11-1713, Report No. SAT-00815 (rel. Oct. 14, 2011). We granted an extension of the deadline for consummation of these transactions to April 10, 2012 on December 13, 2011. On March 16, 2012, Intelsat filed a request for a further 120 day extension request, ending on August 8, 2012 to consummate these transactions but subsequently closed on the transactions. Intelsat consummated the transactions on April 10, 2012 and filed the consummation notice on April 23, 2012. Letter from Jennifer D. Hindin, Counsel for Intelsat to Marlene H. Dortch, Secretary, Federal Communications Commission, Apr. 23, 2012.

<sup>2</sup> Intelsat Global Holdings, S.A. also filed a transfer of control application for its Private Land Mobile Radio Licenses in File No. 0004961083, which will be addressed separately.

2. Intelsat, a Luxembourg company, is the indirect parent company of the Intelsat Licensees.<sup>3</sup> Intelsat's controlling parent company is BC Partners Holdings Limited ("BCP"), a United Kingdom-based investment firm organized under the laws of Guernsey.<sup>4</sup> BCP is owned by seventeen individual shareholders<sup>5</sup> and currently indirectly owns approximately 71.9 percent voting equity interests in Intelsat and has the power to elect a majority of the six members of the Intelsat Board of Directors.<sup>6</sup> Silver Lake Group, L.L.C. ("SLP"), a U.S.-based investment firm, controls entities which indirectly own approximately 15.87 percent of the voting interests in Intelsat.<sup>7</sup> The managing members of SLP are three U.S. citizens: James Davidson, Glenn Hutchins and David Roux.<sup>8</sup> Other investors, including Credit Suisse, Ridgmont Equity Partners and members of Intelsat's management hold the remaining equity interests in Intelsat.<sup>9</sup>

## 2. After the Proposed Transaction

3. Upon the closing of the transaction, Intelsat<sup>10</sup> will be owned by its existing owners plus the owners of the newly issued shares.<sup>11</sup> At that point, the shares of Intelsat will be publicly traded and Intelsat's current owners will have the option of further reducing their ownership interests. The percentage of voting interest each shareholder will have will depend on the number of common shares issued and sold. Intelsat believes that no one entity or individual will hold 50 percent or more of the voting shares in Intelsat after the transaction is completed. BCP would no longer have voting control through a majority of stock.<sup>12</sup>

4. Intelsat states that the Board of Directors will continue to be its governing body after the transaction. Intelsat envisions that the Board of Directors will have eight members who will be elected by shareholders, who will be given one vote per common share, at a general meeting. Intelsat believes there is a significant chance that BCP will no longer be empowered to elect a majority of directors.<sup>13</sup>

### B. Description of the Transaction

5. Intelsat will offer newly issued voting shares to the public and may sell additional shares through private placements. Subsequently, current owners may reduce their shareholdings through

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<sup>3</sup> Application at 2.

<sup>4</sup> *Id.* at 3.

<sup>5</sup> *Intelsat Holdings, Ltd., Transferor, and Serafina Holdings Limited, Transferee, Consolidated Application for Consent to Transfer Control of Holders of Title II and Title III Authorizations*, Memorandum Opinion and Order, 22 FCC Rcd 22151, 22154, ¶ 8 (2007) ("*Intelsat-Serafina Order*"). The shareholders are citizens of: the United States (one); the United Kingdom (four); Germany (three); Italy (four); France (four); and Greece (one). *Id.*

<sup>6</sup> Application at 3.

<sup>7</sup> *Id.* at 3, and Exhibit 1. See Appendix B for an organization chart showing Intelsat's ownership before the transaction.

<sup>8</sup> *Intelsat-Serafina Order*, 22 FCC Rcd at 22155, ¶ 11.

<sup>9</sup> Application at 3.

<sup>10</sup> Prior to the closing of the transaction, Intelsat Global Holdings, S.A will be renamed Intelsat S.A.

<sup>11</sup> Application at 4.

<sup>12</sup> Intelsat also believes that none of the current owners of Intelsat, other than BCP, will retain more than a ten percent interest after the transactions. *Id.* at 5. Intelsat anticipates that holders of the publicly-traded shares will own more than 40 percent of Intelsat. *Id.* Intelsat indicates that it will provide exact ownership percentages for all ten percent or greater shareholders in its notice of consummation following the transfer of control. *Id.*

<sup>13</sup> *Id.*

market transactions or secondary offerings. Intelsat will time the offering based upon a variety of conditions including industry and company factors and general market conditions. After the offerings, Intelsat intends to list its shares on a major U.S. stock exchange. The proceeds of the public offering will be used for general corporate purposes, including the repayment of portions of Intelsat's indebtedness.<sup>14</sup>

### C. Application and Review Process

6. The Application was placed on Public Notice on December 20, 2011.<sup>15</sup> On January 6, Intelsat submitted a letter stating that the application does not contemplate any modification to the Intelsat Licenses or conditions and states that approval of the application will have no effect on the license conditions imposed by the Commission to promote compliance with the provision of the International Telecommunications Satellite Organization Agreement.<sup>16</sup> On January 18, 2012, the Department of Justice (DOJ), including the Federal Bureau of Investigation with the concurrence of the Department of Homeland Security ("Executive Branch Agencies") filed a letter requesting that the Commission defer judgment regarding this matter until DOJ had finished reviewing the matter for any national security, law enforcement, and public safety issues.<sup>17</sup> On February 14, 2012, the Executive Branch Agencies filed a Petition to Adopt Conditions to Authorizations and Licenses.<sup>18</sup> No other comments were filed.

## III. PUBLIC INTEREST ANALYSIS

7. Pursuant to sections 214 and 310(d) of the Communications Act, we must determine whether the Applicants have demonstrated that the proposed assignment and transfer of control of licenses and authorizations will serve the public interest, convenience, and necessity.<sup>19</sup> In making this assessment, we first assess whether the proposed transaction complies with the specific provisions of the Communications Act,<sup>20</sup> other applicable statutes, and the Commission's rules.<sup>21</sup> Our public interest

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<sup>14</sup> Application at 4.

<sup>15</sup> *Intelsat Global Holdings S.A. Files to Transfer Control of Intelsat Licenses and Authorizations from BC Partners Holdings Limited to Public Ownership*, IB Docket No. 11-205, Public Notice, DA 11-2038 (Dec. 20, 2011).

<sup>16</sup> Letter from Kalpak Gude, Intelsat Corporation, to Marlene H. Dortch, Federal Communications Commission, Jan. 6, 2012. See also 47 U.S.C. § 316(a); *Petition of the International Telecommunications Satellite Organization under Section 316 of the Communications Act, as Amended*, IB Docket No. 06-137, Order of Modification, 23 FCC Rcd 2764 (Int'l Bur., 2008).

<sup>17</sup> Letter from U.S. Department of Justice, National Security Division, to Marlene H. Dortch, Federal Communications Commission, Jan. 18, 2012.

<sup>18</sup> Department of Justice, National Security Division, *Petition to Adopt Conditions to Authorizations and Licenses*, IB Docket No. 11-205 (Feb. 14, 2012).

<sup>19</sup> 47 U.S.C. §§ 214, 310(d).

<sup>20</sup> Section 310(d), 47 U.S.C. § 310(d), requires that we consider the applications as if the proposed transferee were applying for the licenses directly under section 308 of the Act, 47 U.S.C. § 308. See, e.g., AT&T Inc. and Celco Partnership d/b/a Verizon Wireless Seek FCC Consent To Assign or Transfer Control of Licenses and Authorizations and Modify a Spectrum Leasing Arrangement, WT Docket No. 09-104, *Memorandum Opinion and Order*, 25 FCC Rcd 8704, 8716 ¶ 22 (2010) ("*AT&T-Verizon Wireless Order*"); Applications of AT&T Inc. and Centennial Communications Corp. For Consent to Transfer Control of Licenses, Authorizations, and Spectrum Leasing Arrangements, WT Docket No. 08-246, *Memorandum Opinion and Order*, 24 FCC Rcd 13915, 13927 ¶ 27 (2009) ("*AT&T-Centennial Order*"); Applications of Celco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC For Consent to Transfer Control of Licenses, Authorizations, and Spectrum Manager and *De Facto* Transfer Leasing Arrangements and Petition for Declaratory Ruling that the Transaction is Consistent with Section 310(b)(4) of the Communications Act, WT Docket No. 08-95, *Memorandum Opinion and Order and Declaratory Ruling*, 23 FCC Rcd 17444, 17460 ¶ 26 (2008) ("*Verizon Wireless-ALLTEL Order*"); Sprint Nextel Corporation and Clearwire Corporation Applications for Consent to Transfer Control of Licenses, Leases, and Authorizations, WT Docket No. 08-94, *Memorandum Opinion and Order*, 23 FCC Rcd 17570, 17578 ¶ 19 (2008) ("*Sprint Nextel-*

(continued...)

evaluation also necessarily encompasses the “broad aims of the Communications Act,” which include, among other things, a deeply rooted preference for preserving and enhancing competition in relevant markets, accelerating private sector deployment of advanced services, promoting a diversity of license holdings, and generally managing the spectrum in the public interest.<sup>22</sup> Among the factors the Commission considers in its public interest review is whether the applicants to the proposed transaction meet the requisite qualifications requirements to hold and transfer licenses under section 310(d) of the Communications Act and the Commission’s rules.<sup>23</sup>

8. We find that the Application complies with the Communications Act and the Commission’s rules. The transaction also raises no competitive issues because Intelsat seeks to transfer control of licenses and authorizations pursuant to a public offering of newly issued voting shares and will not alter the scope of Intelsat’s operations. We also find that the Intelsat Licensees are qualified to remain Commission licensees, and that granting the Application will serve the public interest, convenience and necessity.

9. On February 14, 2012, the Executive Branch Agencies filed a Petition to Adopt Conditions to Authorizations and Licenses. The petition states that the Executive Branch Agencies have no objection to the grant of the Applications provided that the Commission condition the grant on Intelsat abiding by the commitments and undertakings contained in a February 14, 2012 Letter to the Executive Branch Agencies.<sup>24</sup> The petition also states that the parties to the Applications do not object to the grant of the petition. The Commission considers national security, law enforcement, foreign policy, and trade policy concerns when analyzing a transfer of control or assignment application in which foreign ownership is involved. Under Commission precedent, we defer to the Executive Branch’s expertise on national security and law enforcement issues.<sup>25</sup> In accordance with the request of the Executive Branch Agencies, and in the absence of objection from the Applicants, we condition the grant of the Applications on Intelsat’s compliance with the commitments and undertakings in the February 14, 2012 Letter.

#### IV. PROCEDURAL MATTERS

10. Applicants ask that a grant of this transfer of control apply to: (1) all licenses and

(...continued from previous page)

*Clearwire Order*”); Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation, WT Docket No. 04-70, *Memorandum Opinion and Order*, 19 FCC Rcd 21522, 21542 ¶ 40 (2004) (“*Cingular-AT&T Wireless Order*”).

<sup>21</sup> See, e.g., *AT&T-Verizon Wireless Order*, 25 FCC Rcd at 8716 ¶ 22; *AT&T-Centennial Order*, 24 FCC Rcd at 13927 ¶ 27; *Verizon Wireless-ALLTEL Order*, 23 FCC Rcd at 17460 ¶ 26; *Sprint Nextel-Clearwire Order*, 23 FCC Rcd at 17578-79 ¶ 19; *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21542-43 ¶ 40.

<sup>22</sup> See, e.g., *AT&T-Verizon Wireless Order*, 25 FCC Rcd at 8717 ¶ 23; *AT&T-Centennial Order*, 24 FCC Rcd at 13928 ¶ 28; *Verizon Wireless-ALLTEL Order*, 23 FCC Rcd at 17461 ¶ 27; *Sprint Nextel-Clearwire Order*, 23 FCC Rcd at 17580 ¶ 20; *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21544 ¶ 41.

<sup>23</sup> See 47 U.S.C. §§ 214(a), 310(d); 47 C.F.R. § 1.948; see also, e.g., *AT&T-Verizon Wireless Order*, 25 FCC Rcd at 8718 ¶ 26; *AT&T-Centennial Order*, 24 FCC Rcd at 13930 ¶ 31; *Verizon Wireless-ALLTEL Order*, 23 FCC Rcd at 17464 ¶ 31; *Sprint Nextel-Clearwire Order*, 23 FCC Rcd at 17582 ¶ 23; *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21546 ¶ 44.

<sup>24</sup> Letter from Intelsat to Lisa O. Monaco and David F. Heyman, dated February 14, 2012 (“February 14, 2012 Letter”). The Petition, with the February 14, 2012 Letter attached, is publicly available on the FCC web site by searching the record for this proceeding, IB Docket 11-205, through the Electronic Comment Filing System, available at [http://fjallfoss.fcc.gov/prod/ecfs/comsrch\\_v2.cgi](http://fjallfoss.fcc.gov/prod/ecfs/comsrch_v2.cgi).

<sup>25</sup> See *Foreign Participation Order*, 12 FCC Rcd at 23918 ¶ 59, 23919-21 ¶¶ 61-66; *Amendment of the Commission’s Regulatory Policies to Allow Non-U.S. Licensed Space Stations to Provide Domestic and International Satellite Service in the United States*, Report and Order, 12 FCC Rcd 24094, 24170, ¶ 178 (1997).

authorizations issued or assigned to Intelsat Licensees during the pendency of the Application and prior to consummation of any approved transaction; and (2) applications pending at the time of consummation of the proposed transaction.<sup>26</sup> We grant this request to transfer control of the relevant licenses and authorizations issued or assigned to Intelsat Licensees. Consistent with section 1.65 of the Commission's rules,<sup>27</sup> Intelsat indicates that it will also amend as necessary any currently pending applications to reflect the consummation of the transaction approved by this Order. Additionally, to the extent that Appendix A to this Order does not include all authorizations issued to the Intelsat Licensees during the period between the filing of the Applications and the consummation of the proposed transaction, the Applicant should file with the Commission, within 30 days of consummation of the transaction, a section 1.65 letter referencing IB Docket No. 11-205 and each applicable file number and providing an updated version of Appendix A that includes all relevant authorizations and call signs.

## V. CONCLUSION

11. There is no evidence in the record to suggest that the proposed transaction would harm competition or otherwise contravene any Commission rule or policy. We therefore find that the applicant has met its burden and that the grant of the Applications, as conditioned herein, will serve the public interest convenience and necessity. Accordingly, we consent to BCP's relinquishment of control through reduction of its ownership of voting shares below the 50 percent level.

## VI. ORDERING CLAUSES

12. Accordingly, IT IS ORDERED that, pursuant to sections 4(i) and (j), 214, 309, and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 214, 309, 310(d), the applications for the transfer of control of licenses and authorizations set forth in Appendix A are granted, to the extent specified and as conditioned in this Order.

13. IT IS FURTHER ORDERED that, pursuant to sections 4(i) and (j), 214, 309, and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 214, 309, 310(d), the Petition to Adopt Conditions to Authorizations and Licenses filed jointly by the U.S. Department of Justice, the Federal Bureau of Investigation, and the U.S. Department of Homeland Security on October 15, 2007 IS GRANTED. Grant of the Applications IS CONDITIONED UPON compliance with the commitments and undertakings set forth in the February 14, 2012 letter from Intelsat, attached to this Order in Appendix C.

14. IT IS FURTHER ORDERED that this Order is granted without prejudice to any future action taken by the Enforcement Bureau in connection with IBFS File Nos. SAT-LOA-20090227-00029, SAT-AMD-20100302-00038, SAT-LOA-20100217-00029, SAT-AMD-20100602-00120, and SAT-AMD-20100831-00186.

15. IT IS FURTHER ORDERED that, pursuant to section 1.65 of the Commission's rules, 47 C.F.R. § 1.65, the Applicants are afforded 30 days from the date of release of this Order to amend as necessary any pending applications to reflect the transfer of control approved in this Order.

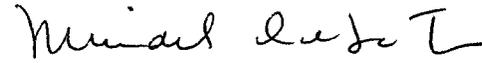
16. IT IS FURTHER ORDERED that the deadline for consummating the transactions consented to by this Order is August 16, 2012.

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<sup>26</sup> Application at 8-9.

<sup>27</sup> 47 C.F.R. § 1.65.

FEDERAL COMMUNICATIONS COMMISSION

A handwritten signature in black ink, appearing to read "Mindel De La Torre". The signature is written in a cursive style with a large, stylized 'M' and 'D'.

Mindel De La Torre  
Chief, International Bureau

**APPENDIX A**  
**Licenses and Grants**

**A. Space Station Applications:**

<b>File No.</b>	<b>File Name:</b>	<b>Call Signs:</b>
SAT-T/C-20111123-00225	Intelsat New Dawn Company, Ltd	S2751
SAT-T/C-20111123-00226	Intelsat License LLC	S2715, S2404, S2391, S2396, S2398, S2401, S2388, S2400, S2399, S2389, S2789, S2785, S2414, S2411, S2410, S2409, S2408, S2407, S2406, S2687, S2387, S2385, S2386, S2422, S2253, S2381, S2804, S2814, S2237, S2368, S2801, S2750, S2160, S2469, S2154, S2647, S2733, S2817, S2423, S2382, S2380, S2229, S2704, S2460, S2405, S2831, S2846

**B. Earth Stations Licenses:**

<b>File No.</b>	<b>File Name:</b>	<b>Call Signs:</b>
SES-T/C-20111123-01403	Intelsat License LLC	E030073, E030072, E010112, E000488, E000364, E010019, E000048, E000049, E990365, E990092, E990214, E990323, E040174, E030012, E900757, E881304, KA391, KL92, KA71, E050311, E010133, E000063, E010113, E990223, E000363, E980467, E990334, E980460, E990024, E970080, E860175, E4132, E010206, E2178, E990551, E110100, E950502, E950267, E110095, E110120, E950307, E010118, E950067, E990055, E920519, E040286, KA450, E060388, E030182, E070230, E970391, E060384, KA251, E970319, E030020, E040343, E060198, E000274, KB26, KA262, E100118, E040125, E070050, E960186, E020126, E030106, E060029, E080006, E020315, E030096, E050049, E070139, E020314, E020309, E050048, E020191, E980503, E050009, E040414, E980501, E030100, E040141, E090186, E030082, E040140, E090167, E030071, E080170, E030103, E030051, E080172, E080011, E960187, KA261, WN52, KA260, KA275, KA259, KA264, KA258, E000296, E000355, E980200, E990131, E980526, KA270, E980510, KA269, KA268, KA267, E940532, KA266, E940333, KA265, E7465, E950508,

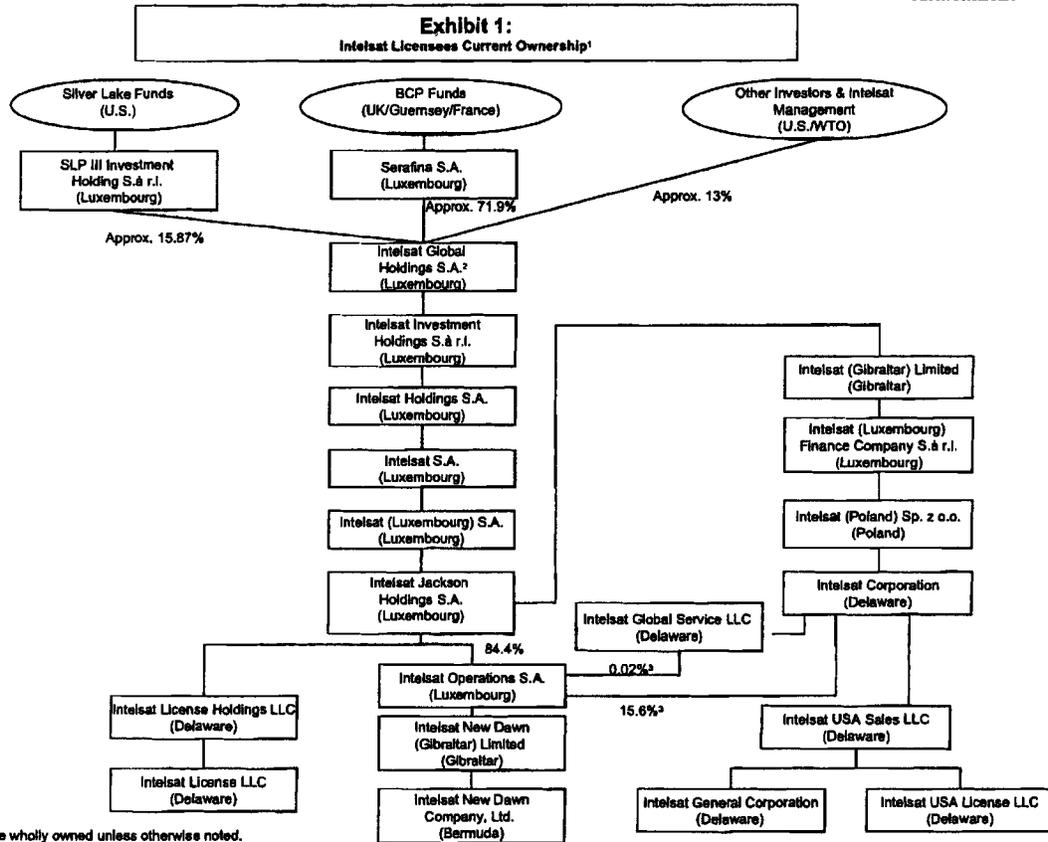
		E090093, E881286, E010334, E990433, E970392, E990091, E980485, E030307, KA263, E030101, E060108, E970091, E030232, E070221, E020169, E990224, E970051, E980502, E030306, E030175, E120008, E120009
SES-T/C-20111206-01427	Intelsat License LLC	E080108, E070223, E080224, E080147, E110013, E050169, E050174, E070278, E070234

**C. International Section 214 Authorizations:**

<b>File No.</b>	<b>Authorization Holder:</b>	<b>Authorization File Nos.</b>
ITC-T/C-20111123-00354	Intelsat General Corporation	ITC-MOD-20050329-00170
ITC-T/C-20111123-00355	Intelsat USA License	ITC-MOD-20051007-00445, ITC-214-20051031-00443, ITC-214-19930829-00248, ITC-214-19920318-00117

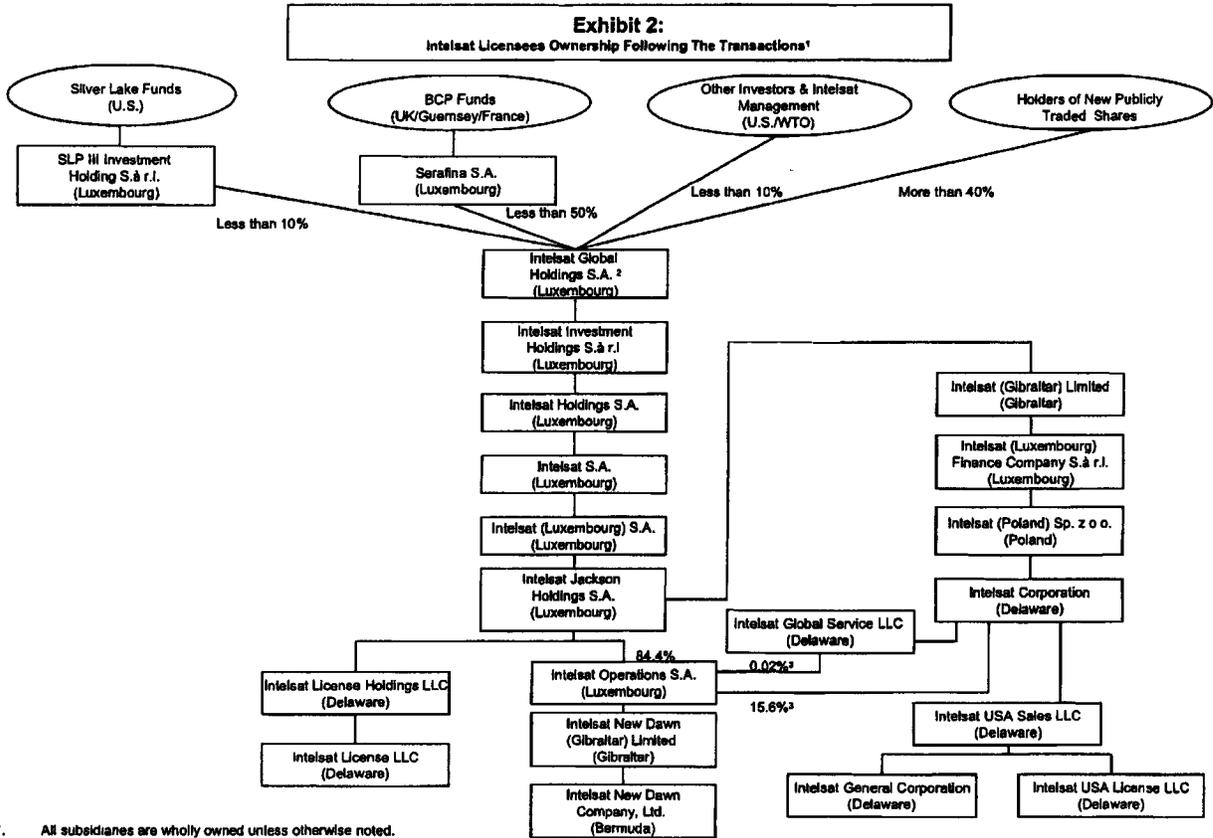
**APPENDIX B**  
**Intelsat Ownership Before and After Transaction**

FCC Form 603  
Attachment



1. All subsidiaries are wholly owned unless otherwise noted.  
 2. Intelsat Global Holdings S.A. is the entity recently approved by the FCC to control indirectly the Intelsat Licensees pursuant to a *pro forma* corporate reorganization. This corporate reorganization has not yet been completed, but will be consummated prior to the Transactions contemplated by this application.  
 3. 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.

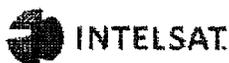
FCC Form 603  
Attachment



1. All subsidiaries are wholly owned unless otherwise noted.
2. Intelsat Global Holdings S.A. is the entity recently approved by the FCC to control indirectly the Intelsat Licensees pursuant to a *pro forma* corporate reorganization. This corporate reorganization has not yet been completed, but will be consummated prior to the sale transactions contemplated by this application.
3. 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.

**Appendix C**  
**Letter to Department of Justice, Federal Bureau of Investigation, Department of Defense and  
Department of Homeland Security**

February 14, 2012



Phillip L. Spector  
Executive Vice President  
and General Counsel

Lisa O. Monaco  
Assistant Attorney General for National Security  
U.S. Department of Justice  
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FIRS-TT@usdoj.gov

David F. Heyman  
Assistant Secretary for Policy  
U.S. Department of Homeland Security  
Washington, DC 20528  
IP-FCC@hq.dhs.gov

Re: Intelsat Global Holdings S.A. Applications to Transfer Control of  
Intelsat Licenses and Authorizations from BC Partners Holdings  
Limited to Public Ownership (DA 11-2038, IB Docket No. 11-205)

Dear Ms. Monaco and Mr. Heyman:

I am providing this letter on behalf of Intelsat Global S.A., the current Intelsat parent company, and on behalf of Intelsat Global Holdings S.A., which will become the Intelsat parent company and the issuer in a planned initial public offering ("IPO") once a pending Intelsat restructuring is completed. Intelsat Global S.A. and Intelsat Global Holdings S.A. are hereinafter referred to as "Intelsat."

This letter is to confirm that Intelsat will continue to comply with the commitments and undertakings set forth in the October 9, 2007 letter to your agencies after the Intelsat IPO and the related transfer of control of Intelsat licenses and authorizations from BC Partners Holdings Limited to public ownership takes place. The October 9, 2007 letter is attached hereto.

Sincerely,

A handwritten signature in black ink, appearing to read "Phillip L. Spector".

Phillip L. Spector  
Executive Vice President Business Development  
and General Counsel

cc:

Christopher Hale  
National Security Division  
Department of Justice

John Delmore  
Office of General Counsel  
Federal Bureau of Investigation

Richard Hagar  
Office of Policy  
Department of Homeland Security

Hillary Morgan  
Defense Information Systems Agency  
Department of Defense

Matthew Kempf  
Office of the Chief Information Officer  
Department of Defense

Susan H. Crandall  
Intelsat

Richard S. Elliott  
Paul, Weiss, Rifkind, Wharton & Garrison LLP

Jennifer D. Hindin  
Wiley Rein LLP

October 9, 2007

Mr. Kenneth L. Wainstein  
Assistant Attorney General  
National Security Division  
United States Department of Justice  
950 Pennsylvania Avenue, N.W.  
Washington, DC 20530

Elaine N. Lammert  
Deputy General Counsel  
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935 Pennsylvania Avenue, N.W.  
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Stewart A. Baker  
Assistant Secretary for Policy  
U.S. Department of Homeland Security  
3801 Nebraska Avenue, N.W.  
Washington, DC 20528

**Re: Proposed Acquisition of Intelsat Holdings, Ltd. by Serafina Holdings Limited**

Dear Mr. Wainstein, Ms. Lammert, and Mr. Baker:

Serafina Holdings Limited ("Serafina") and Intelsat Holdings, Ltd. ("Intelsat")<sup>1</sup> appreciate the opportunity to confer with representatives of the Department of Justice ("DOJ"), the Federal Bureau of Investigation ("FBI"), and the Department of Homeland Security ("DHS") (collectively, the "Agencies") regarding the proposed acquisition of Intelsat by Serafina (the "Proposed Transaction"). This letter is intended to confirm that Serafina and Intelsat will continue to honor the commitments set forth in Intelsat's November 24, 2004 letter to the Agencies (the "Intelsat/Zeus Commitment Letter")<sup>2</sup> and Intelsat's December 5, 2005 letter to the Agencies (the "Intelsat/PanAmSat Commitment Letter")<sup>3</sup> once the Proposed Transaction is consummated.

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<sup>1</sup> Intelsat Holdings, Ltd. was formerly known as Zeus Holdings Limited ("Zeus").

<sup>2</sup> See *Intelsat, Ltd., Transferor, and Zeus Holdings Limited, Transferee, Consolidated Application for Consent to Transfers of Control of Holders of Title II and Title III Authorizations and Petition for Declaratory Ruling Under Section 310 of the Communications Act of 1934, As Amended, Order and Authorization*, 19 FCC Rcd 24820, at App. D (2004).

<sup>3</sup> See *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*

## I. The Parties

### A. Intelsat

Intelsat is the leading provider of fixed satellite services (“FSS”) worldwide, serving the media, network services, and government customer sectors. Intelsat owns and operates a global satellite system that provides space segment capacity used for a wide array of communications services, including voice, video, data, and Internet connectivity.<sup>4</sup> Intelsat’s extensive fleet of satellites offers service in more than 200 countries, serving customers that range from large telecommunications carriers and broadcasters to corporate networks and Internet service providers. Intelsat’s customers include distributors that resell capacity, as well as customers that purchase capacity for their own use.

Six subsidiaries of Intelsat (the “Intelsat Licensees”) collectively hold authorizations from the Federal Communications Commission (“FCC”) to (i) operate non-common carrier FSS satellites using the C-, Ku- and Ka-bands; (ii) operate non-common carrier earth stations that transmit and/or receive signals in those frequency bands; (iii) operate private land mobile radio stations; (iv) operate an experimental station; and (v) provide telecommunications services pursuant to Section 214 of the Communications Act of 1934, as amended.

Intelsat is currently controlled by Apax Partners Worldwide LLP and Apax Partners, L.P. (“Apax”); Apollo Management V, L.P. (“Apollo”); MDP Global Investors Limited (“MDP”); and Permira Advisers LLC (“Permira,” and together with Apax, Apollo, and MDP, the “Existing Control Group”). Each of the four investment groups comprising the Existing Control Group currently controls equity and voting interests of approximately 23 percent in Intelsat (as measured on a fully-diluted basis), with the remaining equity and voting interests held by members of Intelsat’s management team.

Intelsat’s core network control assets are located in the United States, and all key control functions – operational headquarters, network operating center, and central tracking, telemetry and control functions – are based in the United States.

### B. Serafina

Serafina is a newly-formed, privately-held Bermuda company ultimately controlled by BC Partners Holdings Limited (“BCP”), a UK-based investment firm organized under the laws of Guernsey. Forty-one subsidiary investment funds controlled

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*Corp. and PanAmSat H-2 Licensee Corp.*, Memorandum Opinion and Order, 21 FCC Rcd 7368, at App. C (2006).

<sup>4</sup> As Intelsat informed the Agencies by letter dated October 5, 2004, a limited amount of satellite-based mobile service is also provided by reselling satellite capacity and facilities obtained from other operators.

by BCP (the "BCP Funds") will collectively hold approximately 71.12 percent of the equity interests in Serafina. Thirty-five of the BCP Funds are constituted as UK limited partnerships, five of the BCP Funds are constituted as French "co-invest" partnerships, and the remaining fund is constituted as a Guernsey limited partnership. CIE Management II Limited ("CIE"), a wholly-owned subsidiary of BCP organized under the laws of Guernsey, serves as General Partner of each of the BCP Funds. Through its control of the BCP Funds, BCP will control Serafina and by extension Intelsat.

The economic interests in the BCP Funds are held by over 200 limited partners. None of these investors will have any ability to control, manage, or be involved in the day-to-day business operations or decision-making of the BCP Funds, Serafina, or Intelsat, with the minor exception of several investors holding an aggregate equity interest of approximately 0.86 percent in the BCP Funds who are shareholders of BCP or otherwise affiliated with BCP. Limited partners with their principal place of business in the U.S. will hold approximately 34.90 percent of the equity in the BCP Funds, while limited partners with their principal place of business in non-U.S. WTO Member countries will hold approximately 65.10 percent of the equity in the BCP Funds. No limited partner in the BCP Funds has its principal place of business in a non-WTO Member country.

Two funds (the "Silver Lake Funds") ultimately controlled by Silver Lake Group, L.L.C., a U.S.-based investment firm, will collectively hold approximately 16.85 percent of the equity interests in Serafina. Silver Lake Technology Associates III, L.P., which is controlled by Silver Lake Group, L.L.C., serves as General Partner of each of the Silver Lake Funds, and holds approximately 2.18 percent of the equity in the Silver Lake Funds. The other economic interests in the Silver Lake Funds are held by over 250 passive limited partners, none of which will have any ability to control, manage, or be involved in the day-to-day business operations or decision-making of the Silver Lake Funds, Serafina, or Intelsat. General and limited partners with their principal place of business in the United States hold approximately 58.56 percent of the equity in the Silver Lake Funds, and limited partners with their principal place of business outside of the United States hold approximately 41.44 percent of the equity in the Silver Lake Funds. One limited partner, with an equity interest of approximately 0.06 percent in the Silver Lake Funds, has its principal place of business in a non-WTO Member country (Lebanon).

Banc of America Capital Investors V, L.P., which has its principal place of business in the United States, will hold approximately 3.37 percent of the equity in Serafina. CSFB Strategic Partners III, L.P. (indirectly controlled by Credit Suisse), which has its principal place of business in the United States but is controlled by entities with their principal place of business in Switzerland, will hold approximately 1.35 percent of the equity in Serafina. Twelve members of Intelsat's management team will collectively hold an equity interest in Serafina of at least 2.04 percent.<sup>5</sup> These individuals

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<sup>5</sup> This percentage is based on a minimum equity investment by Intelsat management required by the Agreement and assumes a closing date of January 1, 2008. The minimum equity investment will fluctuate in immaterial amounts depending upon the

are citizens of the following countries: the United States (9); Canada (1); France (1); and the United Kingdom (1). The remaining equity in Serafina, approximately 5.26 percent, is subject to continuing syndication for passive investors by the BCP funds. In the event the full 5.26 percent is not syndicated or acquired by Intelsat management, the Existing Control Group will acquire the unsyndicated amount.

## II. The Transaction

On June 19, 2007, Serafina and its wholly-owned subsidiary, Serafina Acquisition Limited, also a Bermuda company, entered into a Share Purchase Agreement ("Agreement") with Intelsat and its existing shareholders. Pursuant to the terms of the Agreement, and upon consummation of the Proposed Transaction, Serafina and Serafina Acquisition Limited will acquire all of the equity and voting interests in Intelsat. The aggregate value of the Proposed Transaction, including the assumption by Serafina of approximately \$11.4 billion of debt, is \$16.4 billion.

Consummation of the Proposed Transaction is subject to a number of closing conditions, including receipt of requisite regulatory approvals. Among other regulatory filings that have been or will be made, Intelsat and Serafina filed a consolidated application with the FCC on August 10, 2007 seeking approval to transfer control of the Intelsat entities holding FCC authorizations to Serafina. Intelsat and Serafina anticipate closing the Proposed Transaction in the fourth quarter of 2007 or the first quarter of 2008.

Following consummation of the Proposed Transaction, the Boards of Intelsat, Serafina, and Serafina Acquisition Limited will be the same and will be comprised of four members, two of whom will be representatives of BCP, one of whom will be a representative of Silver Lake, and one of whom will be a member of Intelsat management. Following consummation of the Proposed Transaction, it is anticipated that two members of each Board will be U.S. citizens, and two will be citizens of Western European countries.

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date of the closing and the continued employment of certain members of management. Individual members of Intelsat's management may elect to reinvest additional amounts in the post-transaction Intelsat. To the extent management increases its equity interest, there may be consequent small adjustments in other investors' interests.

### III. Confirmation of Existing Intelsat Commitments

#### A. Security Committee of Intelsat Corporation

In the Intelsat/Zeus Commitment Letter and the Intelsat/PanAmSat Commitment Letter, which continued certain commitments made to the Agencies in previous Intelsat transactions, Intelsat agreed to maintain a Security Committee within Intelsat's U.S. subsidiary, Intelsat Global Service Corporation. Subsequently, as part of the consolidation of Intelsat's operations with those of PanAmSat, this Security Committee was incorporated into Intelsat Corporation.<sup>6</sup> This Security Committee, which is composed exclusively of U.S. citizens who serve on the board of Intelsat Corporation, has lead responsibility for overseeing security issues related to Intelsat's domestic communications network, records related to domestic communications, and electronic surveillance by U.S. federal, state, and local authorities. In addition, the Security Committee serves as a point of contact for addressing law enforcement, national security, and infrastructure protection issues with U.S. government agencies.

The Security Committee has carried out these responsibilities, and will continue to carry them out after the consummation of the Proposed Transaction.<sup>7</sup> In addition, to ensure that the Agencies maintain up-to-date information concerning the Security Committee, Intelsat Corporation will continue to inform the Agencies in a timely fashion of changes to the composition of the Committee.<sup>8</sup>

#### B. Proxy Agreement for Intelsat General Corporation

In the Intelsat/Zeus Commitment Letter and the Intelsat/PanAmSat Commitment Letter, Intelsat agreed to maintain the proxy agreement structure that covers its cleared U.S. subsidiary, Intelsat General Corporation ("Intelsat General"), so as to ensure that no impermissible foreign ownership, control, or influence is exercised over the business activities of Intelsat General. Following consummation of the Proposed Transaction, Intelsat General will continue to operate under that proxy agreement structure.

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<sup>6</sup> Intelsat notified the Agencies of the closing of its acquisition of PanAmSat, and of the related relocation of the Security Committee to Intelsat Corporation, by letter dated July 5, 2006.

<sup>7</sup> In the Intelsat/Zeus Commitment Letter, Intelsat also committed to provide the Agencies, within 60 days of the closing of the Intelsat/Zeus transaction, a copy of the policies and procedures adopted and implemented by the Security Committee. Intelsat satisfied that commitment in its letter to the Agencies dated January 27, 2005, and it provided updated copies of the policies and procedures in its letters dated October 28, 2005 and July 5, 2006.

<sup>8</sup> Intelsat provided the Agencies with updated information concerning the composition of the Security Committee in its letters dated March 29, 2005; October 28, 2005; January 11, 2006; and July 5, 2006.

### C. Cooperation with U.S. Government Electronic Surveillance Activities

In the Intelsat/Zeus Commitment Letter and the Intelsat/PanAmSat Commitment Letter, Intelsat agreed to take all reasonable measures to assist and support the FBI or any other U.S. federal, state, or local agency with law enforcement or national security responsibilities in conducting, in a secure and efficient manner, lawfully authorized electronic surveillance. Intelsat also agreed that such assistance would include disclosure, if necessary, of technical and engineering information related to the design, maintenance, or operation of Intelsat's systems. Finally, Intelsat agreed that it would work together with the agency seeking electronic surveillance cooperation to determine what is reasonable, taking into account the investigative needs of the agency and Intelsat's commercial interests. The Proposed Transaction does not alter the commitments of Intelsat set forth or continued in the Intelsat/Zeus Commitment Letter and the Intelsat/PanAmSat Commitment Letter, and Serafina and Intelsat hereby reaffirm those commitments.

The nature of Intelsat's business is such that there is no existing or contemplated provision of common carrier switched services by Intelsat. Thus, we continue to believe that Intelsat is, generally speaking, an unlikely target for requests to assist U.S. law enforcement agencies with electronic surveillance. Nonetheless, Intelsat stands ready, and will continue to stand ready, to assist government agencies with lawfully authorized electronic surveillance. As noted above, the Intelsat Corporation Security Committee will continue to be the primary point of contact for U.S. government agencies in connection with requests for assistance with electronic surveillance.

Nothing in this letter is intended to excuse Intelsat from any obligation it may have to comply with U.S. legal requirements for the retention, preservation, or production of information, records or data, or from any applicable requirements of the Communications Assistance for Law Enforcement Act, 47 U.S.C. § 1001, et. seq.

### D. Provision of Common Carrier Switched Services in the Future

In the Intelsat/Zeus Commitment Letter and the Intelsat/PanAmSat Commitment Letter, Intelsat agreed to provide the Agencies with advance notice of any provision of common carrier switched services by Intelsat, even if no further FCC authorization is required. In particular, Intelsat agreed that (i) for any common carrier switched service that requires additional Section 214 authorization, Intelsat would provide the Agencies with a copy of any application filed with the FCC; (ii) for any common carrier switched service that may be provided without obtaining a new Section 214 authorization (such as a new domestic switched service), Intelsat would notify the Agencies 30 days before offering the service; and (iii) before using any of the equipment subject to Title III licenses transferred in connection with the Intelsat/PanAmSat or Intelsat/Zeus transactions to provide common carrier switched services, Intelsat would notify the Agencies 30 days in advance.

Following consummation of the Proposed Transaction, Intelsat will continue these commitments as set forth or continued in the Intelsat/Zeus Commitment

Letter and the Intelsat/PanAmSat Commitment Letter. As noted above, Intelsat does not offer, and has no plans to offer, any common carrier switched service. Nonetheless, should Intelsat offer such service in the future, Intelsat will provide advance notice to the Agencies as described in the Intelsat/Zeus Commitment Letter and the Intelsat/PanAmSat Commitment Letter.

E. Future Changes to Boards of Directors

In the Intelsat/Zeus Commitment Letter and the Intelsat/PanAmSat Commitment Letter, Intelsat agreed to notify the Agencies of the initial composition of the boards of directors of Intelsat, Intelsat, Ltd., and Intelsat (Bermuda), Ltd. (the "Intelsat Boards") and of subsequent changes to the Intelsat Boards.<sup>9</sup> Following consummation of the Proposed Transaction, Serafina will extend this obligation to cover the boards of Serafina and Serafina Acquisition Limited (the "Serafina Boards"). We will continue to provide the Agencies with updated information concerning the composition of the Serafina Boards and the Intelsat Boards until such time as such notification is no longer needed by operation of law or by decision of the Agencies. In addition, we remain willing to provide the Agencies with such other information concerning the Serafina Boards and Intelsat Boards as they may reasonably request.

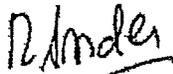
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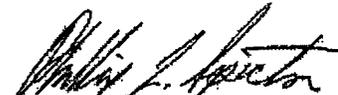
<sup>9</sup> By letter dated February 11, 2005, Intelsat provided the Agencies with information concerning the initial composition of the Intelsat Boards. In addition, by letters dated March 29, 2005, July 5, 2006, and August 24, 2007, Intelsat supplied the Agencies with updated information concerning the composition of the Intelsat Boards, and notified the agencies that Zeus had changed its name to Intelsat Holdings, Ltd.

If you require any further information regarding these matters, please contact either of the undersigned.

Sincerely,



Raymond Svider  
President  
Serafina Holdings Limited



Phillip L. Spector  
Executive Vice President  
and General Counsel  
Intelsat Holdings, Ltd.

cc: John Connors  
National Security Division  
Department of Justice

Joseph E. Springsteen  
Criminal Division  
Department of Justice

Jon D. Pifer  
Office of General Counsel  
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