

S2475 SAT-PPL-20080213-00039 IB2008000318
Horizons Satellite LLC
Horizons 1

Approved by OMB
3060-0678

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APPLICATION FOR SATELLITE SPACE STATION AUTHORIZATIONS FCC 312 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
2008 Permitted List Notification (S2475)

1-8. Legal Name of Applicant	
Name:	Horizons Satellite LLC
DBA Name:	
Street:	3400 International Drive, NW
City:	Washington
Country:	USA
Attention:	Susan H Crandall
Phone Number:	202-944-7848
Fax Number:	202-944-7870
E-Mail:	susan.crandall@intelsat.com
State:	DC
Zipcode:	20008

File #	SAT-PPL-20080213-00039
Call Sign	S2749
(or other identifier)	
Grant Date	02/06/09
Term Dates	
From	
To	
Approved:	Stephen J. Duall
	Stephen J. Duall
	Chief, Policy Branch

* See Intelsat Holdings, Ltd. et al., 22 FCC Rcd 22151 (2007)

9-16. Name of Contact Representative			
Name:	Jennifer D. Hindin	Phone Number:	202-719-4975
Company:	Wiley Rein LLP	Fax Number:	202-719-7049
Street:	1776 K Street, NW	E-Mail:	jhindin@wileyrein.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006 -
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING	
17. Choose the buttonnext to the classification that applies to thisfiling for both questions a. and b. Choose only one for 17a and only one for 17b. a. (N/A) a1. Earth Station ☒ a2. Space Station	b. ☒ b1. Application for License of New Station (N/A) b2. Application for Registration of New Domestic Receive-Only Station (N/A) b3. Amendment to a Pending Application (N/A) b4. Modification of License or Registration (N/A) b5. Assignment of License or Registration (N/A) b6. Transfer of Control of License or Registration (N/A) b7. Notification of Minor Modification (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite ☐ b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States ☐ b10. Replacement Satellite Application – no new frequency bands ☐ b11. Replacement Satellite Application – new frequency bands (Not eligible for streamlined processing) ☒ b12. Petition for Declaratory Ruling to be Added to the Permitted List (N/A) b13. Other (Please specify)

17c. Is a fee submitted with this application? ☒ If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114). ☐ Governmental Entity ☐ Noncommercial educational licensee ☒ Other (please explain): Permitted List Filing – No Fee Required
17c. Fee Classification BNY – Space Station (Geostationary)
18. If this filing is in reference to an existing station, enter: (a) Call sign of station: Not Applicable
19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: Not Applicable (b) File number of pending application: Not Applicable

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- ☒ a. Fixed Satellite
- ☐ b. Mobile Satellite
- ☐ c. Radiodetermination Satellite
- ☐ d. Earth Exploration Satellite
- ☒ e. Direct to Home Fixed Satellite
- ☐ f. Digital Audio Radio Service
- ☐ g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Choose only one.

☒ Common Carrier ☐ Non-Common Carrier

22. If earth station applicant, check all that apply.
Not Applicable

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

☒ Connected to a Public Switched Network ☐ Not connected to a Public Switched Network ☒ N/A

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

☐ a. C-Band (4/6 GHz) ☒ b. Ku-Band (12/14 GHz)

☐ c. Other (Please specify upper and lower frequencies in MHz.)

Frequency Lower: Frequency Upper: (Please specify additional frequencies in an attachment)

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- (N/A) a. Fixed Earth Station
- (N/A) b. Temporary-Fixed Earth Station
- (N/A) c. 12/14 GHz VSAT Network
- (N/A) d. Mobile Earth Station
- ☒ e. Geostationary Space Station.
- ☐ f. Non-Geostationary Space Station
- ☐ g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Not Applicable

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.) Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.

☐ Yes ☒ No

ALIEN OWNERSHIP

Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30-34.

29. Is the applicant a foreign government or the representative of any foreign government?	☐ Yes ☒ No
30. Is the applicant an alien or the representative of an alien?	☐ Yes ☒ No ☐ N/A
31. Is the applicant a corporation organized under the laws of any foreign government?	☐ Yes ☒ No ☐ N/A
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	☐ Yes ☒ No ☐ N/A
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	☒ Yes ☐ No ☐ N/A
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	Yes ☒ No ☐
36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.	Yes ☒ No ☐
37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.	Yes ☒ No ☐
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances	Yes ☒ No ☐
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.	Yes ☒ No ☐

40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.	
41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	Yes ☒ No ☐
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.	Yes ☒ No ☐
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? Japan	

43. Description. (Summarize the nature of the application and the services to be provided). (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Horizons Satellite LLC hereby notifies the Commission of the transfer of control of Permitted List satellite Horizons I as described in Attachment 1.

Attachment 1

43a. Geographic Service Rule Certification

By selecting A, the undersigned certifies that the applicant is not subject to the geographic service or geographic coverage requirements specified in 47 C.F.R. Part 25.

☒ A

By selecting B, the undersigned certifies that the applicant is subject to the geographic service or geographic coverage requirements specified in 47 C.F.R. Part 25 and will comply with such requirements.

☐ B

By selecting C, the undersigned certifies that the applicant is subject to the geographic service or geographic coverage requirements specified in 47 C.F.R. Part 25 and will not comply with such requirements because it is not feasible as a technical matter to do so, or that, while technically feasible, such services would require so many compromises in satellite design and operation as to make it economically unreasonable. A narrative description and technical analysis demonstrating this claim are attached.

☐ C

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0678), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0678.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

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

I. FOREIGN OWNERSHIP – RESPONSIVE TO QUESTION 34

The Commission has previously approved the foreign ownership of the two members of Horizons Satellite LLC (“Horizons”), Intelsat Corporation¹ and JSAT International, Inc.² There have been no material changes in Horizons’ foreign ownership since the foreign ownership of Intelsat Corporation was approved in the *Intelsat-Serafina Order*.

II. CANCELLED AUTHORIZATIONS – RESPONSIVE TO QUESTION 36

Horizons is a 50/50 joint venture between Intelsat Corporation and JSAT International, Inc. Horizons has never had an FCC license “revoked.” However, on June 26, 2000, the International Bureau “cancelled” two Ka-band satellite authorizations issued to Intelsat Corporation’s subsidiary, PanAmSat Licensee Corp. (“PanAmSat”), based on the Bureau’s finding that PanAmSat had not satisfied applicable construction milestones.³ 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 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’ basic qualifications, which are well-established and a matter of public record.

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

Horizons is a limited liability company with no officers or directors. Horizons has two members, JSAT International, Inc. and Intelsat Corporation, each of which owns 50 percent of Horizons. Ownership information for JSAT International, Inc. was provided to the Commission in File No. SAT-PDR-20030210-00015 and is incorporated herein by reference.

¹ *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, FCC 07-220 (Dec. 18, 2007) (“Intelsat-Serafina Order”).*

² *Horizons Satellite LLC, Petition for Declaratory Ruling to Add Horizons I to the Permitted Space Station List, Order, 18 FCC Rcd 24745 (2003) (“Horizons Permitted List Order”).*

³ *See PanAmSat Licensee Corp., Memorandum Opinion and Order, 15 FCC Rcd 18720 (IB 2000).*

Intelsat Corporation is a wholly-owned subsidiary of Intelsat Holding Corporation, a Delaware corporation. Intelsat Holding Corporation is a wholly-owned subsidiary of Intelsat (Poland) Sp. z o.o., a Polish company. Intelsat (Poland) Sp. z o.o. is a wholly-owned subsidiary of Intelsat (Luxembourg) Sarl, a Luxembourg company. Intelsat (Luxembourg) Sarl is a wholly-owned subsidiary of Intelsat (Gibraltar) Limited, a Gibraltar company. Intelsat (Gibraltar) Limited is a wholly-owned subsidiary of Intelsat Jackson Holdings, Ltd., a Bermuda company. Intelsat Jackson Holdings, Ltd. is wholly-owned by Intelsat (Bermuda), Ltd., a Bermuda company. Intelsat (Bermuda), Ltd. is wholly-owned by Intelsat, Ltd., a Bermuda company. Intelsat, Ltd. is wholly owned by Intelsat Holdings, Ltd., a Bermuda company. Intelsat Holdings, Ltd. is wholly owned by Serafina Acquisition Limited, a Bermuda company. Serafina Acquisition Limited is wholly-owned by Serafina Holdings Limited, a Bermuda company (“Serafina”).⁴ Each of these entities may be contacted at the following address: Wellesley House North, 2nd Floor, 90 Pitts Bay Road, Pembroke, HM 08, Bermuda.

Forty-one subsidiary investment funds (the “BCP Funds”) controlled by BC Partners Limited, a U.K. investment firm organized under the laws of Guernsey, (“BCP”) collectively hold approximately 76.38 percent of the equity in Serafina. 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 controls Serafina, which indirectly owns 50 percent of Horizons. BCP and CIE may be contacted at the following address: P.O. Box 225, Polygon Hall, Le Marchant Street, St. Peter Port, Guernsey GY1 4HY.

The economic interests in the BCP Funds are held by over 200 limited partners. None of these investors has 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 under one percent in the BCP Funds who are shareholders of BCP or are otherwise affiliated with BCP (e.g., employees of BCP). Only one of these investors – the Ontario Teachers’ Pension Plan Board, a Canadian entity – holds a total indirect equity interest in Serafina of ten percent or greater (~11.49 percent). The Ontario Teachers’ Pension Plan Board may be contacted at the following address: 5650 Yonge Street, 8th Floor Toronto ON M2M 4H5 CANADA.

BCP itself is owned by 16 individuals, and one special purpose trust. None of these shareholders holds more than a 10 percent equity or voting interest in BCP. BCP is governed by a six-person Board of Directors, although one seat is currently vacant.

In addition, two U.S. investment funds (the “Silver Lake Funds”) ultimately controlled by Silver Lake Group, L.L.C., a U.S.-based investment firm, hold approximately 16.85 percent of the equity in Serafina. More specifically, Silver Lake Partners III, L.P. holds approximately 16.82 percent of the equity in Serafina, while Silver Lake Technology Investors III, L.P. holds

⁴ The board of directors of Serafina is expected to approve name changes for Serafina and Serafina Acquisition within the next few weeks, adding “Intelsat” to each of their names. Specifically, as of the date of this form, we anticipate that Serafina’s name will change to “Intelsat Global, Ltd.” and Serafina Acquisition’s name will change to “Intelsat Global Subsidiary, Ltd.”

approximately 0.03 percent of the equity in Serafina. Silver Lake Technology Associates III, L.P. serves as General Partner of each of the Silver Lake Funds, and holds approximately 1.82 percent of the equity interests in the Silver Lake Funds.⁵ Silver Lake Partners III, L.P.; Silver Lake Technology Investors III, L.P.; and Silver Lake Technology Associates III, L.P. are all Delaware limited partnerships. SLTA III (GP), L.L.C. serves as General Partner of Silver Lake Technology Associates III, L.P. Silver Lake Group, L.L.C. serves as Managing Member of SLTA III (GP), L.L.C. Both SLTA III (GP), L.L.C. and Silver Lake Group, L.L.C. are Delaware limited liability companies. The Managing Members of Silver Lake Group, L.L.C. are James Davidson, Glenn Hutchins, and David Roux, each a U.S. citizen. Each of these individuals and entities may be contacted at the following address: 9 West 57th Street, 25th Floor, New York, NY 10019.

More detailed information about Serafina's ownership can be found in the *Intelsat-Serafina Order*.

IV. NOTIFICATION OF TRANSFER OF CONTROL OF PERMITTED SPACE STATION LIST SATELLITE – RESPONSIVE TO QUESTION 42A

Horizons, pursuant to the *Satellite Licensing Streamlining Order*⁶ and Section 25.137(g) of the Commission's rules,⁷ hereby notifies the Commission of a change in ownership of Intelsat Corporation, one of Horizon's two members. Horizons is a 50/50 joint venture between Intelsat Corporation and JSAT International, Inc. Horizons is the owner of Horizons I (call sign S2475), which is the Ku-band payload on Galaxy 13. Horizons I operates at 127° W.L. and is licensed by Japan. On November 24, 2003, the Commission added Horizons I to the Permitted Space Station List ("Permitted List")⁸ and on May 27, 2004, the Commission modified the Permitted List entry for the satellite by adding authority for Horizons I to be used to provide one-way direct-to-home services.⁹

The Commission recently authorized the transfer of control of various licenses and authorizations held by the subsidiaries of Intelsat to Serafina,¹⁰ and the Commission was notified

⁵ The other economic interests in Silver Lake Partners III, L.P. are directly 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.

⁶ 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, at ¶¶ 326-27 (2003) ("*Satellite Licensing Streamlining Order*").

⁷ 47 C.F.R. §25.137(g).

⁸ *Horizons Permitted List Order*.

⁹ *Horizons Satellite LLC, Application for Modification of Permitted List Authorization*, Order and Authorization, 19 FCC Rcd 20349 (2004).

¹⁰ See *supra* n.1.

that the transfer of control to Serafina was consummated effective February 4, 2008.¹¹ Through this transaction, Serafina became the indirect 100 percent owner of Intelsat Corporation, which owns 50 percent of Horizons.

In light of the foregoing, Horizons requests that the Commission 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.”¹² As noted above, the Commission has already found that Serafina’s acquisition of control of Intelsat Corporation serves the public interest and thus the change in ownership of Horizons I should have no impact on the considerations made when the satellite was added to the Permitted List. Consistent with the Commission’s rules, Horizons will continue to operate Horizons I in accordance with the conditions of the original order adding Horizons I to the Permitted List, as modified, unless otherwise notified by the Commission.¹³

¹¹ Letter from Brian D. Weimer, Counsel for Serafina Holdings Limited, to Marlene H. Dortch, Secretary, Federal Communications Commission, IB Docket No. 07-181 (Feb. 13, 2008).

¹² *Satellite Licensing Streamlining Order* at ¶ 326.

¹³ *Id.* 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.”).