SOUTHERN SATELLITE CORP
Form S-4
December 19, 2012
Table of Contents

As filed with the Securities and Exchange Commission on December 19, 2012

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Intelsat Jackson Holdings S.A.

(Exact name of registrant as specified in its charter)

Luxembourg	**4899**	**N/A**
(State or other jurisdiction of	**(Primary Standard Industrial**	**(IRS Employer**

incorporation or organization) **Classification Code Number)** **Identification Number)**

GUARANTORS LISTED IN THE TABLE OF ADDITIONAL REGISTRANTS

4, rue Albert Borschette, L-1246 Luxembourg +352 27-84-1600

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Phillip L. Spector, Esq.

Executive Vice President and General Counsel

Intelsat S.A.

4, rue Albert Borschette

L-1246 Luxembourg

+352 27-84-1600

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

John C. Kennedy, Esq.

Raphael M. Russo, Esq.

Paul, Weiss, Rifkind, Wharton & Garrison LLP

1285 Avenue of the Americas

New York, New York 10019-6064

212-373-3000

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨ Accelerated filer ¨
Non-accelerated filer x (Do not check if a smaller reporting company) Smaller reporting company ¨
If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ¨

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ¨

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price(1)	Amount of registration fee(2)
7 1/4% Senior Notes due 2020	$1,200,000,000	100%	$1,200,000,000	$163,680
Guarantees of 7 1/4% Senior Notes due 2020	N/A	N/A	N/A	N/A(3)

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(f) under the Securities Act of 1933, as amended (the Securities Act).
(2) The registration fee has been calculated pursuant to Rule 457(f) under the Securities Act.
(3) No additional registration fee is due for guarantees pursuant to Rule 457(n) under the Securities Act.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

TABLE OF ADDITIONAL REGISTRANTS

Name	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
Intelsat S.A.	Luxembourg	4899	98-0346003
Intelsat (Luxembourg) S.A.	Luxembourg	4899	N/A
Intelsat Operations S.A.	Luxembourg	4899	N/A
AccessPAS, Inc.	Delaware	4899	06-1586835
Intelsat (Gibraltar) Limited	Gibraltar	4899	N/A
Intelsat Asia Carrier Services, Inc.	Delaware	4899	06-1532021
Intelsat Corporation	Delaware	4899	95-4607698
Intelsat Global Sales & Marketing Ltd.	England and Wales	4899	N/A
Intelsat Global Service LLC	Delaware	4899	52-2293595
Intelsat Holdings LLC	Delaware	4899	98-0446524
Intelsat International Employment, Inc.	Delaware	4899	06-1475361
Intelsat International Systems LLC	Delaware	4899	95-4130816
Intelsat License Holdings LLC	Delaware	4899	27-4403948
Intelsat License LLC	Delaware	4899	98-0446542
Intelsat Luxembourg Investment S.à r.l.	Luxembourg	4899	N/A
Intelsat New Dawn (Gibraltar) Limited	Gibraltar	4899	N/A
Intelsat Satellite LLC	Delaware	4899	98-0446524
Intelsat Service and Equipment Corporation	Delaware	4899	06-1614545
Intelsat Subsidiary (Gibraltar) Limited	Gibraltar	4899	N/A
Intelsat UK Financial Services Ltd.	England and Wales	4899	N/A
Intelsat USA License LLC	Delaware	4899	02-0558637
Intelsat USA Sales LLC	Delaware	4899	52-2334388
PanAmSat Capital Corporation	Delaware	4899	06-1371155
PanAmSat Europe Corporation	Delaware	4899	20-3131299
PanAmSat India Marketing, L.L.C.	Delaware	4899	N/A
PanAmSat India, Inc.	Delaware	4899	06-1532023
PanAmSat International Holdings, LLC	Delaware	4899	95-4130814
PanAmSat International Sales, LLC	Delaware	4899	06-1532018
PanAmSat International Systems Marketing, L.L.C.	Delaware	4899	N/A
PanAmSat Services, Inc.	Delaware	4899	06-1377869
PAS International LLC	Delaware	4899	N/A
Southern Satellite Corp.	Connecticut	4899	06-1396534
Southern Satellite Licensee Corporation	Delaware	4899	06-1532182

The address of each of the additional registrants is c/o Intelsat S.A., 4 rue Albert Borschette, L-1246, Luxembourg, Luxembourg.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 19, 2012

PROSPECTUS

Exchange Offer for

7 1/4% Senior Notes due 2020

This is an offer to exchange any of Intelsat Jackson Holdings S.A. s 7¼% Senior Notes due 2020 that you now hold for newly issued 7 1/4% Senior Notes due 2020. The new notes will be issued under an indenture dated as of September 30, 2010. This offer will expire at 5:00 p.m., New York City time, on , 2013, unless we extend the offer. You must tender your original notes by this deadline in order to receive the new notes. We do not currently intend to extend the expiration date.

The exchange of outstanding original notes for new notes in the exchange offer will not constitute a taxable event for U.S. federal income tax purposes. The terms of the new notes to be issued in the exchange offer are substantially identical to the original notes, except that the new notes will be freely tradeable and will not benefit from the registration and related rights pursuant to which we are conducting this exchange offer. All untendered original notes will continue to be subject to the restrictions on transfer set forth in the original notes and in the indenture.

There is no existing public market for your original notes, and there is currently no public market for the new notes to be issued to you in the exchange offer.

Before participating in this exchange offer, please refer to the section in this prospectus entitled Risk Factors commencing on page 20.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus has been prepared on the basis that this exchange offer in any Member State of the European Economic Area which has implemented the Prospectus Directive (each a Relevant Member State) will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of securities. Accordingly, any person making or intending to make any offer in that Relevant Member State of notes which are the subject of the offer contemplated in this prospectus, may only do so in circumstances in which no obligation arises for the Issuer to produce a prospectus for such offer pursuant to Article 3 of the Prospectus Directive in relation to such offer.

The Issuer has not authorized, nor does it authorize, the making of any exchange offer in circumstances in which an obligation arises for the Issuer to publish a prospectus for such offer.

In relation to each Relevant Member State with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date), no exchange offer of notes to the public will be made in that Relevant Member State prior to the publication of a prospectus in relation to the notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that with effect from and including the Relevant Implementation Date, an exchange offer of notes to the public in that Relevant Member State may be made at any time:

(a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;

(b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive subject to obtaining the prior consent of the representatives of the Issuer for any such offer; or

(c) in any other circumstances falling within Article 3(2) of the Prospectus Directive

provided that no such offer of notes shall require the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of notes to the public in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe the notes, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

The date of this prospectus is , 2012.

Table of Contents

You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with additional or different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are offering to exchange the notes only in jurisdictions where these offers and exchanges are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus.

TABLE OF CONTENTS

Intelsat Jackson Holdings S.A. s 7¼% Senior Notes due 2020 are referred to as the notes. The term original notes refers to the notes that were issued on April 26, 2012 in a private offering. Unless we indicate differently, when we use the term notes or new notes in this prospectus, we mean the new notes that we will issue to you if you exchange your original notes. However, unless we indicate differently, references to notes for periods prior to the exchange of the original notes for new notes means the original notes. On September 30, 2010, the Issuer issued $1,000,000,000 in aggregate principal amount of 7 ¼% Senior Notes due 2020 (the existing notes) that are guaranteed by the Guarantors. On December 16, 2011, we exchanged the existing notes that were issued on September 30, 2010 with the restrictive legends for existing notes not containing the restrictive legends in accordance with the registration rights agreement entered into in connection with the issuance of the existing notes. The original notes were originally issued under CUSIP numbers different from the existing notes; however, following the consummation of this exchange offer, the existing notes and the notes issued in the exchange offer will have the same CUSIP number and be fungible.

Table of Contents

INDUSTRY AND MARKET DATA

This prospectus includes information with respect to market share and industry conditions from third-party sources, public filings and based upon our estimates using such sources when available. While we believe that such information and estimates are reasonable and reliable, we have not independently verified the data from third-party sources, including *Satellite Communication & Broadcasting World Markets Survey, Ten Year Outlook*, dated September 2012, by *Euroconsult; Broadband Satellite Markets,* 10th Edition, dated April 2011, by *NSR*; *Mobile Satellite Services,* 8th Edition, dated May 2012, by *NSR; Global Assessment of Satellite Demand*, 9th Edition, dated September 2012, by *NSR*; *Global Military Satellite Communications*, dated September 2012, 9th Edition, by *NSR*, *Pyramid Research Latin America Forecast Insights*, dated September 2012, and *Pyramid Research Asia Pacific Forecast Insight*, dated September 2012, by *Pyramid Research*. Similarly, our internal research is based upon our understanding of industry conditions, and such information has not been verified by independent sources. Specifically, when we refer to the relative size, regions served, number of customers contracted, experience and financial performance of our business as compared to other companies in our sector, our assertions are based upon public filings of other operators and comparisons provided by third-party sources, as outlined above.

Throughout this prospectus, unless otherwise indicated, references to market positions are based on third-party market research. If a market position or statement as to industry conditions is based on internal research, it is identified as management s belief. Throughout this prospectus, unless otherwise indicated, statements as to our relative positions as a provider of services to customers and markets are based upon our market share. For additional information regarding our market share with respect to our customer sets, services and markets, and the bases upon which we determine our market share, see Business.

Table of Contents

SUMMARY

This summary may not contain all of the information that may be important to you. You should read this prospectus carefully in its entirety before making an investment decision. In particular, you should read the section entitled Risk Factors included elsewhere in this prospectus and the consolidated financial statements and notes thereto included elsewhere in this prospectus. In this prospectus, unless otherwise indicated or the context otherwise requires,

the terms we, us, our and the Company refer to Intelsat S.A. and its currently existing subsidiaries on a consolidated basis,

the term Intelsat Luxembourg refers to Intelsat (Luxembourg) S.A., Intelsat S.A. s direct wholly-owned subsidiary,

the terms Intelsat Jackson and Issuer refer to Intelsat Jackson Holdings S.A., Intelsat Luxembourg s direct wholly-owned subsidiary,

the term Intelsat Global Holdings refers to Intelsat Global Holdings S.A.,

the term Intelsat Investment Holdings refers to Intelsat Investment Holdings S.à r.l., Intelsat Global Holdings direct wholly-owned subsidiary,

the term Intelsat Holdings refers to Intelsat Holdings S.A., Intelsat Investment Holdings direct wholly-owned subsidiary, and

all references to transponder capacity or demand refer to transponder capacity or demand in the C-band and Ku-band only.

OUR COMPANY

Overview

We operate the world s largest satellite services business, providing a critical layer in the global communications infrastructure. We generate more revenue, operate more satellite capacity, hold more orbital location rights, contract more backlog, serve more commercial customers and deliver services in more countries than any other commercial satellite operator. We provide diversified communications services to the world s leading media companies, fixed and wireless telecommunications operators, data networking service providers for enterprise and mobile applications, multinational corporations and Internet service providers (ISPs). We are also the leading provider of commercial satellite capacity to the U.S. government and other select military organizations and their contractors.

Our network solutions are a critical component of our customers infrastructures and business models. Our customers use our global network for a broad range of applications, from global distribution of content for media companies to providing the transmission layer for unmanned aerial vehicles to enabling essential network backbones and broadband access networks for telecommunications providers, including in emerging regions. In addition, our satellite solutions provide higher reliability than is available from local terrestrial telecommunications services in many regions and allow our customers to reach geographies that they would otherwise be unable to serve.

We believe that we have one of the largest, most reliable and most technologically advanced commercial communications networks in the world. Our global communications system features a fleet of over 50 geosynchronous satellites that covers more than 99% of the world s populated regions. Our satellites primarily provide services in the C- and Ku-band frequencies, which form the largest part of the fixed satellite services (FSS) sector. Our satellite capacity is complemented by our suite of IntelsatOne℠ managed services, including

1

Table of Contents

our terrestrial network comprised of leased fiber optic cable, multiplexed video and data platforms and owned and operated teleports. Our satellite-based network solutions offer distinct technical and economic benefits to our target customers and provide a number of advantages over terrestrial communications systems, including the following:

- Fast and scalable media and communications infrastructure deployments;
- Superior end-to-end network availability as compared to the availability of terrestrial networks, due to fewer potential points of failure;
- Highly reliable bandwidth and consistent application performance, as satellite beams effectively blanket service regions;
- Ability to extend beyond terrestrial network end points or to provide an alternative path to terrestrial infrastructure;
- Efficient content distribution through the ability to broadcast high quality signals from a single location to many locations simultaneously;
- Video neighborhoods, or capacity at orbital locations with a large number of consumer dishes or cable headend dishes pointed to them maximizing potential distribution of television programming; and
- Rapidly deployable communications infrastructure for disaster recovery.

As of September 30, 2012, our contracted backlog, which is our expected future revenue under existing customer contracts, was approximately $10.8 billion, or more than four times our 2011 annual revenue. For the nine months ended September 30, 2012 and for the year ended December 31, 2011, we generated revenue of approximately $1.9 billion and $2.6 billion, respectively.

We believe we are well-positioned to enjoy growth in free cash flow in the near future based on the following factors:

- Significant long-term contracted backlog, enabling us to generate steady and predictable revenue streams;
- High operating leverage, which has allowed us to generate an average Adjusted EBITDA margin of 78% over the three year period ended December 31, 2011;
- Our $3.7 billion fleet investment program that began in 2008 will be substantially complete in 2012, enhancing our future revenue potential; and
- A stable, efficient and sustainable tax profile for our global business.

We believe that our leadership position in our attractive sector, global scale, efficient operating and financial profile, diversified customer sets and sizeable contracted backlog, together with the growing worldwide demand for reliable bandwidth, provide us with a platform for success.

Our Sector

Satellite services are an integral and growing part of the global communications infrastructure. Through unique capabilities, such as the ability to effectively blanket service regions, to offer point-to-multipoint distribution and to provide a flexible architecture, satellite services complement, and for certain applications are preferable to, terrestrial telecommunications services, including fiber and wireless technologies. The FSS sector is expected to generate revenues of approximately $11.6 billion in 2013, and C- and Ku-band transponder service revenue is expected to grow by a compound annual growth rate (CAGR) of 4.1% from 2012 to 2017 according to a study issued in 2012 by NSR, a leading international market research and consulting firm specializing in satellite and wireless technology and applications.

Table of Contents

In recent years, the addressable market for FSS has expanded to include mobile applications because existing mobile satellite systems cannot provide the broadband access required by high bandwidth mobile platforms, such as ships and aircrafts, including unmanned aerial vehicles.

Our sector is noted for having favorable operating characteristics, including long-term contracts, high renewal rates and strong cash flows. The fundamentals of our sector solid growth in demand, moderate price improvements and high operating margins were maintained throughout the recent economic downturn.

There is a finite number of geostationary orbital slots in which FSS satellites can be located, and many orbital locations already hold operational satellites pursuant to complex regulatory processes involving many international and national governmental bodies. We currently hold the largest number of rights to orbital slots in the most valuable C- and Ku-band spectrums.

We believe a number of fundamental trends are creating increasing demand for satellite services:

- Globalization of economic activities is increasing the geographic expansion of corporations and the communications networks that support them while creating new audiences for content;
- Connectivity and broadband access are essential elements of infrastructure supporting the rapid economic growth of developing nations;
- The emergence of new content consumers resulting from economic growth in developing regions results in increased demand for free-to-air and pay-TV content, including cable and direct-to-home (DTH);
- Proliferation of formats results in increased bandwidth requirements as content owners seek to maximize distribution to multiple viewing audiences across multiple technologies;
- Mobility applications, such as wireless phone services, maritime communications and aeronautical services, are fueling demand for mobile bandwidth; and
- Increased government applications resulting from significant technology advancements in aeronautical data and video services.

Our Strategy

We seek revenue growth and increased cash flows by expanding our leading infrastructure business in high growth regions and applications while maintaining our focus on operational discipline. Given our efficient operating structure, we believe our strategies will position us to continue to deliver high operating margins, and to generate strong cash flow and growth as our current fleet investment program is completed. The key components of our strategy include the following:

Focus our core business on attractive and growing broadband, mobility and media applications and innovative government solutions

We are a business-to-business provider of critical communications infrastructure. We have an industry-leading position in each of the customer sets served by our business. We intend to leverage our leading position, customer relationships, global network and regional strengths to capture new business opportunities as our customers expand their service territories, introduce new offerings and add new capabilities.

Network Services:	Provide broadband services in support of growing demand from emerging regions and mobility applications such as those serving the maritime and aeronautical industries and capacity to support continued expansion of cellular networks in emerging regions.

Table of Contents

Media:	Supply capacity to support new and expanding DTH television platforms and global content distributions.
Government:	Deliver bandwidth to support transmission requirements from mobile platforms, including drones, access to space for hosted payloads and diversified solutions for complex global networks.

Optimize our space-based assets, including orbital locations and spacecraft

We intend to maximize the revenues and returns generated by our assets by managing capacity in a disciplined and efficient manner. Key elements of our strategy include:

- Relocating bandwidth in order to support customer growth or to capture emerging opportunities. For instance, in 2009 we moved two satellites in our fleet to new orbital locations in a matter of months in order to support special military requirements;
- Optimizing our space-based assets by creating additional marketable capacity through re-assigning traffic (grooming), repointing steerable beams and relocating satellites; and
- Allocating capital based on expected returns and market demand, and being disciplined in the selection of the number, size and characteristics of replacement and new satellites to be launched. We do not expect to replace our existing fleet of over 50 satellites on a one-for-one basis.

Leverage the growth capacity resulting from completion of the current fleet investment program

Our $3.7 billion fleet investment program that began in 2008 will be substantially complete in 2012. We will utilize our new and enhanced capacity to support our customers business needs and to increase our revenue growth potential. Key characteristics of our refreshed fleet are expected to include:

- A significant increase in the proportion of high-power, land mass-focused transponders suitable for broadband and video applications;
- Expanded capacity to serve our faster-growth network services and government customers, particularly in emerging regions;
- Ku-band mobility beams, providing highly reliable broadband capability for maritime and aeronautical applications on a global basis;
- Expanded capacity at our most valuable regional video distribution neighborhoods;
- Reduced risk of anomalies resulting from the replacement of satellites with known health issues; and
- A modest increase in the total amount of station-kept transponder capacity after the majority of the remaining satellites in this program have been launched and placed into service in 2013.

In addition, we intend to leverage our frequent satellite launches and collection of orbital rights to address opportunities to supply specialized capabilities for large media companies and government applications. For instance, in September 2011 we announced an agreement with DIRECTV Latin America to provide customized services for DTH satellite services on two new satellites, and we recently integrated a specialized payload for the Australian Defence Force into our Intelsat 22 satellite, which we launched in 2012.

Incorporate new technology into our core network to capture growth from new applications and evolving customer requirements

Our global scale, leadership position and technical expertise in procuring and designing satellites enable us to identify and capitalize on new opportunities in satellite services. As satellites reach the end of their service lives, we have an ongoing opportunity to refresh the technology we use to serve our customers, resulting in

Table of Contents

flexibility to address new opportunities as they are identified. As a result, we believe that we are well positioned to efficiently incorporate new technologies into our network, such as:

- The use of high throughput satellites, such as our Intelsat EPIC^{NG} platform, to significantly improve the performance of our network and thereby decrease our cost per bit delivered, increasing the value we can provide to customers and expanding our addressable market into new fixed and mobile broadband applications, including maritime and aeronautical services;

- IP-based networking and distribution, including growing use of new media formats and compression techniques, as well as infrastructure applications in emerging regions;

- Enhanced technology for our terrestrial network to deliver converging video and IP content, thus expanding the services we provide to the media and telecommunications industries; and

- Compression technologies for our ground network to reduce the bandwidth necessary for network service applications, increasing our customers efficiency and expanding our market potential, particularly in emerging regions.

Drive innovation through creative acquisitions and new business models

Our record of capitalizing on strategic growth opportunities through targeted acquisitions is well established. In addition, we have demonstrated our ability to integrate acquisitions efficiently and quickly, due to our scale and our centralized satellite operations philosophy. Going forward, we will consider select acquisitions of complementary businesses or technologies that enhance our product and geographic portfolio and can benefit from our scale, scope and status as a global leader.

Recent Transactions

On October 3, 2012, Intelsat Jackson completed an offering of $640,000,000 aggregate principal amount of $6^5/_8$% Senior Notes due 2022 (the 2022 Jackson Notes). The net proceeds from the offering were used by Intelsat Jackson to repurchase or redeem all of its outstanding $11\frac{1}{4}$% Senior Notes due 2016 (the 2016 Intelsat Jackson Notes) as described below.

On September 19, 2012, Intelsat Jackson commenced a tender offer (the Tender Offer) to purchase for cash any and all of its outstanding $603.2 million aggregate principal amount of 2016 Intelsat Jackson Notes. On October 3, 2012, Intelsat Jackson used a portion of the proceeds from the sale of the 2022 Jackson Notes to purchase $442,302,000 aggregate principal amount of 2016 Intelsat Jackson Notes tendered in connection with the Tender Offer. On October 18, 2012, Intelsat Jackson used an additional portion of such proceeds to purchase $20,000 aggregate principal amount of 2016 Intelsat Jackson Notes tendered in connection with the Tender Offer. On November 2, 2012, Intelsat Jackson redeemed all of the remaining outstanding 2016 Intelsat Jackson Notes at a redemption price of 103.75% of the principal amount thereof, plus accrued and unpaid interest (the Redemption).

On October 3, 2012, Intelsat Jackson entered into an Amendment and Joinder Agreement (the Jackson Credit Agreement Amendment), which amended the Intelsat Jackson Secured Credit Agreement. As a result of the Jackson Credit Agreement Amendment, interest rates for borrowings under the term loan facility and the revolving credit facility will be (i) the London Inter-Bank Offered Rate (LIBOR) plus 3.25%, or (ii) the Above Bank Rate (ABR) plus 2.25%. Following the Jackson Credit Agreement Amendment, the interest rate may decrease to LIBOR plus 3.00% or ABR plus 2.00% based on the corporate family rating of Intelsat Jackson from Moody s Investors Service, Inc. LIBOR and the ABR, plus the applicable margins, will be determined as specified in the Intelsat Jackson Secured Credit Agreement, as amended by the Jackson Credit Agreement Amendment, and LIBOR will not be less than 1.25% per annum.

Table of Contents

On October 5, 2012 Intelsat S.A. purchased Convergence SPV Ltd. s (Convergence Partners) 25.1% equity interest in New Dawn Satellite Company, Ltd. (New Dawn), the joint venture that owns the Intelsat New Dawn satellite (the New Dawn Equity Purchase). As a result, Intelsat became the sole owner of the Intelsat New Dawn satellite, which was re-named Intelsat 28. The joint venture is fully consolidated in our financial statements. In connection with the New Dawn Equity Purchase, on October 5, 2012, Intelsat also repaid in full the remaining $82.6 million outstanding under the New Dawn secured credit agreement, dated December 5, 2008, and related interest rate swaps.

The offering of the 2022 Jackson Notes, the Tender Offer, the Redemption, the New Dawn Equity Purchase and repayment of the outstanding borrowings under the New Dawn secured credit agreement are collectively referred to as the Recent Transactions. Except where explicitly stated otherwise herein, or where the context otherwise requires, the information in this prospectus, including all financial and pro forma information, does not give effect to the Recent Transactions.

Corporate and Other Information

The Issuer and certain of the guarantors are public limited liability companies (*sociétés anonymes)* that are registered in Luxembourg. The Issuer is registered at the Register of Commerce and Companies in Luxembourg (the R.C.S. Luxembourg) under number B 149959, Intelsat S.A. is registered at the R.C.S. Luxembourg under number B 149970 and Intelsat Luxembourg is registered at the R.C.S. Luxembourg under the number B 149942. The mailing address and telephone number of the registered office of each of these companies is: 4, rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg, tel: +(352) 27-84-1600.

Table of Contents

ORGANIZATIONAL STRUCTURE

The following chart summarizes our ownership, corporate structure and principal amount of third-party indebtedness in millions of dollars as of September 30, 2012 on a pro forma basis after giving effect to the Recent Transactions. The following chart excludes $48.8 million of third-party debt of Horizons Satellite Holdings LLC (Horizons Holdings), a joint venture that is consolidated in our results.

(1) Intelsat S.A. s senior notes are carried at a discount from their face value, created as a result of fair value accounting associated with the completion by Intelsat Global Subsidiary S.A. (formerly known as Serafina Acquisition Limited) of its acquisition of 100% of the equity ownership of Intelsat Holdings (the Sponsors Acquisition) on February 4, 2008. The amount shown here does not reflect this discount.

(2) Intelsat S.A. guarantees the senior notes noted in this table and the unsecured term loans due 2014 under the Intelsat Jackson Unsecured Credit Agreement and the New Intelsat Jackson Unsecured Credit Agreement. The amounts shown here do not reflect Intelsat S.A. s obligations under these guarantees.

(3) Intelsat Luxembourg guarantees Intelsat Jackson s obligations under the Intelsat Jackson Secured Credit Agreement, the unsecured term loans due 2014 under the Intelsat Jackson Unsecured Credit Agreement and the New Intelsat Jackson Unsecured Credit Agreement and the senior notes of Intelsat Jackson noted in this table. The amounts shown here do not reflect Intelsat Luxembourg s obligations under these guarantees.

(4) Guaranteed by certain subsidiaries of Intelsat Jackson.

(5) Intelsat Jackson s $8^{1}/_{2}$% Senior Notes due 2019 are carried at a discount from their face value as a result of their discount pricing at issuance. The amount shown does not reflect the unamortized discount from face value.

(6) Certain subsidiaries guarantee Intelsat Jackson s obligations under the Intelsat Jackson Secured Credit Agreement, the unsecured term loans due 2014 under the Intelsat Jackson Unsecured Credit Agreement and the New Intelsat Jackson Unsecured Credit Agreement and the senior notes of Intelsat Jackson noted in this table other than the $6^{5}/_{8}$% Senior Notes due 2022.

Table of Contents

OWNERSHIP

Intelsat Jackson is owned 100% by Intelsat Luxembourg. Intelsat Luxembourg is owned 100% by Intelsat S.A., which is 100% owned by Intelsat Holdings. Intelsat Holdings is owned 100% by Intelsat Investment Holdings, which is 100% owned by Intelsat Global Holdings. Substantially all of Intelsat Global Holdings common equity is beneficially owned by BC Partners, Silver Lake, certain other equity sponsors and members of management and our employees.

BC Partners is a leading international private equity firm, operating through integrated teams based in Hamburg, London, Milan, New York and Paris, with advised funds in excess of 10bn. For over 25 years, the firm has developed a long track record of successfully acquiring and developing businesses in partnership with management, having made 79 investments with a combined enterprise value of 74 billion. Recent investments include Intelsat, Office Depot, Com Hem, Brenntag and MultiPlan.

Silver Lake is the leader in private investment in technology and technology-enabled industries. Silver Lake invests with the strategic and operational insights of an experienced industry participant. Silver Lake Partners, Silver Lake s large-cap investment platform, pursues large-scale private investments in companies within the technology, technology-enabled and related growth industries. Silver Lake employs over 70 investment and value creation professionals located in offices in Silicon Valley, New York, London, Hong Kong, Shanghai and Tokyo.

Table of Contents

Summary of the Exchange Offer

Notes Offered for Exchange	We are offering up to $1,200,000,000 aggregate principal amount of our new 7 1/4% Senior Notes due 2020 in exchange for an equal aggregate principal amount of our original 7 1/4% Senior Notes due 2020 on a one-for-one basis. The new notes have substantially the same terms as the original notes you hold, except that the new notes have been registered under the Securities Act of 1933, as amended, referred to as the Securities Act of 1933, and therefore will be freely tradable and will not contain the provisions for an increase in the interest rate related to defaults in our agreement to carry out this exchange offer.
The Exchange Offer	We are offering to exchange $2,000 principal amount, or integral multiples of $1,000 in excess thereof, of new notes for each $2,000 principal amount, or integral multiples of $1,000 in excess thereof, of your original notes. In order to be exchanged, your original notes must be properly tendered and accepted. All original notes that are validly tendered and not withdrawn will be exchanged.
Ability to Resell Notes	We believe that the new notes issued in the exchange offer may be offered for resale, resold and otherwise transferred by you without compliance with the registration and prospectus delivery provisions of the Securities Act of 1933 if: • the notes issued in the exchange offer are being acquired in the ordinary course of your business; • you are not participating, do not intend to participate and have no arrangement with any person to participate in the distribution of notes issued to you in the exchange offer; • you are not an affiliate of ours; and • you are not a broker-dealer tendering original notes acquired directly from us for your own account. By tendering your original notes as described below, you will be making representations to this effect. If you are an affiliate, you will not be able to resell or otherwise transfer the new notes without compliance with the registration and prospectus delivery provisions of the Securities Act of 1933, and you will be required to represent that you will comply with the registration and prospectus delivery requirements of the Securities Act of 1933 and will provide information to be included in the shelf registration statement in order to have your new notes included in such shelf registration statement. See The Exchange Offer Representations We Need From You Before You May Participate in the Exchange Offer.

In relation to each Relevant Member State, you will need to represent and agree that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State

Table of Contents

(the Relevant Implementation Date) you have not made and will not make an offer of notes to the public in that Relevant Member State prior to the publication of a prospectus in relation to the notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that you may, with effect from and including the Relevant Implementation Date, make an offer of notes to the public in that Relevant Member State at any time:

(a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;

(b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive subject to obtaining the prior consent of the representatives of the Issuer for any such offer; or

(c) in any other circumstances falling within Article 3(2) of the Prospectus Directive

provided that no such offer of notes shall require the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of notes to the public in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe the notes, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

CUSIP Numbers and Fungibility

On September 30, 2010, the Issuer issued $1,000,000,000 in aggregate principal amount of 7 $^{1}/_{4}$% Senior Notes due 2020 (the existing notes) that are guaranteed by the Guarantors. On December 16, 2011, we exchanged the existing notes that were issued on September 30, 2010 with the restrictive legends for existing notes not containing the restrictive legends in accordance with the registration rights agreement entered into in connection with the issuance of the existing notes. The original notes were originally issued under CUSIP numbers different from the existing notes; however, following the consummation of this exchange offer, the existing notes and the notes issued in the exchange offer will have the same CUSIP number and be fungible.

Table of Contents

Those Excluded from the Exchange Offer	You may not participate in the exchange offer if you are: • a holder of original notes in any jurisdiction in which the exchange offer is not, or your acceptance will not be, legal under the applicable securities or blue sky laws of that jurisdiction; • a holder of original notes who is an affiliate of ours, unless you represent that you will comply with the registration and prospectus delivery requirements of the Securities Act of 1933 and will provide information to be included in a shelf registration statement in order to have your new notes included in such shelf registration statement; or • a holder of original notes in any Relevant Member State in which the exchange offer would require the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Directive.
Consequences of Failure to Exchange Your Original Notes	After the exchange offer is complete, you will no longer be entitled to exchange your original notes for registered notes. If you do not exchange your original notes for new notes in the exchange offer, your original notes will continue to have the restrictions on transfer contained in the original notes and in the indenture governing the original notes. In general, your original notes may not be offered or sold unless registered under the Securities Act of 1933, unless there is an exemption from, or unless in a transaction not governed by, the Securities Act of 1933 and applicable state securities laws. We have no current plans to register your original notes under the Securities Act of 1933.
Expiration Date	The exchange offer expires at 5:00 p.m., New York City time, on , 2013, the expiration date, unless we extend the offer. We do not currently intend to extend the expiration date.
Conditions to the Exchange Offer	The exchange offer has customary conditions that may be waived by us. There is no minimum aggregate amount of original notes that must be tendered to complete the exchange offer.
Procedures for Tendering Your Original Notes	If you wish to tender your original notes for exchange in the exchange offer, you or the custodial entity through which you hold your notes must send to Wells Fargo Bank, National Association, the exchange agent, on or before the expiration date of the exchange offer: • a properly completed and executed letter of transmittal, which has been provided to you with this prospectus, together with your original notes and any other documentation requested by the letter of transmittal; and

for holders who hold their positions through The Depository Trust Company, referred to as DTC:

Table of Contents

an agent s message from DTC stating that the tendering participant agrees to be bound by the letter of transmittal and the terms of the exchange offer;

your original notes by timely confirmation of book-entry transfer through DTC; and

all other documents required by the letter of transmittal.

Holders who hold their positions through Euroclear and Clearstream, Luxembourg must adhere to the procedures described in The Exchange Offer Procedures for Tendering Your Original Notes.

Special Procedures for Beneficial Owners	If you beneficially own original notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your original notes in the exchange offer, you should contact the registered holder promptly and instruct it to tender on your behalf.
Guaranteed Delivery Procedures for Tendering Original Notes	If you wish to tender your original notes and the original notes are not immediately available, or time will not permit your original notes or other required documents to reach Wells Fargo Bank, National Association before the expiration date, or the procedure for book-entry transfer cannot be completed on a timely basis, you may tender your original notes according to the guaranteed delivery procedures set forth under The Exchange Offer Guaranteed Delivery Procedures.
Withdrawal Rights	You may withdraw the tender of your original notes at any time prior to 5:00 p.m., New York City time, on the expiration date.
U.S. Tax Considerations	The exchange of original notes for new notes will not constitute a taxable event for U.S. federal income tax purposes. Rather, the notes you receive in the exchange offer will be treated as a continuation of your investment in the original notes. For additional information regarding U.S. federal income tax considerations, you should read the discussion under Taxation U.S. Federal Income Tax Considerations.
Use of Proceeds	We will not receive any proceeds from the issuance of the notes in the exchange offer. We will pay all expenses incidental to the exchange offer.

Table of Contents

Exchange Agent	Wells Fargo Bank, National Association is serving as the exchange agent. Its contact information is as follows:

By Registered or Certified Mail:

WELLS FARGO BANK, N.A.

Corporate Trust Operations

MAC N9303-121

PO Box 1517

Minneapolis, MN 55480

By Regular Mail or Overnight Courier:

WELLS FARGO BANK, N.A.

Corporate Trust Operations

MAC N9303-121

Sixth & Marquette Avenue

Minneapolis, MN 55479

In Person by Hand Only:

WELLS FARGO BANK, N.A.

12th Floor Northstar East Building

Corporate Trust Operations

608 Second Avenue South

Minneapolis, MN 55479

By Facsimile (For Eligible Institutions only):

fax. (612) 667-6282

Attn. Bondholder Communications

For Information or Confirmation by Telephone: (800) 344-5128, Option 0

Attn. Bondholder Communications

Please review the information under the heading The Exchange Offer for more detailed information concerning the exchange offer.

Table of Contents

SUMMARY DESCRIPTION OF NOTES

The notes are governed by an indenture, dated September 30, 2010, among the Issuer, the guarantors and Wells Fargo Bank, National Association, as trustee. The following is a summary of certain terms of the indenture and the notes and is qualified in its entirety by the more detailed information contained under the heading Description of Notes elsewhere in this prospectus. Certain descriptions in this prospectus of provisions of the indenture are summaries of such provisions and are qualified herein by reference to the indenture.

Issuer	Intelsat Jackson Holdings S.A.
Notes Offered	Up to $1,200.0 million in aggregate principal amount of 7 $^{1}/_{4}$% senior notes due 2020 (the new notes).
	The terms of the new notes will be identical in all material respects to the terms of the original notes, except that the new notes have been registered under the Securities Act of 1933, as amended, and therefore will not contain transfer restrictions and will not contain the provisions for an increase in the interest rate related to defaults in the agreement to carry out this exchange offer.
Maturity	The notes will mature on October 15, 2020.
Interest	The notes will bear interest at a rate of $7^{1}/_{4}$% per annum.
Interest Payment Dates	Interest on the notes will be payable semi-annually on April 1 and October 1 of each year.
	Interest on the notes will be computed on the basis of a 360-day year comprised of twelve 30-day months.
Guarantees	Intelsat S.A., Intelsat Luxembourg and certain of the direct and indirect subsidiaries of the Issuer that guarantee the Issuer s obligations under the Intelsat Jackson Secured Credit Agreement will unconditionally guarantee the notes.
Ranking	The notes will be the Issuer s senior unsecured obligations, ranking equally in right of payment with all of the Issuer s existing and future senior unsecured indebtedness. The notes will be effectively subordinated to the Issuer s existing and future secured indebtedness, including the Issuer s senior secured credit facilities, to the extent of the assets securing that indebtedness. The notes will be structurally subordinated in right of payment to the existing and future indebtedness of the Issuer s existing and future subsidiaries that are not guarantors.
	The guarantees of the notes will be each guarantor s senior unsecured obligations, ranking equally in right of payment with all of such guarantor s existing and future senior unsecured indebtedness. The guarantees will be effectively subordinated to each guarantor s existing and future secured indebtedness to the extent of the assets

14

Table of Contents

	securing that indebtedness and structurally subordinated to all obligations of any subsidiary of such guarantor if that subsidiary is not a guarantor. As of September 30, 2012, on a pro forma basis after giving effect to the Recent Transactions, (a) the Issuer and its subsidiaries would have had approximately $10.4 billion principal amount of total third-party indebtedness on a consolidated basis, approximately $3.4 billion of which would have been secured indebtedness, (b) Intelsat Luxembourg would have had approximately $15.7 billion principal amount of total third-party indebtedness on a consolidated basis, approximately $3.4 billion of which would have been secured indebtedness, and (c) Intelsat S.A. would have had approximately $16.1 billion principal amount of total third-party indebtedness on a consolidated basis, approximately $3.4 billion of which would have been secured indebtedness. In addition, as of September 30, 2012, the Issuer had $339.3 million (net of standby letters of credit) of availability under its senior secured credit facilities, all of which would be obligations of the Issuer and the guarantors of the senior secured credit facilities, including Intelsat Luxembourg and certain subsidiaries of the Issuer.
Optional Redemption	The Issuer may redeem all or a portion of the notes at any time prior to October 15, 2015, at a price equal to 100% of the principal amount thereof plus the make-whole premium described in Description of Notes Optional Redemption. Thereafter, the Issuer may redeem all or a portion of the notes at the applicable redemption prices listed in Description of Notes Optional Redemption, plus accrued and unpaid interest. At any time, which may be more than once, before October 15, 2013, the Issuer may redeem up to 35% of the outstanding notes with the proceeds of certain equity offerings and capital contributions, as long as: the Issuer pays a redemption price equal to 107.250% of the principal amount of such notes (plus any accrued and unpaid interest); the notes are redeemed within 90 days of completing such equity offering or of such capital contribution; and at least 65% of the aggregate principal amount of such notes remains outstanding afterwards.
Change of Control	If a change of control of the Issuer occurs, the Issuer must give holders of the notes the opportunity to sell the Issuer their notes at 101% of their principal amount, plus accrued interest.

The Issuer might not be able to pay you the required price for notes you present to it at the time of a change of control because:

- the Issuer might not have enough funds at that time; or

Table of Contents

	the terms of the Issuer s other debt may prevent it from paying.
Asset Sale Proceeds	If the Issuer or certain of its subsidiaries engage in asset sales or receive certain proceeds from certain events of loss, the Issuer generally must either invest the net cash proceeds from such sales or events of loss in our business within a specified period of time, prepay senior debt or make an offer to purchase a principal amount of the notes equal to the excess net cash proceeds. The purchase price of the notes will be 100% of their principal amount, plus accrued interest, if any, to the repurchase date.
Certain Covenants	The indenture governing the notes contains covenants that, among other things, limit the Issuer s and certain of its subsidiaries ability to: incur or guarantee additional indebtedness or issue disqualified or preferred stock; pay dividends or distributions on the Issuer s ordinary shares or repurchase the Issuer s ordinary shares; make certain investments; create liens on their assets to secure debt; enter into transactions with affiliates; merge, consolidate or amalgamate with another company; and transfer and sell assets. These covenants are subject to a number of important limitations and exceptions. See Description of Notes.
Governing Law	The notes will be, and the indenture governing the notes is, governed by New York law.
Absence of a Public Market for the New Notes	The new notes are new securities with no established market for them. We cannot assure you that a market for these new notes will develop or that this market will be liquid. Please refer to the section of this prospectus entitled Risk Factors Risks Relating to Our Substantial Indebtedness and the Notes There has not been, and may not be, a public market for the notes.
Form of the New Notes	The new notes will be represented by one or more permanent global securities in registered form deposited on behalf of The Depository Trust Company with Wells Fargo

Bank, National Association, as custodian. You will not receive new notes in certificated form unless one of the events described in the section of this prospectus entitled Book-Entry; Delivery and Form Exchange of Global Exchange Notes for Certificated Notes occurs. Instead, beneficial interests in the new notes will be shown on, and transfers of these new notes will be effected only through, records maintained in book-entry form by The Depository Trust Company with respect to its participants.

Table of Contents

Risk Factors	Investing in the new notes involves substantial risk. See Risk Factors beginning on page 20 for a discussion of certain factors that you should carefully consider before deciding to invest in the notes.

Table of Contents

Summary Historical Consolidated Financial and Other Data

The following information is only a summary and should be read in conjunction with Capitalization, Selected Historical Consolidated Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and their notes included elsewhere in the prospectus.

Our summary historical consolidated statement of operations data and cash flow data for the years ended December 31, 2009, 2010 and 2011, and the summary consolidated balance sheet data as of December 31, 2010 and 2011 have been derived from our audited consolidated financial statements, which have been prepared in accordance with U.S. GAAP and are included elsewhere in this prospectus. The consolidated balance sheet data as of December 31, 2009 have been derived from our audited consolidated financial statements that are not included in this prospectus.

Our summary historical consolidated statement of operations data and cash flow data for the nine months ended September 30, 2011 and 2012 and the summary consolidated balance sheet data as of September 30, 2012 have been derived from our unaudited condensed consolidated financial statements included elsewhere in this prospectus. The summary consolidated balance sheet data as of September 30, 2011 have been derived from our unaudited condensed consolidated financial statements not included in this prospectus. The unaudited condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and, in the opinion of our management, include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the information set forth herein. Interim financial results are not necessarily indicative of results to be expected for the full year or any future reporting period.

	Year Ended December 31,			Nine Months Ended September 30,	
	2009	2010	2011	2011	2012
			($ in thousands)		
Consolidated Statement of Operations Data:					
Revenue	$ 2,513,039	$ 2,544,652	$ 2,588,426	$ 1,935,515	$ 1,937,783
Operating expenses:					
Direct costs of revenue (excluding depreciation and amortization)	401,826	413,400	417,179	316,749	307,224
Selling, general and administrative	259,944	220,207	208,189	157,516	151,300
Depreciation and amortization	804,037	798,817	769,440	583,196	567,472
Impairment of asset value(1)	499,100	110,625			
Losses on derivative financial instruments	2,681	89,509	24,635	24,163	37,651
Total operating expenses	1,967,588	1,632,558	1,419,443	1,081,624	1,063,647
Income from operations	545,451	912,094	1,168,983	853,891	874,136
Interest expense, net	1,362,823	1,379,019	1,309,484	992,084	950,073
Gain (loss) on early extinguishment of debt	4,697	(76,849)	(326,183)	(326,183)	(46,489)
Earnings (loss) from previously unconsolidated affiliates	517	503	(24,658)	(24,658)	
Other income (expense), net	41,496	9,124	1,955	7,753	(20,982)
Loss before income taxes	(770,662)	(534,147)	(489,387)	(481,281)	(143,408)
Provision for (benefit from) income taxes	11,399	(26,378)	(55,393)	(48,931)	(1,110)
Net loss	(782,061)	(507,769)	(433,994)	(432,350)	(142,298)
Net loss (income) attributable to noncontrolling interest	369	2,317	1,106	2,942	(643)
Net loss attributable to Intelsat S.A.	$ (781,692)	$ (505,452)	$ (432,888)	$ (429,408)	$ (142,941)
Consolidated Cash Flow Data:					
Net cash provided by operating activities	$ 873,656	$ 1,018,218	$ 916,060	$ 673,220	$ 559,563
Net cash used in investing activities	(947,095)	(954,614)	(850,431)	(620,612)	(725,101)
Net cash provided by (used in) financing activities	73,001	150,698	(465,234)	(453,022)	106,827
Other Data:					
Capital expenditures	$ 943,133	$ 982,127	$ 844,688	$ 615,113	$ 715,101
Contracted Backlog (at period end)	9,416,652	9,829,180	10,742,217	10,747,267	10,762,389
Number of satellites (at period end)	54	54	52	52	53

Debt (principal amount)(2)	$ 15,592,697	$ 16,104,335	$ 16,067,409	$ 16,070,557	$ 16,111,573
Net debt(2)	15,115,126	15,411,405	15,772,709	15,775,136	15,880,327
Cash interest expense(3)	978,515	954,111	1,196,416	921,812	924,977
EBITDA(4)	1,391,501	1,720,538	1,915,720	1,420,182	1,420,626

Table of Contents

	As of December 31,			As of September 30,	
	2009	2010	2011	2011	2012
	($ in thousands)				
Consolidated Balance Sheet Data (at period end):					
Cash and cash equivalents, net of restricted cash	$ 477,571	$ 692,930	$ 294,700	$ 295,421	$ 231,246
Restricted cash(5)			94,131		
Satellites and other property and equipment, net	5,781,955	5,997,283	6,142,731	6,179,780	6,403,078
Total assets	17,342,935	17,592,367	17,361,406	17,283,553	17,363,549
Total debt	15,320,699	15,916,625	16,002,330	15,999,183	16,085,536
Shareholder s deficit	(210,763)	(698,941)	(1,143,375)	(1,105,589)	(1,265,536)

(1) The non-cash impairment charge in 2009 due to the impairment of our rights to operate at orbital locations. The non-cash impairment charge in 2010 includes $104.1 million for the write-down in the value of our Galaxy 15 satellite to its estimated fair value following an anomaly and $6.5 million for the non-cash write-off of our IS-4 satellite, which was deemed to be unrecoverable due to an anomaly, including a write-off of the related deferred performance incentive obligations.

(2) Debt (principal amount) for Intelsat S.A. excludes any unamortized discounts or premiums relating to the outstanding debt. Net debt represents debt (principal amount) less cash and cash equivalents, net of restricted cash.

(3) Cash interest expense excludes (i) amortization of debt issuance costs, (ii) amortization of the unamortized discount and premium on certain of Intelsat S.A. s, Intelsat Luxembourg s, Intelsat Jackson s, Intelsat Subsidiary Holding Company S.A. s (Intelsat Sub Holdco , and Intelsat Intermediate Holding Company S.A. s former indirect wholly-owned subsidiary) and Intelsat Corporation s (formerly known as PanAmSat Corporation and Intelsat Jackson s indirect wholly-owned subsidiary) senior notes and credit facilities, (iii) accretion of principal related to the senior discount notes of Intelsat Intermediate Holding Company S.A., Intelsat Jackson s former direct wholly-owned subsidiary, (iv) payment-in-kind interest related to Intelsat Luxembourg s Senior PIK Election Notes due 2017 (the 2017 PIK Notes) and (v) the imputed interest associated with satellite performance incentives.

(4) EBITDA consists of earnings before net interest, gain (loss) on early extinguishment of debt, taxes and depreciation and amortization. Given our high level of leverage, refinancing activities are a frequent part of our efforts to manage our costs of borrowing. Accordingly, we consider gain (loss) on early extinguishment of debt to be an element of interest expense. EBITDA is a measure commonly used in the FSS sector, and we present EBITDA to enhance understanding of our operating performance. We use EBITDA as one criterion for evaluating our performance relative to that of our peers. We believe that EBITDA is an operating performance measure, and not a liquidity measure, that provides investors and analysts with a measure of operating results unaffected by differences in capital structures, capital investment cycles and ages of related assets among otherwise comparable companies. However, EBITDA is not a measure of financial performance under U.S. GAAP, and our EBITDA may not be comparable to similarly titled measures of other companies. EBITDA should not be considered as an alternative to operating income (loss) or net income (loss) attributable to Intelsat S.A., determined in accordance with U.S. GAAP, as an indicator of our operating performance, or as an alternative to cash flows from operating activities, determined in accordance with U.S. GAAP, as an indicator of cash flows, or as a measure of liquidity.

Set forth below is a reconciliation of net loss to EBITDA:

	Year Ended December 31, 2009	Year Ended December 31, 2010	Year Ended December 31, 2011	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2012
Net loss	$ (782,061)	$ (507,769)	$ (433,994)	$ (432,350)	$ (142,298)
Add:					
Interest expense, net	1,362,823	1,379,019	1,309,484	992,084	950,073
(Gain) loss on early extinguishment of debt	(4,697)	76,849	326,183	326,183	46,489
Provision for (benefit from) income taxes	11,399	(26,378)	(55,393)	(48,931)	(1,110)
Depreciation and amortization	804,037	798,817	769,440	583,196	567,472
EBITDA	$ 1,391,501	$ 1,720,538	$ 1,915,720	$ 1,420,182	$ 1,420,626

(5) Restricted cash is related to the proceeds from a New Dawn insurance settlement, which was held in a specific account and used to prepay certain of New Dawn s debt obligations, along with associated fees, in July 2012.

Table of Contents

RISK FACTORS

You should carefully consider the risks described below before deciding to invest in the notes. The risks described below are not the only ones that we may face. Additional risks that are not currently known to us or that we currently consider immaterial may also impair our business, financial condition or results of operations.

Risk Factors Relating to Our Indebtedness and the Notes

If you do not elect to exchange your original notes for new notes, you will hold securities that are not registered and that contain restrictions on transfer.

The original notes that are not tendered and exchanged will remain restricted securities. If the exchange offer is completed, we will not be required to register any remaining original notes, except in the very limited circumstances described in the registration rights agreement for the original notes. That means that if you wish to offer, sell, pledge or otherwise transfer your original notes at some future time, they may be offered, sold, pledged or transferred only if an exemption from registration under the Securities Act of 1933 is available or, outside of the United States, to non-U.S. persons in accordance with the requirements of Regulation S under the Securities Act of 1933 or in accordance with exemptions under the Prospectus Directive. Any remaining original notes will bear a legend restricting transfer in the absence of registration or an exemption from registration.

We have a substantial amount of indebtedness, which may adversely affect our cash flow and our ability to operate our business, remain in compliance with debt covenants and make payments on our indebtedness, including the notes.

As of September 30, 2012, on a pro forma basis after giving effect to the Recent Transactions, (a) the Issuer and its subsidiaries would have had approximately $10.4 billion principal amount of total third-party indebtedness on a consolidated basis, approximately $3.4 billion of which would have been secured indebtedness, (b) Intelsat Luxembourg would have had approximately $15.7 billion principal amount of total third-party indebtedness on a consolidated basis, approximately $3.4 billion of which would have been secured indebtedness, and (c) Intelsat S.A. would have had approximately $16.1 billion principal amount of total third-party indebtedness on a consolidated basis, approximately $3.4 billion of which would have been secured indebtedness. In addition, as of September 30, 2012, the Issuer had $339.3 million (net of standby letters of credit) of availability under its senior secured credit facilities, all of which would be obligations of the Issuer and the guarantors of the senior secured credit facilities, including Intelsat Luxembourg and certain subsidiaries of the Issuer.

The indentures and credit agreements governing a substantial portion of the outstanding debt of Intelsat Luxembourg, Intelsat Jackson and their subsidiaries permit each of these companies to make payments to their respective direct and indirect parent companies to fund the cash interest payments on such indebtedness, so long as no default or event of default shall have occurred and be continuing or would occur as a consequence thereof.

Our substantial indebtedness could have important consequences to you. For example, it could:

- make it more difficult for us to satisfy obligations with respect to indebtedness, including the notes, and any failure to comply with the obligations of any of our debt instruments, including financial and other restrictive covenants, could result in an event of default under the indenture governing the notes and the agreements governing such other indebtedness;
- require us to dedicate a substantial portion of available cash flow to pay principal and interest on our outstanding debt, which will reduce the funds available for working capital, capital expenditures, acquisitions and other general corporate purposes;
- limit flexibility in planning for and reacting to changes in our business and in the industry in which we operate;
- limit our ability to engage in strategic transactions or implement our respective business strategies;

Table of Contents

limit our ability to borrow additional funds; and

place us at a disadvantage compared to any competitors that have less debt.

Any of the factors listed above could materially and adversely affect our business and our results of operations. Furthermore, our interest expense could increase if interest rates rise because certain portions of our debt bear interest at floating rates. If we do not have sufficient cash flow to service our debt, we may be required to refinance all or part of our existing debt, sell assets, borrow more money or sell securities, none of which we can guarantee we will be able to do.

We may be able to incur significant additional indebtedness in the future. Although the indentures governing the notes and our other outstanding notes, the credit agreement governing the Issuer s senior secured credit facilities (the Intelsat Jackson Secured Credit Agreement), the credit agreements governing the Issuer s senior unsecured credit facilities (the Intelsat Jackson Unsecured Credit Agreements) and other agreements governing our indebtedness contain restrictions on the incurrence of certain additional indebtedness, these restrictions are subject to a number of important qualifications and exceptions, and the indebtedness incurred in compliance with these restrictions could be substantial. If we incur new indebtedness, the related risks, including those described above, could intensify.

The Issuer is a holding company with no independent operations or assets. Repayment of our debt, including the notes, is dependent on cash flow generated by our subsidiaries and these notes are subject to a cross-default if we default on certain of our obligations.

The Issuer is a holding company, and all of our satellites are owned by its indirect subsidiaries. The Issuer s direct parent company, Intelsat Luxembourg, and indirect parent company, Intelsat S.A., are also holding companies and have outstanding indebtedness. Repayment of the Issuer s indebtedness, including the notes, is dependent on the generation of cash flow by the Issuer s subsidiaries. Likewise, payment on indebtedness of Intelsat Luxembourg and Intelsat S.A. is dependent on the Issuer s ability to make payments to Intelsat Luxembourg and Intelsat S.A. because Intelsat S.A. and Intelsat Luxembourg currently have no subsidiaries other than the Issuer and its subsidiaries (other than Intelsat Management LLC, Intelsat S.A. s direct subsidiary).

Unless they are guarantors of the notes, the Issuer s subsidiaries do not have any obligation to pay amounts due on the notes or to make funds available for that purpose. The Issuer s subsidiaries may not be able to, or be permitted to, make distributions to enable the Issuer to make payments in respect of its indebtedness, including the notes, or to enable Intelsat Luxembourg or Intelsat S.A. to make payments in respect of their respective indebtedness, including their guarantees of the notes. Each of the Issuer s subsidiaries is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit the Issuer s ability to obtain cash from its subsidiaries. While the indenture governing the notes limits the ability of the Issuer s subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to the Issuer, these limitations are subject to certain qualifications and exceptions. If the Issuer does not receive distributions from its subsidiaries, the Issuer may be unable to make required principal and interest payments on its indebtedness, including the notes. Additionally, the Issuer may not be able to make distributions required to service the indebtedness of its parents, Intelsat Luxembourg and Intelsat S.A. If Intelsat Luxembourg or Intelsat S.A. defaults on certain of its obligations, a cross-default under the indenture governing the notes may occur.

In addition, notwithstanding the fact that the Issuer will not guarantee or otherwise agree to be liable for the indebtedness of Intelsat Luxembourg or Intelsat S.A., no assurance can be given that a court or other tribunal in a bankruptcy or similar proceeding would not seek to substantively consolidate the estates of the Issuer, Intelsat Luxembourg and Intelsat S.A. Substantive consolidation would effectively merge the assets and liabilities of affiliated entities, such as Intelsat Luxembourg, Intelsat S.A. and the Issuer, in bankruptcy so that they will be treated as though held and incurred by one entity. If a bankruptcy court were to reach such a finding, the notes would no longer be structurally senior to any indebtedness of Intelsat Luxembourg and Intelsat S.A.

Table of Contents

To service our third-party indebtedness, we will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control, and any failure to meet our third-party debt service obligations could harm our business, financial condition and results of operations.

As of September 30, 2012, on a pro forma basis after giving effect to the Recent Transactions, the Issuer s and its subsidiaries estimated payment obligations with respect to their indebtedness for the next twelve months are comprised of approximately $199.0 million of principal payments and approximately $621.0 million of interest payments, excluding payments related to satellite performance incentives due to satellite manufacturers.

As of September 30, 2012, on the same pro forma basis, Intelsat Luxembourg s and its subsidiaries estimated payment obligations with respect to their indebtedness for the next twelve months are comprised of approximately $199.0 million of principal payments and approximately $1.2 billion of interest payments, excluding payments related to satellite performance incentives due to satellite manufacturers.

As of September 30, 2012, on the same pro forma basis, estimated payment obligations with respect to the third-party indebtedness of Intelsat S.A. and its subsidiaries for the next twelve months, which include the payment obligations of Intelsat Luxembourg and the Issuer and their subsidiaries, are comprised of approximately $199.0 million of principal payments and approximately $1.2 billion of interest payments, excluding payments related to satellite performance incentives due to satellite manufacturers.

Each of Intelsat S.A. s and its subsidiaries ability to pay interest on and principal of their notes and our ability to satisfy our other debt obligations will depend principally upon our future operating performance. As a result, prevailing economic conditions and financial, business and other factors, many of which are beyond our control, will affect our ability to make payments on our indebtedness. If we do not generate sufficient cash flow from operations to satisfy our debt service obligations, including payments on the notes, we may have to undertake alternative financing plans, such as refinancing or restructuring our indebtedness, selling assets, reducing or delaying capital investments or seeking to raise additional capital. Our ability to restructure or refinance our debt will depend on the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, the terms of existing or future debt instruments, including the Intelsat Jackson Secured Credit Agreement, the Intelsat Jackson Unsecured Credit Agreements and the indentures governing the notes and our other outstanding notes, may restrict us from adopting some of these alternatives. Furthermore, the New Sponsors have no obligation to provide us with debt or equity financing in the future. Our inability to generate sufficient cash flow to satisfy our debt service obligations, including the Issuer s inability to service the notes or its other debt obligations, or to refinance our obligations on commercially reasonable terms, would have an adverse effect, which could be material, on our business, financial position, results of operations and cash flows, as well as on the Issuer s and its subsidiaries ability to satisfy their obligations in respect of their respective notes.

The terms of the Intelsat Jackson Secured Credit Agreement, the Intelsat Jackson Unsecured Credit Agreements, the indentures governing the notes and our other outstanding notes and the terms of our other indebtedness may restrict our current and future operations, particularly our ability to respond to changes in our business or to take certain actions.

The Intelsat Jackson Secured Credit Agreement, the Intelsat Jackson Unsecured Credit Agreements, the indentures governing the notes and our other outstanding notes and the terms of our other outstanding indebtedness contain, and any future indebtedness of ours would likely contain, a number of restrictive covenants imposing significant operating and financial restrictions on Intelsat S.A. and some or all of its subsidiaries, including restrictions that may limit our ability to engage in acts that may be in our long-term best interests. The Intelsat Jackson Secured Credit Agreement includes two financial covenants. Intelsat Jackson must maintain a consolidated secured debt to consolidated EBITDA ratio of less than or equal to 3.50 to 1.00 at the end of each fiscal quarter as well as a consolidated EBITDA to consolidated interest expense ratio of greater than or equal to 1.75 to 1.00 at the end of each fiscal quarter, in each case as such financial measures are defined in the Intelsat Jackson Secured Credit Agreement.

Table of Contents

In addition, the Intelsat Jackson Secured Credit Agreement requires Intelsat Jackson to use a portion of the proceeds of certain asset sales, in excess of a specified amount, that are not reinvested in its business to repay indebtedness under such agreement.

The Intelsat Jackson Secured Credit Agreement, the Intelsat Jackson Unsecured Credit Agreements, the indentures governing the notes and our other outstanding notes and the terms of our other outstanding indebtedness include covenants restricting, among other things, the ability of Intelsat S.A., Intelsat Luxembourg, Intelsat Jackson or their respective subsidiaries to:

- incur or guarantee additional debt or issue disqualified stock;
- pay dividends (including to fund cash interest payments at different entity levels), or make redemptions, repurchases or distributions, with respect to ordinary shares or capital stock;
- create or incur certain liens;
- make certain loans or investments;
- engage in mergers, acquisitions, amalgamations, asset sales and sale and leaseback transactions; and
- engage in transactions with affiliates.

These covenants are subject to a number of qualifications and exceptions. The operating and financial restrictions and covenants in our existing debt agreements and any future financing agreements may adversely affect our ability to finance future operations or capital needs or to engage in other business activities. A breach of any of the restrictive covenants in the Intelsat Jackson Secured Credit Agreement could result in a default under such agreement. If any such default occurs, the lenders under the Intelsat Jackson Secured Credit Agreement may elect to declare all outstanding borrowings, together with accrued interest and other fees, to be immediately due and payable, enforce their security interest or require us to apply all available cash to repay these borrowings. If this occurred under the Intelsat Jackson Secured Credit Agreement, this would result in an event of default under the notes, our other outstanding notes and the Intelsat Jackson Unsecured Credit Agreements. The lenders under the Intelsat Jackson Secured Credit Agreement will also have the right in these circumstances to terminate any commitments they have to fund further borrowings. If Intelsat Jackson were unable to repay outstanding borrowings when due, the lenders under the Intelsat Jackson Secured Credit Agreement would have the right to proceed against the collateral granted to them to secure the debt owed to them. If the debt under the Intelsat Jackson Secured Credit Agreement were to be accelerated, our assets might not be sufficient to repay such debt in full or to repay the notes and our other debt.

The notes and the guarantees are effectively subordinated to any secured debt of the Issuer and its subsidiaries.

The notes and the guarantees are the Issuer s and the guarantors unsecured obligations. Holders of any existing or future secured debt of the Issuer, including under the Intelsat Jackson Secured Credit Agreement, will have claims that are prior to your claims as holders of the notes to the extent of the value of the assets securing that other debt. Additionally, the indentures governing the notes and our other outstanding notes, the Intelsat Jackson Secured Credit Agreement and the Intelsat Jackson Unsecured Credit Agreements permit us and/or our subsidiaries to incur additional indebtedness, including secured indebtedness, under certain circumstances. The notes are effectively subordinated to any such additional secured debt that the Issuer or its subsidiaries may incur to the extent of the value of the collateral securing such debt.

Value should not be assigned to the guarantees of the notes provided by Intelsat S.A. or Intelsat Luxembourg and you should not expect Intelsat S.A. or Intelsat Luxembourg to participate in making any payments in respect of the notes or the guarantees.

The notes are guaranteed by Intelsat S.A. and Intelsat Luxembourg, but you should not assign any value to such guarantees. Intelsat S.A. and Intelsat Luxembourg are holding companies, the only assets of which are the shares of their respective direct wholly-owned subsidiaries. These entities are dependent for the service of their

Table of Contents

indebtedness on the ability of the Issuer and its subsidiaries to generate cash flow and make this cash available to Intelsat Luxembourg and Intelsat S.A., as the case may be, by dividend, distribution, loan or otherwise. The covenants in the indenture governing the notes apply only to the Issuer and certain of its subsidiaries and do not apply to any direct or indirect parent of the Issuer, including Intelsat S.A. and Intelsat Luxembourg. As noted elsewhere in these Risk Factors and in this prospectus, Intelsat S.A. and Intelsat Luxembourg currently have a substantial amount of indebtedness (including guarantees of subsidiary indebtedness) outstanding. Any direct or indirect parent of the Issuer, including Intelsat S.A. and Intelsat Luxembourg, may be able to incur significant additional indebtedness in the future, and the indenture governing the notes does not prohibit any such entity from doing so. If any additional indebtedness is incurred by any of these entities, the risks of servicing the indebtedness of these entities will be magnified. Finally, the indenture governing the notes provides that the guarantees provided by Intelsat S.A. and Intelsat Luxembourg may be released at any time at our option.

The notes and the guarantees are structurally subordinated to all of the liabilities of the Issuer s subsidiaries that are not guarantors, and the assets of the Issuer s non-guarantor subsidiaries may not be available to make payments on the notes.

Not all of the Issuer s subsidiaries are required to guarantee the notes. If any non-guarantor subsidiary becomes insolvent, liquidates, reorganizes, dissolves or otherwise winds up, holders of its indebtedness and its trade creditors generally will be entitled to payment on their claims from the assets of that subsidiary before any of those assets are made available to the Issuer. Consequently, claims in respect of the notes are structurally subordinated to all of the liabilities of the Issuer s non-guarantor subsidiaries, including trade payables, and any claims of third-party holders of preferred equity interests, if any, in the Issuer s non-guarantor subsidiaries. All obligations of our non-guarantor subsidiaries will have to be satisfied before any of the assets of such subsidiaries would be available for distribution, upon a liquidation or otherwise, to us or a guarantor of the notes.

None of the subsidiaries comprising our New Dawn or Horizons Holdings joint ventures guarantee the notes. You should not expect these subsidiaries to participate in making any payments in respect of the notes.

Enforcing your rights as a holder of the notes or under the guarantees across multiple jurisdictions may be difficult.

The Issuer, Intelsat S.A., Intelsat Luxembourg and certain of our subsidiaries are Luxembourg companies. Also, guarantees are granted by companies located in the United States, the United Kingdom, Luxembourg, Gibraltar and other jurisdictions and in the jurisdiction of organization of any other existing or future guarantor of the notes. In the event of bankruptcy, insolvency or a similar event, proceedings could be initiated in any of these jurisdictions. Your rights under the notes and the guarantees could therefore be subject to the laws of multiple jurisdictions, and you may not be able to enforce effectively your rights in multiple jurisdictions. Moreover, multi-jurisdictional proceedings are typically complex and costly for creditors and often result in substantial uncertainty and delay in the enforcement of creditors rights. Treaties may not exist in all cases for the recognition of the enforcement of a judgment or order of a foreign court.

In addition, the bankruptcy, insolvency, foreign exchange, administration and other laws of the various jurisdictions may be materially different from or in conflict with one another and those of the United States, including in respect of creditors rights, priority of creditors, the ability to obtain post-petition interest and the duration of the insolvency proceeding. The consequences of the multiple jurisdictions involved in the transaction could trigger disputes over which jurisdiction s law should apply which could adversely affect your ability to enforce your rights and to collect payment in full under the notes and the guarantees.

Table of Contents

U.S. federal and state statutes and Luxembourg laws allow courts, under specific circumstances, to void the notes and the guarantees, subordinate claims in respect of the notes and the guarantees and require noteholders to return payments received from the Issuer or the guarantors.

Certain of the Issuer s subsidiaries guarantee the obligations under the notes. Additionally, the Issuer s direct and indirect parent companies, Intelsat Luxembourg and Intelsat S.A., guarantee the notes. The Issuer s issuance of the notes and the issuance of the guarantees by the subsidiary guarantors may be subject to review under U.S. federal and state laws if a bankruptcy, liquidation or reorganization case or a lawsuit, including in circumstances in which bankruptcy is not involved, were commenced at some future date by, or on behalf of, our unpaid creditors or the unpaid creditors of a guarantor. Under the federal bankruptcy laws and comparable provisions of state fraudulent transfer laws, a court may void or otherwise decline to enforce the notes or a subsidiary guarantor s guarantee, or may subordinate the notes or such guarantee to our or the applicable subsidiary guarantor s existing and future indebtedness. While the relevant laws may vary from state to state, a court might do so if it found that when the notes were issued or when the applicable subsidiary guarantor entered into its guarantee, or, in some states, when payments became due under the notes or such guarantee, the Issuer or the applicable subsidiary guarantor received less than reasonably equivalent value or fair consideration and either:

- was insolvent or rendered insolvent by reason of such incurrence; or
- was engaged in a business or transaction for which its remaining assets constituted unreasonably small capital; or
- intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature.

A court would likely find that the Issuer or a subsidiary guarantor did not receive reasonably equivalent value or fair consideration for the notes or such guarantee if the Issuer or such subsidiary guarantor did not substantially benefit directly or indirectly from the issuance of the notes. A Luxembourg court may conduct a similar review and although Luxembourg law may differ from U.S. federal and state laws, a Luxembourg court could nevertheless come to the same or a similar conclusion.

The measures of insolvency for purposes of these fraudulent transfer laws vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, the Issuer or a subsidiary guarantor, as applicable, would be considered insolvent if:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of its assets; or
- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or
- it could not pay its debts as they become due.

A court might also void the notes or a guarantee, without regard to the above factors, if the court found that the notes were issued or the applicable subsidiary guarantor entered into its guarantee with actual intent to hinder, delay or defraud its creditors. In addition, under applicable U.S. federal and state laws and applicable Luxembourg laws any payment by the Issuer or a guarantor pursuant to the notes or its guarantee could be voided and required to be returned to the Issuer or such guarantor or to a fund for the benefit of the Issuer s or such guarantor s creditors, and accordingly the court might direct you to repay any amounts that you had already received from the Issuer or such subsidiary guarantor. Luxembourg insolvency law may affect transactions entered into or payments made by the Issuer or the Luxembourg guarantors during the period before liquidation or administration. If the liquidator or administrator in a Luxembourg proceeding can show the Issuer or the Luxembourg guarantors have given preference to any person by defrauding the rights of creditors generally, regardless of when this fraud occurred, a Luxembourg court has the power, among other things, to void the

25

Table of Contents

preferential transaction. If the liquidator or administrator can show that a payment was made during the so-called suspect period (*période suspecte*) (which is generally a maximum of six months and ten days preceding the judgment declaring bankruptcy) that is disadvantageous to the general body of creditors and the party receiving such payment is shown to have known that the bankrupt party had generally stopped making payments when such payment occurred, a Luxembourg court has the power, among other things, to void the preferential transaction.

To the extent a court voids the notes or any of the guarantees as fraudulent transfers or holds the notes or any of the guarantees unenforceable for any other reason, holders of notes would cease to have any direct claim against the Issuer or the applicable subsidiary guarantor. If a court were to take this action, the Issuer s or the applicable guarantor s assets would be applied first to satisfy the Issuer s or the applicable guarantor s liabilities, if any, before any portion of its assets could be applied to the payment of the notes. Sufficient funds to repay the notes may not be available from other sources, including the remaining guarantors, if any.

Each subsidiary guarantee contains a provision intended to limit the guarantor s liability to the maximum amount that it could incur without causing the incurrence of obligations under its guarantee to be a fraudulent transfer. This provision may not be effective to protect the guarantees from being voided under applicable fraudulent transfer laws or may reduce the guarantor s obligation to an amount that effectively makes the guarantee worthless.

The value of the guarantee of the notes by Luxembourg, Gibraltar and English entities may be limited by applicable Luxembourg, Gibraltar and English law affecting the rights of creditors.

Some of the guarantors are organized or existing under Luxembourg, Gibraltar or English law. Under Luxembourg insolvency law, transactions may be voided in certain circumstances including on the grounds that the transaction constituted a fraudulent preference or lacked a corporate benefit for the relevant party. A transaction might also be challenged if it involved a gift by the company or a company received consideration of significantly less value than the benefit given by such company. However, a Luxembourg court generally will not intervene if a company entered into the transaction in good faith for the purposes of carrying on its business and there were reasonable grounds for believing the transaction would benefit the company either on a stand alone basis or, more exceptionally under certain circumstances, as part of a larger corporate group that is connected through common ownership. Under Luxembourg law, a court (if it deems appropriate) may in certain circumstances order that, where persons were knowingly parties to the conduct of a transaction with that company and the carrying on of business of that company with the intent of defrauding creditors of the company or any other person or of any fraudulent purpose, such persons be held liable for damages or, depending on the circumstances, without limitation, for all or any debt or other liability of that company. Under English insolvency law, the liquidator or administrator of a company may apply to the court to unwind a transaction entered into by such company at less than fair value if the company was insolvent at the time of, or becomes insolvent as a consequence of, the transaction and entered into a formal insolvency process within two years of the completion of the transaction. Under Gibraltar insolvency law, in a liquidation of a company any obligation incurred by a company which is unable to pay its debts as they become due in favor of any creditor, with a view to giving such creditor a preference over other creditors, shall, unless effected for valuable consideration, be void against a liquidator if incurred within three months of the commencement of the winding up.

Each of the Luxembourg and English guarantors believes that its guarantee of the existing notes was not, and its guarantee of the new notes will not be, issued on terms that would amount to a transaction at less than fair value and that such guarantee was in good faith for the purposes of carrying on its business and that there are reasonable grounds for believing that the transactions would benefit it. Each of the Luxembourg, Gibraltar and English guarantors also believes that it is solvent and that its guarantee of the existing notes did not, and its guarantee of the new notes will not, render it insolvent. There can be no assurance, however, that the issue of the guarantees will not be challenged by a liquidator of such guarantors or that a Luxembourg, Gibraltar, English or other competent court would support the analysis described above.

Table of Contents

The guarantees of the notes by the Luxembourg, Gibraltar and English guarantors are limited to the maximum amount that can be guaranteed without rendering the guarantees voidable or otherwise ineffective under applicable laws relating to insolvency, ultra vires or similar laws or regulations affecting the rights of creditors generally. As a result, the liabilities of the Luxembourg, Gibraltar and English guarantors under their guarantees could be reduced to zero, depending upon the amount of their respective other obligations.

The Issuer may not be able to repurchase the notes upon a change of control.

The indenture requires the Issuer to offer to repurchase some or all of the notes when certain change of control events occur. If the Issuer experiences a change of control, you will have the right to require the Issuer to repurchase your notes at a purchase price in cash equal to 101% of the principal amount of your notes plus accrued and unpaid interest, if any. Many of the indentures governing our other outstanding notes and the Intelsat Jackson Unsecured Credit Agreements contain similar change of control provisions.

The Intelsat Jackson Secured Credit Agreement provides that a change of control (as defined therein) constitutes an event of default. Any future credit agreement or other agreements relating to senior indebtedness to which we become a party may contain similar provisions. If the Issuer experiences a change of control that triggers a default under its senior secured credit facilities, the Issuer could seek a waiver of such default or seek to refinance the senior secured credit facilities. If the Issuer does not obtain such a waiver or refinance the senior secured credit facilities, such default could result in amounts outstanding under its senior secured credit facilities being declared due and payable.

If the Issuer experiences a change of control that results in it having to repurchase the notes, it may not have sufficient financial resources to satisfy all of its obligations under the notes and the other outstanding notes issued by the Issuer. In addition, the change of control covenant in the indenture governing the notes does not cover all corporate reorganizations, mergers or similar transactions and may not provide you with protection in a highly leveraged transaction. See Description of Notes Change of Control in this prospectus.

There has not been, and may not be, a public market for the notes.

The notes will be new securities for which there is currently no public market. We cannot guarantee the future development of a market for the notes or the ability of holders to sell, or the price at which holders may be able to sell, their notes. If the notes are traded after their initial issuance, they may trade at a discount from their initial offering price, depending upon prevailing interest rates, the market for similar securities and other factors. The initial purchasers in the offering of the original notes informed us that, subject to applicable laws and regulations, as of the issuance date of the original notes they intended to make a market in the notes. However, the initial purchasers are not obligated to do so, and any market making by them may be discontinued at any time without notice. Therefore, no assurance can be given as to whether an active trading market will develop for the notes or, if a market develops, whether it will continue.

The Issuer does not intend to apply for listing of the notes on any securities exchange or automated quotation system.

Because the non-U.S. Intelsat companies are incorporated under the laws of countries other than the United States, and certain of their directors and officers reside outside of the United States, it may be difficult for you to enforce judgments against the non-U.S. Intelsat companies or their directors and officers.

The Issuer and certain of the guarantors are incorporated and currently existing under the laws of countries other than the United States. In addition, certain of the directors and officers of the non-U.S. Intelsat companies reside outside of the United States. As a result, it may be difficult for investors to effect service of process on the non-U.S. Intelsat companies or those persons in the United States or to enforce in the United States judgments obtained in U.S. courts against the non-U.S. Intelsat companies or those persons based on the civil liability provisions of the U.S. securities or other laws. Uncertainty exists as to whether courts in the jurisdictions of

Table of Contents

organization of the non-U.S. Intelsat companies will enforce judgments obtained in other jurisdictions, including the United States, against the non-U.S. Intelsat companies or the directors or officers under the securities or other laws of those jurisdictions or entertain actions in those jurisdictions against the non-U.S. Intelsat companies or the directors or officers under the securities or other laws of other jurisdictions.

The Intelsat companies might be subject to unanticipated taxes, and a holder s income on the notes might be treated as income from U.S. sources.

Intelsat S.A. and its non-U.S. subsidiaries, including the Issuer, intend to conduct their operations (and believe they have conducted their operations to date) so that Intelsat S.A. and its non-U.S. subsidiaries, including the Issuer, will not be (and have not been) engaged in a trade or business within the United States, will not earn (and have not earned) income effectively connected with such a business that would be subject to U.S. federal income tax and will not be subject (and have not been subject) to significant U.S. withholding tax. However, the U.S. Internal Revenue Service may conclude that Intelsat S.A. and/or its non-U.S. subsidiaries, including the Issuer, have engaged in a trade or business within the United States and/or have been subject to significant U.S. withholding tax. Such a determination could result in a substantial unanticipated tax liability. In addition, if the Issuer were deemed to have engaged in a U.S. trade or business, all or a portion of the interest on the notes would be treated as from U.S. sources and to the extent payable to non-U.S. holders, could be subject to withholding tax unless certain conditions are met.

Risk Factors Relating to the Exchange Offer

The issuance of the new notes may adversely affect the market for the original notes.

To the extent the original notes are tendered and accepted in the exchange offer, the trading market for the untendered and tendered but unaccepted original notes could be adversely affected. Because we anticipate that most holders of the original notes will elect to exchange their original notes for new notes due to the absence of restrictions on the resale of new notes under the Securities Act of 1933, we anticipate that the liquidity of the market for any original notes remaining after the completion of this exchange offer may be substantially limited. Please refer to the section in this prospectus entitled The Exchange Offer Consequences of Failure to Properly Tender Original Notes in the Exchange.

Some persons who participate in the exchange offer must deliver a prospectus in connection with resales of the new notes.

Based on interpretations of the staff of the Securities and Exchange Commission contained in Exxon Capital Holdings Corp., SEC no-action letter (April 13, 1988), Morgan Stanley & Co. Inc., SEC no-action letter (June 5, 1991) and Shearman & Sterling, SEC no-action letter (July 2, 1983), we believe that you may offer for resale, resell or otherwise transfer the new notes without compliance with the registration and prospectus delivery requirements of the Securities Act of 1933. However, in some instances described in this prospectus under Plan of Distribution, you will remain obligated to comply with the registration and prospectus delivery requirements of the Securities Act of 1933 and/or the Prospectus Directive to transfer your new notes. In these cases, if you transfer any new note without delivering a prospectus meeting the requirements of the Securities Act of 1933 or without an exemption from registration of your new notes under the Securities Act of 1933, you may incur liability under this act. We do not and will not assume, or indemnify you against, this liability.

Table of Contents

Risk Factors Relating to Our Business

We are subject to significant competition both within the FSS sector and from other providers of communications capacity, such as fiber optic cable capacity. Competition from other telecommunications providers could have a material adverse effect on our business and could prevent us from implementing our business strategy and expanding our operations as planned.

We face significant competition in the FSS sector in different regions around the world. We compete against other satellite operators and against suppliers of ground-based communications capacity. The increasing availability of satellite capacity and capacity from other forms of communications technology has historically created an excess supply of telecommunications capacity in certain regions from time to time. Increased competition in the FSS sector could lower prices, which could reduce our operating margins and the cash available to fund our operations and service our debt obligations. In addition, there has been a trend toward consolidation of major FSS providers as customers increasingly demand more robust distribution platforms with network redundancies and worldwide reach, and we expect to face increased competition as a result of this trend. Our direct competitors are likely to continue developing and launching satellites with greater power and more transponders, which may create satellite capacity at lower costs. In order to compete effectively, we may have to invest in similar technology.

We also believe that there are many companies that are seeking ways to improve the ability of existing land-based infrastructure, such as fiber optic cable, to transmit signals. Any significant improvement or increase in the amount of land-based capacity, particularly with respect to the existing fiber optic cable infrastructure and point-to-point applications, may cause our video services customers to shift their transmissions to land-based capacity or make it more difficult for us to obtain new customers. If fiber optic cable networks or other ground-based high-capacity transmission systems are available to service a particular point, that capacity, when available, is generally less expensive than satellite capacity. As land-based telecommunications services expand, demand for some satellite-based services may be reduced.

In addition, we face challenges to our business apart from these industry trends that our competition may not face. A portion of our revenue has historically been derived from channel services. Because fiber optic cable capacity is generally available at lower prices than satellite capacity, competition from fiber optic cable has historically caused a migration of our point-to-point customers from satellite to fiber optic cable on certain routes, resulting in erosion in our revenue from point-to-point services over the last ten years. Some other FSS operators have service mixes that are less weighted towards point-to-point connectivity than our current service mix. We have been addressing this erosion and sustaining our business by expanding our customer base in point-to-multipoint services, such as video, and growing our managed services business.

Failure to compete effectively with other FSS operators and to adapt to new competition and new technologies or failure to implement our business strategy while maintaining our existing business could result in a loss of revenue and a decline in profitability, a decrease in the value of our business and a downgrade of our credit ratings, which could restrict our access to the capital markets.

The market for fixed satellite services may not grow or may shrink and therefore we may not be able to attract new customers, retain our existing customers or implement our strategies to grow our business. In addition, pricing pressures may have an adverse impact on FSS sector revenue.

The FSS sector, as a whole, has experienced growth over the past few years. However, the future market for FSS may not grow or may shrink. Competing technologies, such as fiber optic cable, are continuing to adversely affect the point-to- point segment of the FSS sector. In the point-to-multipoint segment, the global economic downturn, the transition of video traffic from analog to digital and continuing improvements in compression technology have negatively impacted demand for certain fixed satellite services. Developments that we expect to support the growth of the satellite services industry, such as continued growth in data traffic and the proliferation of DTH platforms, HDTV and niche programming, may fail to materialize or may not occur in the manner or to the extent we anticipate. Any of these industry dynamics could negatively affect our operations and financial condition.

Table of Contents

Because the market for FSS may not grow or may shrink, we may not be able to attract customers for the services that we are providing as part of our strategy to sustain our business. Reduced growth in the FSS sector may also adversely affect our ability to retain our existing customers. A shrinking market could reduce the number and value of our customer contracts and would have a material adverse effect on our business and results of operations. In addition, there could be a substantial negative impact on our credit ratings and our ability to access the capital markets.

The FSS sector has in the past experienced periods of pricing pressures that have resulted in reduced revenues of FSS operators. If similar pricing pressures were to occur in the future, this could have a significant negative impact on our revenues and financial condition.

Our financial condition could be materially and adversely affected if we were to suffer a satellite loss that is not adequately covered by insurance.

We currently carry in-orbit insurance only with respect to a small portion of our satellite fleet. As of September 30, 2012, six of the satellites in our fleet were covered by in-orbit insurance. One of the six insured satellites, Galaxy 13/Horizons-1, is covered by an insurance policy with substantial exclusions or exceptions to coverage for failures of specific components identified by the insurance underwriters as at risk for possible failure, which reduces the probability of an insurance recovery in the event of a loss on this satellite. Amounts recoverable from in-orbit insurance coverage may initially be comparable to amounts recoverable with respect to launch insurance coverage; however, such amounts generally decrease over time and are typically based on the declining book value of the satellite.

As our satellite insurance policies expire, we may elect to reduce or eliminate insurance coverage relating to certain of our satellites to the extent permitted by our debt agreements if, in our view, exclusions make such policies ineffective or the costs of coverage make such insurance impractical and we believe that we can more reasonably protect our business through the use of in-orbit spare satellites, backup transponders and self-insurance. A partial or complete failure of a revenue-producing satellite, whether insured or not, could require additional, unplanned capital expenditures, an acceleration of planned capital expenditures, interruptions in service, a reduction in contracted backlog and lost revenue and could have a material adverse effect on our business, financial condition and results of operations. We do not currently insure against lost revenue in the event of total or partial loss of a satellite.

We also maintain third-party liability insurance on our satellites to cover damage caused by our satellites. As of September 30, 2012, all of the satellites in our fleet were covered by third-party insurance. This insurance, however, may not be adequate or available to cover all third-party liability damages that may be caused by any of our satellites, and we may not in the future be able to renew our third-party liability coverage on reasonable terms and conditions, if at all.

Our business is capital intensive and requires us to make long-term capital expenditure decisions, and we may not be able to raise adequate capital to finance our business strategies, or we may be able to do so only on terms that significantly restrict our ability to operate our business.

Implementation of our business strategy requires a substantial outlay of capital. As we pursue our business strategies and seek to respond to opportunities and trends in our industry, our actual capital expenditures may differ from our expected capital expenditures and there can be no assurance that we will be able to satisfy our capital requirements in the future. The nature of our business also requires us to make capital expenditure decisions in anticipation of customer demand, and we may not be able to correctly predict customer demand. We have only a fixed amount of transponder capacity available to serve a particular region. If our customer demand exceeds our transponder capacity, we may not be able to fully capture the growth in demand in the region served by that capacity. We currently expect that the majority of our liquidity requirements in the next twelve months

Table of Contents

will be satisfied by cash on hand, cash generated from our operations and borrowings under our revolving credit facility. However, if we determine we need to obtain additional funds through external financing and are unable to do so, we may be prevented from fully implementing our business strategy.

The availability and cost to us of external financing depend on a number of factors, including general market conditions, our financial performance and our credit rating. Both our credit rating and our ability to obtain financing generally may be influenced by the supply and demand characteristics of the telecommunications sector in general and of the FSS sector in particular. Declines in our expected future revenue under contracts with customers and challenging business conditions faced by our customers are among factors that may adversely affect our credit. Other factors that could impact our credit include the amount of debt in our current capital structure, activities associated with our strategic initiatives, our expected future cash flows and the capital expenditures required to execute our business strategy. The overall impact on our financial condition of any transaction that we pursue may be negative or may be negatively perceived by the financial markets and ratings agencies and may result in adverse rating agency actions with respect to our credit rating. A disruption in the capital markets, a deterioration in our financial performance or a credit rating downgrade could limit our ability to obtain financing or could result in any such financing being available only at greater cost or on more restrictive terms than might otherwise be available. Our credit rating was downgraded by Moody s Investor Services Inc. in June 2006, in January 2008, in February 2009 and again in October 2009 and by Standard & Poor s Ratings Group (S&P), in June 2006, in June 2007, in February 2008 (but only with respect to one tranche of our debt) and again in October 2009. Our debt agreements also impose restrictions on our operation of our business and could make it more difficult for us to obtain further external financing if required. See Risk Factors Relating to Our Indebtedness and the Notes The terms of the Intelsat Jackson Secured Credit Agreement, the Intelsat Jackson Unsecured Credit Agreements, the indentures governing the notes and our other outstanding notes and the terms of our other indebtedness may restrict our current and future operations, particularly our ability to respond to changes in our business or to take certain actions.

Long-term disruptions in the capital and credit markets as a result of uncertainty due to the recent global recession, changing or increased regulation or failures of significant financial institutions could adversely affect our access to capital. If financial market disruptions intensify, it may become difficult for us to raise additional capital or refinance debt when needed, on acceptable terms or at all. Any disruption could require us to take measures to conserve cash until the markets stabilize or until alternative credit arrangements or other funding for our business needs can be arranged. Such measures could include deferring capital expenditures and reducing or eliminating other discretionary uses of cash.

We may become subject to unanticipated tax liabilities that may have a material adverse effect on our results of operations.

We and certain of our subsidiaries are Luxembourg-based companies and are subject to Luxembourg taxation for corporations. We believe that a significant portion of the income derived from our communications network will not be subject to tax in certain countries in which we own assets or conduct activities or in which our customers are located, including the United States and the United Kingdom. However, this belief is based on the presently anticipated nature and conduct of our business and on our current position under the tax laws of the countries in which we own assets or conduct activities. This position is subject to review and possible challenge by taxing authorities and to possible changes in law that may have a retroactive effect.

In addition, we conduct business with customers and counterparties in multiple countries and jurisdictions. Our overall tax burden is affected by tax legislation in these jurisdictions and the terms of income tax treaties between these countries and the countries in which our subsidiaries are qualified residents for treaty purposes as in effect from time to time. Tax legislation in these countries and jurisdictions may be amended, and treaties are regularly renegotiated by the contracting countries and, in each case, may change. If tax legislation or treaties were to change, we could become subject to additional taxes, including retroactive tax claims or assessments of withholding on amounts payable to us or other taxes assessed at the source, in excess of the taxation we anticipate based on business contacts and practices and the current tax regimes. The extent to which certain

Table of Contents

taxing jurisdictions may require us to pay tax or to make payments in lieu of tax cannot be determined in advance. Our results of operations could be materially adversely affected if we become subject to a significant amount of unanticipated tax liabilities.

We are subject to political, economic and other risks due to the international nature of our operations.

We provide communications services in approximately 200 countries and territories. Accordingly, we may be subject to greater risks than other companies as a result of the international nature of our business operations. We could be harmed financially and operationally by tariffs, taxes and other trade barriers that may be imposed on our services, or by political and economic instability in the countries in which we provide services. If we ever need to pursue legal remedies against our customers or our business partners located outside of Luxembourg, the United States or the United Kingdom, it may be difficult for us to enforce our rights against them depending on their location.

Substantially all of our on-going technical operations are conducted and/or managed in the United States, Luxembourg and Germany. However, providers of satellite launch services, upon which we are reliant to place our satellites into orbit, locate their operations in countries including Kazakhstan and French Guiana. Political disruptions in these two countries could increase the risk of launching the satellites that provide capacity for our operations, which could result in financial harm to us.

Our business is subject to foreign currency risk.

Almost all of our customers pay for our services in U.S. dollars, although we are exposed to some risk related to customers who do not pay in U.S. dollars. Fluctuations in the value of non-U.S. currencies may make payment in U.S. dollars more expensive for our non-U.S. customers. In addition, our non-U.S. customers may have difficulty obtaining U.S. currency and/or remitting payment due to currency exchange controls.

Our New Sponsors control us and may have conflicts of interest with us in the future.

Intelsat Global Holdings is controlled by affiliates of the New Sponsors and the funds advised by or associated with the New Sponsors. The New Sponsors, together with certain members of our senior management team and other designated employees, beneficially own substantially all of the equity interests in Intelsat Global Holdings, which is the direct parent company of Intelsat Investment Holdings S.à r.l., which is the direct parent of Intelsat Holdings, which is the direct parent of Intelsat S.A. The New Sponsors have control over our decisions to enter into any corporate transaction and have the ability to prevent any transaction that requires the approval of shareholders. For example, the New Sponsors could cause us to make acquisitions that increase the amount of our indebtedness. Additionally, the New Sponsors are in the business of making investments in companies and may from time to time acquire and hold interests in businesses that compete directly or indirectly with us. The New Sponsors may also pursue acquisition opportunities that may be complementary to our business, and, as a result, those acquisition opportunities may not be available to us. So long as the New Sponsors continue to own a significant amount of the equity of Intelsat Global Holdings, they will continue to be able to strongly influence or effectively control our decisions.

We have several large customers and the loss of, or default by, these customers could materially reduce our revenue and materially adversely affect our business.

We rely on a limited number of customers to provide a substantial portion of our revenue and contracted backlog. For the year ended December 31, 2011, our ten largest customers and their affiliates represented approximately 27% of our revenue. The loss of, or default by, our larger customers could adversely affect our current and future revenue and operating margins.

Some customers have in the past defaulted and, although we monitor our larger customers financial performance and seek deposits, guarantees and other methods of protection against default where possible, our customers may in the future default on their obligations to us due to bankruptcy, lack of liquidity, operational

Table of Contents

failure or other reasons. Defaults by any of our larger customers or by a group of smaller customers who, collectively, represent a significant portion of our revenue could adversely affect our revenue, operating margins and cash flows. If our contracted backlog is reduced due to the financial difficulties of our customers, our revenue, operating margins and cash flows would be further negatively impacted.

The pricing of our services is generally fixed for the duration of existing service commitments, which could adversely affect our business, results of operations and prospects.

The pricing of our services is generally fixed for the duration of our existing service commitments, and the terms of our contracts with customers generally range from three to 15 years. See Business for additional details regarding the terms of our contracts. If market rates were to become more favorable than the rates set forth in our contracts, our potential revenue would be limited by the fixed prices in our contracts. Any failure to maximize our revenues as a result of the fixed prices in our contracts could adversely affect our business, results of operations and prospects.

Risk Factors Relating to Our Industry

We may experience in-orbit satellite failures or degradations in performance that could impair the commercial performance of our satellites, which could lead to lost revenue, an increase in our cash operating expenses, lower operating income or lost contracted backlog.

Satellites utilize highly complex technology and operate in the harsh environment of space and, accordingly, are subject to significant operational risks while in orbit. These risks include malfunctions, commonly referred to as anomalies, that have occurred in our satellites and the satellites of other operators as a result of:

- the satellite manufacturer s error, whether due to the use of new and largely unproven technology or due to a design, manufacturing or assembly defect that was not discovered before launch;
- problems with the power systems of the satellites, including:
  - circuit failures or other array degradation causing reductions in the power output of the solar arrays on the satellites, which could cause us to lose some of our capacity, require us to forego the use of some transponders initially and to turn off additional transponders in later years; and/or
  - failure of the cells within the batteries, whose sole purpose is to power the payload and spacecraft operations during the daily eclipse periods which occur for brief periods of time during two 40-day periods around March 21 and September 21 of each year; and
- problems with the control systems of the satellites, including:
  - failure of the primary and/or backup satellite control processor (SCP); and
  - failure of the Xenon-Ion Propulsion System (XIPS) used on certain Boeing satellites, which is an electronic propulsion system that maintains the spacecraft s proper in-orbit position; and/or
- general failures resulting from operating satellites in the harsh space environment, such as premature component failure or wear out.

We have experienced anomalies in each of the categories described above. Although we work closely with the satellite manufacturers to determine and eliminate the cause of these anomalies in new satellites and provide for on-satellite backups for certain critical components to minimize or eliminate service disruptions in the event of failure, we may experience anomalies in the future, whether of the types described

above or arising from the failure of other systems or components. These anomalies can manifest themselves in scale from minor reductions of equipment redundancy to marginal reductions in capacity to complete satellite failure. Some of our satellites have experienced significant anomalies in the past and some have components that are now known to be susceptible to similar significant anomalies. Each of these is discussed in Business Satellite Health and Technology. An on-satellite backup for certain components may not be available upon the occurrence of such an anomaly.

Table of Contents

Any single anomaly or series of anomalies could materially and adversely affect our operations, our revenues, our relationships with our current customers and our ability to attract new customers for our satellite services. In particular, future anomalies may result in the loss of individual transponders on a satellite, a group of transponders on that satellite or the entire satellite, depending on the nature of the anomaly and the availability of on-satellite backups. Anomalies and our estimates of their future effects may also cause a reduction of the expected service life of a satellite and contracted backlog. Anomalies may also cause a reduction of the revenue generated by that satellite or the recognition of an impairment loss, and in some circumstances could lead to claims from third parties for damages, if a satellite experiencing an anomaly were to cause physical damage to another satellite, create interference to the transmissions on another satellite, or cause other satellite operators to incur expenses to avoid such physical damage or interference. Finally, the occurrence of anomalies may adversely affect our ability to insure our satellites at commercially reasonable premiums, if at all. While some anomalies are covered by insurance policies, others are not or may not be covered. See Risk Factors Relating to Our Business Our financial condition could be materially and adversely affected if we were to suffer a satellite loss that is not adequately covered by insurance.

Many of the technical problems we have experienced with our current fleet have been component failures and anomalies. Our IS-804 satellite experienced a sudden and unexpected electrical power system anomaly that resulted in the total loss of the satellite in January 2005. The IS-804 satellite was a Lockheed Martin 7000 series (LM 7000 series) satellite, and as of September 30, 2012, we operated two other satellites in the LM 7000 series, IS-801 and IS-805. We believe that the IS-804 satellite failure was most likely caused by a high current event in the battery circuitry triggered by an electrostatic discharge that propagated to cause the sudden failure of the high voltage power system.

Our IS-802 satellite, which was also a LM 7000 series satellite, experienced a reduction of electrical power capability that resulted in a degraded capability of the satellite in September 2006. A significant subset of transponders on IS-802 was subsequently reactivated and operated normally until the end of its service life in September 2010, when it was decommissioned. We believe that the IS-802 anomaly was most likely caused by an electrical short internal to the solar array harness located on the south solar array boom.

Our Galaxy 26 and Galaxy 27 satellites experienced sudden anomalies in their electrical distribution systems that resulted in the loss of control of the satellites and the interruption of customer services on the satellites in June 2008 and November 2004, respectively. We believe the likely root cause of the anomalies is a design flaw that is affected by a number of parameters and in some extreme cases can result in an electrical system anomaly. This design flaw exists on three of our satellites, Galaxy 27, Galaxy 26 and IS-8.

Our Galaxy 15 satellite experienced an anomaly in April 2010 resulting in our inability to command the satellite. We transitioned all media traffic on this satellite to our Galaxy 12 satellite, which was our designated in-orbit spare satellite for the North America region. Galaxy 15 is a Star-2 satellite manufactured by Orbital Sciences Corporation. On December 23, 2010, we recovered command of the spacecraft and subsequently completed diagnostic testing and uploading of software updates that protect against future anomalies of this type. In February 2011, Galaxy 15 initiated a drift to 133.1°W and returned to service, initially as an in-orbit spare. In October 2011, media traffic was transferred from Galaxy 12 back to Galaxy 15, and Galaxy 15 resumed normal service.

We may also experience additional anomalies relating to the failure of the SCP in certain of our BSS 601 satellites, various anomalies associated with XIPS in our BSS 601 HP satellites or a progressive degradation of the solar arrays in certain of our BSS 702 satellites.

Three of the BSS 601 satellites that we operated in the past, as well as BSS 601 satellites operated by others, have experienced a failure of the primary and backup SCPs. On February 1, 2010, our IS-4 satellite experienced an anomaly of its backup SCP and was taken out of service.

Table of Contents

Certain of the BSS 601 HP satellites have experienced various problems associated with their XIPS. We currently operate four satellites of this type, three of which have experienced failures of both XIPS. We may in the future experience similar problems associated with XIPS or other propulsion systems on our satellites.

Two of the three BSS 702 satellites that we operate, as well as BSS 702 satellites of a similar design operated by others, have experienced a progressive degradation of their solar arrays causing a reduction in output power. Along with the manufacturer, we continually monitor the problem to determine its cause and its expected effect. The power reduction may require us to permanently turn off certain transponders on the affected satellites to allow for the continued operation of other transponders, which could result in a loss of revenues, or may result in a reduction of the satellite s service life. In 2004, based on a review of available data, we reduced our estimate of the service lives of both satellites due to the continued degradation.

On April 22, 2011, the Intelsat New Dawn satellite was launched into orbit. Subsequent to the launch, the satellite experienced an anomaly during the deployment of its west antenna reflector, which controls communications in the C-band frequency. The anomaly had not been experienced previously on other STAR satellites manufactured by Orbital Sciences Corporation, including those in the Intelsat fleet. The Ku-band antenna reflector deployed and that portion of the satellite is operating as planned, entering service in June 2011. A failure review board was established to determine the cause of the anomaly. The failure review board completed its investigation in July 2011 and concluded that the deployment anomaly of the C-band reflector was most likely due to a malfunction of the reflector sunshield. As a result, the sunshield interfered with the ejection release mechanism, and prevented the deployment of the C-band antenna. The New Dawn failure review board also recommended corrective actions for Orbital Sciences Corporation satellites not yet launched to prevent reoccurrence of the anomaly. Appropriate corrective actions were implemented on Intelsat 18, which was successfully launched on October 5, 2011, and on Intelsat 23, which was successfully launched in October 2012.

On June 1, 2012, our Intelsat 19 satellite experienced damage to its south solar array during its launch operations. Although both solar arrays are deployed, the power available to the satellite is less than is required to operate 100% of the payload capacity. Failure review boards were established to determine the cause of the anomaly. A final conclusion has not been reached; however, the investigation has converged on two very likely contributing factors to the anomaly that can be eliminated in future manufacturing, and the launch vehicle appears not to have been a contributing factor. In-orbit testing on our Intelsat 19 satellite is complete and the satellite entered into service in August 2012 at the 166º east longitude orbital location. We have filed a partial loss claim with our insurers relating to damage to the south solar array.

We may experience a launch failure or other satellite damage or destruction during launch, which could result in a total or partial satellite loss. A new satellite could also fail to achieve its designated orbital location after launch. Any such loss of a satellite could negatively impact our business plans and could reduce our revenue.

Satellites are subject to certain risks related to failed launches. Launch failures result in significant delays in the deployment of satellites because of the need both to construct replacement satellites, which can take 24 months or longer, and to obtain other launch opportunities. Such significant delays could materially and adversely affect our operations and our revenue. In addition, significant delays could give customers who have purchased or reserved capacity on that satellite a right to terminate their service contracts relating to the satellite. We may not be able to accommodate affected customers on other satellites until a replacement satellite is available. A customer s termination of its service contracts with us as a result of a launch failure would reduce our contracted backlog. Delay caused by launch failures may also preclude us from pursuing new business opportunities and undermine our ability to implement our business strategy.

Launch vehicles may also under-perform, in which case the satellite may still be placed into service by using its onboard propulsion systems to reach the desired orbital location, resulting in a reduction in its service life. In addition, although we have had launch insurance on all of our launches to date, if we were not able to obtain launch insurance on reasonable terms and a launch failure were to occur, we would directly suffer the loss of the cost of the satellite and related costs, which could be more than $250 million.

Table of Contents

Since 1975, we and the entities we have acquired have launched 114 satellites. Eight of these satellites were destroyed as a result of launch failures. In addition, certain launch vehicles that we have used or are scheduled to use have experienced launch failures in the past. Launch failure rates vary according to the launch vehicle used.

As of September 30, 2012, we had five satellites in development that were expected to be launched from 2012 to 2015. See Business Our Network Satellite Systems Planned Satellites.

New or proposed satellites are subject to construction and launch delays, the occurrence of which can materially and adversely affect our operations.

The construction and launch of satellites are subject to certain delays. Such delays can result from delays in the construction of satellites and launch vehicles, the periodic unavailability of reliable launch opportunities, possible delays in obtaining regulatory approvals and launch failures. We have in the past experienced delays in satellite construction and launch which have adversely affected our operations. Future delays may have the same effect. A significant delay in the future delivery of any satellite may also adversely affect our marketing plan for the satellite. If satellite construction schedules are not met, a launch opportunity may not be available at the time a satellite is ready to be launched. Further, any significant delay in the commencement of service of any of our satellites could enable customers who pre-purchased or agreed to utilize transponder capacity on the satellite to terminate their contracts and could affect our plans to replace an in-orbit satellite prior to the end of its service life. The failure to implement our satellite deployment plan on schedule could have a material adverse effect on our financial condition and results of operations. Delays in the launch of a satellite intended to replace an existing satellite that results in the existing satellite reaching its end of life before being replaced could result in loss of business to the extent an in-orbit backup is not available. As of September 30, 2012, we had five satellites in development that were expected to be launched from 2012 to 2015. See Business Our Network Satellite Systems Planned Satellites.

Our dependence on outside contractors could result in increased costs and delays related to the launch of our new satellites, which would in turn adversely affect our business, operating results and financial condition.

There are a limited number of companies that we are able to use to launch our satellites and a limited number of commercial satellite launch opportunities available in any given time period. Adverse events with respect to our launch service providers, such as satellite launch failures or financial difficulties (which some of these providers have previously experienced), could result in increased costs or delays in the launch of our satellites. We have paid funds to certain of these providers for future launch services. General economic conditions may also affect the ability of launch providers to provide launch services on commercially reasonable terms or to fulfill their obligations in terms of launch dates, pricing, or both. In the event that our launch service providers are unable to fulfill their obligations, we may have difficulty procuring alternative services in a timely manner and may incur significant additional expenses as a result. Any such increased costs and delays could have a material adverse effect on our business, operating results and financial condition.

A natural disaster could diminish our ability to provide communications service.

Natural disasters could damage or destroy our ground stations, resulting in a disruption of service to our customers. We currently have the technology to safeguard our antennas and protect our ground stations during natural disasters such as a hurricane, but the collateral effects of such disasters such as flooding may impair the functioning of our ground equipment. If a future natural disaster impairs or destroys any of our ground facilities, we may be unable to provide service to our customers in the affected area for a period of time.

Table of Contents

Risk Factors Relating to Regulation

We are subject to regulatory and licensing requirements in each of the countries in which we provide services, and our business is sensitive to regulatory changes in those countries.

The telecommunications industry is highly regulated, and in connection with providing satellite capacity, ground network uplinks, downlinks and other value-added services to our customers, we need to maintain regulatory approvals, and from time to time obtain new regulatory approvals, from various countries. Obtaining and maintaining these approvals can involve significant time and expense. If we cannot obtain or are delayed in obtaining the required regulatory approvals, we may not be able to provide these services to our customers or expand into new services. In addition, the laws and regulations to which we are subject could change at any time, thus making it more difficult for us to obtain new regulatory approvals or causing our existing approvals to be revoked or adversely modified. Because the regulatory schemes vary by country, we may also be subject to regulations of which we are not presently aware and could be subject to sanctions by a foreign government that could materially and adversely affect our operations in that country. If we cannot comply with the laws and regulations that apply to us, we could lose our revenue from services provided to the countries and territories covered by these laws and regulations and be subject to criminal or civil sanctions.

If we do not maintain regulatory authorizations for our existing satellites and associated ground facilities or obtain authorizations for our future satellites and associated ground facilities, we may not be able to operate our existing satellites or expand our operations.

The operation of our existing satellites is authorized and regulated by the U.S. Federal Communications Commission (FCC), the U.K. Office of Communications, the telecommunications licensing authority in Papua New Guinea, the telecommunications ministry of Japan and the regulatory agency of Germany.

We believe our current operations are in compliance with FCC and non-U.S. licensing jurisdiction requirements. However, if we do not maintain the authorizations necessary to operate our existing satellites, we will not be able to operate the satellites covered by those authorizations unless we obtain authorization from another licensing jurisdiction. Likewise, if any of our current operations are not in compliance with applicable regulatory requirements, we may be subject to various sanctions, including fines, loss of authorizations, or denial of applications for new authorizations or the renewal of existing authorizations. Some of our authorizations provide waivers of technical regulations. If we do not maintain these waivers, we will be subject to operational restrictions or interference that will affect our use of existing satellites. Loss of a satellite authorization could cause us to lose the revenue from services provided by that satellite at a particular orbital location to the extent these services cannot be provided by satellites at other orbital locations.

Our launch and operation of planned satellites requires additional regulatory authorizations from the FCC or a non-U.S. licensing jurisdiction. It is not uncommon for licenses for new satellites to be granted just prior to launch, and we expect to receive such licenses for all planned satellites. If we do not obtain required authorizations in the future, we will not be able to operate our planned satellites. If we obtain a required authorization but we do not meet milestones regarding the construction, launch and operation of a satellite by deadlines that may be established in the authorization, we may lose our authorization to operate a satellite using certain frequencies in an orbital location. Any authorizations we obtain may also impose operational restrictions or permit interference that could affect our use of planned satellites.

If we do not occupy unused orbital locations by specified deadlines, or do not maintain satellites in orbital locations we currently use, those orbital locations may become available for other satellite operators to use.

We currently have rights to use one orbital location that we may lose because the location is not occupied by one of our in-orbit satellites. If we are unable to place satellites into currently unused orbital locations by specified deadlines and in a manner that satisfies the International Telecommunication Union (ITU), or national regulatory requirements, or if we are unable to maintain satellites at the orbital locations that we currently use, we may lose our rights to use these orbital locations, and the locations could become available for

Table of Contents

other satellite operators to use. We cannot operate our satellites without a sufficient number of suitable orbital locations in which to place the satellites. The loss of one or more of our orbital locations could negatively affect our plans and our ability to implement our business strategy.

Coordination results may adversely affect our ability to use a satellite at a given orbital location for our proposed service or coverage area.

We are required to record frequencies and orbital locations used by our satellites with the ITU and to coordinate the use of these frequencies and orbital locations in order to avoid interference to or from other satellites. The results of coordination may adversely affect our use of satellites at particular orbital locations. If we are unable to coordinate our satellites by specified deadlines, we may not be able to use a satellite at a given orbital location for our proposed service or coverage area. The use of our satellites may also be temporarily or permanently adversely affected if the operation of adjacent satellite networks does not conform to coordination agreements resulting in the acceptable interference levels being exceeded (e.g., due to operational errors associated with the transmissions to adjacent satellite networks).

Our failure to maintain or obtain authorizations under the U.S. export control and trade sanctions laws and regulations could have a material adverse effect on our business.

The export of satellites and technical data related to satellites, earth station equipment and provision of services are subject to U.S. State Department, U.S. Commerce Department and U.S. Treasury Department regulations. If we do not maintain our existing authorizations or obtain necessary future authorizations under the export control laws and regulations of the United States, we may be unable to export technical data or equipment to non-U.S. persons and companies, including to our own non-U.S. employees, as required to fulfill existing contracts. If we do not maintain our existing authorizations or obtain necessary future authorizations under the trade sanctions laws and regulations of the United States, we may not be able to provide satellite capacity and related administrative services to certain countries subject to U.S. sanctions. In addition, because we conduct management activities from Luxembourg, our U.S. suppliers must comply with U.S. export control laws and regulations in connection with their export of satellites and related equipment and technical data to us. Our ability to acquire new satellites, launch new satellites or operate our satellites could also be negatively affected if our suppliers do not obtain required U.S. export authorizations.

If we do not maintain required security clearances from, and comply with our agreements with, the U.S. Department of Defense, or if we do not comply with U.S. law, we may not be able to continue to perform our obligations under U.S. government contracts.

To participate in classified U.S. government programs, we sought and obtained security clearances for one of our subsidiaries from the U.S. Department of Defense. Given our foreign ownership, we entered into a proxy agreement with the U.S. government that limits our ability to control the operations of this subsidiary, as required under the national security laws and regulations of the United States. If we do not maintain these security clearances, we will not be able to perform our obligations under any classified U.S. government contracts to which our subsidiary is a party, the U.S. government would have the right to terminate our contracts requiring access to classified information and we will not be able to enter into new classified contracts. As a result, our business could be materially and adversely affected. Further, if we materially violate the terms of the proxy agreement or if we are found to have materially violated U.S. law, we or the subsidiary holding the security clearances may be suspended or barred from performing any government contracts, whether classified or unclassified, and we could be subject to civil or criminal penalties.

Table of Contents

FORWARD-LOOKING STATEMENTS

Some of the statements in this prospectus constitute forward-looking statements that do not directly or exclusively relate to historical facts. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for certain forward-looking statements as long as they are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from the expectations expressed or implied in the forward-looking statements.

When used in this prospectus, the words may, will, might, should, expect, plan, anticipate, project, believe, estimate, predic outlook and continue, and the negative of these terms, and other similar expressions are intended to identify forward-looking statements and information. Examples of these forward-looking statements include, but are not limited to, statements regarding the following: our belief that we are well positioned to enjoy growth in free cash flow in the near future based on our backlog, our high operating leverage, the pending conclusion of our fleet investment program and our stable tax profile; the expected favorable characteristics of our refreshed fleet upon completion of a fleet investment program; our ability to efficiently incorporate new technologies into our network to capture growth; our intention to maximize our revenues and returns by managing our capacity in a disciplined and efficient manner; our intention to leverage our satellite launches and orbital rights to supply specialized capabilities for certain customers; our goal to expand our leading fixed satellite services business to capture new business opportunities; the trends we believe will increase demand for satellite services and that we believe will allow us to capture new business opportunities in the future; our intent to consider select acquisitions of complementary businesses or technology; our expectation that the fixed satellite services sector will experience growth over the next few years; the trends that we believe will impact our revenue and operating expenses in the future; our assessments regarding how long satellites that have experienced anomalies in the past should be able to provide service on their transponders; our assessment of the risk of additional anomalies occurring on our satellites; our expectation that certain anomalies will not result in the acceleration of capital expenditures; our plans for satellite launches in the near term; our expected capital expenditures for the remainder of 2012 and during the next several years; our belief that the diversity of our revenue and customer base allows us to recognize trends, capture new growth opportunities, and gain experience that can be transferred to customers in other regions, enables us to capitalize on changing market conditions and mitigates the impact of fluctuations in any specific customer type or geographic region; our belief that our global scale, diversity, collection of spectrum rights, technical expertise and fully integrated hybrid network form a strategic platform that positions us to identify and capitalize on new opportunities in satellite services; our belief that the scale of our fleet can reduce the financial impact of any satellite failures and protect against service interruption; and the impact on our financial position or results of operations of pending legal proceedings.

The forward-looking statements made in this prospectus reflect our intentions, plans, expectations, assumptions and beliefs about future events. These forward-looking statements speak only as of their dates and are not guarantees of future performance or results and are subject to risks, uncertainties and other factors, many of which are outside of our control. These factors could cause actual results or developments to differ materially from the expectations expressed or implied in the forward-looking statements and include known and unknown risks. Known risks include, among others, the risks discussed in Risk Factors in this prospectus, the political, economic and legal conditions in the markets we are targeting for communications services or in which we operate and other risks and uncertainties inherent in the telecommunications business in general and the satellite communications business in particular.

Other factors that may cause results or developments to differ materially from the forward-looking statements made in this prospectus include, but are not limited to:

- risks associated with operating our in-orbit satellites;
- satellite launch failures, satellite launch and construction delays and in-orbit failures or reduced performance;

Table of Contents

potential changes in the number of companies offering commercial satellite launch services and the number of commercial satellite launch opportunities available in any given time period that could impact our ability to timely schedule future launches and the prices we pay for such launches;

our ability to obtain new satellite insurance policies with financially viable insurance carriers on commercially reasonable terms or at all, as well as the ability of our insurance carriers to fulfill their obligations;

possible future losses on satellites that are not adequately covered by insurance;

U.S. and other government regulation;

changes in our contracted backlog or expected contracted backlog for future services;

pricing pressure and overcapacity in the markets in which we compete;

inadequate access to capital markets;

the competitive environment in which we operate;

customer defaults on their obligations to us;

our international operations and other uncertainties associated with doing business internationally;

litigation; and

other risks discussed under Risk Factors in this prospectus.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee our future results, level of activity, performance or achievements. Because actual results could differ materially from our intentions, plans, expectations, assumptions and beliefs about the future, you are urged not to rely on forward-looking statements in this prospectus and to view all forward-looking statements made in this prospectus with caution. We do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Table of Contents

SERVICE OF PROCESS AND ENFORCEMENT OF LIABILITIES

The Issuer and certain guarantors (the non-U.S. Intelsat companies) are incorporated and currently existing under the laws of countries other than the United States. In addition, certain of the directors and officers of the non-U.S. Intelsat companies reside outside of the United States and most of the assets of the non-U.S. Intelsat companies and some of the assets of their directors and officers are located outside the United States. As a result, it may be difficult for investors to effect service of process on the non-U.S. Intelsat companies or those persons in the United States or to enforce in the United States judgments obtained in U.S. courts against the non-U.S. Intelsat companies or those persons based on the civil liability provisions of the U.S. securities laws or other laws. Uncertainty exists as to whether courts in the jurisdiction of organization of the non-U.S. Intelsat companies will enforce judgments obtained in other jurisdictions, including the United States, against the non-U.S. Intelsat companies or their directors or officers under the securities or other laws of those jurisdictions or entertain actions in those jurisdictions against the non-U.S. Intelsat companies or their directors or officers under the securities or other laws of those jurisdictions.

Luxembourg

It may be possible to effect service of process within Luxembourg upon the Issuer, the Luxembourg guarantors and their respective directors and officers provided that The Hague Convention on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters of November 15, 1965 is complied with.

We have been advised by Elvinger, Hoss & Prussen, our Luxembourg counsel, that the traditional requirements for a valid, final and conclusive judgment against the Issuer or the Luxembourg guarantors in any civil or commercial suit, action or proceeding arising out of or in connection with the notes obtained from a court of competent jurisdiction in the United States, which judgment remains in full force and effect after all appeals as may be taken in the relevant state or federal jurisdiction with respect thereto have been taken, to be enforced through a court of competent jurisdiction of Luxembourg may be the following (subject to court interpretation, which may evolve):

- the U.S. court awarding the judgment has jurisdiction to adjudicate the respective matter under its applicable laws, and such jurisdiction is recognized by Luxembourg private international and local law;
- the judgment is final and duly enforceable in the jurisdiction where the decision is rendered;
- the U.S. court has applied the substantive law as designated by the Luxembourg conflict of laws rules;
- the U.S. court has acted in accordance with its own procedural laws;
- the judgment was granted following proceedings where the counterparty had the opportunity to appear, and if it appeared, to present a defense; and
- the judgment does not contravene public policy as understood under the laws of Luxembourg and has not been given in proceedings of a criminal nature.

The Issuer has also been advised by its Luxembourg counsel that if an original action is brought in Luxembourg, Luxembourg courts may refuse to apply the designated law if its application contravenes Luxembourg public policy.

Table of Contents

USE OF PROCEEDS

We will not receive any cash proceeds from the issuance of the new notes in this exchange offer. We will pay all expenses in connection with the exchange offer. We are making this exchange solely to satisfy our obligations under the registration rights agreement entered into in connection with the offering of the original notes. In consideration for issuing the new notes, we will receive original notes in like aggregate principal amount.

Table of Contents

CAPITALIZATION

The following table sets forth our capitalization as of September 30, 2012 on an actual and on an as adjusted basis to give effect to the Recent Transactions.

You should read the following table in conjunction with Selected Historical Consolidated Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes included elsewhere in this prospectus.

	As of September 30, 2012	
	Actual	As Adjusted
	(in thousands)	
Long-term debt:		
Intelsat S.A.		
6 1/2% Senior Notes due November 2013	$ 353,550	$ 353,550
Unamortized discount on 6 1/2% Senior Notes	(32,257)	(32,257)
Total Intelsat S.A. obligations	321,293	321,293
Intelsat Luxembourg		
11 1/4% Senior Notes due February 2017(1)	2,805,000	2,805,000
11 1/2%/12 1/2% Senior PIK Election Notes due 2017(1)	2,502,986	2,502,986
Total Intelsat Luxembourg obligations	5,307,986	5,307,986
Intelsat Jackson		
11 1/4% Senior Notes due 2016(2)	603,220	
Unamortized premium on 11 1/4% Senior Notes	2,132	
8 1/2% Senior Notes due 2019(3)	500,000	500,000
Unamortized discount on 8 1/2% Senior Notes	(3,303)	(3,303)
7 1/4% Senior Notes due October 2020(3)	2,200,000	2,200,000
Unamortized premium on 7 1/4% Senior Notes	20,213	20,213
7 1/4% Senior Notes due April 2019(3)	1,500,000	1,500,000
7 1/2% Senior Notes due April 2021(3)	1,150,000	1,150,000
6 5/8% Senior Notes due 2022		640,000
Senior Unsecured Credit Facilities due February 2014(4)	195,152	195,152
New Senior Unsecured Credit Facilities due February 2014(5)	810,876	810,876
Senior Secured Credit Facilities due April 2018(6)	3,209,375	3,209,375
Unamortized discount on Senior Secured Credit Facilities	(12,822)	(12,822)
Senior Secured Revolving Credit Facility(6)	150,000	150,000
Total Intelsat Jackson obligations	10,324,843	10,359,491
New Dawn		
Senior Secured Credit Facility due 2017	14,070	
Mezzanine Secured Debt Facility due 2019	68,508	
Total New Dawn obligations	82,578	
Horizons Holdings		
Loan Payable to JSAT	48,836	48,836
Total Horizons Holdings obligations	48,836	48,836

Total long-term debt	$ 16,085,536	$ 16,037,606
Total shareholder s deficit	$ (1,265,536)	$ (1,265,536)
Noncontrolling interest	$ 46,731	$ 46,731
Total capitalization	$ 14,866,731	$ 14,818,801

(1) These notes are guaranteed by Intelsat S.A.

Table of Contents

(2) These notes are guaranteed by Intelsat S.A. and Intelsat Luxembourg.
(3) These notes are guaranteed by Intelsat S.A., Intelsat Luxembourg and certain of Intelsat Jackson s subsidiaries that guarantee Intelsat Jackson s obligations under the Intelsat Jackson Secured Credit Agreement.
(4) The term loan under the Intelsat Jackson Senior Unsecured Credit Agreement is guaranteed by Intelsat S.A., Intelsat Luxembourg and certain of Intelsat Jackson s subsidiaries that guarantee Intelsat Jackson s obligations under the Intelsat Jackson Secured Credit Agreement.
(5) The term loan under the New Intelsat Jackson Senior Unsecured Credit Agreement is guaranteed by Intelsat S.A., Intelsat Luxembourg and certain of Intelsat Jackson s subsidiaries that guarantee Intelsat Jackson s obligations under the Intelsat Jackson Secured Credit Agreement.
(6) The Intelsat Jackson Secured Credit Agreement is guaranteed by Intelsat Luxembourg and certain of Intelsat Jackson s subsidiaries.

Table of Contents

SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The following selected historical consolidated financial data should be read in conjunction with, and is qualified by reference to, our Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and their notes included elsewhere in this prospectus.

As a result of the consummation of the Sponsors Acquisition, the financial results for the combined year ended December 31, 2008 have been presented in our audited consolidated financial statements for the Predecessor Entity for the period January 1, 2008 to January 31, 2008 and for the Successor Entity for the period February 1, 2008 to December 31, 2008 and the years ended December 31, 2009, 2010 and 2011. Although the effective date of the Sponsors Acquisition was February 4, 2008, due to the immateriality of the results of operations for the period between February 1, 2008 and February 4, 2008, we have accounted for the Sponsors Acquisition as if it had occurred on February 1, 2008 and recorded push-down accounting to reflect the acquisition of Intelsat Holdings.

Our selected historical consolidated statement of operations data and cash flow data for the period January 1, 2008 to January 31, 2008 (Predecessor Entity) have been derived from our audited consolidated financial statements, which have been prepared in accordance with U.S. GAAP and included elsewhere in this prospectus.

Our selected historical consolidated statement of operations data and cash flow data for the period February 1, 2008 to December 31, 2008 (Successor Entity) and the years ended December 31, 2009, 2010 and 2011(Successor Entity), and the consolidated balance sheet data as of December 31, 2010 and 2011 have been derived from our audited consolidated financial statements, which have been prepared in accordance with U.S. GAAP and are included elsewhere in this prospectus. The consolidated balance sheet data as of December 31, 2009 and 2008 have been derived from our audited consolidated financial statements that are not included in this prospectus.

Our selected consolidated statement of operations data and consolidated cash flow data for the year ended December 31, 2007 (Predecessor Entity) and the consolidated balance sheet data as of December 31, 2007 (Predecessor Entity) have been derived from our audited consolidated financial statements that are not included in this prospectus.

Our selected historical consolidated statement of operations data and cash flow data for the nine months ended September 30, 2012 and 2011 and our selected consolidated balance sheet data as of September 30, 2012 have been derived from our unaudited condensed consolidated financial statements included elsewhere in this prospectus. The selected consolidated balance sheet data as of September 30, 2011 have been derived from our unaudited condensed consolidated financial statements not included in this prospectus. All adjustments that are, in our opinion, necessary for a fair statement of the results of the interim periods presented have been recorded. The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the full year or any future period.

Table of Contents

	Predecessor Entity			Successor Entity				
	Year Ended December 31, 2007	January 1 to January 31, 2008	February 1 to December 31, 2008	Year Ended December 31, 2009	2010	2011	Nine Months Ended September 30, 2011	2012
				(in thousands)				
Consolidated Statement of Operations Data:								
Revenue	$ 2,183,079	$ 190,261	$ 2,174,640	$ 2,513,039	$ 2,544,652	$ 2,588,426	$ 1,935,515	$ 1,937,783
Operating expenses:								
Direct costs of revenue (excluding depreciation and amortization)	323,557	25,683	337,466	401,826	413,400	417,179	316,749	307,224
Selling, general and administrative	238,490	18,485	182,957	259,944	220,207	208,189	157,516	151,300
Depreciation and amortization	784,120	64,157	795,663	804,037	798,817	769,440	583,196	567,472
Restructuring and transaction costs	9,258	313,102	1,926					
Impairment of asset value(1)			390,444	499,100	110,625			
Losses on derivative financial instruments	11,699	11,431	155,305	2,681	89,509	24,635	24,163	37,651
Total operating expenses	1,367,124	432,858	1,863,761	1,967,588	1,632,558	1,419,443	1,081,624	1,063,647
Income (loss) from operations	815,955	(242,597)	310,879	545,451	912,094	1,168,983	853,891	874,136
Interest expense, net	954,607	80,275	1,295,458	1,362,823	1,379,019	1,309,484	992,084	950,073
Gain (loss) on early extinguishment of debt	(38,143)		576	4,697	(76,849)	(326,183)	(326,183)	(46,489)
Earnings (loss) from previously unconsolidated affiliates	187	15	495	517	503	(24,658)	(24,658)	
Other income (expense), net	(324)	520	(12,452)	41,496	9,124	1,955	7,753	(20,982)
Loss before income taxes	(176,932)	(322,337)	(995,960)	(770,662)	(534,147)	(489,387)	(481,281)	(143,408)
Provision for (benefit from) income taxes	14,957	(10,476)	(109,561)	11,399	(26,378)	(55,393)	(48,931)	(1,110)
Net loss	(191,889)	(311,861)	(886,399)	(782,061)	(507,769)	(433,994)	(432,350)	(142,298)
Net loss (income) attributable to noncontrolling interest			93	369	2,317	1,106	2,942	(643)
Net loss attributable to Intelsat S.A.	$ (191,889)	$ (311,861)	$ (886,306)	$ (781,692)	$ (505,452)	$ (432,888)	$ (429,408)	$ (142,941)
Consolidated Cash Flow Data:								
Net cash provided by operating activities	$ 557,021	$ 19,619	$ 876,143	$ 873,656	$ 1,018,218	$ 916,060	$ 673,220	$ 559,563
Net cash used in investing activities	(540,988)	(24,701)	(409,897)	(947,095)	(954,614)	(850,431)	(620,612)	(725,101)
Net cash provided by (used in) financing activities	(173,602)	(22,304)	(1,504,431)	73,001	150,698	(465,234)	(453,022)	106,827
Other Data								
EBITDA(2)	$ 1,599,938	$ (177,905)	$ 1,094,585	$ 1,391,501	$ 1,720,538	$ 1,915,720	$ 1,420,182	$ 1,420,626
Ratio of earnings to fixed charges(3)								
Capital expenditures	$ 543,612	$ 24,701	$ 397,759	$ 943,133	$ 982,127	$ 844,688	$ 615,113	$ 715,101

Table of Contents

	Predecessor Entity	Successor Entity					
	As of December 31,	As of December 31,				As of September 30,	
	2007	2008	2009	2010	2011	2011	2012
Consolidated Balance Sheet Data:							
Cash and cash equivalents, net of restricted cash	$ 426,569	$ 470,211	$ 477,571	$ 692,930	$ 294,700	$ 295,421	231,246
Restricted cash					94,131		
Satellites and other property and equipment, net	4,586,348	5,339,671	5,781,955	5,997,283	6,142,731	6,179,780	6,403,078
Total assets	12,053,332	17,657,332	17,342,935	17,592,367	17,361,406	17,283,553	17,363,549
Total debt	11,265,404	14,873,333	15,320,699	15,916,625	16,886,107	15,999,183	16,085,536
Shareholder s equity (deficit)	(722,384)	504,347	(210,763)	(698,941)	(1,143,375)	(1,105,589)	(1,265,536)

(1) The non-cash impairment charge in 2008 includes $63.6 million for the write-down of the Galaxy 26 satellite to its estimated fair value after a partial loss of the satellite, as well as $326.8 million due to the impairment of our rights to operate at orbital locations. The non-cash impairment charge in 2009 relates to a further impairment of our rights to operate at orbital locations. The non-cash impairment charge in 2010 includes $104.1 million for the write-down of the Galaxy 15 satellite to its estimated fair value following an anomaly and $6.5 million for the write-off of our IS-4 satellite, net of the related deferred performance incentive obligations. The IS-4 satellite was deemed to be unrecoverable due to an anomaly.

(2) EBITDA consists of earnings before net interest, gain (loss) on early extinguishment of debt, taxes and depreciation and amortization. Given our high level of leverage, refinancing activities are a frequent part of our efforts to manage our costs of borrowing. Accordingly, we consider gain (loss) on early extinguishment of debt an element of interest expense. EBITDA is a measure commonly used in the FSS sector, and we present EBITDA to enhance the understanding of our operating performance. We use EBITDA as one criterion for evaluating our performance relative to that of our peers. We believe that EBITDA is an operating performance measure, and not a liquidity measure, that provides investors and analysts with a measure of operating results unaffected by differences in capital structures, capital investment cycles and ages of related assets among otherwise comparable companies. However, EBITDA is not a measure of financial performance under U.S. GAAP, and our EBITDA may not be comparable to similarly titled measures of other companies. EBITDA should not be considered as an alternative to operating income (loss) or net income (loss), determined in accordance with U.S. GAAP, as an indicator of our operating performance, or as an alternative to cash flows from operating activities, determined in accordance with U.S. GAAP, as an indicator of cash flows, or as a measure of liquidity.

Table of Contents

Set forth below is a reconciliation of net loss to EBITDA.

	Predecessor Entity			Successor Entity				
	Year Ended December 31, 2007	January 1 to January 31, 2008	February 1 to December 31, 2008	Year Ended December 31, 2009	Year Ended December 31, 2010	Year Ended December 31, 2011	Nine Months Ended September 30, 2011	2012
	(in thousands)							
Net loss	$ (191,889)	$ (311,861)	$ (886,399)	$ (782,061)	$ (507,769)	$ (433,994)	$ (432,350)	$ (142,298)
Add:								
Interest expense, net	954,607	80,275	1,295,458	1,362,823	1,379,019	1,309,484	992,084	950,073
(Gain) loss on early extinguishment of debt	38,143		(576)	(4,697)	76,849	326,183	326,183	46,489
Provision for (benefit from) income taxes	14,957	(10,476)	(109,561)	11,399	(26,378)	(55,393)	(48,931)	(1,110)
Depreciation and amortization	784,120	64,157	795,663	804,037	798,817	769,440	583,196	567,472
EBITDA	$ 1,599,938	$ (177,905)	$ 1,094,585	$ 1,391,501	$ 1,720,538	$ 1,915,720	$ 1,420,182	$ 1,420,626

(3) For purposes of calculating the ratio of earnings to fixed charges, earnings represent income (loss) from continuing operations before income taxes, less capitalized interest, plus amortization of capitalized interest and fixed charges. Fixed charges include interest expense (including amortization of debt issuance costs), capitalized interest and the portion of operating rental expense that our management believes is representative of the interest component of rent expense. The ratio of earnings to fixed charges is not presented for the year ended December 31, 2007, the periods January 1 to January 31, 2008, February 1 to December 31, 2008, the years ended December 31, 2009, 2010 and 2011 or the nine months ended September 30, 2011 and 2012 as earnings were inadequate to cover fixed charges during those periods by $201.0 million, $324.6 million, $1.0 billion, $837.6 million, $601.3 million, $555.9 million, $524.9 million and $213.2 million, respectively.

Table of Contents

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion should be read together with Selected Historical Consolidated Financial Data and our consolidated financial statements and their notes included elsewhere in this prospectus. Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP, and, unless otherwise indicated, the other financial information contained in this prospectus has also been prepared in accordance with U.S. GAAP. See Forward-Looking Statements and Risk Factors for a discussion of factors that could cause our future financial condition and results of operations to be different from those discussed below. Certain monetary amounts, percentages and other figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be the arithmetic aggregation of the figures that precede them, and figures expressed as percentages in the text may not total 100% or, as applicable, when aggregated may not be the arithmetic aggregation of the percentages that precede them. Unless otherwise indicated, all references to dollars and $ in this prospectus are to, and all monetary amounts in this prospectus are presented in, U.S. dollars.

Overview

We operate the world s largest satellite services business, providing a critical layer in the global communications infrastructure. We generate more revenue, operate more satellite capacity, hold more orbital location rights, contract more backlog, serve more commercial customers and deliver services in more countries than any other commercial satellite operator. We provide diversified communications services to the world s leading media companies, fixed and wireless telecommunications operators, data networking service providers for enterprise and mobile applications, multinational corporations and ISPs. We are also the leading provider of commercial satellite capacity to the U.S. government and other select military organizations and their contractors.

Our network solutions are a critical component of our customers infrastructures and business models. Our customers use our global network for a broad range of applications, from global distribution of content for media companies to providing the transmission layer for unmanned aerial vehicles to enabling essential network backbones for telecommunications providers. In addition, our satellite solutions provide higher reliability than is available from local terrestrial telecommunications services in many regions and allow our customers to reach geographies that they would otherwise be unable to serve.

Table of Contents

Revenue

Revenue Overview

We earn revenue primarily by providing services over satellite transponder capacity to our customers. Our customers generally obtain satellite capacity from us by placing an order pursuant to one of several master customer service agreements. The master customer agreements and related service orders under which we sell services specify, among other things, the amount of satellite capacity to be provided, whether service will be non-preemptible or preemptible and the service term. Most services are full time in nature, with service terms ranging from three years to as long as 15 years. Occasional use services used for video applications can be for much shorter periods, including increments of one hour. Our master customer service agreements offer different service types, including transponder services, managed services, and channel, which are all services that are provided on, or used to provide access to, our global network. We refer to these services as on-network services. Our customer agreements also cover services that we procure from third parties and resell, which we refer to as off-network services. These services can include transponder services and other satellite-based transmission services sourced from other operators, often in frequencies not available on our network. The following table describes our primary service types:

Service Type	Description
On-Network Revenues:	
Transponder Services	Commitments by customers to receive service via, or to utilize capacity on particular designated transponders according to specified technical and commercial terms. Transponder services also include revenues from hosted payload capacity. Transponder services are marketed to each of our primary customer sets, as follows:
	Network Services: fixed and wireless telecom operators, data network operators, enterprise operators of private data networks, and value-added network operators for broadband network infrastructure.
	Media: broadcasters (for distribution of programming and full time contribution, or gathering, of content), programmers and DTH operators.
	Government: civilian and defense organizations, for use in implementing private networks, or for the provision of capacity or capabilities through hosted payloads.
Managed Services	Hybrid services based upon IntelsatOne[SM], which combine satellite capacity, teleport facilities, satellite communications hardware such as broadband hubs or video multiplexers and fiber optic cable and other ground facilities to provide managed and monitored broadband, Internet, video and private network services to customers. Managed services are marketed to each of our customer sets as follows:
	Network Services: ISPs and value-added service providers who develop service offerings based upon our integrated broadband platforms.
	Media: programmers outsourcing elements of their transmission infrastructure and part time occasional use services used primarily by news and sports organizations to gather content from remote

locations.

Government: users seeking secured, integrated, end-to-end solutions.

Table of Contents

Service Type	Description
Channel	Commitments by customers to purchase an overall amount or level of service, without committing to particular designated transponders for specified terms within the commitment period. Services are offered off the shelf, so technical terms are not specially tailored to a given customer. Channel is not considered a core service offering due to changing market requirements and the proliferation of fiber alternatives for point-to-point customer applications. Channel services are exclusively marketed to:
	Network Services: traditional telecommunications providers.
Off-Network and Other Revenues:	
Transponder, Mobile Satellite Services and Other	Voice, data and video services provided by third-party commercial satellite operators for which the desired frequency type or geographic coverage is not available on our network. These services include L-band mobile satellite services (MSS), for which our Intelsat General Corporation (Intelsat General) business is a reseller. These products are primarily marketed to:
	Government: direct government users, government contractors working on programs where aggregation of capacity is required.
Satellite-related Services	Services include a number of satellite-related consulting and technical services that involve the lifecycle of satellite operations and related infrastructure, from satellite and launch vehicle procurement through tracking, telemetry and commanding (TT&C) services and related equipment sales. These services are typically marketed to other satellite operators.

We market our services on a global basis, with almost every populated region of the world contributing to our revenue. The diversity of our revenue allows us to benefit from changing market conditions and lowers our risk from revenue fluctuations in our service applications and geographic regions.

Trends Impacting Our Revenue

Our revenue at any given time is partially dependent on the supply of communications capacity available in a geographic region, including capacity from other satellite providers and from competing technologies such as fiber optic cable networks, as well as the level of demand for that capacity. See Business Our Sector for a discussion of the global trends creating demand for our services. In recent years, we have generated new revenue from a number of sources, including on our global network, from growth in demand for transponder services for network services applications such as network extensions for cellular phone operators and satellite-based private data networks and managed services for Internet backbone access and corporate broadband networks. We have also experienced growth in demand for transponder services for use in video applications such as DTH television services and HDTV and globalized program distribution. New transponder services and managed services revenue has also been generated from demand for government applications, such as support for military operations. With respect to off-network services, demand for MSS has softened as usage patterns have reduced in some regions. Demand for other off-network services, such as transponder services, has generally increased over the past several years as we have implemented contracts which require capacity either not available or in a different frequency than is available on our network. Although margins for MSS and other off-network services are typically substantially lower than for services provided on our network, these services are low risk in nature, with no required up-front investment and terms and conditions of the procured capacity which typically match the contractual commitments from our customers.

See Business Our Customer Sets and Growing Applications for a discussion of our customers uses of our services and see Business Our Strategy for a discussion of our strategies with respect to marketing to our various customer sets.

Table of Contents

Customer Applications

Our transponder services, managed services, MSS and channel are used by our customers for three primary customer applications: network service applications, media applications and government applications.

Pricing

Pricing of our services is based upon a number of factors, including, but not limited to, the region served by the capacity, the power and other characteristics of the satellite beam, the amount of demand for the capacity available on a particular satellite and the total supply of capacity serving any particular region. Over the last three years our business has experienced improving pricing trends in most of the regions we serve, particularly with respect to capacity serving Africa and Latin America. Based upon our current experience, we believe pricing is generally stable overall, but that in the near to mid-term, price improvements will be limited to certain regions and coverage areas, such as Latin America. According to Euroconsult, the annual average price per transponder for C- and Ku- band capacity is forecasted to be generally stable, growing globally from $1.61 million to $1.66 million per 36 MHz transponder over the period 2012 to 2017.

The pricing of our services is generally fixed for the duration of the service commitment. New and renewing service commitments are priced to reflect regional demand and other factors as discussed above, subject to the lifeline connectivity obligation (LCO) protection provisions which are applicable to less than 1% of our backlog at September 30, 2012 and which are further described in Business Certain Customer Service Agreements.

Operating Expenses

Direct Costs of Revenue (Excluding Depreciation and Amortization)

Direct costs of revenue relate to costs associated with the operation and control of our satellites, our communications network and engineering support, and the purchase of off-network capacity. Direct costs of revenue consist principally of salaries and related employment costs, in-orbit insurance, earth station operating costs and facilities costs. Our direct costs of revenue fluctuate based on the number and type of services offered and under development. Direct costs of revenue have increased due to our expanded sales of off-network transponder services to customers of our Intelsat General business and due to launch vehicle costs related to satellite-related services. We expect our direct costs of revenue to increase as we add customers and expand our managed services and use of off-network capacity.

Selling, General and Administrative Expenses

Selling, general and administrative expenses relate to costs associated with our sales and marketing staff and our administrative staff, which includes legal, finance and human resources. Staff expenses consist primarily of salaries and related employment costs, including stock compensation, travel costs and office occupancy costs. Selling, general and administrative expenses also include building maintenance and rent expenses and the provision for uncollectible accounts. Selling, general and administrative expenses generally fluctuate with the number of customers served and the number and types of services offered. Selling, general and administrative expenses also include fees for professional services and monitoring fees payable to the New Sponsors in support of strategic activities.

Depreciation and Amortization

Our capital assets consist primarily of our satellites and associated ground network infrastructure. Included in capitalized satellite costs are the costs for satellite construction, satellite launch services, insurance premiums for satellite launch and the in-orbit testing period, the net present value of deferred satellite performance incentives payable to satellite manufacturers, and capitalized interest incurred during the satellite construction period.

Table of Contents

Capital assets are depreciated or amortized on a straight-line basis over their estimated useful lives. The remaining depreciable lives of our satellites range from less than one year to 15 years as of December 31, 2011.

Impairment Charges

During the first quarter of 2009, the credit markets experienced difficulties, with new debt issuances being priced at significantly higher effective interest rates as compared to the pricing of debt issuances completed in prior periods. The higher effective interest rates reflected, in our view, higher discounts being applied in the valuation of companies generally, and were therefore considered by us to be an indicator of potential impairment to the fair value of our right to operate at orbital locations. The higher interest rates resulted in an increase to our weighted average cost of capital, and led to our recognizing a non-cash impairment charge of $499.1 million in the first quarter of 2009. During the first quarter of 2010, we recorded a non-cash impairment charge of $6.5 million for the impairment of our IS-4 satellite, which was deemed unrecoverable. We also recorded a non-cash impairment charge of $104.1 million for the impairment of our Galaxy 15 satellite after an anomaly occurred in April 2010 resulting in our inability to command the satellite. When the Galaxy 15 anomaly occurred there was substantial uncertainty as to our ability to recover use of the satellite and, accordingly, we recognized an impairment during the second quarter of 2010. On December 23, 2010, our Galaxy 15 satellite was recovered and extensive in-orbit testing was subsequently completed to determine its functionality. In February 2011, Galaxy 15 initiated a drift to 133.1°W and returned to service, initially as an in-orbit spare. In October 2011, media traffic was transferred from Galaxy 12 back to Galaxy 15 and it resumed normal service. We do not currently anticipate any future impairment charges on the Galaxy 15 satellite. See Critical Accounting Policies Asset Impairment Assessments.

Contracted Backlog

We benefit from strong visibility of our future revenues. Our contracted backlog is our expected future revenue under existing customer contracts and includes both cancellable and non-cancellable contracts. Our contracted backlog was approximately $10.7 billion and $10.8 billion as of December 31, 2011 and September 30, 2012, respectively. As of September 30, 2012, approximately 85% of our backlog related to contracts that are non-cancellable and approximately 11% related to contracts that are cancellable subject to substantial termination fees. As of December 31, 2011, the weighted average remaining customer contract life was approximately 5.15 years. We currently expect to deliver services associated with approximately $2.2 billion, or approximately 20%, of our December 31, 2011 backlog during the year ending December 31, 2012. Based on our backlog at December 31, 2011, we expect to recognize at least $81.3 million in channel applications revenue during 2012. The amount included in backlog represents the full service charge for the duration of the contract and does not include termination fees. The amount of the termination fees, which are not included in the backlog amount, is generally calculated as a percentage of the remaining backlog associated with the contract. In certain cases of breach for non-payment or customer bankruptcy, we may not be able to recover the full value of certain contracts or termination fees. Our contracted backlog includes 100% of the backlog of our consolidated ownership interests, which is consistent with the accounting for our ownership interest in these entities.

Our expected future revenue under our contracted backlog as of December 31, 2011 was as follows (in millions):

Period	
2012	$ 2,193.9
2013	1,671.5
2014	1,309.2
2015	1,035.7
2016	745.9
2017 and thereafter	3,786.0
Total	$ 10,742.2

Table of Contents

Our backlog by service type as of December 31, 2011 was as follows (in millions, except percentages):

Service Type	Amount	Percent
Transponder services	$ 9,756.1	91%
Managed services	445.0	4
Off-network and other	300.4	3
Channel	240.7	2
Total	$ 10,742.2	100%

We believe this backlog and the resulting predictable cash flows in the FSS sector make our net cash provided by operating activities less volatile than that of typical companies outside our industry.

Results of Operations

Nine Months Ended September 30, 2011 and 2012

The following table sets forth our comparative statements of operations for the periods shown with the increase (decrease) and percentage changes, except those deemed not meaningful (NM), between the periods presented (in thousands, except percentages):

	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011 Compared to Nine Months Ended September 30, 2012 Increase (Decrease)	Percentage Change
Revenue	$ 1,935,515	$ 1,937,783	$ 2,268	0%
Operating expenses:				
Direct costs of revenue (excluding depreciation and amortization)	316,749	307,224	(9,525)	(3)
Selling, general and administrative	157,516	151,300	(6,216)	(4)
Depreciation and amortization	583,196	567,472	(15,724)	(3)
Losses on derivative financial instruments	24,163	37,651	13,488	56
Total operating expenses	1,081,624	1,063,647	(17,977)	(2)
Income from operations	853,891	874,136	20,245	2
Interest expense, net	992,084	950,073	(42,011)	(4)
Loss on early extinguishment of debt	(326,183)	(46,489)	279,694	86
Loss from previously unconsolidated affiliates	(24,658)		24,658	NM
Other income (expense), net	7,753	(20,982)	(28,735)	NM
Loss before income taxes	(481,281)	(143,408)	337,873	70
Benefit from income taxes	(48,931)	(1,110)	47,821	(98)

Net loss	(432,350)	(142,298)	290,052	67%
Net (income) loss attributable to noncontrolling interest	2,942	(643)	(3,585)	NM
Net loss attributable to Intelsat S.A.	$ (429,408)	$ (142,941)	$ 286,467	67%

Table of Contents

Revenue

The following table sets forth our comparative revenue by service type, with Off-Network and Other Revenues shown separately from On-Network Revenues, for the periods shown (in thousands, except percentages):

	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Increase (Decrease)	Percentage Change
On-Network Revenues				
Transponder services	$ 1,422,163	$ 1,447,797	$ 25,634	2%
Managed services	212,432	202,928	(9,504)	(4)
Channel	80,377	70,025	(10,352)	(13)
Total on-network revenues	1,714,972	1,720,750	5,778	0
Off-Network and Other Revenues				
Transponder, MSS and other off-network services	178,942	180,665	1,723	1
Satellite-related services	41,601	36,368	(5,233)	(13)
Total off-network and other revenues	220,543	217,033	(3,510)	(2)
Total	$ 1,935,515	$ 1,937,783	$ 2,268	0%

Total revenue for the nine months ended September 30, 2012 increased by $2.3 million as compared to the nine months ended September 30, 2011. By service type, our revenues increased or decreased due to the following:

On-Network Revenues:

Transponder services an aggregate increase of $25.6 million, primarily due to a $31.3 million increase in revenue from growth in capacity sold to media customers mainly in the Latin America and Caribbean, the Europe, the Asia-Pacific and the North America regions, as well as a $5.8 million increase in revenue from capacity sold by our Intelsat General business, partially offset by an aggregate $11.5 million decrease in revenue from network services customers, reflecting a decline in the Europe region for services provided in Africa and an increase in the Latin America and Caribbean region.

Managed services an aggregate decrease of $9.5 million, largely due to a decrease in revenue from network services customers for international trunking primarily in Africa, a trend which we expect will continue due to the migration of services in this region to fiber optic cable, partially offset by increases in broadband services for mobility applications.

Channel an aggregate decrease of $10.4 million related to a continued decline from the migration of international point-to-point satellite traffic to fiber optic cable, a trend which we expect will continue.

Off-Network and Other Revenues:

Transponder, MSS and other off-network services an aggregate increase of $1.7 million, primarily due to an increase of $7.8 million in off-network transponder services revenue largely related to contracts being implemented by our Intelsat General business and a $5.4 million increase in customer premises equipment revenue, partially offset by a $6.7 million decline in off-network transponder and media services revenue and a $4.8 million decrease in MSS revenue.

Satellite-related services an aggregate decrease of $5.2 million, primarily due to lower professional fees earned for providing government professional services and flight operations support for third-party satellites as compared to the nine months ended September 30, 2011.

Table of Contents

Operating Expenses

Direct Costs of Revenue (Excluding Depreciation and Amortization)

Direct costs of revenue decreased by $9.5 million, or 3%, to $307.2 million for the nine months ended September 30, 2012 as compared to the nine months ended September 30, 2011. The decline was primarily due to an aggregate $10.0 million decrease in costs associated with purchases of off-network FSS capacity as well as the impact of accounting for our revenue and cost sharing arrangements with JSAT International, Inc. (JSAT) related to the consolidation of the Horizons Holdings joint venture at the end of the third quarter of 2011, and a $4.0 million decrease in the cost of MSS capacity purchased related to solutions sold by our Intelsat General business. These decreases were partially offset by a $4.7 million increase in costs relating to purchases of equipment.

Selling, General and Administrative

Selling, general and administrative expenses decreased by $6.2 million, or 4%, to $151.3 million for the nine months ended September 30, 2012 as compared to the nine months ended September 30, 2011. The decrease was primarily due to a $7.5 million decrease in professional fees, partially offset by a $1.3 million increase in bad debt expense.

Depreciation and Amortization

Depreciation and amortization expense decreased by $15.7 million, or 3%, to $567.5 million for the nine months ended September 30, 2012 as compared to the nine months ended September 30, 2011. This decrease was primarily due to the following:

- a net decrease of $25.0 million in depreciation expense due to the timing of certain satellites becoming fully depreciated and changes in estimated remaining useful lives of certain satellites;
- a decrease of $12.4 million in depreciation expense due to the timing of ground and other assets placed in service or becoming fully depreciated; and
- a decrease of $10.3 million in amortization expense primarily due to changes in the expected pattern of consumption of amortizable intangible assets as these assets primarily include acquired backlog, which relates to contracts covering varying periods that expire over time, and acquired customer relationships for which the value diminishes over time; partially offset by
- an increase of $32.4 million in depreciation expense resulting from the impact of satellites placed into service during 2011 and 2012.

Losses on Derivative Financial Instruments

Losses on derivative financial instruments were $37.7 million for the nine months ended September 30, 2012 as compared to $24.2 million for the nine months ended September 30, 2011. The losses on derivative financial instruments related to the net loss on our interest rate swaps, which reflects interest expense accrued on the interest rate swaps as well as the change in fair value.

Interest Expense, Net

Interest expense, net decreased by $42.0 million, or 4%, to $950.1 million for the nine months ended September 30, 2012 as compared to $992.1 million for the nine months ended September 30, 2011. The decrease in interest expense, net was principally due to the following:

- a net decrease of $35.0 million in interest expense resulting from our refinancing transactions, redemptions and offerings in 2011 (see Liquidity and Capital Resources Long-Term Debt 2011 Debt Transactions); and

a decrease of $7.0 million from higher capitalized interest resulting from increased levels of satellites and related assets under construction.

Table of Contents

Non-cash items in interest expense, net were $47.7 million for the nine months ended September 30, 2012 and included $5.0 million of payment-in-kind interest expense and $42.7 million primarily associated with the amortization of deferred financing fees incurred as a result of new or refinanced debt and the amortization and accretion of discounts and premiums.

Loss on Early Extinguishment of Debt

Loss on early extinguishment of debt was $46.5 million for the nine months ended September 30, 2012 as compared to $326.2 million for the nine months ended September 30, 2011. The 2012 loss primarily related to the repayment of debt in connection with the April 2012 Intelsat Jackson tender offers and redemptions (see Liquidity and Capital Resources Long-Term Debt 2012 Intelsat Jackson Notes Offerings, Tender Offers and Redemptions). In the nine months ended September 30, 2012, Intelsat Jackson repurchased or redeemed $1,146.9 million of its debt for $1,186.2 million, excluding accrued and unpaid interest and related fees of $57.7 million. In addition, $112.2 million of New Dawn debt was prepaid from restricted cash relating to proceeds received from an insurance claim (see Liquidity and Capital Resources Long-Term Debt New Dawn Equity Purchase and Repayments of Credit Facilities). The loss of $46.5 million was primarily driven by a $39.5 million difference between the carrying value of the Intelsat Jackson debt repurchased or redeemed and the total cash amount paid (including related fees), together with a write-off of $3.9 million of Intelsat Jackson unamortized debt premium and debt issuance costs and $3.1 million of New Dawn unamortized debt issuance costs.

The 2011 loss on early extinguishment of debt of $326.2 million related to the repayment of debt in connection with the 2011 refinancings, redemptions and tender offers (see Liquidity and Capital Resources Long-Term Debt 2011 Debt Transactions). In January 2011, we repurchased $2,849.3 million of Intelsat Corp and Intelsat Sub Holdco debt for $2,906.1 million, excluding accrued and unpaid interest and related fees of $8.7 million. In March 2011, we redeemed $710.8 million of Intelsat S.A. and Intelsat Sub Holdco debt for $747.6 million, excluding $19.1 million of accrued and unpaid interest. In April and May 2011, we redeemed or repurchased $2,527.0 million of Intelsat Sub Holdco, Intelsat Jackson and Intermediate Holdco notes for $2,604.4 million, excluding accrued and unpaid interest of $58.1 million. The loss of $326.2 million was driven by a $171.1 million difference between the carrying value of the debt repurchased, redeemed or repaid and the total cash amount paid (including related fees), together with a write-off of $155.1 million of unamortized debt discounts and debt issuance costs.

Loss from Previously Unconsolidated Affiliates

Loss from previously unconsolidated affiliates was $24.7 million for the nine months ended September 30, 2011 with no comparable amount for the nine months ended September 30, 2012, due to the consolidation of the Horizons Holdings joint venture in September 2011 (see Note 6(a) Investments Horizons Holdings to our unaudited condensed consolidated financial statements included elsewhere in this prospectus).

Other Income (Expense), Net

Other expense, net was $21.0 million for the nine months ended September 30, 2012 as compared to other income, net of $7.8 million for the nine months ended September 30, 2011. The difference of $28.8 million was primarily due to a $20.0 million pre-tax charge plus $1.0 million of associated costs and expenses in connection with the expiration of an unconsummated third-party investment commitment, together with a $7.6 million increase in exchange rate losses, primarily related to our business conducted in Brazilian *reais* and euros.

Benefit from Income Taxes

Our benefit from income taxes was $1.1 million for the nine months ended September 30, 2012 as compared to a benefit of $48.9 million for the nine months ended September 30, 2011. The difference was principally due to the 2011 tax benefits recorded in connection with the Horizons remeasurement charge, the September 2011

Table of Contents

internal subsidiary mergers, a release of withholding tax liabilities resulting from certain customer transactions in the Asia-Pacific region and refinancing expenses and changes in the balance of deferred taxes as a result of a series of internal transactions and related steps completed on January 12, 2011, that reorganized the ownership of our assets among our subsidiaries and effectively combined the legacy businesses of Intelsat Sub Holdco and Intelsat Corp in order to simplify our operations and enhance our ability to transact business in an efficient manner (the 2011 Reorganization).

Cash paid for income taxes, net of refunds, totaled $19.5 million and $25.8 million for the nine months ended September 30, 2011 and 2012, respectively.

Years Ended December 31, 2010 and 2011

The following table sets forth our comparative statements of operations for the periods shown with the increase (decrease) and percentage changes, except those deemed not meaningful (NM), between the periods presented (in thousands, except percentages):

	Year Ended December 31, 2010	Year Ended December 31, 2011	Increase (Decrease)	Percentage Change
Revenue	$ 2,544,652	$ 2,588,426	$ 43,774	2%
Operating expenses:				
Direct costs of revenue (excluding depreciation and amortization)	413,400	417,179	3,779	1
Selling, general and administrative	220,207	208,189	(12,018)	(6)
Depreciation and amortization	798,817	769,440	(29,377)	(4)
Impairment of asset value	110,625		(110,625)	NM
Losses on derivative financial instruments	89,509	24,635	(64,874)	(73)
Total operating expenses	1,632,558	1,419,443	(213,115)	(13)
Income from operations	912,094	1,168,983	256,889	28
Interest expense, net	1,379,019	1,309,484	(69,535)	(5)
Loss on early extinguishment of debt	(76,849)	(326,183)	(249,334)	NM
Earnings (loss) from previously unconsolidated affiliates	503	(24,658)	(25,161)	NM
Other income, net	9,124	1,955	(7,169)	(79)
Loss before income taxes	(534,147)	(489,387)	44,760	(8)
Benefit from income taxes	(26,378)	(55,393)	(29,015)	NM
Net loss	(507,769)	(433,994)	73,775	(15)%
Net loss attributable to noncontrolling interest	2,317	1,106	(1,211)	(52)
Net loss attributable to Intelsat S.A.	$ (505,452)	$ (432,888)	$ 72,564	(14)%

Table of Contents

Revenue

The following table sets forth our comparative revenue by service type, with Off-Network and Other Revenues shown separately from On-Network Revenues, for the periods shown (in thousands, except percentages):

	Year Ended December 31, 2010	Year Ended December 31, 2011	Increase (Decrease)	Percentage Change
On-Network Revenues				
Transponder services	$ 1,839,047	$ 1,907,768	$ 68,721	4%
Managed services	321,863	294,078	(27,785)	(9)
Channel	119,924	104,981	(14,943)	(12)
Total on-network revenues	2,280,834	2,306,827	25,993	1
Off-Network and Other Revenues				
Transponder, MSS and other off-network services	221,663	225,328	3,665	2
Satellite-related services	42,155	56,271	14,116	33
Total off-network and other revenues	263,818	281,599	17,781	7
Total	$ 2,544,652	$ 2,588,426	$ 43,774	2%

Total revenue for the year ended December 31, 2011 increased by $43.8 million, or 2%, as compared to the year ended December 31, 2010. By service type, our revenues increased or decreased due to the following:

On-Network Revenues:

Transponder services an aggregate increase of $68.7 million, primarily due to a $37.3 million increase in revenue from growth in capacity sold to media customers primarily in the Europe, the Latin America and Caribbean and the North America regions, and a $28.8 million increase in revenue from capacity sold by our Intelsat General business.

Managed services an aggregate decrease of $27.8 million, primarily due to an $18.4 million net decrease in revenue from network services customers related to non-renewal of contracts for international internet trunking and private line solutions primarily in the Africa and Middle East and the Asia-Pacific regions, a trend which we expect to continue due to the migration of services in these regions to fiber optic cable. There was also a $7.2 million decrease in managed video services sold to media customers in the Asia-Pacific and the North America regions partially due to reduced occasional use services in the year ended December 31, 2011 as compared to 2010, which included a higher level of activity due to a large global sporting event.

Channel an aggregate decrease of $14.9 million related to a continued decline from the migration of international point-to-point satellite traffic to fiber optic cables, a trend which we expect will continue.

Off-Network and Other Revenues:

Transponder, MSS and other off-network services an aggregate increase of $3.7 million, primarily due to a $30.6 million increase in transponder services largely related to contracts being implemented by our Intelsat General business, partially offset by a $27.5 million decline in usage-based MSS revenue.

Satellite-related services an aggregate increase of $14.1 million, due primarily to an increase in professional fees earned for providing flight operations support for third-party satellites and government professional services.

Table of Contents

Operating Expenses

Direct Costs of Revenue (Excluding Depreciation and Amortization)

Direct costs of revenue increased by $3.8 million, or 1%, to $417.2 million for the year ended December 31, 2011 as compared to the year ended December 31, 2010. The increase was primarily due to the following:

- a net increase of $31.3 million in costs attributable to off-network FSS capacity services and other third-party services purchased, corresponding to the related increase in revenue; and
- an increase of $8.8 million in staff related expenses; partially offset by
- a decrease of $23.5 million in the cost of MSS capacity purchased related to solutions sold by our Intelsat General business; and
- a decrease of $10.3 million in other expenses primarily due to a reduction in satellite insurance costs in 2011 resulting from the expiration of prepaid in-orbit insurance coverage that was being amortized.

Selling, General and Administrative

Selling, general and administrative expenses decreased by $12.0 million, or 5%, to $208.2 million for the year ended December 31, 2011 as compared to the year ended December 31, 2010. The decrease in 2011 was primarily due to $12.6 million of lower non-cash stock compensation costs during the year ended December 31, 2011 associated with the amended and restated Intelsat Global, Ltd. 2008 Share Incentive Plan.

Depreciation and Amortization

Depreciation and amortization expense decreased by $29.4 million, or 4%, to $769.4 million for the year ended December 31, 2011 as compared to the year ended December 31, 2010. This decrease was primarily due to:

- a decrease of $24.8 million in amortization expense primarily due to variation from year to year in the pattern of consumption of amortizable assets, as these assets primarily include acquired backlog, which relates to contracts covering varying time periods that expire over time, and acquired customer relationships for which the value diminishes over time; and
- a net decrease of $33.3 million in depreciation expense due to the timing of certain satellites becoming fully depreciated, the impairment of the Galaxy 15 satellite in 2010 and changes to estimated remaining useful lives of certain satellites; partially offset by
- an increase of $30.2 million in depreciation expense primarily resulting from the impact of satellites placed into service during 2011.

Impairment of Asset Value

Impairment of asset value was $110.6 million for the year ended December 31, 2010, with no similar charges for the year ended December 31, 2011. The amount incurred in 2010 included a $104.1 million non-cash impairment charge for the impairment of our Galaxy 15 satellite after an anomaly occurred in April 2010, as well as a $6.5 million non-cash impairment charge for the impairment of our IS-4 satellite, which was deemed unrecoverable after an anomaly occurred in February 2010.

Losses on Derivative Financial Instruments

Losses on derivative financial instruments were $24.6 million for the year ended December 31, 2011 as compared to $89.5 million for the year ended December 31, 2010. For the year ended December 31, 2011, the loss on derivative financial instruments was related to a $28.9 million loss on our interest rate swaps, partially offset by a $4.3 million gain on our put option embedded derivative related to Intelsat Sub Holdco s 8 7/8% Senior Notes due 2015, Series B (the 2015 Sub Holdco Notes, Series B).

Table of Contents

Interest Expense, Net

Interest expense, net consists of the gross interest expense we incur less the amount of interest we capitalize related to capital assets under construction and less interest income earned. As of December 31, 2011, we also held interest rate swaps with an aggregate notional amount of $2.3 billion to economically hedge the variability in cash flow on a portion of the floating-rate term loans under our senior secured and unsecured credit facilities. The swaps have not been designated as hedges for accounting purposes. Interest expense, net decreased by $69.5 million, or 5%, to $1.31 billion for the year ended December 31, 2011, as compared to $1.38 billion for the year ended December 31, 2010. The decrease in interest expense, net was principally due to the following:

- a net decrease of $50.4 million as a result of our refinancing activities, including the 2010 debt transactions and the various 2011 refinancing transactions, redemptions and offerings (see Liquidity and Capital Resources Long-Term Debt); and

- a decrease of $29.8 million from higher capitalized interest resulting from increased levels of satellites and related assets under construction; partially offset by

- an increase of $2.9 million associated with interest paid-in-kind that was accreted into the principal amount of the 2017 PIK Notes.

The non-cash portion of total interest expense, net was $90.1 million for the year ended December 31, 2011 and included $27.3 million of payment-in-kind (PIK) interest expense. The remaining non-cash interest expense was primarily associated with the amortization of deferred financing fees incurred as a result of new or refinanced debt and the amortization and accretion of discounts and premiums.

Loss on Early Extinguishment of Debt

Loss on early extinguishment of debt was $326.2 million for the year ended December 31, 2011 as compared to $76.8 million for the year ended December 31, 2010. The 2011 loss related to the repayment of debt in connection with various 2011 refinancings, redemptions, tender offers and offerings. In January 2011, we repurchased $2,849.3 million of Intelsat Corp and Intelsat Sub Holdco debt for $2,906.1 million, excluding accrued and unpaid interest of $8.7 million (see Liquidity and Capital Resources Long-Term Debt 2011 Debt Transactions 2011 Secured Loan Refinancing). In March 2011, we redeemed $710.8 million of Intelsat S.A. and Intelsat Sub Holdco debt for $747.6 million, excluding accrued and unpaid interest of $19.1 million (see Liquidity and Capital Resources Long-Term Debt 2011 Debt Transactions 2011 Notes Redemptions). In April and May 2011, we redeemed or repurchased $2,527.0 million of Intelsat Sub Holdco, Intelsat Jackson and Intermediate Holdco debt for $2,604.4 million, excluding accrued and unpaid interest of $58.1 million (see Liquidity and Capital Resources Long-Term Debt 2011 Debt Transactions 2011 Intelsat Jackson Notes Offering, Tender Offers and Additional Redemptions). The loss of $326.2 million was primarily driven by a $171.1 million difference between the carrying value of the debt repurchased, redeemed or repaid and the total cash amount paid (including related fees), together with a write-off of $155.1 million of unamortized debt discounts and debt issuance costs.

The 2010 loss was recognized in connection with the purchases by Intelsat Corp of $546.3 million of the Intelsat Corp s 9¼% Senior Notes due 2014 (the 2014 Intelsat Corp Notes) for $565.4 million (excluding accrued and unpaid interest of $6.3 million) and $124.9 million of Intelsat Corp s 7⅞% Senior Secured Debentures due 2028 (the 2028 Intelsat Corp Notes) for $149.9 million (excluding accrued and unpaid interest of $1.8 million), pursuant to cash tender offers (the 2010 Tender Offers). The loss of $76.8 million was caused by a $47.4 million difference between the carrying value of the Intelsat Corp notes purchased and the total cash amount paid (including related fees), and a write-off of $29.4 million unamortized debt discounts and debt issuance costs.

Table of Contents

Earnings (Loss) from Previously Unconsolidated Affiliates

Loss from previously unconsolidated affiliates was $24.7 million for the year ended December 31, 2011 as compared to earnings of $0.5 million for the year ended December 31, 2010. The decrease of $25.2 million was primarily due to a $20.2 million charge as a result of the remeasurement of our investment in Horizons Holdings to fair value upon the consolidation of the joint venture on September 30, 2011 and a $4.5 million loss from the operations of the joint venture recognized prior to consolidation. See Note 8(b) Investments Horizons Holdings to our audited consolidated financial statements included elsewhere in this prospectus.

Other Income, Net

Other income, net was $2.0 million for the year ended December 31, 2011 as compared to $9.1 million for the year ended December 31, 2010. The decrease of $7.2 million was primarily due to $6.1 million of expense related to the settlement of a dispute concerning our investment in WildBlue Communications, Inc. (WildBlue) in 2011 and a $1.3 million decrease related to a gain on the sale of our Viasat, Inc. common stock in 2010, with no comparable gain in 2011.

Provision for (Benefit from) Income Taxes

Our benefit from income taxes increased by $29.0 million to $55.4 million for the year ended December 31, 2011 as compared to a benefit from income taxes of $26.4 million for the year ended December 31, 2010. The increase in benefit was principally due to higher pre-tax losses incurred in certain taxable jurisdictions, primarily due to refinancing expenses related to the 2011 Reorganization, along with the release of withholding tax liabilities resulting from certain sales in the Asia-Pacific region and of certain valuation allowances on Intelsat Corporation s deferred state tax assets. In total, these 2011 tax benefits exceeded the 2010 tax benefits recorded for the Galaxy 15 satellite impairment and the 2010 reduction in our balance of unrecognized tax benefits.

Years Ended December 31, 2009 and 2010

The following table sets forth our comparative statements of operations for the periods shown with the increase (decrease) and percentage changes, except those deemed not meaningful (NM), between the periods presented (in thousands, except percentages):

	Year Ended December 31, 2009	Year Ended December 31, 2010	Increase (Decrease)	Percentage Change
Revenue	$ 2,513,039	$ 2,544,652	$ 31,613	1%
Operating expenses:				
Direct costs of revenue (excluding depreciation and amortization)	401,826	413,400	11,574	3
Selling, general and administrative	259,944	220,207	(39,737)	(15)
Depreciation and amortization	804,037	798,817	(5,220)	(1)
Impairment of asset value	499,100	110,625	(388,475)	(78)
Losses on derivative financial instruments	2,681	89,509	86,828	NM
Total operating expenses	1,967,588	1,632,558	(335,030)	(17)
Income from operations	545,451	912,094	366,643	67
Interest expense, net	1,362,823	1,379,019	16,196	1
Gain (loss) on early extinguishment of debt	4,697	(76,849)	(81,546)	NM
Other income, net	42,013	9,627	(32,386)	(77)
Loss before income taxes	(770,662)	(534,147)	236,515	(31)
Provision for (benefit from) income taxes	11,399	(26,378)	(37,777)	NM
Net loss	(782,061)	(507,769)	274,292	(35)%
Net loss attributable to noncontrolling interest	369	2,317	1,948	NM

Net loss attributable to Intelsat S.A.	$ (781,692)	$ (505,452)	$ 276,240	(35)%

Table of Contents

Revenue

The following table sets forth our comparative revenue by service type, with Off-Network and Other Revenues shown separately from On-Network Revenues, for the periods shown (in thousands, except percentages):

	Year Ended December 31, 2009	Year Ended December 31, 2010	Increase (Decrease)	Percentage Change
On-Network Revenues				
Transponder services	$ 1,795,477	$ 1,839,047	$ 43,570	2%
Managed services	338,607	321,863	(16,744)	(5)
Channel	133,660	119,924	(13,736)	(10)
Total on-network revenues	2,267,744	2,280,834	13,090	1
Off-Network and Other Revenues				
Transponder, MSS and other off-network services	160,660	221,663	61,003	38
Satellite-related services	84,635	42,155	(42,480)	(50)
Total off-network and other revenues	245,295	263,818	18,523	8
Total	$ 2,513,039	$ 2,544,652	$ 31,613	1%

Total revenue for the year ended December 31, 2010 increased by $31.6 million, or 1%, as compared to the year ended December 31, 2009. Netted within this increase was a decline in satellite-related services revenues as a result of launch vehicle resales that occurred during the year ended December 31, 2009, with no similar resales during the year ended December 31, 2010. Excluding the launch vehicle resales of $44.2 million, total revenue for the year ended December 31, 2010 would have increased by 3% as compared to the year ended December 31, 2009. By service type, our revenues increased or decreased due to the following:

On-Network Revenues:

Transponder services an aggregate increase of $43.6 million. This resulted from a $43.8 million increase from network services customers, primarily in the Latin America and Caribbean and the Africa and Middle East regions, the impact of the migration of one customer from managed services to transponder services, a $16.7 million increase from increased capacity sold by our Intelsat General business and a $7.4 million increase from media customers primarily in Latin America. These increases of $67.9 million in the aggregate were partially offset by an aggregate decrease of $24.3 million in revenues related to the IS-4 satellite anomaly, which primarily affected revenue from customers in the Europe and the Africa and Middle East regions, and the Galaxy 15 satellite anomaly, which mostly affected revenue from customers in the North America region.

Managed services an aggregate decrease of $16.7 million, primarily due to a $12.8 million decline in revenues largely related to the migration of a network services customer from managed services to transponder services and a decline in services sold by our Intelsat General business. These decreases were partially offset by an increase in occasional video services sold to media customers in the Latin America and Caribbean region, mostly associated with a global soccer tournament.

Channel an aggregate decrease of $13.7 million related to a continued decline from the migration of point-to-point satellite traffic to fiber optic cables, a trend which we expect will continue.

Off-Network and Other Revenues:

Transponder, MSS and other off-network services an aggregate increase of $61.0 million, due primarily to a $42.6 million increase in revenues from transponder services associated with an increase in volume and a $11.9 million increase in MSS revenues from usage-based mobile services, both of which were sold by our Intelsat General business.

Table of Contents

Satellite-related services an aggregate decrease of $42.5 million, resulting primarily from $44.2 million in launch vehicle resale revenues recorded during the year ended December 31, 2009, with no similar resales occurring during the year ended December 31, 2010.

Operating Expenses

Direct Costs of Revenue (Excluding Depreciation and Amortization)

Direct costs of revenue increased by $11.6 million, or 3%, to $413.4 million for the year ended December 31, 2010 as compared to the year ended December 31, 2009. The increase was primarily due to the following:

an increase of $45.8 million in direct cost of sales primarily due to an increase of FSS and MSS sold to customers of our Intelsat General business; and

an increase of $5.4 million in satellite insurance expenses primarily due to the timing of satellites launched and the related amortization of prepaid satellite insurance; partially offset by

a decrease of $35.3 million in launch vehicle resale costs in 2010 due to the fact that we did not resell any launch vehicles in 2010; and

a decrease of $3.9 million in staff expenses in 2010 primarily related to higher compensation costs in 2009 due to new equity awards and revisions to the terms of existing equity awards in 2009.

Selling, General and Administrative

Selling, general and administrative expenses decreased by $39.7 million, or 15%, to $220.2 million for the year ended December 31, 2010 as compared to the year ended December 31, 2009. The decrease in 2010 was primarily due to $37.1 million in higher compensation costs in 2009 due to new equity awards and revisions to the terms of existing equity awards in 2009.

Depreciation and Amortization

Depreciation and amortization expense decreased by $5.2 million, or 1%, to $798.8 million for the year ended December 31, 2010 as compared to the year ended December 31, 2009. This decrease was primarily due to:

a net decrease of $47.4 million in depreciation expense due to the timing of certain satellites, ground and other assets becoming fully depreciated, the impairment of the IS-14 and Galaxy 15 satellites in 2010 and changes in estimated remaining useful lives of certain satellites; and

a decrease of $15.4 million in amortization expense in 2010 primarily due to changes in the expected pattern of consumption; partially offset by

an increase of $57.6 million in depreciation expense resulting from the impact of satellites placed into service during the second half of 2009 and the first quarter of 2010.

Impairment of Asset Value

Impairment of asset value was $110.6 million for the year ended December 31, 2010 as compared to $499.1 million for the year ended December 31, 2009. The charges incurred during the year ended December 31, 2010 included a $104.1 million non-cash impairment charge for the impairment of our Galaxy 15 satellite after an anomaly occurred in April 2010 resulting in our inability to command the satellite, as well as a $6.5 million non-cash impairment charge for the impairment of our IS-4 satellite, which was deemed unrecoverable after an anomaly occurred in February 2010.

Table of Contents

Losses on Derivative Financial Instruments

Losses on derivative financial instruments were $89.5 million for the year ended December 31, 2010 as compared to $2.7 million for the year ended December 31, 2009. For the year ended December 31, 2010, the loss on derivative financial instruments related to a $99.8 million loss on our interest rate swaps primarily due to the change in fair value, partially offset by a $10.3 million gain on our put option embedded derivative related to the 2015 Sub Holdco Notes, Series B.

Interest Expense, Net

Interest expense, net increased by $16.2 million, or 1%, to $1.38 billion for the year ended December 31, 2010, as compared to $1.36 billion for the year ended December 31, 2009. As of December 31, 2010, we held interest rate swaps with an aggregate notional amount of $2.3 billion to economically hedge the variability in cash flow on a portion of the floating-rate term loans under our senior secured and unsecured credit facilities. The swaps have not been designated as hedges for accounting purposes. The increase in interest expense, net was principally due to the following:

- a net increase of $25.7 million in interest expense associated with interest paid-in-kind that was accreted into the principal of the 2017 PIK Notes and the October 2009 issuance of Intelsat Jackson s 8½% Senior Notes due 2019, the proceeds of which were primarily used to purchase and cancel $400 million of the 2017 PIK Notes;

- an increase of $13.0 million in interest expense associated with the 2009 financing activities of Intelsat Sub Holdco and the 2010 Intelsat S.A. consent solicitation; and

- a net increase of $7.7 million in interest expense associated with the September 2010 issuance of Intelsat Jackson s 7¼% Notes due October 2020, the proceeds of which were transferred to Intelsat Corp to repurchase $546.3 million of its outstanding 2014 Corp Notes for $571.7 million and $124.9 million of its outstanding 2028 Corp Notes for $151.7 million, pursuant to the 2010 Tender Offers, together with increased indebtedness under the New Dawn credit facilities; partially offset by

- a decrease of $20.5 million from higher capitalized interest due to an increase in capitalized satellite related costs; and

- a decrease of $12.4 million in interest expense due to lower interest rates on our variable rate debt in 2010 as compared to 2009.

Non-cash items in interest expense, net included $244.9 million of PIK interest expense and $97.2 million primarily associated with the amortization of deferred financing fees incurred as a result of new or refinanced debt and the amortization and accretion of discounts and premiums.

Gain (Loss) on Early Extinguishment of Debt

Loss on early extinguishment of debt was $76.8 million for the year ended December 31, 2010 as compared to a gain of $4.7 million for the year ended December 31, 2009. The 2010 loss was recognized in connection with Intelsat Corp s 2010 repurchases of $546.3 million of its outstanding 2014 Corp Notes for $565.4 million (excluding accrued and unpaid interest of $6.3 million) and $124.9 million of its outstanding 2028 Intelsat Corp Notes for $149.9 million (excluding accrued and unpaid interest of $1.8 million) pursuant to the 2010 Tender Offers, and Intelsat Sub HoldCo s 2010 repurchase of $33.0 million of its 8½% Senior Notes due 2013 (the 2013 Sub Holdco Notes) for $33.5 million (excluding accrued and unpaid interest of $0.6 million) pursuant to an open market purchase transaction. The loss of $76.8 million was primarily driven by a $47.4 million difference between the carrying value of the Intelsat Corp and Intelsat Sub Holdco notes repurchased and the total cash amount paid (including related fees), and a write-off of $29.4 million of unamortized debt discounts and debt issuance costs.

Table of Contents

Other Income, Net

Other income, net was $9.6 million for the year ended December 31, 2010 as compared to $42.0 million for the year ended December 31, 2009. The decrease of $32.4 million was due to a $27.3 million gain from the sale of our equity ownership in WildBlue in the fourth quarter of 2009, as compared to a $1.3 million gain on the sale of our Viasat common stock received as consideration in the sale of our WildBlue interest during the first quarter of 2010, and a net $6.7 million decrease in exchange rate gains, primarily due to the U.S. dollar weakening against the Brazilian *real*, which impacts our service contracts with our Brazilian customers.

Provision for (Benefit from) Income Taxes

Our benefit from income taxes increased by $37.8 million to $26.4 million for the year ended December 31, 2010 as compared to a provision of $11.4 million for the year ended December 31, 2009. The increase in benefit was principally due to a reduction in the balance of unrecognized tax benefits and pre-tax losses incurred in certain taxable jurisdictions, primarily related to the loss on early extinguishment of debt and satellite impairment charges in the United States during 2010, partially offset by higher impairment charges in 2009.

The Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010, was enacted in March 2010. Included in the new legislation is a provision that affects the tax treatment of Medicare Part D subsidy payments. With the change in law, the subsidy will still not be taxed, but an equal amount of expenditures by the plan sponsor will not be deductible. Therefore, the expected future tax deduction will be reduced by an amount equal to the subsidy, and any previously recognized deferred tax asset must be reversed. In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 740, *Income Taxes*, the expense associated with adjusting this deferred tax asset is recognized as tax expense in continuing operations in the period the change in tax law is enacted. We recorded an increase of $2.9 million to tax expense related to the change in law during 2010.

EBITDA

EBITDA consists of earnings before net interest, gain (loss) on early extinguishment of debt, taxes and depreciation and amortization. Given our high level of leverage, refinancing activities are a frequent part of our efforts to manage our costs of borrowing. Accordingly, we consider (gain) loss on early extinguishment of debt an element of interest expense. EBITDA is a measure commonly used in the FSS sector, and we present EBITDA to enhance the understanding of our operating performance. We use EBITDA as one criterion for evaluating our performance relative to that of our peers. We believe that EBITDA is an operating performance measure, and not a liquidity measure, that provides investors and analysts with a measure of operating results unaffected by differences in capital structures, capital investment cycles and ages of related assets among otherwise comparable companies. However, EBITDA is not a measure of financial performance under U.S. GAAP, and our EBITDA may not be comparable to similarly titled measures of other companies. EBITDA should not be considered as an alternative to operating income (loss) or net income (loss), determined in accordance with U.S. GAAP, as an indicator of our operating performance, or as an alternative to cash flows from operating activities, determined in accordance with U.S. GAAP, as an indicator of cash flows, or as a measure of liquidity.

Table of Contents

A reconciliation of net loss to EBITDA for the periods shown is as follows (in thousands):

	Year Ended December 31, 2009	Year Ended December 31, 2010	Year Ended December 31, 2011	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2012
Net loss	$ (782,061)	$ (507,769)	$ (433,994)	$ (432,350)	$ (142,298)
Add:					
Interest expense, net	1,362,823	1,379,019	1,309,484	992,084	950,073
(Gain) loss on early extinguishment of debt	(4,697)	76,849	326,183	326,183	46,489
Provision for (benefit from) income taxes	11,399	(26,378)	(55,393)	(48,931)	(1,110)
Depreciation and amortization	804,037	798,817	769,440	583,196	567,472
EBITDA	$ 1,391,501	$ 1,720,538	$ 1,915,720	$ 1,420,182	$ 1,420,626

Intelsat S.A. Adjusted EBITDA

In addition to EBITDA, we calculate a measure called Intelsat S.A. Adjusted EBITDA to assess the operating performance of Intelsat S.A. Intelsat S.A. Adjusted EBITDA consists of EBITDA of Intelsat S.A. as adjusted to exclude or include certain unusual items, certain other operating expense items and certain other adjustments as described in the table and related footnotes below. Our management believes that the presentation of Intelsat S.A. Adjusted EBITDA provides useful information to investors, lenders and financial analysts regarding our financial condition and results of operations because it permits clearer comparability of our operating performance between periods. By excluding the potential volatility related to the timing and extent of non-operating activities, such as impairments of asset value and gains (losses) on derivative financial instruments, our management believes that Intelsat S.A. Adjusted EBITDA provides a useful means of evaluating the success of our operating activities. We also use Intelsat S.A. Adjusted EBITDA, together with other appropriate metrics, to set goals for and measure the operating performance of our business, and it is one of the principal measures we use to evaluate our management s performance in determining compensation under our incentive compensation plans. Adjusted EBITDA measures have been used historically by investors, lenders and financial analysts to estimate the value of a company, to make informed investment decisions and to evaluate performance. Our management believes that the inclusion of Intelsat S.A. Adjusted EBITDA facilitates comparison of our results with those of companies having different capital structures.

Intelsat S.A. Adjusted EBITDA is not a measure of financial performance under U.S. GAAP and may not be comparable to similarly titled measures of other companies. Intelsat S.A. Adjusted EBITDA should not be considered as an alternative to operating income (loss) or net income (loss), determined in accordance with U.S. GAAP, as an indicator of our operating performance, as an alternative to cash flows from operating activities, determined in accordance with U.S. GAAP, as an indicator of cash flows, or as a measure of liquidity.

Table of Contents

A reconciliation of net loss to Intelsat S.A. EBITDA and Intelsat S.A. EBITDA to Intelsat S.A. Adjusted EBITDA is as follows (in thousands):

	Year Ended December 31, 2009	Year Ended December 31, 2010	Year Ended December 31, 2011	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2012
Net loss	$ (782,061)	$ (507,769)	$ (433,994)	$ (432,350)	$ (142,298)
Add (Subtract):					
Interest expense, net	1,362,823	1,379,019	1,309,484	992,084	950,073
Loss on early extinguishment of debt	(4,697)	76,849	326,183	326,183	46,489
Benefit from income taxes	11,399	(26,378)	(55,393)	(48,931)	(1,110)
Depreciation and amortization	804,037	798,817	769,440	583,196	567,472
Intelsat S.A. EBITDA	1,391,501	1,720,538	1,915,720	1,420,182	1,420,626
Add (Subtract):					
Compensation and benefits(1)	61,229	21,124	8,811	4,275	4,705
Management fees(2)	23,188	24,711	24,867	18,650	18,797
(Earnings) loss from previously unconsolidated affiliates(3)	(517)	(503)	24,658	24,658	
Impairment of asset value(4)	499,100	110,625			
Loss on derivative financial instruments(5)	2,681	89,509	24,635	24,163	37,651
Gain on sale of investment(6)	(27,333)	(1,261)			
Non-recurring and other non-cash items(7)	23,475	24,542	18,488	10,672	18,228
Intelsat S.A. Adjusted EBITDA(8)	$ 1,973,324	$ 1,989,285	$ 2,017,179	$ 1,502,600	$ 1,500,007

(1) Reflects non-cash expenses incurred relating to our equity compensation plans and a portion of the expenses related to our defined benefit retirement plan and other postretirement benefits.

(2) Reflects expenses incurred in connection with a monitoring fee agreement with the New Sponsors to provide certain monitoring, advisory and consulting services to our subsidiaries.

(3) Represents gains and losses under the equity method of accounting relating to our investment in Horizons Holdings prior to the consolidation of Horizons Holdings. In addition, includes the charge from the remeasurement of our investment in Horizons Holdings to fair value upon the consolidation of the joint venture on September 30, 2011.

(4) Represents the non-cash impairment charge in 2009 due to the impairment of our rights to operate at orbital locations. The non-cash impairment charge in 2010 includes $104.1 million for the write-down in the value of our Galaxy 15 satellite to its estimated fair value following an anomaly and $6.5 million for the non-cash write-off of our IS-4 satellite, which was deemed to be unrecoverable due to an anomaly, including a write-off of the related deferred performance incentive obligations.

(5) Represents (i) the changes in the fair value of the undesignated interest rate swaps, (ii) the difference between the amount of floating rate interest we receive and the amount of fixed rate interest we pay under such swaps and (iii) the change in the fair value of our put option embedded derivative in 2011 related to the 2015 Sub Holdco Notes, Series B, all of which are recognized in operating income.

(6) Represents the gain on the sale of our shares of Viasat, Inc. common stock (received as consideration in the sale of our investment in WildBlue to Viasat, Inc.) during the nine months ended September 30, 2010.

(7) Reflects certain non-recurring gains and losses and non-cash items, including charges related to costs and expenses in connection with an unconsummated third-party investment commitment and its expiration in 2012, costs associated with the 2011 Reorganization in 2010 and 2011, net costs related to the settlement of a dispute concerning our investment in WildBlue in the year ended December 31, 2011, costs related to the migration of our jurisdiction of organization from Bermuda to Luxembourg in 2009 and 2010, transaction costs related to the Sponsors Acquisition in 2009 and expense for services on the Galaxy 13/Horizons-1 and Horizons-2 satellites prior to the consolidation of Horizons Holdings from 2009 through 2011, partially

68

Table of Contents

offset by non-cash income related to the settlement of a dispute concerning our investment in WildBlue in 2012 and non-cash income related to the recognition of deferred revenue on a straight-line basis of certain prepaid capacity contracts for 2009 through 2012.

(8) Approximately $7.9 million and $12.5 million of Intelsat S.A. Adjusted EBITDA for the year ended December 31, 2011 and for the nine months ended September 30, 2012, respectively, was attributable to New Dawn.

Liquidity and Capital Resources

Overview

We are a highly leveraged company and our contractual obligations, commitments and debt service requirements over the next several years are significant. Our interest expense for the year ended December 31, 2011 was $1.31 billion, which included $90.1 million of non-cash interest expense. We also expect to make significant capital expenditures in 2012 and future years, as set forth below in Capital Expenditures. Our primary source of liquidity is and will continue to be cash generated from operations as well as existing cash. At September 30, 2012, cash and cash equivalents were approximately $231.2 million, and our total indebtedness was approximately $16.1 billion. In addition, we also had $339.3 million of borrowing capacity (net of $10.7 million of letters of credit outstanding) under our $500.0 million senior secured revolving credit facility at September 30, 2012.

We currently expect to use cash on hand, cash flows from operations, borrowings under our senior secured revolving credit facility and refinancing of our third-party debt to fund our most significant cash outlays, including debt service requirements and capital expenditures, in the next twelve months and beyond, and expect such sources to be sufficient to fund our requirements over that time and beyond. In past years, our cash flows from operations and cash on hand have been sufficient to fund our interest expense obligations ($1.38 billion and $1.31 billion in 2010 and 2011, respectively) and significant capital expenditures ($982.1 million and $844.7 million in 2010 and 2011, respectively). Additionally, we have been able to refinance significant portions of our debt at favorable rates and on favorable terms. Total capital expenditures are expected to range from $775 million to $850 million in 2012, $550 million to $625 million in 2013 and $525 million to $600 million in 2014. In addition, we expect to receive significant customer prepayments under our customer service contracts. Significant prepayments received in the first three quarters of 2012 totaled $137.9 million. Significant prepayments are currently expected to range from $150 million to $200 million in 2012, $150 million to $200 million in 2013 and $100 million to $150 million in 2014. However, an inability to generate sufficient cash flow to satisfy our debt service obligations or to refinance our obligations on commercially reasonable terms, would have an adverse effect on our business, financial position, results of operations and cash flows, as well as on our and our subsidiaries ability to satisfy their obligations in respect of their respective debt. See Risk Factors Risk Factors Relating to Our Business We have a substantial amount of indebtedness, which may adversely affect our cash flow and our ability to operate our business, remain in compliance with debt covenants, and make payments on our indebtedness, including the notes. We also continually evaluate ways to simplify our capital structure and opportunistically extend our maturities and reduce our costs of debt. In addition, we may from time to time retain any future earnings to purchase, repay, redeem or retire any of our outstanding debt securities in privately negotiated or open market transactions, by tender offer or otherwise.

On October 5, 2012, Intelsat Global Service LLC, our indirect subsidiary, completed the sale of our U.S. administrative headquarters office building in Washington, D.C. (the U.S. Administrative Headquarters Property), and assigned our Amended and Restated Lease Agreement with the U.S. Government relating to the U.S. Administrative Headquarters Property, to the purchaser for a purchase price of $85.0 million in cash. The sale will result in a pre-tax gain to be recognized in the fourth quarter of 2012 of between $12.0 and $13.0 million. Upon the closing of the sale, we entered into an agreement under which we will temporarily lease from the purchaser a portion of the U.S. Administrative Headquarters Property. On December 3, 2012, we entered into an agreement to lease space in a building to be constructed in McLean, Virginia, beginning in mid-2014, for our new permanent U.S. administrative headquarters and primary satellite operations center.

Table of Contents

Cash Flow Items

Our cash flows consisted of the following for the periods shown (in thousands):

	Year Ended December 31, 2009	Year Ended December 31, 2010	Year Ended December 31, 2011	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2012
Net cash provided by operating activities	$ 873,656	$ 1,018,218	$ 916,060	$ 673,220	$ 559,563
Net cash used in investing activities	(947,095)	(954,614)	(850,431)	(620,612)	(725,101)
Net cash provided by (used in) financing activities	73,001	150,698	(465,234)	(453,022)	106,827
Net change in cash and cash equivalents	7,360	215,359	(398,230)	(397,509)	(63,454)

Net Cash Provided by Operating Activities

Net cash provided by operating activities decreased by $113.7 million during the nine months ended September 30, 2012, as compared to the nine months ended September 30, 2011. The primary driver of the period-over-period decrease in net cash provided by operating activities was significantly lower customer prepayments received under our long-term service contracts in the nine months ended September 30, 2012, as compared to the nine months ended September 30, 2011. During the nine months ended September 30, 2012, cash flows from operating activities included a $95.3 million cash inflow related to deferred revenue for customer prepayments received under our long-term service contracts, offset by a $50.6 million cash outflow related to accounts payable and accrued liabilities largely due to tax and the timing of interest payments, a $21.5 million cash outflow related to accrued retirement benefits due to employer contributions to our retirement plan and a $15.6 million cash outflow due to the timing of cash collections on receivables.

Net cash provided by operating activities decreased by $102.2 million to $916.1 million for the year ended December 31, 2011, as compared to the year ended December 31, 2010. The primary driver of the year-over-year decrease in net cash provided by operating activities was significantly lower interest paid in kind as a result of our elections to pay more interest in cash in 2011 as compared to 2010, offset in part by significantly higher customer prepayments received under our long-term service contracts in 2011, as compared to 2010. Our cash interest paid with respect to our 2017 PIK Notes (as defined below) increased by $213.7 million in 2011 as a result of our election to make certain interest payments in cash rather than in kind. We elected to make these interest payments in cash after considering our anticipated cash needs and liquidity and because the rate applicable to cash interest payments was lower than the rate applicable to payments in kind. During the year ended December 31, 2011, cash flows from operating activities included a $296.4 million cash inflow related to deferred revenue for customer prepayments received under our long-term service contracts and a $20.6 million cash inflow related to accounts payable and accrued liabilities primarily due to the timing of interest payments. Additionally, cash flows from operating activities included a $40.0 million cash outflow due to the timing of cash collections on receivables and a $21.0 million cash outflow related to accrued retirement benefits primarily due to employer contributions to our defined benefit retirement plan in 2011.

Net cash provided by operating activities increased by $144.6 million to $1.0 billion for the year ended December 31, 2010, as compared to the year ended December 31, 2009. During the year ended December 31, 2010, cash flows from operating activities included a $172.0 million cash inflow related to deferred revenue for amounts received from customers for long-term service contracts, a $60.3 million cash inflow related to accounts payable and accrued liabilities primarily due to higher accrued interest expense, and a $34.8 million cash inflow from receivables, largely due to cash collections. Also included is a $34.9 million cash outflow related to other long-term liabilities and a $36.8 million cash outflow related to prepaid expenses and other assets primarily due to a prepayment for the procurement of a long-term service contract, partially offset by cash received of $31.8 million from the cancellation of our options to terminate certain undesignated interest rate swaps prior to their maturity date.

Table of Contents

Net Cash Used in Investing Activities

Net cash used in investing activities increased by $104.5 million during the nine months ended September 30, 2012 as compared to the nine months ended September 30, 2011. This increase in investing cash outflow was primarily related to an increase in capital expenditures of $100.0 million in 2012.

Net cash used in investing activities decreased by $104.2 million to $850.4 million for the year ended December 31, 2011 as compared to the year ended December 31, 2010. This decrease was primarily due to a $137.4 million decrease in capital expenditures in 2011, partially offset by the proceeds from the sale of our shares of Viasat, Inc. common stock of $28.6 million in the first half of 2010, with no similar transactions in 2011.

Net cash used in investing activities increased by $7.5 million to $954.6 million for the year ended December 31, 2010 as compared to the year ended December 31, 2009. This increase was primarily due a $39.0 million increase in capital expenditures in 2010 associated with satellites under construction, partially offset by $28.6 million in proceeds from the sale of our shares of Viasat, Inc. common stock in the first quarter of 2010.

Net Cash Provided by (Used in) Financing Activities

Net cash provided by financing activities increased by $559.8 million during the nine months ended September 30, 2012 as compared to the nine months ended September 30, 2011, from a cash outflow of $453.0 million in 2011 to a cash inflow of $106.8 million in 2012. During the nine months ended September 30, 2012, cash flows from financing activities primarily reflected the 2012 Intelsat Jackson notes offering and the 2012 Intelsat Jackson tender offers and redemptions, as discussed in 2012 Intelsat Jackson Notes Offerings, Tender Offers and Redemptions below. Net cash used in financing activities during the nine months ended September 30, 2012 also included a $39.5 million payment of a premium related to the debt transactions noted above and $19.4 million of debt issuance costs related to these debt transactions.

Net cash used in financing activities increased by $615.9 million to $465.2 million for the year ended December 31, 2011 as compared to the year ended December 31, 2010. During the year ended December 31, 2011, cash flows from financing activities reflected the 2011 Secured Loan Refinancing and the 2011 Notes Redemptions, as discussed in 2011 Debt Transactions below. Net cash used in financing activities during the year ended December 31, 2011 also included a $171.0 million payment of a premium related to the debt transactions noted above and $70.1 million of debt issuance costs related to these debt transactions.

Net cash provided by financing activities increased by $77.7 million to $150.7 million for the year ended December 31, 2010 as compared to the year ended December 31, 2009. During the year ended December 31, 2010, cash flows provided by financing activities primarily reflected $1.0 billion of proceeds from the issuance of Intelsat Jackson s 7 $^{3}/_{4}$% Senior Notes due 2020, partially offset by $801.8 million of long-term debt repayments, including the repurchase of $546.3 million of the 2014 Corp Notes for $571.7 million and the repurchase of $124.9 million of the 2028 Intelsat Corp Notes for $151.7 million, pursuant to the 2010 Tender Offers, the repurchase of $33.0 million of the 2013 Sub Holdco Notes for $34.1 million via an open market purchase transaction and a $44.6 million premium paid in connection with the 2010 Tender Offers. In addition, we incurred $32.4 million of debt issuance costs during the year ended December 31, 2010. Also, during the second quarter of 2010 we received an $18.0 million contribution from our parent, Intelsat Holdings, a portion of which we used to fund the consent payment related to Intelsat S.A. s consent solicitation (see 2010 Debt Transactions).

Long-Term Debt

This section describes the changes to our long-term debt during the years ended December 31, 2009, 2010 and 2011 and for the period in 2012 prior to the date of this prospectus. For detail regarding our outstanding

Table of Contents

long-term indebtedness as of September 30, 2012, see Capitalization and Note 10 to our consolidated financial statements included elsewhere in this prospectus. For a summary of the material terms of our outstanding long-term indebtedness, see Description of Other Indebtedness.

Senior Secured Credit Facilities

Intelsat Jackson Senior Secured Credit Facilities

On January 12, 2011, Intelsat Jackson, a wholly-owned subsidiary of Intelsat S.A., entered into the Intelsat Jackson Secured Credit Agreement, which includes a $3.25 billion term loan facility maturing in April 2018 and a $500.0 million revolving credit facility with a five year maturity, and borrowed the full $3.25 billion under the term loan facility. The term loan facility requires regularly scheduled quarterly payments of principal equal to 0.25% of the original principal amount of the term loan beginning six months after January 12, 2011, with the remaining unpaid amount due and payable at maturity on April 2, 2018. Up to $350.0 million of the revolving credit facility is available for issuance of letters of credit. Additionally, up to $70.0 million of the revolving credit facility is available for swingline loans. Both the face amount of any outstanding letters of credit and any swingline loans reduce availability under the revolving credit facility on a dollar for dollar basis. The revolving credit facility is available for five years on a revolving basis. Intelsat Jackson is required to pay a commitment fee for the unused commitments under the revolving credit facility, if any, at a rate per annum of 0.375%. As of September 30, 2012, Intelsat Jackson had $150.0 million outstanding under its revolving credit facility and $339.3 million (net of standby letters of credit) of availability remaining thereunder.

On October 3, 2012, Intelsat Jackson entered into the Jackson Credit Agreement Amendment, which amended the Intelsat Jackson Secured Credit Agreement. As a result of the Jackson Credit Agreement Amendment, interest rates for borrowings under the term loan facility and the revolving credit facility will be (i) LIBOR plus 3.25%, or (ii) the ABR plus 2.25%. Following the Jackson Credit Agreement Amendment, the interest rate may decrease to LIBOR plus 3.00% or ABR plus 2.00% based on the corporate family rating of Intelsat Jackson from Moody s Investors Service, Inc. LIBOR and the ABR, plus the applicable margins, will be determined as specified in the Intelsat Jackson Secured Credit Agreement, as amended by the Jackson Credit Agreement Amendment, and LIBOR will not be less than 1.25% per annum.

Intelsat Jackson s obligations under the Intelsat Jackson Secured Credit Agreement are guaranteed by Intelsat Luxembourg, the direct parent of Intelsat Jackson, pursuant to the Intelsat Jackson Secured Credit Agreement and by certain of Intelsat Jackson s subsidiaries pursuant to a Guarantee dated as of January 12, 2011. Intelsat Jackson s obligations under the Intelsat Jackson Secured Credit Agreement are secured by a first priority security interest in substantially all of the assets of Intelsat Jackson and the guarantors, to the extent legally permissible and subject to certain agreed exceptions, and by a pledge of the equity interests of the subsidiary guarantors and the direct subsidiaries of each guarantor, subject to certain exceptions, including exceptions for equity interests in certain non-U.S. subsidiaries, existing contractual prohibitions and prohibitions under other legal requirements.

The Intelsat Jackson Secured Credit Agreement includes two financial covenants. Intelsat Jackson must maintain a consolidated secured debt to consolidated EBITDA ratio of less than or equal to 3.50 to 1.00 at the end of each fiscal quarter as well as a consolidated EBITDA to consolidated interest expense ratio of greater than or equal to 1.75 to 1.00 at the end of each fiscal quarter, in each case as such financial measures are defined in the Intelsat Jackson Secured Credit Agreement. Intelsat Jackson was in compliance with these financial maintenance covenant ratios with a consolidated secured debt to consolidated EBITDA ratio of 1.58 to 1.00 and a consolidated EBITDA to consolidated interest expense ratio of 2.81 to 1.00 as of September 30, 2012. In the event we were to fail to comply with these financial maintenance covenant ratios and were unable to obtain waivers, we would default under the Intelsat Jackson Secured Credit Agreement, and the lenders under the Intelsat Jackson Secured Credit Agreement could accelerate our obligations thereunder, which would result in an event of default under our existing notes and the Intelsat Jackson Senior Unsecured Credit Agreements.

Table of Contents

New Dawn Equity Purchase and Repayment of Credit Facilities

On December 5, 2008, New Dawn entered into a $215.0 million secured financing arrangement with an eight-year maturity that consisted of senior and mezzanine term loan facilities. The credit facilities were non-recourse to New Dawn s shareholders, including us and our wholly-owned subsidiaries, beyond the shareholders scheduled capital contributions. In July 2012, a payment of $112.2 million was made out of restricted cash to prepay a portion of New Dawn s outstanding borrowings. In connection with this prepayment, we recognized a loss on early extinguishment of debt of $3.1 million during the third quarter of 2012, associated with the write-off of unamortized debt issuance costs. As of September 30, 2012, New Dawn had aggregate outstanding borrowings of $82.6 million under its credit facilities. During the nine months ended September 30, 2012, New Dawn revenue was $23.7 million and approximately $12.5 million of the Intelsat S.A. Adjusted EBITDA was attributable to New Dawn.

On October 5, 2012, we purchased from Convergence Partners the remaining ownership interest in New Dawn for $8.7 million, increasing our ownership from 74.9% to 100%. In conjunction with the New Dawn Equity Purchase we repaid the remaining $82.6 million outstanding under New Dawn s credit facilities and designated the New Dawn entities as restricted subsidiaries for purposes of applicable indentures and credit agreements of ours and our subsidiaries. In connection with this repayment, we expect to recognize a loss on early extinguishment of debt of $2.7 million in the fourth quarter of 2012 associated with the write-off of unamortized debt issuance costs.

2012 Debt Transactions

Intelsat Luxembourg Senior PIK Election Notes due 2017

In August 2012, we made an election to pay interest on the 2017 PIK Notes entirely in cash for the interest period August 15, 2012 through February 15, 2013. For the interest periods beginning February 16, 2013, we are required to make all interest payments in cash.

2012 Intelsat Jackson Notes Offerings, Tender Offers and Redemptions

On April 26, 2012, Intelsat Jackson completed an offering of $1.2 billion aggregate principal amount of 7 1/4% Senior Notes due 2020 (the 2020 Jackson Notes). Intelsat Jackson had previously issued $1.0 billion aggregate principal amount of the 2020 Jackson Notes on September 30, 2010. The net proceeds from the April 2012 offering were used by Intelsat Jackson to repurchase all of its outstanding 9 1/2% Senior Notes due 2016 and $445.0 million aggregate principal amount of the 2016 Intelsat Jackson Notes.

On October 3, 2012, Intelsat Jackson completed an offering of $640.0 million aggregate principal amount of the 2022 Jackson Notes. The net proceeds from the October 2012 offering were used by Intelsat Jackson to repurchase or redeem all of its outstanding $603.2 million principal amount of the 2016 Intelsat Jackson Notes.

On October 3, 2012, Intelsat Jackson entered into the Jackson Credit Agreement Amendment, as discussed in Senior Secured Credit Facilities Intelsat Jackson Senior Secured Credit Facilities.

In connection with the tender offers and redemptions completed in the first half of 2012, we recognized a loss on early extinguishment of debt of $43.4 million in the second quarter of 2012, consisting of the difference between the carrying value of the aggregate debt repurchased or redeemed and the total cash amount paid (including related fees), and a write-off of unamortized debt premium and debt issuance costs, and we expect to recognize a loss on early extinguishment of debt of $23.6 million in the fourth quarter of 2012 associated with the write-off of unamortized debt premium related to the October 2012 offering.

Table of Contents

Financing Commitment for Intelsat S.A. Senior Notes due 2013

On April 12, 2012, Intelsat S.A. obtained agreements from affiliates of Goldman, Sachs & Co. and Morgan Stanley to provide unsecured term loan commitments sufficient to refinance in full its 6 1/2% Senior Notes due 2013 (the Intelsat S.A. Notes) on or immediately prior to their maturity date, in the event that Intelsat S.A. does not otherwise refinance or retire the Intelsat S.A. Notes. These term loans will have a maturity of two years from funding, and the funding thereof is subject to various terms and conditions.

2011 Debt Transactions

2011 Reorganization and 2011 Secured Loan Refinancing

On January 12, 2011, certain of our subsidiaries completed a series of internal transactions and related steps that reorganized the ownership of our assets among our subsidiaries and effectively combined the legacy businesses of Intelsat Sub Holdco and Intelsat Corp in order to simplify our operations and enhance our ability to transact business in an efficient manner. Also on January 12, 2011, Intelsat Jackson entered into the Intelsat Jackson Secured Credit Agreement as discussed above, and borrowed $3.25 billion under the term loan facility. Part of the net proceeds of the term loan, amounting to $2.4 billion, were contributed or loaned to Intelsat Corp, which used such funds to repay all existing indebtedness under Intelsat Corp s senior secured credit facilities and to redeem Intelsat Corp s 9 1/4% Senior Notes due 2016. Separately, Intelsat Corp also redeemed the 2014 Intelsat Corp Notes and the 2028 Intelsat Corp Notes. In addition, Intelsat Jackson contributed approximately $330.2 million of the net proceeds of the new term loan to Intelsat Sub Holdco to repay all existing indebtedness under Intelsat Sub Holdco s senior secured credit facilities. The entry into the Intelsat Jackson Secured Credit Agreement, the repayment of the existing indebtedness of Intelsat Corp and the repayment of all the secured existing indebtedness of Intelsat Sub Holdco are referred to collectively as the 2011 Secured Loan Refinancing . In connection with the 2011 Secured Loan Refinancing, certain of our interest rate swaps were assigned by Intelsat Sub Holdco and Intelsat Corp to Intelsat Jackson, and are now secured by a first priority security interest in the collateral that also secures obligations under the Intelsat Jackson Secured Credit Agreement.

2011 Notes Redemptions

On March 18, 2011, Intelsat S.A. redeemed all of the $485.8 million aggregate principal amount outstanding of its 7 5/8% Senior Notes due 2012 (the 2012 Intelsat S.A. Notes). Additionally, on March 18, 2011, Intelsat Sub Holdco redeemed $225.0 million aggregate principal amount outstanding of the 2013 Sub Holdco Notes. On April 8, 2011, Intermediate Holdco redeemed all of the $4.5 million aggregate principal amount outstanding of its 9 1/4% Senior Discount Notes due 2015. We refer to these transactions collectively as the 2011 Notes Redemptions.

2011 Intelsat Jackson Notes Offering, Tender Offers and Additional Redemptions

On April 5, 2011, Intelsat Jackson completed an offering of $2.65 billion aggregate principal amount of senior notes (the 2011 Intelsat Jackson Notes Offering), consisting of $1.5 billion aggregate principal amount of 7 1/4% Senior Notes due 2019 (the 2019 Intelsat Jackson Notes) and $1.15 billion aggregate principal amount of 7 1/2% Senior Notes due 2021 (the 2021 Intelsat Jackson Notes and collectively, the New Jackson Notes). The net proceeds from the sale of the New Jackson Notes were primarily used to repurchase all of the following notes in tender offers launched on March 21, 2011 and completed on April 15, 2011, and to subsequently redeem the remaining outstanding amounts of such notes on May 5, 2011:

$481.0 million aggregate principal amount outstanding of the Intermediate Holdco 9 1/2% Senior Discount Notes due 2015;

$625.3 million aggregate principal amount outstanding of the 2013 Sub Holdco Notes, after giving effect to the March 2011 partial redemption of the 2013 Sub Holdco Notes, as discussed above;

Table of Contents

$681.0 million aggregate principal amount outstanding of the Intelsat Sub Holdco 8 7/8% Senior Notes due 2015;

$400.0 million aggregate principal amount outstanding of the 2015 Sub Holdco Notes, Series B;

$55.0 million aggregate principal amount outstanding of the Intelsat Jackson 9 1/4% Senior Notes due 2016; and

$284.6 million aggregate principal amount outstanding of the Intelsat Jackson 11 1/2% Senior Notes due 2016.

As a result, all of the above series of notes were paid off in full and no third party debt remained outstanding at Intermediate Holdco and Intelsat Sub Holdco as of May 5, 2011. Additionally, in connection with the above transactions, we recognized a loss on early extinguishment of debt of $158.0 million during the second quarter of 2011, which consists of the difference between the carrying value of the debt repaid or redeemed and the total cash amount paid (including related fees), and a write-off of unamortized debt discounts and debt issuance costs.

Horizons Holdings Debt

On September 30, 2011, we began consolidating Horizons Holdings within our results. Horizons Holdings had a debt balance of $73.3 million which is included in long-term debt on our consolidated balance sheet at December 31, 2011. Horizons Holdings incurred the debt pursuant to a loan agreement with JSAT in August 2005 whereby JSAT loaned Horizon Holdings funds for the construction of the Horizons-2 satellite.

2010 Debt Transactions

On April 21, 2010, Intelsat S.A. completed a consent solicitation that resulted in the amendment of certain terms of the indenture governing the 2012 Intelsat S.A. Notes and Intelsat S.A. s 6 1/2% Senior Notes due 2013. The most significant amendments replaced the limitation on secured debt covenant, which limited secured debt of Intelsat S.A. and its restricted subsidiaries to 15% of their consolidated net tangible assets (subject to certain exceptions), with a new limitation on liens covenant, which generally limits such secured debt to two times the adjusted EBITDA of Intelsat S.A. plus certain general baskets (subject to certain exceptions), and made certain corresponding changes to the sale and leaseback covenant as a result of the addition of the new limitation on liens covenant. As consideration, Intelsat S.A. paid the consenting holders of such notes a consent payment equal to 2% of the outstanding principal amount of notes held by such holders that totaled approximately $15.4 million, which was capitalized and will be amortized over the remaining terms of the notes.

On September 30, 2010, Intelsat Jackson issued $1.0 billion aggregate principal amount of 2020 Jackson Notes. The majority of the net proceeds from the 2020 Jackson Notes were transferred to Intelsat Jackson s indirect subsidiary, Intelsat Corp. The funds transferred were used by Intelsat Corp to repurchase $546.3 million of the 2014 Intelsat Corp Notes for $571.7 million and $124.9 million of the 2028 Intelsat Corp Notes for $151.7 million, pursuant to the 2010 Tender Offers. In connection with the 2010 Tender Offers, Intelsat Corp received the consent of the holders of the 2014 Intelsat Corp Notes and the 2028 Intelsat Corp Notes to amend the indentures governing these notes, among other things, to eliminate substantially all of the restrictive covenants, certain events of default and certain other provisions contained in the indentures.

On October 1, 2010, $34.1 million of the net proceeds from the 2020 Jackson Notes were transferred to Intelsat Sub Holdco. Intelsat Sub Holdco used the funds to repurchase and cancel $33.0 million of the outstanding 2013 Sub Holdco Notes via an open market purchase transaction.

After giving effect to the 2010 Tender Offers and the repurchase of the Intelsat Sub Holdco notes, approximately $227.8 million of the proceeds from the 2020 Jackson Notes remained available for general corporate purposes. These proceeds were used to fund a portion of the 2011 Notes Redemptions.

Table of Contents

2009 Debt Transactions

On February 12, 2009, Intelsat Sub Holdco purchased $114.2 million of the outstanding 2012 Intelsat S.A. Notes for $93.3 million and $346.5 million of Intelsat, S.A. s outstanding 6½% Senior Notes due 2013 for $254.6 million pursuant to a tender offer. Intelsat Sub Holdco funded the tender offer through an offering of $400.0 million aggregate principal amount at maturity of the 2015 Sub Holdco Notes, Series B, completed on February 12, 2009, which yielded $348.3 million of proceeds at issuance, together with cash on hand. The 2015 Sub Holdco Notes, Series B had terms substantially similar to Intelsat Sub Holdco s outstanding 8⅞% Senior Notes due 2015 issued in June 2008.

On July 31, 2009, Intelsat Sub Holdco, redeemed the approximately $0.4 million principal amount of its outstanding 8 5/8% Senior Notes due 2015 and the approximately $0.4 million principal amount of its outstanding 8 1/4% Senior Notes due 2013.

On July 31, 2009, Intelsat Corp, redeemed the approximately $1.0 million principal amount of its outstanding 9% Senior Notes due 2014 and the approximately $0.01 million principal amount of its outstanding 9% Senior Notes due 2016.

On October 20, 2009, Intelsat Jackson completed an offering of $500.0 million aggregate principal amount at maturity of 8 1/2% Senior Notes due 2019, which yielded $487.1 million of cash proceeds at issuance (the 2009 Jackson Notes Offering). Upon consummation of the 2009 Jackson Notes Offering, Intelsat Jackson paid a dividend to Intelsat Luxembourg in an amount equal to the price paid by Intelsat Luxembourg to purchase $400.0 million face amount of the 2017 PIK Notes from Banc of America Securities LLC at a discount. Intelsat Luxembourg then canceled the purchased 2017 PIK Notes. After giving effect to the purchase of the 2017 PIK Notes and fees and expenses related thereto and the 2009 Jackson Notes Offering, $101.1 million of the proceeds from the 2009 Jackson Notes Offering remained available for general corporate purposes.

Satellite Performance Incentives

Our cost of satellite construction includes an element of deferred consideration to satellite manufacturers referred to as satellite performance incentives. We are contractually obligated to make these payments over the lives of the satellites, provided the satellites continue to operate in accordance with contractual specifications. We capitalize the present value of these payments as part of the cost of the satellites and record a corresponding liability to the satellite manufacturers. This asset is amortized over the useful lives of the satellites and the liability is accreted as interest expense based on the passage of time and reduced as the payments are made. Our total satellite performance incentive payment liability as of December 31, 2010 and 2011 was $149.6 million and $131.7 million, respectively.

Table of Contents

Capital Expenditures

Our capital expenditures depend on our business strategies and reflect our commercial responses to opportunities and trends in our industry. Our actual capital expenditures may differ from our expected capital expenditures if, among other things, we enter into any currently unplanned strategic transactions. Levels of capital spending from one year to the next are also influenced by the nature of the satellite life cycle and by the capital-intensive nature of the satellite industry. For example, we incur significant capital expenditures during the years in which satellites are under construction. We typically procure a new satellite within a timeframe that would allow the satellite to be deployed at least one year prior to the end of the service life of the satellite to be replaced. As a result, we frequently experience significant variances in our capital expenditures from year to year. The following table compares our satellite-related capital expenditures to total capital expenditures from 2007 through 2011 (in thousands).

Year	Satellite-Related Capital Expenditures	Total Capital Expenditures
2007	$ 474,060	$ 543,612
2008	370,761	422,460
2009	887,595	943,133
2010	915,184	982,127
2011	792,760(1)	844,688(1)
Total	$ 3,440,360	$ 3,736,020

(1) Payments for satellites and other property and equipment during the year ended December 31, 2011 included $46.4 million of payments made by New Dawn.

Payments for satellites and other property and equipment during the nine months ended September 30, 2012 were $715.1 million. In March 2012, IS-22 was successfully launched into orbit and entered into service in May 2012. On June 1, 2012, IS-19 was launched into orbit. During launch operations, IS-19 experienced damage to its south solar array. Although both solar arrays are deployed, the power available to the satellite is less than is required to operate 100% of the payload capacity. Failure review boards were established to determine the cause of the anomaly. A final conclusion has not been reached; however, the investigation has converged on two very likely contributing factors to the anomaly that can be eliminated in future manufacturing, and the launch vehicle appears not to have been a contributing factor. We have filed a partial loss claim with our insurers relating to the solar array anomaly. This satellite entered into service in August 2012. Also in August 2012, IS-20 and IS-21 were successfully launched into orbit. IS-20, the first of the two August launches, entered into service in September 2012, while IS-21 entered into service in October 2012. Also in October 2012, IS-23 was successfully launched into orbit. IS-23 entered into service in November 2012.

Our capital expenditure guidance for the periods 2012 through 2014 (the Guidance Period) forecasts capital expenditures during those periods for ten satellites. Of these, five satellites were launched, as discussed above, four satellites are currently in development and one further satellite is expected to be ordered during the Guidance Period. We expect our 2012 capital expenditures to range from approximately $775 million to $850 million. Capital expenditures are expected to range from $550 million to $625 million in 2013 and $525 million to $600 million in 2014. Our capital expenditures guidance includes capitalized interest. The annual classification of capital expenditure payments could be impacted by the timing of achievement of satellite manufacturing and launch contract milestones.

During the Guidance Period, we expect to receive significant customer prepayments under our existing customer service contracts. We also anticipate that prepayments will be received under customer contracts to be signed in the future. Significant prepayments received in 2011 totaled $334 million, and significant prepayments received in the first three quarters of 2012 totaled $137.9 million. Significant prepayments are currently expected to range from $150 million to $200 million in 2012, all under existing customer contracts. Prepayments are

Table of Contents

currently expected to range from $150 million to $200 million in 2013 and $100 million to $150 million in 2014, with the majority of these prepayments coming from existing customer contracts. We intend to fund our capital expenditure requirements through cash on hand, cash provided from operating activities and, if necessary, borrowings under our senior secured revolving credit facility.

Currency and Exchange Rates

Substantially all of our customer contracts, capital expenditure contracts and operating expense obligations are denominated in U.S. dollars. Consequently, we are not exposed to material foreign currency exchange risk. However, the service contracts with our Brazilian customers provide for payment in Brazilian *reais*. Accordingly, we are subject to the risk of a reduction in the value of the Brazilian *real* as compared to the U.S. dollar in connection with payments made by Brazilian customers, and our exposure to fluctuations in the exchange rate for Brazilian *reais* is ongoing. However, the rates payable under our service contracts with Brazilian customers are adjusted annually to account for inflation in Brazil, thereby mitigating the risk. For the years ended December 31, 2009, 2010 and 2011, our Brazilian customers represented approximately 2.0%, 3.1% and 3.7%, respectively, of our revenues. Transactions in other currencies are converted into U.S. dollars using exchange rates in effect on the dates of the transactions.

We recorded foreign currency exchange gains of $7.8 million, $1.1 million and $1.4 million for the years ended December 31, 2009, 2010 and 2011, respectively. The gains in each year were primarily attributable to the conversion of our Brazilian *reais* cash balances held in Brazil, and were net of other working capital account balances translated into U.S. dollars at the exchange rate in effect on the last day of the applicable year or, with respect to exchange transactions effected during the year, at the time the exchange transactions occurred.

Off-Balance Sheet Arrangements

As of September 30, 2012, we do not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Table of Contents

Contractual Obligations and Commercial Commitments

The following table sets forth our contractual obligations and capital and certain other commitments as of December 31, 2011, and the expected year of payment (in thousands):

	Payments due by year							
Contractual Obligations(1)	**2012**	**2013**	**2014**	**2015**	**2016**	**2017 and thereafter**	**Other**	**Total**
Long-term debt obligations(2)								
Intelsat S.A. and subsidiary notes and credit facilities principal payment(3)	$ 165,076	$ 411,006	$ 1,070,335	$ 47,584	$ 1,799,056	$ 12,575,754	$	$ 16,068,811
Intelsat S.A. and subsidiary notes and credit facilities interest payment(4)	1,338,768	1,334,171	1,276,164	1,270,308	1,173,952	1,621,345		8,014,708
Operating lease obligations(5)	5,098	4,074	3,176	2,923	2,903	47,561		65,735
Sublease rental income(5)	(3,509)	(3,302)	(1,128)	(27)	(56)			(8,022)
Purchase obligations(6)	615,356	215,915	93,325	24,403	20,945	185,775		1,155,719
Other long-term liabilities (including interest)(7)	28,279	24,057	22,577	19,684	17,433	73,189		185,219
Income tax contingencies(8)							64,767	64,767
Total contractual obligations	$ 2,149,068	$ 1,985,921	$ 2,464,449	$ 1,364,875	$ 3,014,233	$ 14,503,624	$ 64,767	$ 25,546,937

(1) Obligations related to our pension and postretirement medical benefit obligations are excluded from the table. We maintain a noncontributory defined benefit retirement plan covering substantially all of our employees hired prior to July 19, 2001. We expect that our future contributions to the defined benefit retirement plan will be based on the minimum funding requirements of the Internal Revenue Code and on the plan s funded status. The impact on the funded status as of October 1, the plan s annual measurement date, is determined based upon market conditions in effect when we completed our annual valuation. During the year ended December 31, 2011, we made a cash contribution to the defined benefit retirement plan of $26.3 million. We anticipate that our contributions to the defined benefit retirement plan in 2012 will be approximately $30.1 million. We fund the postretirement medical benefits throughout the year based on benefits paid. We anticipate that our contributions to fund postretirement medical benefits in 2012 will be approximately $4.5 million. See Note 5 Retirement Plans and Other Retiree Benefits to our audited consolidated financial statements included elsewhere in this prospectus.

(2) Long-term debt obligations do not reflect the impact of the 2012 Intelsat Jackson notes offerings, tender offers and redemptions. See Long-Term Debt 2012 Debt Transactions 2012 Intelsat Jackson Notes Offerings, Tender Offers and Redemptions.

(3) Principal payments for Intelsat S.A. and subsidiaries include PIK interest capitalized as part of the New Dawn credit facility contractual obligations.

(4) Represents estimated interest payments to be made on our fixed and variable rate debt and fees owed in connection with our senior secured credit facilities and letters of credit. All interest payments assume that principal payments are made as originally scheduled. Interest payments for variable rate debt and incentive obligations have been estimated based on the current interest rates.

(5) Operating lease obligations and the associated sublease rental income do not reflect the impact of the sale of our U.S. administrative headquarters office building in Washington, D.C., on which we had commitments under a ground lease with the U.S. government. We also subleased a portion of this building and received rental income. See Operating Leases for further discussion.

(6) Includes satellite construction and launch contracts, estimated payments to be made on performance incentive obligations related to certain satellites that are currently under construction, vendor contracts and customer commitments. Excludes an agreement to collaborate on satellite in-orbit refueling, which was terminated on January 10, 2012.

(7) Includes satellite performance incentive obligations related to satellites that are in service (and interest thereon). Also, excludes future commitments related to our interest rate swaps.

(8)

The timing of future cash flows from income tax contingencies cannot be reasonably estimated and therefore are reflected in the Other column. See Note 12 Income Taxes to our audited consolidated financial statements included elsewhere in this prospectus for further discussion of income tax contingencies.

Table of Contents

Satellite Construction and Launch Obligations

As of December 31, 2011, we had approximately $968.8 million of expenditures remaining under our existing satellite construction contracts and satellite launch contracts. Satellite launch and in-orbit insurance contracts related to future satellites to be launched are cancelable up to thirty days prior to the satellite s launch. As of December 31, 2011, we did not have any non-cancelable commitments related to existing launch insurance or in-orbit insurance contracts for satellites to be launched.

See Business Our Network Planned Satellites for details relating to certain of our satellite construction and launch contracts.

Operating Leases

We have commitments for operating leases primarily relating to equipment and office facilities. These leases contain escalation provisions for increases. As of December 31, 2011, minimum annual rentals of all leases (net of sublease income on leased facilities and rental income on our previously owned Washington, D.C. building totaling $8.0 million), totaled approximately $57.7 million, exclusive of potential increases in real estate taxes, operating assessments and future sublease income.

On October 5, 2012, Intelsat Global Service LLC, our indirect subsidiary, completed the sale of our U.S. Administrative Headquarters Property, and assigned our Amended and Restated Lease Agreement with the U.S. Government relating to the U.S. Administrative Headquarters Property, to the purchaser for a purchase price of $85.0 million in cash. The sale will result in a pre-tax gain to be recognized in the fourth quarter of 2012 of between $12.0 and $13.0 million. Upon the closing of the sale, we entered into an agreement under which we are temporarily leasing from the purchaser a portion of the U.S. Administrative Headquarters Property. On December 3, 2012, we entered into an agreement to lease space in a building to be constructed in McLean, Virginia, beginning in mid-2014, for our new permanent U.S. administrative headquarters and primary satellite operations center. See Business Properties for further discussion.

Customer and Vendor Contracts

We have contracts with certain of our customers which require us to provide equipment, services and other support during the term of the related contracts. We also have long-term contractual obligations with service providers primarily related to the operation of certain of our satellites. As of December 31, 2011, we had commitments under these customer and vendor contracts which totaled approximately $186.9 million related to the provision of equipment, services and other support.

Quantitative and Qualitative Disclosures About Market Risk

We are primarily exposed to the market risk associated with unfavorable movements in interest rates and foreign currencies. The risk inherent in our market risk sensitive instruments and positions is the potential loss arising from adverse changes in those factors. In addition, with respect to our interest rate swaps as described below, we are exposed to counterparty credit risk, which we seek to minimize through credit support agreements and the review and monitoring of all counterparties. We do not purchase or hold any derivative financial instruments for speculative purposes.

Interest Rate Risk

The satellite communications industry is a capital intensive, technology driven business. We are subject to interest rate risk primarily associated with our borrowings. Interest rate risk is the risk that changes in interest rates could adversely affect earnings and cash flows. Specific interest rate risks include: the risk of increasing interest rates on short-term debt; the risk of increasing interest rates for planned new fixed rate long-term financings; and the risk of increasing interest rates for planned refinancings using long-term fixed rate debt.

Table of Contents

Excluding the impact of our outstanding interest rate swaps, approximately 72%, or $11.6 billion, of our debt as of September 30, 2012 was fixed-rate debt. In 2011, approximately 72%, or $11.6 billion of our debt was fixed-rate debt, excluding the impact of interest rate swaps. Based on the level of fixed rate debt outstanding at September 30, 2012, a 100 basis point decrease in market rates would result in an increase in fair value of this fixed rate debt of approximately $568.6 million.

As of September 30, 2012, we held interest rate swaps with an aggregate notional amount of $2.3 billion, with maturities ranging from 2013 to 2016. These swaps were entered into to economically hedge the variability in cash flow on a portion of the floating rate term loans under our senior secured and unsecured credit facilities. On December 22, 2011, we amended our interest rate swap agreements with an aggregate notional amount of $448.5 million between Intelsat Jackson and respective counterparties to the interest rate swaps. These amendments resulted in a change to the maturity date, the applicable fixed rate of interest that we pay and certain termination events. During the nine months ended September 30, 2012, we amended our interest rate swap agreements with an aggregate notional amount of $1.2 billion between Intelsat Jackson and respective counterparties to the interest rate swaps. These amendments resulted in a change to the maturity date, the applicable fixed rate of interest that we pay and certain termination events. On a quarterly basis, we receive a floating rate of interest equal to the three-month London Inter-Bank Offered Rate and pay a fixed rate of interest. On September 30, 2012, the rate we paid averaged 2.5% and the rate we received averaged 0.4%. In comparison, at December 31, 2011, the rate we paid averaged 3.3% and the rate we received averaged 0.5%.

These interest rate swaps have not been designated for hedge accounting treatment in accordance with the Derivatives and Hedging topic of the Codification, as amended and interpreted, and the changes in fair value of these instruments will be recognized in earnings during the period of change. Assuming a one percentage point decrease in the prevailing forward yield curve (or less, to the extent that the points on the yield curve are less than one percent) the fair value of the interest rate swap liability, excluding accrued interest, would increase to a liability of approximately $110.5 million from $87.5 million as of September 30, 2012.

We perform interest rate sensitivity analyses on our variable rate debt, including interest rate swaps, and cash and cash equivalents. These analyses indicate that a one percentage point change in interest rates would have minimal impact on our consolidated statements of operations and cash flows as of September 30, 2012. While our variable-rate debt may impact earnings and cash flows as interest rates change, it is not subject to changes in fair values.

Foreign Currency Risk

We do not currently use foreign currency derivatives to hedge our foreign currency exposures. Substantially all of our customer contracts, capital expenditure contracts and operating expense obligations are denominated in U.S. dollars. Consequently, we are not exposed to material foreign currency exchange risk. However, the service contracts with our Brazilian customers provide for payment in Brazilian *reais*. Accordingly, we are subject to the risk of a reduction in the value of the Brazilian *reais* as compared to the U.S. dollar in connection with payments made by Brazilian customers, and our exposure to fluctuations in the exchange rate for Brazilian *reais* is ongoing. However, the rates payable under our service contracts with Brazilian customers are adjusted annually to account for inflation in Brazil, thereby mitigating the risk. For the years ended December 31, 2009, 2010 and 2011, our Brazilian customers represented approximately 2.0%, 3.1% and 3.7% of our revenue, respectively. Transactions in other currencies are converted into U.S. dollars using rates in effect on the dates of the transactions.

Critical Accounting Policies

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect reported amounts and related disclosures. We consider an accounting estimate to be critical if: (1) it requires assumptions to be made that were uncertain at the time the estimate was made; and (2) changes in the estimate, or different estimates that could have been selected, could have a material effect on our consolidated results of operations or financial condition.

Table of Contents

We believe that some of the more important estimates and related assumptions that affect our financial condition and results of operations are in the areas of revenue recognition, the allowance for doubtful accounts, satellites and other property and equipment, business combinations, asset impairments, share-based compensation, income taxes and fair value measurements. There were no accounting policies adopted during 2010, 2011 or the nine months ended September 30, 2012 that had a material effect on our financial condition or results of operations.

While we believe that our estimates, assumptions, and judgments are reasonable, they are based on information currently available. Actual results may differ significantly. Additionally, changes in our assumptions, estimates or assessments as a result of unforeseen events or otherwise could have a material impact on our financial position or results of operations.

Revenue Recognition, Accounts Receivable and Allowance for Doubtful Accounts

Revenue Recognition. We earn revenue primarily from satellite utilization charges and, to a lesser extent, from providing managed services to our customers. In general, we recognize revenue from satellite utilization in the period during which the services are provided. While the majority of our revenue transactions contain standard business terms and conditions, there are certain transactions that contain non-standard business terms and conditions. Additionally, we may enter into certain sales transactions that involve multiple element arrangements (arrangements with more than one deliverable). As a result, significant contract interpretation is sometimes required to determine the appropriate accounting for these transactions, including:

- whether an arrangement contains a service contract or a lease;
- whether an arrangement should be reported gross as a principal versus net as an agent;
- whether we can develop reasonably dependable estimates about the extent of progress towards contract completion, contract revenues and costs;
- how the arrangement consideration should be allocated among potential multiple elements, and when to recognize revenue related to those elements.

In addition, our revenue recognition policy requires an assessment as to whether collection is reasonably assured, which requires us, among other things, to evaluate the creditworthiness of our customers. Changes in judgments in these assumptions and estimates could materially impact the timing and/or amount of revenue recognition. For more information regarding our revenue recognition policies, see Note 2(c) to our audited consolidated financial statements included elsewhere in this prospectus.

Allowance for Doubtful Accounts. Our allowance for doubtful accounts is determined through a subjective evaluation of the aging of our accounts receivable, and considers such factors as the likelihood of collection based upon an evaluation of the customer s creditworthiness, the customer s payment history and other conditions or circumstances that may affect the likelihood of payment, such as political and economic conditions in the country in which the customer is located. If our estimate of the likelihood of collection is not accurate, we may experience lower revenue or an increase in our provision for doubtful accounts. When we determine that the collection of payments for satellite utilization or managed services is not reasonably assured at the time the service is provided, we defer recognition of the revenue until such time as collection is believed to be reasonably assured or the payment is received.

Satellites and Other Property and Equipment

Satellites and other property and equipment are depreciated and amortized on a straight-line basis over their estimated useful lives. The remaining depreciable lives of our satellites range from less than one year to 17 years as of December 31, 2011. We make estimates of the useful lives of our satellites for depreciation purposes based upon an analysis of each satellite s performance, including its orbital design life and its estimated service life.

Table of Contents

The orbital design life of a satellite is the length of time that the manufacturer has contractually committed that the satellite s hardware will remain operational under normal operating conditions. In contrast, a satellite s service life is the length of time the satellite is expected to remain operational as determined by remaining fuel levels and consumption rates. Our in-orbit satellites generally have orbital design lives ranging from ten to 15 years and service lives as high as 20 years. The useful depreciable lives of our satellites generally exceed the orbital design lives and are less than the service lives. Although the service lives of our satellites have historically extended beyond their depreciable lives, this trend may not continue. We periodically review the remaining estimated useful lives of our satellites to determine if any revisions to our estimates are necessary based on the health of the individual satellites. Changes in our estimate of the useful lives of our satellites could have a material effect on our financial position or results of operations.

We charge to operations the carrying value of any satellite lost as a result of a launch or in-orbit failure upon the occurrence of the loss. In the event of a partial failure, we record an impairment charge to operations upon the occurrence of the loss if the undiscounted future cash flows are less than the carrying value of the satellite. We measure the impairment charge as the excess of the carrying value of the satellite over its estimated fair value as determined by the present value of estimated expected future cash flows using a discount rate commensurate with the risks involved. We reduce the charge to operations resulting from either a complete or a partial failure by the amount of any insurance proceeds that were either due and payable to or received by us, and by the amount of any deferred satellite performance incentives that are no longer applicable following the failure. See Asset Impairment Assessments below for further discussion.

Business Combinations

We account for business combinations under the acquisition method. We recognize the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree at the acquisition date at their fair values as of that date. We recognize as goodwill any excess of the consideration transferred plus the fair value of any noncontrolling interest in the acquiree at the acquisition date over the fair values of the identifiable net assets. The assignment of fair values to net assets acquired involves significant estimates and judgments. In arriving at the fair values of net assets acquired, we consider various generally accepted valuation approaches, including the cost approach, income approach, and market approach. Our estimates may also include assumptions about projected growth rates, cost of capital, effective tax rates, tax amortization periods, technology royalty rates and technology life cycles, the regulatory and legal environment, and industry and economic trends. The assumptions made and valuation techniques used can have significant impacts on the recorded amounts of assets and liabilities acquired in business combinations.

Asset Impairment Assessments

Goodwill. We account for goodwill and other intangible assets in accordance with FASB ASC Topic 350 *Intangibles Goodwill and Other* topic of the Codification. Under this topic, goodwill and other intangible assets acquired in a business combination, and determined to have an indefinite useful life, are not amortized but are tested for impairment annually or more often if an event or circumstances indicate that an impairment loss has been incurred. We are required to identify reporting units at a level below the company s identified operating segments for impairment analysis. We have identified only one reporting unit for the goodwill impairment test. Additionally, our identifiable intangible assets with estimable useful lives are amortized based on the expected pattern of consumption for each respective asset.

Assumptions and Approach Used. We follow a two-step process to evaluate if a potential impairment exists to our recorded amounts of goodwill. The first step of the process is to compare the reporting unit s fair value to its carrying value, including goodwill. In the event the carrying value of our reporting unit exceeds its fair value, goodwill is considered impaired and the second step is required. The second step requires us to calculate a hypothetical purchase allocation to compare the current implied fair value of the goodwill to the current carrying value of the goodwill. The implied fair value of goodwill is determined in the same manner as the amount of

Table of Contents

goodwill recognized in a business combination, which is the excess of the fair value over the aggregate fair values of the individual assets, liabilities and identifiable intangibles as if they were being acquired in a business combination. If the implied fair value of goodwill as described above exceeds recorded goodwill, there is no impairment. If the goodwill exceeds the implied fair value, an impairment charge would be recorded for the excess. Furthermore, an impairment loss cannot exceed the amount of goodwill assigned to a reporting unit. After recognizing the impairment loss, the corresponding loss establishes a new basis in the goodwill. Subsequent reversals of goodwill impairment losses are not permitted under applicable accounting standards.

We determined the estimated fair value of our reporting unit using discounted cash flow analysis, along with independent source data related to comparative market multiples and, when available, recent transactions. The discounted cash flows were derived from our five-year projection of revenues and expenses plus a residual value, with the resulting projected cash flows discounted at an appropriate weighted average cost of capital. The analysis, which was completed in the fourth quarter of 2011, did not result in an impairment of our goodwill.

The key assumptions in our discounted cash flow analysis related to revenue growth rates, operating costs and capital expenditures. Our impairment analysis could be impacted by uncontrollable or unforeseeable events that could positively or negatively affect the anticipated future economic and operating conditions. A change in the estimated future cash flows could change our estimated fair values and result in future impairments.

Our analysis included projected growth rates for revenue consistent with general expectations in the FSS sector and our historical experience. The FSS sector is characterized by relatively stable and predictable contracted revenue streams, high operating margins, strong cash flows and long-term contractual commitments. We benefit from strong visibility into our future revenues and our contracted backlog, which is our expected future revenue under all of our existing customer contracts, of approximately $10.7 billion and $10.8 billion as of December 31, 2011 and September 30, 2012, respectively. Additionally, the long-term growth rate assumed in our discounted cash flow analysis could have declined significantly and we still would not have incurred an impairment to goodwill as of December 31, 2011, based upon our discounted cash flow analysis.

Our projected cash flows were discounted using a weighted average discount rate of 10.25%, based on an estimated weighted average cost of capital which included certain key inputs such as the average capital structures of comparable companies, specifically a market participant debt to equity ratio of 31.0% debt and 69.0% equity, and an equity risk premium of 6.0%, taking into account the recent contraction in the economic environment.

Trade name. We have implemented the relief from royalty method to determine the estimated fair value of the Intelsat trade name. The relief from royalty analysis is comprised of two major steps: (i) a determination of the hypothetical royalty rate, and (ii) the subsequent application of the royalty rate to projected revenue. In determining the hypothetical royalty rate utilized in the relief from royalty approach, we considered comparable license agreements, operating earnings benchmark rule of thumb, an excess earnings analysis to determine aggregate intangible asset earnings, and other qualitative factors. Based on our analysis, the fair value of the Intelsat trade name as of the fourth quarter of 2011 was not impaired.

The key assumptions used in our model to value the Intelsat trade name included the tax rate and discount rate. A change in the estimated tax rates or discount rate could result in future impairments.

Orbital Locations. Intelsat is authorized by governments to operate satellites at certain orbital locations i.e., longitudinal coordinates along the Clarke Belt. The Clarke Belt is the part of space approximately 35,800 kilometers above the plane of the equator where geostationary orbit may be achieved. Various governments acquire rights to these orbital locations through filings made with the ITU, a sub-organization of the United Nations. We will continue to have rights to operate at our orbital locations so long as we maintain our authorizations to do so. See Business Regulation and Risk Factors Risk Factors Relating to Regulation.

Table of Contents

Our rights to operate at orbital locations can be used and sold individually; however, since satellites and customers can be and are moved from one orbital location to another, our rights are used in conjunction with each other as a network that can change to meet the changing needs of our customers and market demands. Due to the interchangeable nature of orbital locations, the aggregate value of all of the orbital locations is used to measure the extent of impairment, if any.

Assumptions and Approach Used. We determined the estimated fair value of our right to operate at orbital locations using the build up method, as described below, to determine the cash flows for the income approach, with the resulting projected cash flows discounted at an appropriate weighted average cost of capital. In instances where the build up method did not generate positive value for the rights to operate at an orbital location, but the right was expected to generate revenue, we assigned a value based upon independent source data for recent transactions of similar orbital locations.

Under the build up approach, the amount an investor would be willing to pay for the right to operate a satellite business at an orbital location is calculated by first estimating the cash flows that typical market participants would assume could be available from the right to operate satellites using the subject location in a similar market. It is assumed that rather than acquiring such a business as a going concern, the buyer would hypothetically start with the right to operate at an orbital location and build a new operation with similar attributes from scratch. Thus the buyer/builder is considered to incur the start-up costs and losses typically associated with the going concern value and pay for all other tangible and intangible assets. Based upon our analysis, which was completed in the fourth quarter of 2011, we did not have an impairment of the orbital locations.

The key assumptions used in estimating the fair values of our rights to operate at our orbital locations included: (i) market penetration leading to revenue growth, (ii) profit margin, (iii) duration and profile of the build up period, (iv) estimated start-up costs and losses incurred during the build up period and (v) weighted average cost of capital.

Long-Lived and Amortizable Intangible Assets. We review our long-lived and amortizable intangible assets to assess whether an impairment has occurred in accordance with the guidance provided under FASB ASC Topic 360 *Property, Plant and Equipment*, whenever events or changes in circumstances indicate, in our judgment, that the carrying amount of an asset may not be recoverable. These indicators of impairment can include, but are not limited to, the following:

- satellite anomalies, such as a partial or full loss of power;
- under-performance of an asset as compared to expectations; and
- shortened useful lives due to changes in the way an asset is used or expected to be used.

The recoverability of an asset to be held and used is measured by a comparison of the carrying amount of the asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated undiscounted future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds its fair value, determined by either a quoted market price, if any, or a value determined by utilizing a discounted cash flow technique. Additionally, when assets are expected to be used in future periods, a shortened depreciable life may be utilized if appropriate, resulting in accelerated depreciation.

Assumptions and Approach Used. We employ a discounted future cash flow approach to estimate the fair value of our long lived intangible assets when an impairment assessment is required.

During the second quarter of 2010, our Galaxy 15 satellite experienced an anomaly resulting in our inability to command the satellite. When a satellite experiences an anomaly or other health related issues, we believe the lowest level of identifiable cash flows exists at the individual satellite level. Accordingly, in the second quarter of

Table of Contents

2010, we performed an impairment review of our Galaxy 15 satellite and recorded a non-cash impairment charge of $104.1 million to write down the Galaxy 15 satellite to its estimated fair value following the anomaly. The estimated fair value of Galaxy 15 was determined by us based on a probability-weighted cash flow analysis derived primarily using our internally prepared budgets and forecast information including estimates of the potential revenue generating capacity of the satellite, if recovered, discounted at an appropriate weighted average cost of capital. Our analysis included an estimate of the likelihood of recovery of the satellite, based in part on discussions with Orbital and input from our engineers. On December 23, 2010, we regained command of the Galaxy 15 spacecraft and began diagnostic testing and uploading of software updates that protect against future anomalies of this type. Galaxy 15 was drifted to an interim orbital location where we concluded our in-orbit testing to confirm the functionality of every aspect of the spacecraft. In February 2011, Galaxy 15 initiated a drift to 133.1°W and returned to service, initially as an in-orbit spare. In October 2011, media traffic was transferred from Galaxy 12 back to Galaxy 15, and Galaxy 15 resumed normal service.

Share-Based Compensation

Because our equity is privately held, we are required to estimate the fair market value of our equity at each reporting period in order to properly record stock compensation expense. The determination of such fair market value requires considerable judgment. We estimate the fair market value using a combination of the income and market approaches, and we allocate a 50% weighting to each approach.

The income approach quantifies the future cash flows that we expect to achieve consistent with our annual business plan and forecasting processes. These future cash flows are discounted to their net present values using an estimated rate corresponding to a weighted average cost of capital. Our forecasted cash flows are subject to uncontrollable and unforeseen events that could positively or negatively impact economic and business conditions. The estimated weighted average cost of capital includes assumptions and estimates based upon interest rates, expected rates of return, and other risk factors that consider both historic data and expected future returns for comparable investments.

The market approach estimates fair value by applying trading multiples of enterprise value to EBITDA based on observed publicly traded comparable companies.

Income Taxes

We account for income taxes in accordance with the guidance provided under the Income Taxes topic of the Codification (FASB ASC 740). We are subject to income taxes in the United States as well as a number of other jurisdictions. Significant judgment is required in the calculation of our tax provision and the resultant tax liabilities and in the recoverability of our deferred tax assets that arise from temporary differences between the tax and financial statement recognition of revenue and expense and net operating loss and credit carryforwards.

We assess the likelihood that our deferred tax assets can be recovered. Under FASB ASC 740, a valuation allowance is required when it is more likely than not that all or a portion of the deferred tax asset will not be realized. We evaluate the recoverability of our deferred tax assets based in part on the existence of deferred tax liabilities that can be used to realize the deferred tax assets.

During the ordinary course of business, there are many transactions and calculations for which the ultimate tax determination is uncertain. We evaluate our tax positions to determine if it is more likely than not that a tax position is sustainable, based solely on its technical merits and presuming the taxing authorities have full knowledge of the position, and access to all relevant facts and information. When a tax position does not meet the more likely than not standard, we record a liability for the entire amount of the unrecognized tax benefit. Additionally, for those tax positions that are determined more likely than not to be sustainable, we measure the tax position at the largest amount of benefit more likely than not (determined by cumulative probability) to be realized upon settlement with the taxing authority.

Table of Contents

Fair Value Measurements

On January 1, 2008, we prospectively adopted FASB ASC Topic 820 *Fair Value Measurements and Disclosure* (FASB ASC 820), which defines fair value as the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. FASB ASC 820 requires disclosure of the extent to which fair value is used to measure financial assets and liabilities, the inputs utilized in calculating valuation measurements, and the effect of the measurement of significant unobservable inputs on earnings, or changes in net assets, as of the measurement date. FASB ASC 820 establishes a three-level valuation hierarchy based upon the transparency of inputs utilized in the measurement and valuation of financial assets or liabilities as of the measurement date:

Level 1 unadjusted quoted prices for identical assets or liabilities in active markets;

Level 2 quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs other than quoted market prices that are observable or that can be corroborated by observable market data by correlation; and

Level 3 unobservable inputs based upon the reporting entity s internally developed assumptions which market participants would use in pricing the asset or liability.

We performed an evaluation of our financial assets and liabilities that met the criteria of the disclosure requirements and fair value framework of FASB ASC 820. As a result of that evaluation, we identified investments in marketable securities, interest rate financial derivative instruments, embedded derivative instruments, and redeemable noncontrolling interest as having met such criteria.

We determined that the valuation measurement inputs of marketable securities represent unadjusted quoted prices in active markets and, accordingly, have classified such investments within Level 1 of the FASB ASC 820 hierarchy framework.

The fair value of our interest rate financial derivative instruments reflects the estimated amounts that we would pay or receive to terminate the agreement at the reporting date, taking into account current interest rates, the market expectation for future interest rates and current creditworthiness of both our counterparties and ourselves. Observable inputs utilized in the income approach valuation technique incorporate identical contractual notional amounts, fixed coupon rates, periodic terms for interest payments and contract maturity. Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments, if any, associated with our derivatives utilize Level 3 inputs, such as the estimates of current credit spread, to evaluate the likelihood of default by us or our counterparties. We also considered the existence of offset provisions and other credit enhancements that serve to reduce the credit exposure associated with the asset or liability being fair valued. We have assessed the significance of the inputs of the credit valuation adjustments to the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

We accounted for a contingent put option that was embedded within the 2015 Sub Holdco Notes, Series B under FASB ASC Topic 815 *Derivatives and Hedging*, bifurcating the put option from the debt host instrument and classifying it as a derivative instrument. To estimate the fair value of the embedded derivative we used a standard valuation technique utilizing inputs and assumptions that include the debt maturity date, issue price, coupon rate, change of control put price, and the estimated date of a change in control. We identified the inputs used to calculate the fair value as Level 3 inputs and concluded that the valuation in its entirety was classified in Level 3 of the fair value hierarchy.

At September 30, 2012, New Dawn was a majority owned subsidiary of ours that was a joint venture investment with Convergence Partners. Convergence Partners had the ability to require us to buy its ownership interest at fair value subsequent to the operations of New Dawn s assets for a period of time defined in the

Table of Contents

project and shareholders agreement we entered into in June 2008 with Convergence Partners. In accordance with the guidance provided in FASB ASC Topic 480, *Distinguishing Liabilities from Equity*, regarding the classification and measurement of redeemable securities, we marked to market the fair value of the noncontrolling interest in New Dawn at each reporting period. We estimated the fair value of redeemable noncontrolling interest in New Dawn using Level 3 inputs such as discounted cash flows. On October 5, 2012, we purchased the remaining noncontrolling ownership interest in New Dawn held by Convergence Partners for $8.7 million. At September 30, 2012, we valued our redeemable noncontrolling interest at this purchase price, as compared to the income approach valuation technique used in prior periods. Both of these approaches to estimate fair value utilized Level 3 inputs.

Recently Issued Accounting Pronouncements

In January 2010, the FASB issued ASU 2010-06, *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). Certain provisions of ASU 2010-06 are effective for fiscal years beginning after December 15, 2010 and we adopted these provisions in the first quarter of 2011. These provisions of ASU 2010-06 amended FASB ASC 820, by requiring us to present as separate line items all purchases, sales, issuances, and settlements of financial instruments valued using significant unobservable inputs (Level 3) in the reconciliation for fair value measurements, whereas previously these were presented in aggregate as one line item. Although this may change the appearance of our reconciliation, this did not have a material impact on our financial statements or disclosures.

In June, 2011, the FASB issued ASU 2011-05, *Presentation of Comprehensive Income* (ASU 2011-05). Beginning in the first quarter of 2012, ASU 2011-05 eliminated the option had previously allowed us to present the components of other comprehensive income as part of the statement of changes in shareholders equity. Beginning in the first quarter of 2012, we have included a separate condensed consolidated statement of comprehensive loss in our financial statements. The majority of our other comprehensive loss and our accumulated other comprehensive loss is related to our defined benefit retirement plans. ASU 2011-05 does not change whether items are reported in net loss or in other comprehensive income and does not change whether and when items of other comprehensive income are reclassified to net loss.

Table of Contents

BUSINESS

Overview

We operate the world s largest satellite services business, providing a critical layer in the global communications infrastructure. We generate more revenue and more EBITDA, operate more satellite capacity, hold more orbital location rights, contract more backlog, serve more commercial customers and deliver services in more countries than any other commercial satellite operator based upon public filings and industry reports.

We provide diversified communications services to the world s leading media companies, fixed and wireless telecommunications operators, data networking service providers for enterprise and mobile applications, multinational corporations, and ISPs. We are also the leading provider of commercial satellite capacity to the U.S. government and other select military organizations and their contractors.

Our customers use our global network for a broad range of applications, from global distribution of content for media companies to providing the transmission layer for unmanned aerial vehicles to enabling essential network backbones for telecommunications providers in high-growth emerging regions.

Our network solutions are a critical component of our customers infrastructures and business models. Generally, our customers need the specialized connectivity that satellites provide so long as they are in business or pursuing their mission. For instance, our satellite neighborhoods provide our media customers with efficient and reliable broadcast distribution that maximizes audience reach, a benefit that is difficult for terrestrial services to match. In addition, our satellite solutions provide higher reliability than is available from local terrestrial telecommunications services in many regions and allow our customers to reach geographies that they would otherwise be unable to serve.

We hold the largest number of rights to well-placed orbital slots in the most valuable C- and Ku-band spectrums. From these locations, our satellites are able to offer services in the established regions historically using the most satellite capacity, as well as the higher growth emerging regions, where approximately 55% of our capacity is currently focused.

We believe our leadership position, valuable customer relationships and global network enable us to benefit from growing demand for reliable bandwidth, resulting from trends such as:

- Global distribution of television entertainment and news programming to fixed and mobile devices;
- Completion and extension of international, national and regional voice and data networks, fixed and wireless, notably in emerging regions;
- Universal access to broadband connectivity through fixed and mobile networks by consumers, corporations and other organizations; and
- Highly specialized fixed and mobile military applications with large and growing bandwidth requirements, such as manned and unmanned surveillance vehicles (drones).

We believe that we have one of the largest, most reliable and most technologically advanced commercial communications networks in the world. Our global communications system features a fleet of over 50 geosynchronous satellites that covers more than 99% of the world s populated regions. Our satellites primarily provide services in the C- and Ku-band frequencies, which form the largest part of the FSS sector. Our satellite capacity is complemented by our suite of IntelsatOne^{SM} managed services, including our terrestrial network comprised of leased fiber optic cable, multiplexed video and data platforms and owned and operated teleports. Our satellite-based network solutions offer distinct technical and economic benefits to our target customers and provide a number of advantages over terrestrial communications systems, including the following:

Fast and scalable media and communications infrastructure deployments;

Superior end-to-end network availability as compared to the availability of terrestrial networks, due to fewer potential points of failure;

Table of Contents

Highly reliable bandwidth and consistent application performance, as satellite beams effectively blanket service regions;

Ability to extend beyond terrestrial network end points or to provide an alternative path to terrestrial infrastructure;

Efficient content distribution through the ability to broadcast high quality signals from a single location to many locations simultaneously;

Video neighborhoods, or capacity at orbital locations with a large number of consumer dishes or cable headend dishes pointed to them maximizing potential distribution of television programming; and

Rapidly deployable communications infrastructure for disaster recovery.

We believe that our hybrid satellite-terrestrial network, combined with the world s largest collection of FSS spectrum rights, is a unique and valuable asset.

Our network architecture is flexible and, coupled with our global scale, provides superior capital and operating efficiency. We are able to re-deploy capacity, moving satellites or repositioning beams to capture demand. Our technology has universal utility across a number of applications, with minimal customization to address diverse applications. We operate our global network from a fully-integrated, centralized satellite operations facility, with regional sales and marketing offices located close to our customers. The operational flexibility of our network is an important element of our differentiation and our growth.

We have a reputation for operational and engineering excellence, built on our experience of over 45 years in the communications sector. Our network delivered 99.999% network availability on station-kept satellites to our customers in 2011.

As of September 30, 2012, our contracted backlog, which is our expected future revenue under existing customer contracts, was approximately $10.8 billion, more than four times our 2011 annual revenue. For the year ended December 31, 2011, we generated revenue of $2.6 billion and a net loss of $0.4 billion. Our Adjusted EBITDA, which consists of EBITDA as adjusted to exclude or include certain unusual items, certain other operating expense items and certain other adjustments, was $2.0 billion, or 78% of revenue, for the year ended December 31, 2011.

We believe we are well-positioned to enjoy growth in free cash flow in the near future based on the following factors:

Significant long-term contracted backlog, enabling us to generate steady and predictable revenue streams;

High operating leverage, which has allowed us to generate an average Adjusted EBITDA margin of 78% in the past three years;

Our $3.7 billion fleet investment program that began in 2008 will be substantially complete in 2012, enhancing our future revenue potential; and

A stable, efficient and sustainable tax profile for our global business.

We believe that our leadership position in our attractive sector, global scale, efficient operating and financial profile, diversified customer sets and sizeable contracted backlog, together with the growing worldwide demand for reliable bandwidth, provide us with a platform for success.

Our Sector

Satellite services are an integral and growing part of the global communications infrastructure. Through unique capabilities, such as the ability to effectively blanket service regions, to offer point-to-multipoint distribution and to provide a flexible architecture, satellite services complement, and for certain applications are

Table of Contents

preferable to, terrestrial telecommunications services, including fiber and wireless technologies. The FSS sector is expected to generate revenues of approximately $11.6 billion in 2013, and C- and Ku-band transponder service revenue is expected to grow by a CAGR of 4.1% from 2012 to 2017 according to a study issued in 2012 by NSR.

In recent years, the addressable market for FSS has expanded to include mobile applications because existing mobile satellite systems cannot provide the broadband access required by high bandwidth mobile platforms, such as ships and aircraft, including unmanned aerial vehicles. Satellite services provide secure bandwidth capacity ideal for global in-theater communications since military operations are often in locations without reliable communications infrastructure. According to a study by NSR, global revenue growth from C- and Ku-band services used for government and military applications is expected to grow at a CAGR of 4.6% from 2012 to 2017.

Our sector is noted for having favorable operating characteristics, including long-term contracts, high renewal rates and strong cash flows. The fundamentals of the sector solid growth in demand, moderate price improvements and high operating margins were maintained throughout the recent economic downturn, demonstrating resilient growth during a period that resulted in recession or slower growth in many regions of the world.

There is a finite number of geostationary orbital slots in which FSS satellites can be located, and many orbital locations already hold operational satellites pursuant to complex regulatory processes involving many international and national governmental bodies. These satellites typically are operated under coordination agreements designed to avoid interference with other operators satellites. See Regulation below for a more detailed discussion of regulatory processes relating to the operation of satellites.

Our sector has consolidated over the course of the last decade, as the combination of large capital commitments, operational infrastructure requirements and access to spectrum has created challenges for smaller operators. Today, there are only three FSS operators, including us, providing global services, which is increasingly important as multinationals and governments seek a one-stop solution for obtaining global connectivity. In addition, there are a number of operators with fewer satellites that provide regional and/or national services. We currently hold the largest number of rights to orbital slots in the most valuable C- and Ku-band spectrums.

We believe a number of fundamental trends are creating increasing demand for satellite services:

Globalization of economic activities is increasing the geographic expansion of corporations and the communications networks that support them while creating new audiences for content. Globalization also increases the communications requirements for governments supporting embassy and military applications;

Connectivity and broadband access are essential elements of infrastructure supporting the rapid economic growth of developing nations. Globally dispersed organizations often turn to satellite-based infrastructures to provide better access, reliability and control. The penetration of broadband connectivity for businesses is expected to grow from 48% to 87% and from 59% to 75%, in the Latin America and Asia Pacific regions, respectively, over the period 2012 to 2017 according to Pyramid Research, a research consultant;

The emergence of new content consumers resulting from economic growth in developing regions results in increased demand for free-to-air and pay-TV content, including cable and DTH. DTH subscribers are expected to grow at a CAGR of 9.2% in the Asia Pacific region from 2012 to 2017, according to Pyramid Research;

Proliferation of formats results in increased bandwidth requirements as content owners seek to maximize distribution to multiple viewing audiences across multiple technologies. HDTV, three-dimensional high definition television, Internet distribution of traditional television programming, Internet protocol television and video to mobile devices are all examples of the expanding format and

Table of Contents

distribution requirements of media programmers, the implementation of which varies greatly from developed to emerging regions. In its 2012 study, NSR forecasted that the number of standard and high definition television channels distributed worldwide for cable, broadcast and DTH is expected to grow at a CAGR of 6.4% from 2012 to 2017;

Mobility applications, such as wireless phone services, maritime communications and aeronautical services, are fueling demand for mobile bandwidth. Rapid growth in cellular services for emerging regions is expected to transition from voice only services to include new demand for data and video services over time, resulting in increased network bandwidth requirements. Given the low penetration of fixed-line telephone services in emerging regions and the introduction of smart phones, netbooks and tablets, Internet access in these markets may be primarily mobile, further contributing to demand for infrastructure. In addition, business and consumer demand for access to broadband for use in aeronautical and maritime applications can be satisfied by our flexible satellite infrastructure. Fixed satellite services revenue growth related to capacity demand for broadband mobility applications from land, aeronautical and maritime is expected to grow at a CAGR of 26.6% for the period 2012 to 2017, according to NSR; and

Increased government applications resulting from significant technology advancements in aeronautical data and video services, such as unmanned aerial vehicles, are also resulting in increased demand for satellite-based bandwidth. In addition, the cancellation of proprietary government satellite programs has led to an increased government demand for commercial capacity.

In total, C- and Ku-band transponder service revenue is expected to grow at a CAGR of 4.1% from 2012 to 2017, according to NSR. The fundamentals of our sector have consistently improved over the past few years, with continued strong demand despite the generally slower economic environment in many regions of the world.

Our Customer Sets and Growing Applications

We focus on business-to-business services, indirectly enabling enterprise, government and consumer applications through our customers. Our customer contracts offer four different service types: transponder services, managed services, channel services and mobile satellite services and other. See Management s Discussion and Analysis of Financial Condition and Results of Operations Revenue for further discussion of our service types. We also perform satellite-related consulting and technical services for various third parties, such as operating satellites for other satellite owners.

Network Services

We are the world s largest provider of satellite capacity for network services, according to Euroconsult, with a 33% global share. Our satellite capacity, paired with our terrestrial network comprised of leased fiber, teleports and data networking platforms, enables the transmission of video, data and voice to and from virtually any point on the surface of the earth. There is an increasing need for basic and high-speed connectivity in developed and emerging regions around the world. We provide an essential element of the infrastructure supporting the rapid expansion of wireless services in many emerging regions.

Network services is our largest customer set and accounted for 47% of our revenue for the year ended December 31, 2011 and $3.5 billion of our contracted backlog as of September 30, 2012. Our business generated from the network services sector is generally characterized by non-cancellable, two to five year contracts with many of the world s leading communications providers, including fixed and wireless telecommunications companies, such as global carriers and regional and national providers in emerging regions, corporate network service providers, such as VSAT services providers to vertical markets including banks, value-added services providers, such as those serving the oil and gas and maritime industries, and multinational corporations and entities.

Table of Contents

Our network services offerings are an essential component of our customers services, providing backbone infrastructure, expanded service areas and connectivity where reliability or geography is a challenge. We believe that we are a preferred provider because of our global service capability and our expertise in delivering service operator-grade network availability and efficient network control.

Our IntelsatOne[SM] network includes regional shared data networking platforms at our teleports that are connected to over 40 of our satellites. As a result, our customers can quickly establish highly reliable services across multiple regions, yet operate them on a centralized basis. Our satellite-based solutions allow customers to rapidly expand their service territories, increase the access speed and capabilities for their existing networks and efficiently address new customer and end-user requirements.

Highlights of our network services business include the following:

- We provide services to many of the world s largest telecommunications companies. Of the customers we categorize as telecommunications companies, our revenue from the top 25 in aggregate grew at a CAGR of 12.1% from 2007 to 2011;

- We believe we are the world s largest provider of satellite capacity for satellite-based private data networks, including VSAT networks. C- and Ku-band transponder demand for these networks is expected to grow at a CAGR of 5.8% from 2011 to 2016, according to NSR;

- We believe we are the leading provider of satellite capacity for cellular backhaul applications in emerging regions, connecting cellular access points to the global telecommunications network, a global segment expected to generate over $800 million in revenue in 2013, according to NSR. Approximately 60 of our customers use our satellite-based backhaul services as a core component of their network infrastructure due to unreliable or non-existent terrestrial infrastructure. Our cellular backhaul customers include the top 10 mobile groups in Africa, such groups representing 73% of the region s subscribers; and

- Over 200 value-added network operators use our IntelsatOne[SM] broadband hybrid infrastructure to deliver their regional and global services. Applications for these services include corporate networks for multi-nationals, Internet access and broadband for maritime applications. C- and Ku-band revenue from capacity demand for broadband services for mobility applications is expected to grow at a CAGR of 26.6% from 2012 to 2017, according to NSR.

Media

We are the world s largest provider of satellite capacity for media services, according to Euroconsult, with a 21% global share. We have delivered television programming to the world since the launch of our first satellite, Early Bird, in 1965. We provide satellite capacity for the transmission of entertainment, news, sports and educational programming for approximately 300 broadcasters, content providers and DTH platform operators worldwide. We have well-established relationships with our media customers, and in some cases have distributed their content on our satellites for over 25 years.

Media customers are our second largest customer set and accounted for 32% of our revenue for the year ended December 31, 2011 and $6.2 billion of our contracted backlog as of September 30, 2012. Our business generated from the media sector is generally characterized by non-cancellable, long-term contracts with terms of up to 15 years with premier customers, including national broadcasters, content providers and distributors, television programmers and DTH platform operators.

Broadcasters, content providers and television programmers seek efficient distribution of their content to make it easily obtainable by affiliates, cable operators and DTH platforms; satellites point-to-multipoint capability is difficult to replicate via terrestrial alternatives. Our strong cable distribution neighborhoods offer media customers high penetration of regional and national audiences.

Table of Contents

Broadcasters, content providers and television programmers also select us because our global capabilities enable the distribution or retrieval of content to or from virtually any point on earth. For instance, we regularly provide fully integrated global distribution networks for content providers that need to distribute their products across multiple continents. DTH platform operators use our services because of our attractive orbital locations and because the scale and flexibility of our fleet can provide speed to market and lowers their operating risk, as we have multiple satellites serving every region.

We believe that we enjoy a strong reputation for delivering the high network reliability required to serve the demanding media sector.

Our fully integrated satellite, fiber and teleport facilities provide enhanced quality control for programmers. In addition to basic satellite services, we offer bundled, value-added services under our IntelsatOne[SM] brand that include managed fiber services, digital encoding of video channels and up-linking and down-linking services to and from our satellites and teleport facilities. Our IntelsatOne[SM] bundled services address programmers interests in delivering content to multiple distribution channels, such as television and Internet, and their needs for launching programs to new regions in a cost-efficient manner.

Highlights of our media business include the following:

- 28 of our satellites host premium video neighborhoods, offering programmers superior audience penetration, according to Lyngsat, with nine serving the United States, five serving Europe, six serving Latin America, five serving Asia and three serving Africa and the Middle East;

- We are a leading provider of capacity used in global content distribution to media customers, according to Euroconsult. Our top 10 video distribution customers buy service on our network across four or more geographic regions, demonstrating the value provided by the global reach of our network;

- We believe that we are the leading provider of satellite service capacity for the distribution of cable television programming in North America, with thousands of cable headends pointed to our satellites. Our Galaxy 13 satellite provided the first high definition neighborhood in North America, and today, the Galaxy fleet distributes over 200 high definition channels, and we distribute over 480 high definition channels on a global basis. In its 2011 study, NSR forecasted that the number of standard and high definition television channels distributed worldwide for cable, broadcast and DTH is expected to grow at a CAGR of 6.4% from 2012 to 2017;

- We are a leading provider of satellite services for DTH providers, according to Euroconsult, delivering programming to over 45 million subscribers and supporting more than 30 DTH platforms around the world;

- We are a leading provider of capacity used in video contribution managed occasional use services, supporting coverage of major events for news and sports organizations, according to Euroconsult. In early 2010, we landed a special events team in Haiti within hours of its tragic earthquake, providing a critical link for broadcast teams reporting on the event. In the eleven days following the event, we uplinked over 500 hours of broadcasts from the disaster zone; and

- Global C- and Ku-band transponder revenue from video applications is forecasted to grow at an overall CAGR of approximately 4.3% from 2012 to 2017, according to NSR.

Government

We are the leading provider of commercial satellite services to the government sector, according to Frost & Sullivan, with a 26% share of the U.S. military and government use of commercial satellite capacity worldwide. With over 45 years of experience serving this customer set, we have built a reputation as a trusted partner for the provision of highly customized, secure satellite-based solutions. The government sector accounted for 20% of

94

Table of Contents

our revenue for the year ended December 31, 2011 and $795.3 million of our contracted backlog as of September 30, 2012. Our satellite capacity business generated from the government sector is generally characterized by single year contracts that are cancellable by the customer upon payment of termination for convenience charges and include annual options to renew for periods of up to four years. The annual renewal rate in our government business has averaged 86% for the last three fiscal years. Our business generated from hosted payloads is generally characterized by contracts with service periods extending up to the 15 year life of the satellite, cancellable upon payment of termination penalties defined by the respective contracts. Our customer base includes many of the leading government communications providers, including U.S. military and allied partners, civilian agencies and commercial customers serving the defense sector. We consider each party within the Department of Defense and other U.S. governmental agencies that has the ability to initiate a purchase requisition and select a contractor to provide services to be a separate customer, although such party may not be the party that awards us the contract for the services.

We attribute our strength in serving military and government users to our global infrastructure of satellites and our IntelsatOne[SM] network of teleports and fiber that complement the government s own networks and satellites. Our fleet is flexible and provides global network capacity, resilience and critical surge capabilities, such as for recent missions in the Middle East. For instance, in 2009 we moved two satellites in our fleet to new orbital locations in a matter of months to support special military requirements. The bandwidth available on these satellites was utilized for critical unmanned aerial vehicle missions in the Middle East.

In responding to certain unique customer requirements, we also procure and integrate satellite services provided by other satellite operators, either to supplement our capacity or to obtain capacity in frequencies not available on our fleet, such as L-band, X-band services or ultra high frequency (UHF) channels. These off-network services are primarily low risk in nature, with the terms and conditions of the procured capacity and services often on a fixed price basis to recover costs and a predetermined margin, and typically matched to contractual commitments from our customer. We are an attractive supplier to the government sector because of our ability to leverage not only our assets but also other space-based solutions, providing a single contracting source for multiple, integrated technologies.

Highlights of our government business include the following:

- We are the leading provider of government satellite services in the United States, according to Frost & Sullivan;
- We are the prime contractor or a leading contractor on a number of multi-year contract vehicles under which multiple branches of the government can order our commercial satellite services, including the Commercial Broadband Satellite Program and the Future COMSATCOM Services Acquisition program;
- The reliability and scale of our fleet and planned launches of new and replacement satellites allow us to address changing demand for satellite coverage and to provide mission-critical communications capabilities. For instance, our Intelsat 22 satellite hosts a UHF payload under a 15-year agreement with the Australian Defence Force;
- Our business generated from the government sector is generally characterized by annual contracts with multi-year renewal options, consistent with U.S. government procurement practices. On average, we have been successful in achieving renewal rates in excess of approximately 86% on our government sector business for each of the last three fiscal years. Additionally, some of these programs are utilized to drive greater efficiency and reduce manpower requirements, making them important spending priorities in any government budgetary environment; and
- The U.S. government and military is one of the largest users of commercial satellites for government/military applications on a global basis. We currently serve approximately 100 U.S. government customers, either directly or indirectly, through resellers and government integrators.

Table of Contents

Our leading position with the government sector has allowed us to benefit from a number of recent trends, including:

- Growth in demand for secure high bandwidth services related to the rapidly increasing use of mobile platforms for gathering and distributing intelligence, surveillance and reconnaissance, such as drones and manned aerial vehicles;
- Growth in demand for commercial capacity resulting from the cancellation or delay of proprietary government satellite programs, such as the Transformational Satellite Communications Program, due to budgetary pressures;
- Growth in demand for rapid response managed and turn-key secure communication systems encompassing design, hardware, installation and transmission capacity, often from end-to-end service providers such as Intelsat;
- Long-term contracts resulting from the use of commercial satellite programs to host proprietary military payloads, providing a shared ride to space and on-going operations for the life of the payload; and
- According to a study by NSR, global revenue growth from C- and Ku-band services used for government and military applications is expected to grow at a CAGR of 4.6% from 2012 to 2017.

We believe our reputation as a provider of secure solutions, our global fleet, our customer relationships, our ability to provide turn-key services and our demonstrated willingness to reposition or procure capacity to support specific requirements position us to successfully compete for the increasing demand for satellite solutions for military and civilian applications.

Our Competitive Advantages

We were the world s first commercial satellite operator, with many accomplishments during our 45-year history of industry leadership. We have provided communications capacity for milestone events since our founding in 1964, including transmitting worldwide the video signals of the first moon walk, providing the hot line connecting the White House and the Kremlin and transmitting live coverage of every Olympics since 1968. The following competitive advantages characterize our business:

Global Leader

We are the global leader in our sector based upon both revenues and in-service transponders. We operate more satellite capacity, have more satellite capacity under contract, serve more commercial customers and deliver services in more countries than any other commercial satellite operator. We established the commercial satellite sector over 45 years ago and today serve customers in approximately 200 countries and territories. As a result of our leading position, we work with the world s largest media, telecommunications and governmental organizations, integrating our global network with customers communications networks and aligning our capital investments to support customers strategic objectives. Our global relationships are often founded on capacity that has been optimized to serve a specific region. We build strong relationships with our customers in their respective domestic markets, then leverage our global capabilities as those customers seek growth in foreign regions. The following charts show the leading firms in our sector by revenues and utilized transponders.

Table of Contents

Source: Euroconsult, Satellite Communications & Broadcasting Markets Survey, dated September 2012

(1) Includes over 30 other operators.
(2) Revenues for the twelve-month period ending December 31, 2011.

An Exceptional Global Network

We believe that we have one of the largest, most technologically advanced and most flexible commercial communications systems in the world, comprised of a fleet of geosynchronous satellites located in well-placed orbital locations and our suite of IntelsatOne[SM] managed services, which consists of teleports, points of presence and leased fiber. Our global system features over 50 satellites that cover more than 99% of the world s populated regions and includes C- and Ku-band satellite capacity. Our skilled engineering and flight operations staff participates in every stage of the life cycle of our satellites, from design and construction through the end of the satellite s useful life. The reliability of our network is outstanding, delivering 99.999% network availability on station-kept satellites to our customers in 2011. Many of our satellites include non-customized payloads and steerable beams, providing flexibility to our deployment plans. In addition, our fleet is diversified by manufacturer, limiting our exposure to systemic issues that could require early replacement.

As illustrated below, our collection of orbital rights includes numerous well-placed orbital locations for C- and Ku-band spectrum, as well as rights for Ka-band spectrum. As a result, each region of the globe is served by multiple satellites of our fleet. Our orbital rights and flexible fleet allow us to rapidly capitalize on developing business opportunities, for instance, to move existing satellites to new locations in response to customer demand, to improve business continuity and to acquire and integrate existing satellites to respond to customer needs.

Table of Contents

Intelsat s Orbital Rights

Our terrestrial assets consist of teleports, points of presence, shared networking platforms and owned and leased fiber connectivity that complement our satellite network and expand the types of services that we provide to include hybrid satellite-terrestrial end-to-end managed services. Our IntelsatOne[SM] terrestrial network is based on Cisco IP-MPLS technology, optimized to deliver converging video and IP content and improve the efficiency of our shared media and data platforms. IntelsatOne[SM] expands our addressable market to include additional elements of our customers distribution infrastructures, such as integrated extensions of network backbones for communications services providers and uplinking facilities for content providers, resulting in complex and lasting relationships.

Our customer service center located in Ellenwood, Georgia includes a carrier management center, specialized video operations center, data operations center, and rapid access center. This multilingual facility is responsible for managing the communications services that we provide to our customers and is a single point of contact for customers needing assistance in using our network. We continually invest in our network management tools to provide an improved customer experience, including reduced provisioning times and improved trouble-shooting tools.

We believe our global network, scale, leading collection of orbital rights and hybrid capabilities position us to offer comprehensive solutions and act as system integrator for customers that increasingly seek global, seamless services. See Our Network for a detailed discussion of our infrastructure and our asset management policies.

Table of Contents

Diversified Business Serving Blue Chip Customers

Our business is diversified across customers, service offerings and regions, with little revenue concentration by customer, satellite or geography. Our diversity, combined with our flexible transmission services, exposes us to a broad set of commercial opportunities, including supporting the growth strategies of our customers as they expand into new regions. Our blue chip customer base includes leaders in each of our three customer sectors: network services, media and government. We hold the leading position in serving each of our customer sets based upon the number of transponders contracted. Representative blue chip customers and other characteristics of our customer sets are summarized below:

Customer Set	Representative Customers	Year	Annual Revenue(1)	% of 2011 Total Revenue	% of 2011 Backlog(1)	Backlog to 2011 Revenue Multiple
Network Services						
	Bharti, France Telecom, MTN Group,	2007	$ 1,037			
		2008	$ 1,163			
	Harris Caprock Communications,					
	Verizon, Vodafone	2009	$ 1,245			
		2010	$ 1,248			
		2011	$ 1,218	47%	29%	2.6x
Media						
	Discovery Communications, Fox	2007	$ 801			
	Entertainment Group, Home Box Office,	2008	$ 809			
	DIRECTV, The Walt Disney Company,	2009	$ 781			
	Turner Broadcasting Company, Vivendi	2010	$ 788			
		2011	$ 818	32%	61%	8.0x
Government						
	Australian Defence Force, U.S. National	2007	$ 298			
	Oceanic and Atmospheric Administration,	2008	$ 351			
	U.S. Department of Defense, U.S.	2009	$ 418			
	Department of State, U.S. Navy, U.S. Air Force	2010	$ 483	20%	8%	1.7x
		2011	$ 517			

(1) Dollars in millions; backlog as of December 31, 2011.

Our blue chip customer base is diversified across geographies, providing services in multiple regions. Our customers provide additional diversity to our business as we support their growth strategies into new regions. The following chart shows the geographic diversity of our contracted backlog as of December 31, 2011 by region, based upon the billing address of the customer.

Our diversity also reduces our market and operating risk. For the year ended December 31, 2011, no single customer accounted for more than approximately 4% of our revenue.

Table of Contents

Leading Position in Emerging Regions

At our inception in the 1960s, we were established to build and operate a global communications infrastructure, and in many cases, our services were the only form of connectivity from emerging, landlocked nations to the rest of the world. As a result, we have unmatched experience in supplying highly reliable communications infrastructure to the developing world. Our services, substantially all of which are U.S. dollar denominated, are used by privatized, state-owned, and entrepreneurial service providers in emerging regions. We believe our leading position in serving emerging regions represents a significant long-term opportunity for us given the rapid evolution and modernization of communications infrastructure in these regions.

We believe we are the sector leader by transponder share in all but two of the geographic regions covered by our network, and our leading positions align to the regions identified by industry analysts as those that either are emerging regions that have the highest growth prospects, such as Africa and Latin America, or that currently purchase the most satellite capacity. The chart below illustrates the forecasted C- and Ku-band growth rates for selected regions and our share and relative position in those regions.

Source Euroconsult, Satellite Communications & Broadcasting Market Survey, Ten Year Outlook, dated September 2012

(1) Eastern Europe / Russia includes Central Europe and Central Asia; Asia-Pacific includes Southern Asia, North East Asia, South East Asia, China Area and Oceania

(2) Based on 36 MHz transponder equivalent in-service units as of December 31, 2011 from the most current market survey, which was issued in September 2012; excludes capacity of DTH operators in North America.

The majority of our on-network revenue aligns to emerging regions, based upon the position of our satellites and beams. The following chart shows the breakdown of our on-network revenue by the region in which the service is delivered as of December 31, 2011:

Table of Contents

High Visibility on Future Revenues

Our network solutions are a critical component of our customers infrastructures. Our network services and media customers enter into long-term contracts with us, resulting in substantial contracted backlog and providing significant near-term revenue visibility as well as a reliable stream of future revenues. Our government customers typically contract for shorter periods, as a result of government procurement practices, but renewal rates have averaged 86% for the last three fiscal years.

As of September 30, 2012, our contracted backlog was approximately $10.8 billion. This backlog represents a 4.2x multiple of our 2011 annual revenue, and had a weighted average life of 5.1 years, demonstrating the long-term visibility of future revenue streams. Furthermore, approximately 96% of our total backlog as of December 31, 2011 related to contracts that were either non-cancellable or cancellable only upon payment of substantial termination fees. See Management s Discussion and Analysis of Financial Condition and Results of Operations Contracted Backlog for further information regarding our backlog.

Our revenue stability is supported by strong beginning of year contracted backlog, attractive renewal rates on expiring contracts, and the exercise of the option years prevalent in our government contracts. At the beginning of each of the last three years, the current-year portion of our contracted backlog represented, on average, approximately 80% of that year s actual revenue. Two other backlog elements, namely usage-based revenues, such as occasional use video, and renewals and amended contracts from existing customers (including the exercise of options on certain of our government contracts), collectively represented, on average, another 14% of that year s revenue, demonstrating the high renewal rates experienced in our business. On average over the last three years, 7% of each year s revenue was sourced from completely new business.

Finally, we have a strong track record of converting our contracted backlog into cash. During the last three years, we have converted on average 99% of the current year backlog into revenue. Our bad debt expense averaged 0.2% of revenues for the last three year period.

Efficient Operating and Financial Profile Resulting in Favorable Cash Flow Generation

Our sector requires sizable investment to procure, manufacture and launch satellites. However, once satellites are operational, costs do not vary significantly. This results in significant operating leverage, which we define as an operating environment where fixed costs increase at a rate significantly lower than the rate of

Table of Contents

revenue increase. Our operating leverage leads to high margins and strong cash flow from operations, a large portion of which cash flow we currently use to service our debt commitments. Features of our efficient operating profile include:

- Scale economies that result from our ability to spread network operations costs over the largest fixed satellite fleet in the industry;
- Advantageous relationships with key vendors due to the volume and breadth of our purchasing requirements;
- A cost-efficient, largely wholesale, business-to-business marketing approach;
- A fully integrated corporate and operational structure, with a primary satellite operations center for fleet management and regional sales offices located close to our customers. This structure results in our customers having in-region support for determining requirements, while at the same time having a central, single point of contact for global network management;
- An efficient operating expense profile, with operating expense as a percentage of revenue among the lowest in the industry;
- An efficient capital expenditure profile, with the lowest capital expenditure as a percentage of revenue over the last 10 years among major providers of comparable satellite services, based upon publicly available data;
- A stable, efficient and sustainable tax profile for our global business that is largely independent of our leverage level and of short term benefits such as the carry-forward of net operating losses. In 2011, our cash taxes paid represented 0.6% of our revenue; and
- A long-dated and staggered debt maturity profile and a simplified covenant structure, supported by highly-predictable cash flows.

Our current fleet investment program will be substantially complete in 2012. We believe our efficient operating profile is a strategic advantage that should allow us to capture business growth, while incurring relatively low additional costs, and to increase our cash flows from our operations. Our debt commitments have resulted in high levels of interest expense and this, in combination with our refinancing activities, has historically been a major contributor to the net losses we have reported over the past several years. We believe our capital structure, operating profile and expected growth as we execute our business plan will increase our operating cash flows and reduce our financing costs.

Seasoned Management Team with Track Record of Execution

We are led by a senior management team with broad experience in the telecommunications and satellite industries and functional expertise. Our management team has focused on creative and cost-efficient approaches to asset management and establishing a culture of continuous improvement. Our Chief Executive Officer, David McGlade, joined Intelsat in April 2005. Mr. McGlade was the chief architect of the successful integration of Intelsat with PanAmSat, the largest consolidation in the history of the satellite industry, for which Intelsat was able to deliver significant operating and capital expense synergies. Mr. McGlade has over 25 years of experience in the telecommunications and media industries, including serving as Chief Executive Officer of O2 UK prior to joining Intelsat. Michael McDonnell was appointed our Executive Vice President and Chief Financial Officer in November 2008, after most recently serving as Chief Operating Officer and Executive Vice President, Chief Financial Officer and Treasurer of MCG Capital Corporation. Mr. McDonnell previously served as Executive Vice President and Chief Financial Officer of EchoStar Communications Corporation. Phillip Spector, Executive Vice President, Business Development and General Counsel, joined Intelsat in February 2005, and has over 25 years of experience in the satellite industry. Stephen Spengler, Executive Vice President Sales, Marketing and Strategy and Thierry Guillemin, Senior Vice President and Chief Technical Officer, each have 25 years of industry experience. Michelle Bryan, Senior Vice President Human Resources & Corporate Services, has over 25 years of experience in labor relations.

102

Table of Contents

Our Strategy

We seek revenue growth and increased cash flows by expanding our leading infrastructure business in high growth regions and applications while maintaining our focus on operational discipline. Given our efficient operating structure, we believe our strategies will position us to continue to deliver high operating margins, and to generate strong cash flow and growth as our current fleet investment program is completed. The key components of our strategy include the following:

Focus our core business on attractive and growing broadband, mobility and media applications and innovative government solutions

We are a business-to-business provider of critical communications infrastructure. We intend to leverage our leading position, customer relationships, global network and regional strengths to capture new business opportunities as a result of the following:

Network Services:

- New broadband connectivity requirements for mobility applications such as aeronautical and maritime applications;
- The continued expansion of cellular networks and voice and data growth in emerging regions with inadequate infrastructure;
- The requirement for highly reliable backup to fiber and other terrestrial links for certain geographies; and
- Growth in multinational enterprise broadband access requirements resulting from globalization.

Media:

- Programmers and broadcasters seeking new global distribution capabilities to deliver content in new regions;
- New and expanding DTH platforms in fast growing emerging regions; and
- Content and format proliferation, such as standard definition and high definition formats, increasing the capacity needs of our programmer customers.

Government:

- The need for innovative fixed and mobile broadband and turn-key network solutions for in-theatre communications;
- Rapidly increasing bandwidth requirements resulting from the use of manned and unmanned aerial vehicles; and
- Hosted payload opportunities as government customers increasingly seek timely and cost efficient access to space, filling capacity gaps by co-locating their space assets on commercial satellites.

Optimize our space-based assets, including orbital locations and spacecraft

We intend to maximize the revenues and returns generated by our assets by managing capacity in a disciplined and efficient manner. Key elements of our strategy include:

Relocating bandwidth in order to support customer growth or to capture emerging opportunities. For instance, in 2009 we moved two satellites in our fleet to new orbital locations in a matter of months in order to support special military requirements;

Table of Contents

Optimizing our space-based assets by creating additional marketable capacity through re-assigning traffic (grooming), repointing steerable beams and relocating satellites; and

Allocating capital based on expected returns and market demand, and being disciplined in the selection of the number, size and characteristics of replacement and new satellites to be launched. We do not expect to replace our existing fleet of over 50 satellites on a one-for-one basis.

Given the scale of our fleet, existing customer traffic can be groomed to other satellites in our fleet based upon the customer s application and the amount of capacity required, which in turn allows us to more efficiently load our transponders and secure larger blocks of capacity for customers with growing, long-term requirements. Furthermore, because many of our satellites have flexible designs, including steerable beams, we can repoint beams to areas of unmet demand, or relocate satellites in order to bring additional capacity to an entire region. Through these various capacity management initiatives, we improve returns on our asset base and maximize the value of our fleet.

Leverage the growth capacity resulting from completion of the current fleet investment program

Our $3.7 billion fleet investment program that began in 2008 will be substantially complete in 2012. Capital investments in our fleet result in enhanced operating characteristics and incremental capacity to fuel future growth. Our program is designed to position the Intelsat satellite network to capitalize on the sector s best growth opportunities globally, while providing optimal coverage to meet needs across our targeted customer sets. By the conclusion of our current investment program, the characteristics of our refreshed fleet are expected to include:

A significant increase in the proportion of high-power, land mass-focused transponders suitable for broadband and video applications, which typically command a higher price, resulting in an opportunity to increase the overall yield on our fleet;

Expanded capacity to serve our faster-growth network services and government customers, particularly in emerging regions;

Ku-band mobility beams, providing highly reliable broadband capability for maritime and aeronautical applications on a global basis;

Expanded capacity at our most valuable regional video distribution neighborhoods;

Reduced risk of anomalies resulting from the replacement of satellites with known health issues; and

A modest increase in the total amount of station-kept transponder capacity after the majority of the remaining satellites in this program have been launched and placed into service in 2013.

Our business will benefit from the current fleet investment program, utilizing the new and enhanced capacity to support our customers growth requirements.

Finally, we intend to leverage our frequent satellite launches and collection of orbital rights to address opportunities to supply specialized capabilities for large media companies and government applications. This could include launching and operating satellites with specific regional footprints and capabilities, such as our agreement with DIRECTV Latin America to provide customized capacity for DTH services on two new satellites. With respect to government applications, this could include advanced satellites and space-based services, as well as the ability to integrate hosted payloads with our spacecrafts, providing fast and cost-effective capabilities in space. For instance, we recently integrated a specialized payload for the Australian Defence Force (ADF) into our Intelsat 22 satellite, which we launched in 2012.

Incorporate new technology into our core network to capture growth from new applications and evolving customer requirements

Our global scale, diversity, collection of spectrum rights, technical expertise in procuring and designing satellites and fully integrated hybrid network form a strategic platform that positions us to identify and capitalize on new opportunities in satellite services.

Table of Contents

Our fleet is large and diversified by coverage, manufacturer and age. As satellites reach the end of their service lives, we have an ongoing opportunity to refresh the technology we use to serve our customers, resulting in flexibility to address new opportunities as they are identified. For instance, we plan to incorporate high throughput spot beam technology into two replacement satellites that will be part of our Intelsat EPIC^{NG} satellite platform, which will serve the Indian Ocean and Atlantic Ocean regions in the future, providing higher throughput for our infrastructure and mobility customers. Subsequent to the introduction of the Intelsat EPIC^{NG} platform in June 2012, we announced three long-term contracts totaling nearly $500 million in contracted backlog with leading service providers delivering maritime and aeronautical broadband solutions. Our newer assets, including our enhanced terrestrial network, IntelsatOne^{SM}, are used to address current market requirements, allowing older assets to be redeployed to serve legacy customer applications still efficiently served by those assets.

As a result, we believe that we are well positioned to accommodate new business models as they are adopted by our customers. We expect to benefit from the general trend towards IP-based networking and distribution, including growing use of new media formats and compression techniques, as well as infrastructure applications in emerging regions.

We believe that new satellite technologies, including high throughput satellites such as our Intelsat EPIC^{NG} platform, could significantly improve the performance of our network and thereby decrease our cost per bit delivered, improving our competitiveness with existing applications and increasing the value we can provide to customers. These improvements will also allow us to expand our addressable market into new fixed and mobile broadband applications. We are including these satellites in our mid-term fleet planning, allowing us to cost effectively increase our inventory and potentially allowing us to reduce the number of core satellite roles, thus enhancing capital expense efficiency.

We are also investing in enhanced technology that is incorporated in our terrestrial network to deliver converging video and IP content, thus expanding the services we provide to the media and telecommunications industries. We intend to continue to implement compression technologies into our ground network to reduce the bandwidth necessary for network service applications, increasing our customers efficiency and expanding our market potential, particularly in emerging regions.

Drive innovation through creative acquisitions and new business models

Our record of capitalizing on strategic growth opportunities through targeted acquisitions is well established. In addition, we have demonstrated our ability to integrate acquisitions efficiently and quickly, due to our scale and our centralized satellite operations philosophy. In 2006, we completed the largest acquisition in the history of the satellite sector with our $6.4 billion acquisition of PanAmSat.

In recent years, we have completed other, smaller transactions or partnerships involving single satellites with entities in diverse regions, such as JSAT in Asia, Telenor Inma AS (Telenor) in Europe and Convergence Partners in Africa. In 2009, we acquired ProtoStar 1 and relocated it from Asia to the higher growth African region.

We have also been a leader in hosting payloads for government organizations, as noted by the *Wall Street Journal.* For instance, in 2009 the ADF contracted with us to integrate a UHF communications payload into our Intelsat 22 satellite, which launched in March 2012. We will operate the payload for the ADF for a span of 15 years, providing us with a long-term stream of revenues and our customer with fast and cost-efficient space-based communications.

Going forward, we will consider select acquisitions of complementary businesses or technologies that enhance our product and geographic portfolio and can benefit from our scale, scope and status as a global leader.

Table of Contents

Sales, Marketing and Distribution Channels

Our company tagline, Closer, by far, describes the close working relationship we strive to build with our customers. Our primary sales and marketing operations are located in the United Kingdom and the United States. In addition, we have established local sales and marketing support offices in the following countries around the world:

Australia	Japan
Brazil	Mexico
China	Singapore
France	South Africa
Germany	United Arab Emirates
India	United States

By establishing local offices closer to our customers and staffing those offices with experienced personnel, we believe that we are able to provide flexible and responsive service and technical support to our customers. Our sales and marketing organization reflects our corporate focus on our three principal customer sets of network services, media and government. Our sales team includes technical marketing and sales engineering application expertise and a sales approach focused on creating integrated solutions for our customers communications requirements.

We use a range of direct and wholesale distribution methods to sell our services, depending upon the region, applicable regulatory requirements and customer application.

Our Network

Our global network is comprised of over 50 satellites and ground facilities, including teleports and leased fiber that support our commercial services and the operation and control of our satellites.

Our customers depend on our global communications network and our operational and engineering leadership. Highlights of our network include:

- Prime orbital locations, reflecting a valuable portfolio of coordinated fixed satellite spectrum rights;
- Highly reliable services, including network availability of 99.999% on station-kept satellites for the year ended December 31, 2011;
- Flexibility to relocate satellites to other orbital locations as we manage fleet replacement, demand patterns change or in response to new customer requirements;
- Design features and steerable beams on many of our satellites that enable us to reconfigure capacity to provide different areas of coverage; and
- Resilience, with multiple satellites serving each region, allowing for improved restoration alternatives should a satellite anomaly occur.

As we design our new satellites, we work closely with our strategic customers to incorporate technology and geographic service coverage that provides them with a cost-effective platform for their respective requirements.

106

Table of Contents

The table below provides a summary of our satellite fleet as of September 30, 2012.

Satellite	Manufacturer	Orbital Location	Launch Date	Estimated End of Service Life(1)
Station Kept in Primary Orbital Role(2):				
Intelsat 707(3)	SS/L(4)	307°E	Mar-96	Nov-12
Intelsat 805	LMC(5)	304.5°E	Jun-98	Nov-17
Intelsat 901	SS/L	342°E	Jun-01	Dec-18
Intelsat 902	SS/L	62°E	Aug-01	Aug-19
Intelsat 904	SS/L	60°E	Feb-02	Jun-19
Intelsat 903	SS/L	325.5°E	Mar-02	Sep-18
Intelsat 905	SS/L	335.5°E	Jun-02	Jun-20
Galaxy 3C	BSS	95.05°W	Jun-02	Sep-20
Intelsat 906	SS/L	64.15°E	Sep-02	Sep-20
Intelsat 907	SS/L	332.5°E	Feb-03	Feb-21
Galaxy 23(8)	SS/L	121°W	Aug-03	Aug-21
Galaxy 13/Horizons-1(9)	BSS	127°W	Sep-03	Dec-18
Intelsat 10-02(1)	EADS Astrium	359°E	Jun-04	Apr-21
Galaxy 28	SS/L	89°W	Jun-05	Oct-22
Galaxy 14	ORB(11)	125°W	Aug-05	Feb-21
Galaxy 15	ORB	133°W	Oct-05	Oct-23
Galaxy 16	SS/L	99°W	Jun-06	Jun-24
Galaxy 17	Thales(12)	91°W	May-07	Feb-24
Intelsat 11	ORB	317°E	Oct-07	Aug-22
Horizons-2(13)	ORB	84.85°E	Dec-07	Nov-24
Galaxy 18	SS/L	123°W	May-08	May-24
Intelsat 25	SS/L	328.5°E	Jul-08	Jul-24
Galaxy 19	SS/L	97°W	Sep-08	Sep-24
Intelsat 14	SS/L	315°E	Nov-09	Nov-25
Intelsat 15	ORB	85.15°E	Nov-09	Nov-25
Intelsat 16	ORB	301.9°E	Feb-10	Feb-26
Intelsat 17	SS/L	66°E	Nov-10	May-26
New Dawn(14)	ORB	32.8°E	Apr-11	Dec-24
Intelsat 18	ORB	180°E	Oct-11	Oct-27
Intelsat 22	BSS	72.1°E	Mar-12	Mar-28
Intelsat 19	SS/L	166°E	Jun-12	Mar-28
Intelsat 20	SS/L	68.5°E	Aug-12	Aug-27
Intelsat 21	BSS	302°E	Aug-12	Aug-28
Station Kept Satellites, Redeployed(15):				
Galaxy 25	SS/L	93.1°W	May-97	Dec-17
Intelsat 7(6)	SS/L	68.65°E	Sep-98	Mar-16
Intelsat 8	SS/L	169°E	Nov-98	May-19
Galaxy 26	SS/L	50°E	Feb-99	Dec-17
Galaxy 27	SS/L	45.1°E	Sep-99	Apr-14
Galaxy 11	BSS(7)	304.5°E	Dec-99	Jun-19
Intelsat 12	SS/L	45°E	Oct-00	Mar-17
Intelsat 1R	BSS	310°E	Nov-00	Sep-17
Intelsat 10(6)	BSS	68.5°E	May-01	Oct-15
Galaxy 12	ORB	129°W	Apr-03	Dec-17
Inclined Orbit:				
Leasat F5(16)	BSS	72°E	Jan-90	Aug-15
Intelsat 603	BSS	11.5°E	Mar-90	Apr-13
Intelsat 701	SS/L	157°E	Oct-93	Oct-20
Intelsat 702	SS/L	47.5°E	Jun-94	Nov-20
Intelsat 706	SS/L	Drifting	May95	Aug-16
Intelsat 709	SS/L	Drifting	Jun-96	Feb-14

Intelsat 26	BSS	50.3°E	Feb-97	Dec-14
Intelsat 801	LMC	330.5°E	Mar-97	Nov-13
Intelsat 5	BSS	169°E	Aug-97	Dec-20
Intelsat 9(17)	BSS	302°E	Jul-00	May-13

Table of Contents

(1) Engineering estimates of the service life as of September 30, 2012, as determined by remaining fuel levels, consumption rates and other considerations (including power) and assuming no relocation of the satellite.
(2) Primary orbital roles are those that are populated with station-kept satellites, generally, but not always, in their initial service positions, and where our general expectation is to provide continuity of service over the long-term.
(3) In December 2012, Intelsat 707 was replaced by Intelsat 23, which was launched in October 2012.
(4) Space Systems/Loral, Inc.
(5) Lockheed Martin Corporation.
(6) Intelsat 20 entered service in September 2012 when we began traffic transition from Intelsat 7 and Intelsat 10. All transitions are expected to be fully complete in the fourth quarter of 2012 along with the redeployment of both satellites.
(7) Boeing Satellite Systems, Inc., formerly Hughes Aircraft Company.
(8) EchoStar Communications Corporation owns all of this satellite s Ku-band transponders and a portion of the common elements of the satellite.
(9) Horizons Holdings, our joint venture with JSAT, owns and operates the Ku-band payload on this satellite. We are the exclusive owner of the C-band payload.
(10) Telenor owns 18 Ku-band transponders (measured in equivalent 36 MHz transponders) on this satellite.
(11) Orbital Sciences Corporation.
(12) Thales Alenia Space.
(13) Horizons Holdings owns the payload on this satellite and we operate the payload for the joint venture.
(14) New Dawn was re-named Intelsat 28 in October 2012.
(15) Certain of our orbital roles are populated with satellites that generally, but not always, have been redeployed from their primary orbital role but still have significant remaining station-kept life.
(16) Leasat F5 provides services in the X-band and UHF-band frequencies for military applications.
(17) In November 2012, Intelsat 9 was replaced by Intelsat 21, which was launched in August 2012.

Satellite Systems

There are three primary types of commercial communications satellite systems: low-earth orbit systems, medium-earth orbit systems and geosynchronous systems. All of our satellites are geosynchronous satellites and are located approximately 22,300 miles, or 35,700 kilometers, above the equator.

A geosynchronous satellite is referred to as geostationary, or station-kept, when it is operated within an assigned orbital control, or station-keeping box, which is defined by a specific range of latitudes and longitudes. Geostationary satellites revolve around the earth with a speed that corresponds to that of the earth s rotation and appear to remain above a fixed point on the earth s surface at all times. These satellites can receive radio frequency communications from an origination point, relay those signals over great distances and distribute those signals to a single receiver or multiple receivers within the coverage areas of the satellites transmission beams. Geosynchronous satellites relay signals using various parts of the radio frequency spectrum. The spectrum available for use at each orbital location includes the following frequency bands in which most commercial satellite services are offered today:

C-band low power, broad beams requiring use of relatively larger antennae, valued as spectrum least susceptible to transmission impairments such as rain;

Ku-band high power, narrow to medium size beams facilitating use of smaller antennae favored by businesses, but somewhat less reliable due to weather-related impairments; and

Ka-band very high power, very narrow beams facilitating use of very small transmit/receive antennae, but less reliable due to high weather-related transmission impairments. The Ka-band is utilized for various applications, including broadband services.

Substantially all of the station-kept satellites in our fleet are designed to provide capacity using the C- and/or Ku-bands of this spectrum.

Geosynchronous satellites that are not in a station-kept orbit are referred to as inclined orbit. The daily north south motion of a satellite in inclined orbit exceeds the specified range of latitudes of its assigned station-keeping box, and the satellite appears to oscillate slowly, moving above and below the equator every day. An operator will typically operate a satellite in inclined orbit toward the end of its service life because

the operator is able to

Table of Contents

save significant amounts of fuel by not controlling the north-south position of the satellite and is thereby able to substantially extend the service life of the satellite. The types of services and customers that can access an inclined orbit satellite have traditionally been limited due to the movement of the satellite relative to a fixed ground antenna, however, recent technology innovations now allow the use of inclined orbit capacity for certain applications. As a result, we anticipate demand for inclined orbit capacity may increase over the next few years if these applications are successfully introduced. As of September 30, 2012, ten of our satellites were operating in an inclined orbit, with most continuing to earn revenue beyond our original estimated life for each of these satellites.

In-Orbit Satellites

We believe that our strong operational performance is due primarily to our satellite procurement and operations philosophy. Our operations and engineering staff is involved from the design through the decommissioning of each satellite that we procure. Our staff works at the manufacturers and launchers sites to monitor progress, allowing us to maintain close technical collaboration with our contractors during the process of designing, manufacturing and launching a satellite. We continue our engineering involvement throughout the operating lifetime of each satellite. Extensive monitoring of earth station operations and around-the-clock satellite control and network operations support ensure our consistent operational quality, as well as timely corrections when problems occur. In addition, we have in place contingency plans for technical problems that may occur during the lifetime of a satellite.

These features also contribute to the resilience of our network, which enables us to ensure the continuity of service that is important for our customers and to retain revenue in the event that we need to move customers to alternative capacity. The design flexibility of some of our satellites enables us to meet customer demand and respond to changing market conditions.

As of September 30, 2012, our in-orbit fleet of satellites had approximately 1,250 and 900 36-MHz equivalent transponders available for transmitting in the C-band and the Ku-band, respectively. These totals measure transponders on station-kept satellites. The average system fill factor for our satellites, which represents the percentage of our total available transponder capacity that is in use or that is reserved at a given time (including guaranteed reservations for service), was 80%, 79%, 77% and 77% in the quarters ended December 31, 2011, March 31, 2012, June 30, 2012 and September 30, 2012, respectively. The decline in average system fill factor over this period is primarily related to a net decline of in-use transponders related to the release of restoration capacity following the resolution of an anomaly, and the non-renewal and terminations of certain services, partially offset by new and expanded customer services. Total available capacity increased slightly over this period as a result of new satellite launches, offset by satellites deorbited.

The design life of a satellite is the length of time that the satellite s hardware is designed by the manufacturer to remain operational under normal operating conditions. In contrast, a satellite s orbital maneuver life is the length of time the satellite has enough fuel to remain operational. A satellite s service life is based upon fuel levels and other considerations, including power. Satellites launched in the recent past are generally expected to remain in service for the lesser of maneuver life or 16 years. Satellites typically have enough fuel to maintain between 16 and 18 years of station-kept operations. The average remaining service life of our satellites was approximately 8.7 years as of September 30, 2012.

Table of Contents

Planned Satellites

As of September 30, 2012, we had orders for the following five satellites, of which three are replacement satellites. Generally, these satellites are being built over a period of three years. In the following table, a replacement satellite refers to a new satellite to be located in a position currently occupied by a primary orbital role satellite.

Satellite	Manufacturer	Role	Earliest Expected Launch Date	Actual or Expected Launch Provider
IS-23	Orbital	Replacement satellite for IS-707 located at 307°E	Launched October 2012	ILS
IS-27	Boeing	Replacement satellite for IS-805 and Galaxy II located at 304.5°E	Q1 2013	Sea Launch
IS-30	SS/L	New satellite serving Latin America to be located at 95°W	Q3 2014	Arianespace
IS-31	SS/L	New satellite serving Latin America to be located at 95°W	Q3 2015	Undetermined
IS-29e	Boeing	Next generation satellite offering high-throughput, open-architecture platform	Q4 2015	Undetermined

In addition to these planned satellites, we are finalizing the design of Intelsat 33e as part of our mid-term fleet planning. Intelsat 33e will be part of our Intelsat EPIC^{NG} high-throughput, open-architecture platform.

Future Satellites

We would expect to replace other existing satellites, as necessary, with satellites that meet customer needs and that have a compelling economic rationale. We periodically conduct evaluations to determine the current and projected strategic and economic value of our existing and any planned satellites and to guide us in redeploying satellite resources as appropriate.

Network Operations and Current Ground Facilities

We control and operate each of our satellites and manage the communications services for which each satellite is used from the time of its initial deployment through the end of its operational life, and we believe that our technical skill in performing these critical operations differentiates us from our competition. We provide most of these services from our satellite operations centers in Washington, D.C. and Long Beach, California and our customer service center in Ellenwood, Georgia. In the event of a natural disaster or other situation disabling one of the facilities, each satellite operations center has the functional ability to provide instantaneous restoration of services on behalf of the other, demonstrating the efficiency and effectiveness of our network.

Utilizing state-of-the-art satellite command and control hardware and software, our satellite operations centers analyze telemetry from our satellites in order to monitor their status and track their location. Our skill in flying satellites is demonstrated by the number of satellite operators who have selected Intelsat to operate their satellites. We currently operate 25 satellites belonging to five third-party satellite operators. We provide command and control services for monitoring, operation and control of such third-party satellites. Services include performing satellite telemetry, command and ranging operations; performing station-keeping and orbit adjustments; performing necessary satellite bus health and safety operations; and maintaining the ground control systems.

Our satellite operations centers use a network of ground facilities to perform their functions. This network includes 15 earth stations that provide TT&C services for our satellites and various other earth stations worldwide. Through our ground facilities, we constantly monitor signal quality, protect bandwidth from piracy or other interference and maintain customer installed equipment.

Table of Contents

Our customer service center located in Ellenwood, Georgia includes a carrier management center, specialized video operations center, data operations center and rapid access center. This facility is responsible for managing the communications services that we provide to our customers and is the first point of contact for customers needing assistance in using our network. We also maintain a back-up operations facility and data center a relatively short distance from our Washington, D.C. facility in Hagerstown, Maryland. This facility provides back-up emergency operational services in the event that our Ellenwood, Georgia customer service center experiences an interruption.

Our fully integrated IntelsatOne[SM] terrestrial network complements our satellite network. Our network includes teleport, leased fiber and network performance monitoring systems and enables us to provide end-to-end managed solutions to our customers. In addition to leased fiber connecting high-density routes, our ground network also features shared data platforms and strategically located points of presence, which are drop-off points for our customers traffic that are close to major interconnection hubs for telecommunications applications, video transmissions and trunking to the Internet backbone. Our terrestrial network is an all IP network environment that results in improved ground support of high bandwidth applications such as HD video. The CISCO-based network architecture allows us to merge our media and network services terrestrial network infrastructures, resulting in reduced costs, and provides opportunities for generating additional revenue from existing and new customers by bundling combinations of media and network services products that can be offered through a single access circuit into our network.

Capacity Sparing and Backup and General Satellite Risk Management

As part of our satellite risk management, we continually evaluate, and design plans to mitigate, the areas of greatest risk within our fleet, especially for those satellites with known technical risks. We believe that the availability of spare transponder services capacity, together with the overlapping coverage areas of our satellites and flexible satellite design features described in Satellite Systems above, are important aspects of our ability to provide reliable service to our customers. In addition, these factors could help us to mitigate the financial impact to our operations attributable to the occurrence of a major satellite anomaly, including the loss of a satellite. Although we do not maintain backup for all of our transponder services operating capacity, we maintain some form of backup capacity for each satellite designated as being in primary operating service. Our restoration backup capacity may include any one or more of the following:

- designated reserve transponders on the satellite or other on-board backup systems or designed-in redundancies;
- an in-orbit spare satellite; or
- interim restoration capacity on other satellites.

In addition, we provide some capacity on a preemptible basis and could preempt the use of this capacity to provide backup capacity in the event of a loss of a satellite.

We typically obtain launch insurance for our satellites at the time of launch and will decide whether or not to obtain such insurance taking into consideration launch insurance rates, terms of available coverage and alternative risk management strategies, including the availability of backup satellites and transponders in the event of a launch failure. Launch insurance coverage is typically in an amount equal to the fully capitalized cost of the satellite, which generally includes the construction costs, the portion of the insurance premium related to launch, the cost of the launch services and capitalized interest (but may exclude any unpaid incentive payments to the manufacturer).

As of September 30, 2012, six of the satellites in our fleet were covered by in-orbit insurance. In-orbit insurance coverage may initially be for an amount comparable to launch insurance levels, generally decreases over time and is typically based on the declining book value of the satellite. We do not currently insure against lost revenue in the event of a total or partial loss of a satellite.

Table of Contents

One of the six insured satellites, Galaxy 13/Horizons-1, was covered by an insurance policy with substantial exclusions or exceptions to coverage for failures of specific components identified by the underwriters as at risk for possible failure, primarily related to XIPS related anomalies (Significant Exclusion Policies). The Significant Exclusion Policies reduce the probability of an insurance recovery in the event of a loss on this satellite.

Satellite Health and Technology

Our satellite fleet is diversified by manufacturer and satellite type and is generally healthy, with 99.999% availability of station-kept satellite capacity during the year ended December 31, 2011. We have experienced some technical problems with our current fleet but have been able to minimize the impact of these problems on our customers, our operations and our business in recent years. Many of these problems have been component failures and anomalies that have had little long-term impact to date on the overall transponder availability in our satellite fleet. All of our satellites have been designed to accommodate an anticipated rate of equipment failures with adequate redundancy to meet or exceed their orbital design lives, and to date, this redundancy design scheme has proven effective. After each anomaly we have generally restored services for our customers on the affected satellite, provided alternative capacity on other satellites in our fleet or provided capacity that we purchased from other satellite operators.

Significant Anomalies

On November 28, 2004, our Galaxy 27 satellite experienced a sudden anomaly in its north electrical distribution system which resulted in the loss of control of the satellite and the interruption of customer services on the satellite. Galaxy 27 is a FS 1300 series satellite manufactured by SS/L. Our engineers were able to regain command and control of Galaxy 27, and it was placed back in service, with reduced payload capacity, following operational testing. We have determined that the north electrical distribution system on Galaxy 27 and the communications capacity associated with it are not operational, and the satellite has lost redundancy in nearly all of its components. As a result, Galaxy 27 faces an increased risk of loss in the future. As of September 30, 2012, a substantial subset of Galaxy 27 s transponders, which are all powered by the south electrical distribution system, have been tested, are performing normally and are available for service to our customers. Some of these transponders are currently being used by our customers.

On January 14, 2005, our IS-804 satellite experienced a sudden and unexpected electrical power system anomaly that resulted in the total loss of the satellite. IS-804 was a Lockheed Martin 7000 series (the LM 7000 series) satellite, and, as of September 30, 2012, we operated two other satellites in the LM 7000 series, IS-801 and IS-805. Of these two satellites, only IS-805 remains in a primary orbital role. Based on the report of the failure review board that we established with Lockheed Martin Corporation, we believe that the IS-804 failure was not likely to have been caused by an IS-804-specific workmanship or hardware element, but was most likely caused by a high current event in the battery circuitry triggered by an electrostatic discharge that propagated to cause the sudden failure of the high voltage power system. We therefore believe that although this risk exists for our other LM 7000 series satellites, the risk of any individual satellite having a similar anomaly is low.

On September 21, 2006, our IS-802 satellite, which was also a LM 7000 series satellite, experienced a reduction of electrical power capability that resulted in a degraded capability of the satellite. A substantial subset of transponders on IS-802 was subsequently reactivated and operated normally until the end of its service life in September 2010, when it was decommissioned. The anomaly review board that we established with Lockheed Martin Corporation to investigate the cause of the anomaly concluded that the IS-802 anomaly was most likely caused by an electrical short internal to the solar array harness located on the south solar array boom. The anomaly review board found that this anomaly was significantly different from previous LM 7000 series spacecraft failures and was the first failure of this type on a solar array of the LM 7000 series. We therefore believe that although this risk exists for our other LM 7000 series satellites, the risk of any individual satellite having a similar anomaly is low.

Table of Contents

On June 29, 2008, our Galaxy 26 satellite experienced a sudden and unexpected electrical distribution anomaly causing the loss of a substantial portion of the satellite power generating capability and resulting in the interruption of some of the customer services on the satellite. Galaxy 26 is a FS 1300 series satellite. Certain transponders continue to operate normally. However, the anomaly resulted in a reduction to the estimated remaining useful life of the satellite.

With respect to both the Galaxy 27 and Galaxy 26 anomalies, the failure review boards that we established with SS/L identified the likely root cause of the anomalies as a design flaw which is affected by a number of parameters and in some extreme cases can result in an electrical system anomaly. The design flaw also exists on IS-8. This satellite has been in service since November 1998 and has not experienced an electrical system anomaly. Along with the manufacturer, we continually monitor this problem. Traffic on IS-8 was transferred to IS-19, which entered into service in August 2012.

On April 5, 2010, our Galaxy 15 satellite experienced an anomaly resulting in our inability to command the satellite. We transitioned all media traffic on this satellite to our Galaxy 12 satellite, which was our designated in-orbit spare satellite for the North America region. Galaxy 15 is a Star-2 satellite manufactured by Orbital Sciences Corporation. On December 23, 2010, we recovered command of the spacecraft and we began diagnostic testing and uploading of software updates that protect against future anomalies of this type. Galaxy 15 was drifted to an interim orbital location where we concluded our in-orbit testing to confirm the functionality of every aspect of the spacecraft, a critical phase that our satellite engineering and operations team was managing. In February 2011, Galaxy 15 initiated a drift to 133.1°W and returned to service, initially as an in-orbit spare. In October 2011, media traffic was transferred from Galaxy 12 back to Galaxy 15, and Galaxy 15 resumed normal service.

On April 22, 2011, the Intelsat New Dawn satellite was launched into orbit. Subsequent to the launch, the satellite experienced an anomaly during the deployment of its west antenna reflector, which controls communications in the C-band frequency. The anomaly had not been experienced previously on other STAR satellites manufactured by Orbital Sciences Corporation, including those in the Intelsat fleet. The Ku-band antenna reflector deployed and that portion of the satellite is operating as planned, entering service in June 2011. A failure review board was established to determine the cause of the anomaly. The failure review board completed its investigation in July 2011 and concluded that the deployment anomaly of the C-band reflector was most likely due to a malfunction of the reflector sunshield. As a result, the sunshield interfered with the ejection release mechanism, and prevented the deployment of the C-band antenna. The New Dawn failure review board also recommended corrective actions for Orbital Sciences Corporation satellites not yet launched to prevent reoccurrence of the anomaly. Appropriate corrective actions were implemented on Intelsat 18, which was successfully launched on October 5, 2011, and on Intelsat 23, which was launched in October 2012. Intelsat 23 has successfully completed in-orbit testing.

Other Anomalies

We have also identified three other types of common anomalies among the satellite models in our fleet, which have had an operational impact in the past and could, if they materialize, have an impact in the future. These are:

- failure of the SCP in Boeing 601 (BSS 601) satellites;
- failure of the on-board XIPS used to maintain the in-orbit position of Boeing 601 High Power Series (BSS 601 HP) satellites; and
- accelerated solar array degradation in early Boeing 702 (BSS 702) satellites.

SCP Failures. Many of our satellites use an on-board SCP to provide automatic on-board control of many operational functions. SCPs are a critical component in the operation of such satellites. Each such satellite has a backup SCP, which is available in the event of a failure of the primary SCP. Certain BSS 601 satellites have experienced SCP failures. The risk of SCP failure appears to decline as these satellites age.

Table of Contents

On February 1, 2010 our IS-4 satellite experienced an anomaly of its backup SCP which caused this satellite to be deemed unrecoverable. Launched in 1995, IS-4 was expected to reach its end of service life later in 2010. IS-4 had previously experienced the failure of its primary SCP and was operating on its backup SCP.

As of September 30, 2012, we operated one BSS 601 satellite, IS-26. This satellite has been identified as having heightened susceptibility to the SCP problem. IS-26 has been in continuous operation since 1997. Both primary and backup SCPs on this satellite are monitored regularly and remain fully functional. Accordingly, we believe it is unlikely that additional SCP failures will occur; however, should they occur, we do not anticipate an interruption in business or early replacement of this satellite as a result.

BSS 601 HP XIPS. The BSS 601 HP satellite uses XIPS as its primary propulsion system. There are two separate XIPS on each BSS 601 HP, each one of which is capable of maintaining the satellite in its orbital position. The satellite also has a completely independent bi-propellant propulsion system as a backup to the XIPS. As a result, the failure of a XIPS on a BSS 601 HP typically would have no effect on the satellite s performance or its operating life. However, the failure of both XIPS would require the use of the backup bi-propellant propulsion system, which could result in a shorter operating life for the satellite depending on the amount of bi-propellant fuel remaining. XIPS failures do not typically result in a catastrophic failure of the satellite or affect the communications capability of the satellite.

As of September 30, 2012, we operated four BSS 601 HP satellites, IS-5, IS-9, IS-10 and Galaxy 13/Horizons-1. Galaxy 13/Horizons-1 continues to have both XIPS available as its primary propulsion system. IS-5, IS-9 and IS-10 have all experienced a failure of both XIPS and are operating on their backup bi-propellant systems. IS-5 has been replaced by IS-8, and IS-9 and IS-10 were replaced by IS-21 and IS-20, respectively, in 2012. Our BSS 601 HP satellites had available bi-propellant fuel for a range of approximately one to eight years from September 30, 2012. No assurance can be given that we will not have further XIPS failures that result in shortened satellite lives. We have decommissioned three satellites that had experienced failure of both XIPS. IS-6B was replaced by IS-11 during the first quarter of 2008, Galaxy 10R was replaced by Galaxy 18 during the second quarter of 2008, and Galaxy 4R was decommissioned in March 2009.

BSS 702 Solar Arrays. All of our satellites have solar arrays that power their operating systems and transponders and recharge the batteries used when solar power is not available. Solar array performance typically degrades over time in a predictable manner. Additional power margins and other operational flexibility are designed into satellites to allow for such degradation without loss of performance or operating life. Certain BSS 702 satellites have experienced greater than anticipated degradation of their solar arrays resulting from the design of the solar arrays. Such degradation, if continued, results in a shortened operating life of a satellite or the need to reduce the use of the communications payload.

As of September 30, 2012, we operated three BSS 702 satellites, two of which are affected by accelerated solar array degradation, Galaxy 11 and IS-1R. Service to customers has not been affected, and we expect that both of these satellites will continue to serve customers until we replace or supplement them with new satellites. Along with the manufacturer, we continually monitor the problem to determine its cause and its expected effect. Due to this continued degradation, Galaxy 11 s estimated end of service life is April 2015 and IS-1R s estimated end of service life is February 2016. Galaxy 11 is currently operating in a primary orbital role, and IS-1R was redeployed. The third BSS 702 satellite that we operated as of September 30, 2012, Galaxy 3C, was launched after the solar array anomaly was identified, and it has a substantially different solar array design intended to eliminate the problem. This satellite has been in service since September 2002 and has not experienced similar degradation problems.

On June 1, 2012, our IS-19 satellite was launched into orbit. During launch operations, our IS-19 satellite experienced damage to its south solar array. Although both solar arrays are deployed, the power available to the satellite is less than is required to operate 100% of the payload capacity. Failure review boards were established to determine the cause of the anomaly. A final conclusion has not been reached; however, the investigation has

Table of Contents

converged on two very likely contributing factors to the anomaly that can be eliminated in future manufacturing, and the launch vehicle appears not to have been a contributing factor. In-orbit testing on our IS-19 satellite is complete and the satellite entered into service in August 2012 at the 166° east longitude orbital location. We have filed a partial loss claim with our insurers relating to the damage to the south solar array.

Competition

We compete in the communications market for the provision of video, data and voice connectivity worldwide. Communications services are provided using various communications technologies, including satellite networks, which provide services as a substitute for, or as a complement to, the capabilities of terrestrial networks. We also face competition from suppliers of terrestrial communications capacity.

We operate at a global scale. Our competition includes providers of fixed satellite services of varying size. We compete with other satellite operators for both point-to-multipoint and point-to-point services.

We also compete with providers of terrestrial fiber optic cable capacity on certain routes and networks, principally for point-to-point services. As a result, we have been experiencing, and expect to continue to experience, a decline in certain of our revenues due to the build-out of fiber optic cable capacity. However, we believe that satellites have advantages over fiber optic cables in certain regions and for certain applications. The primary use of fiber optic cable is carrying high-volume communications traffic from point to point, and fiber capacity is available at substantially lower prices than satellite capacity once operational. Consequently, the growth in fiber optic cable capacity has led voice, data and video contribution customers that require service between major city hubs to migrate from satellite to fiber optic cable. However, satellite capacity remains competitive for signals that need to be transmitted beyond the main termination points of fiber optic cable, for point-to-multipoint transmissions, such as for video broadcast, and for signals seeking to bypass congested terrestrial networks. Satellite capacity is also competitive in parts of the world where providing fiber optic cable capacity is not yet cost-effective, reliable or is physically not feasible. We believe that in those applications and regions where we do compete with fiber optic cable companies, the basis for competition is primarily price. See Our Sector for a description of the FSS sector generally and the advantages of satellite communications.

We also face competition from resellers of satellite and fiber capacity. Resellers purchase FSS or fiber capacity from current or future providers and then resell the capacity to their customers.

Regulation

As an operator of a privately owned global satellite system, we are subject to U.S. government regulation, regulation by foreign national telecommunications authorities and the International Telecommunication Union frequency coordination process and regulations.

U.S. Government Regulation

FCC Regulation. Almost all of the satellites in our current constellation are licensed and regulated by the FCC. We have final or temporary FCC authorization for all of our U.S.-licensed operating satellites. The special temporary authorizations (STAs) in effect relating to our satellites cover various time periods, and thus the number held at any given time varies. In some cases, we have sought STAs because we needed temporary operational authority while we are awaiting grant of identical permanent authority. In others, we sought STAs because the activity was temporary in nature, and thus no permanent authority was needed. Historically we have been able to obtain the STAs that we have needed on a timely basis. In addition, based on the current launch schedule through the end of 2012, we need final FCC licenses for two new satellites. The license for one of these satellites has been granted, and an application for the other satellite has been filed. It is not uncommon for licenses for new satellites to be granted just prior to launch, and we expect to receive such licenses for all planned satellites. FCC satellite licenses have a fifteen-year term. At the end of a license term, we can request an

Table of Contents

extension to continue operating a satellite. In addition, our FCC satellite licenses that relate to use of those orbital locations and associated frequencies that were transferred to the United States at the time of our privatization in July 2001 are conditioned on our remaining a signatory to the Public Services Agreement with the International Telecommunications Satellite Organization described below under Our History The Privatization. Furthermore, any transfer of these licenses by us to a third party or a successor-in-interest is only permitted if such third party or successor-in-interest has undertaken to perform our obligations under the Public Services Agreement. Some of our authorizations contain waivers of technical regulations. Many of our technical waivers were required when our satellites were initially licensed by the United States at privatization in 2001 because, as satellites previously operated by an intergovernmental entity, they had not been built in compliance with certain U.S. regulations. Since privatization, several replacement satellites for satellites licensed at privatization also have needed technical waivers as they are technically similar to the satellites they are replacing.

Changes to our satellite system generally require prior FCC approval. From time to time, we have pending applications for permanent or temporary changes in orbital locations, frequencies and technical design. From time to time, we also file applications for replacement or additional satellites. Replacement satellite applications are eligible for streamlined processing if they seek authority for the same orbital location, frequency bands and coverage area as an existing satellite and will be brought into use at approximately the same time, but no later than, the existing satellite is retired. The FCC processes satellite applications for new orbital locations or frequencies on a first come, first served basis and requires licensees to post a $3.0 million bond and to comply with a schedule of progress milestones, establishing deadlines to: sign a satellite construction contract; complete critical design review; begin spacecraft construction; and launch and operate the satellite. Upon an FCC determination that each milestone has been completed, the amount of the bond is reduced by $750,000. A satellite licensee not satisfying a milestone will lose its license and must forfeit the remaining amount on its bond absent circumstances warranting a milestone extension under the FCC s rules and policies.

We hold other FCC licenses, including earth station licenses associated with technical facilities located in several states and in Washington, D.C. We must pay FCC filing fees in connection with our space station and earth station applications, and we must also pay annual regulatory fees to the FCC. Violations of the FCC s rules can result in various sanctions including fines, loss of authorizations or the denial of applications for new authorizations or the renewal of existing authorizations.

We are not regulated as a common carrier for most of our activities. Therefore we generally are not subject to rate regulation or the obligation not to discriminate among customers and we operate most of our activities with minimal governmental scrutiny of our business decisions. One of our subsidiaries is regulated as a common carrier. Common carriers are subject to FCC requirements, which include traffic and revenue reports, international circuit status reports, international interconnected private line reports, notification and approval for foreign carrier affiliations, filing of contracts with international carriers, annual financial reports, equal employment opportunity reports, assistance for law enforcement and maintenance of customer billing records for 18 months. We currently qualify for exemptions from several of these reporting requirements. In addition, other common carrier requirements (*e.g.,* certain foreign ownership restrictions) do not apply to us because our common carrier affiliate does not hold any FCC spectrum licenses.

U.S. Export Control Requirements and Sanctions Regulation. We must comply with U.S. export control laws and regulations, specifically the Arms Export Control Act, implemented by the International Traffic in Arms Regulations (ITAR) and administered by the U.S. State Department, the Export Administration Act/International Emergency Economic Powers Act, implemented by the Export Administration Regulations and the trade sanctions laws and regulations administered by the U.S. Treasury Department s Office of Foreign Assets Control (OFAC) in the operation of our business. The export of satellites, satellite hardware, defense services and technical information relating to satellites to non-U.S. satellite manufacturing firms, launch services providers, insurers, customers, employees and other non-U.S. persons is regulated by the U.S. Department of State s Directorate of Defense Trade Controls (DDTC), under the ITAR. Certain of our contracts for the manufacture, launch, operation and insurance of our satellites involve the export to non-U.S. persons of technical data or hardware regulated by the

Table of Contents

ITAR. We believe that we have obtained all of the specific DDTC authorizations currently needed in order to fulfill our obligations under contracts with non-U.S. entities, and we believe that the terms of these licenses are sufficient given the scope and duration of the contracts to which they pertain.

The U.S. Department of Commerce s Bureau of Industry and Security (BIS) also regulates some of our activities under the Export Administration Regulations. BIS regulates our export of equipment to earth stations in our ground network located outside of the United States. It is our practice to obtain all licenses necessary for the furnishing of original or spare equipment for the operation of our TT&C stations in a timely manner in order to facilitate the shipment of this equipment when needed.

We cannot provide services to certain countries subject to U.S. trade sanctions unless we first obtain the necessary authorizations from OFAC. Where required, OFAC has granted us the authorizations needed to provide satellite capacity and related administrative services to U.S.-sanctioned countries.

U.S. Department of Defense Security Clearances. To participate in classified U.S. government programs, we entered into a proxy agreement with the U.S. government that allows one of our subsidiaries to obtain security clearance from the U.S. Department of Defense as required under the national security laws and regulations of the United States. Such a proxy agreement is required to insulate the subsidiary performing this work from inappropriate foreign influence and control by Intelsat Global Holdings S.A., a Luxembourg company with significant non-U.S. investment and employees. Security clearances are subject to ongoing scrutiny by the issuing agency, as well as renewal every five years, and if we do not maintain the security clearances that we have obtained from the U.S. Department of Defense, we will not be able to perform our obligations under any classified U.S. government contracts to which our subsidiary is a party. Under those circumstances, the U.S. government would have the right to terminate our contracts requiring access to classified information, and we would not be able to enter into new classified contracts. Compliance with the proxy agreement is regularly monitored by the U.S. Department of Defense and reviewed at least annually, and if we materially violate the terms of the proxy agreement, the subsidiary holding the security clearances may be suspended or barred from performing any government contracts, whether classified or unclassified. Our current proxy agreement expires in 2019 and is subject to extension with the agreement of the U.S. Department of Defense.

Regulation by Non-U.S. National Telecommunications Authorities

U.K. Regulation. The United Kingdom is the licensing jurisdiction for the IS-603 satellite, as well as the BSS portion of the Ku-band on the IS-805 satellite. Satellite operators in the United Kingdom are regulated by the U.K. s Office of Communications.

Papua New Guinean Regulation. The Papua New Guinea Telecommunication Authority (PANGTEL) is the licensing authority for our use of the C-band payload on the Galaxy 23 satellite. We are required to pay fees to PANGTEL in connection with our use of this orbital location. In 2003, the FCC added this C-band payload to its Permitted Space Station List, enabling use of the payload to provide non-DTH services in the United States.

German Regulation. We hold licenses for several earth stations in Germany, as well as authorizations to operate the IS-12, IS-601, Galaxy 27 and IS-24 satellites.

South African Regulation. We hold a license for an earth station in South Africa.

Japanese Regulation. We and JSAT are the sole members of Horizons Holdings, and in 2002 the Japanese telecommunications ministry authorized Horizons Holdings to operate the Ku-band payload on the Galaxy 13/Horizons-1 satellite. In 2003, the FCC added this Ku-band payload to its Permitted Space Station List, enabling Horizons Holdings to use the payload to provide non-DTH services in the United States, and in May 2004, the FCC expanded this authority to include one-way DTH services. We are the exclusive owner of the C-band payload on Galaxy 13/Horizons-1, which the FCC has licensed us to operate.

Table of Contents

Other National Telecommunications Authorities. As a provider of satellite capacity, we are also subject to the national communications and broadcasting laws and regulations of many other countries in which we operate. In addition, in some cases our ability to operate a satellite in a non-U.S. jurisdiction also arises from a contractual arrangement with a third party. Some countries require us to obtain a license or other form of written authorization from the applicable regulator prior to offering service. We have obtained these licenses or written authorizations in all countries that have required us to obtain them. As satellites are launched or relocated, we determine whether such licenses or written authorizations are required and, if so, we obtain them. Most countries allow authorized telecommunications providers to own their own transmission facilities and to purchase satellite capacity without restriction, facilitating customer access to our services. Other countries maintain strict monopoly regimes or otherwise regulate the provision of our services. In order to provide services in these countries, we may need to negotiate an operating agreement with a monopoly entity that covers the types of services to be offered by each party, the contractual terms for service and each party s rates. As we have developed our ground network and expanded our service offerings, we have been required to obtain additional licenses and authorizations. To date, we believe that we have identified and complied with all of the regulatory requirements applicable to us in connection with our ground network and expanded services.

The International Telecommunication Union Frequency Coordination Process and Associated Regulation

Our use of orbital locations is subject to the frequency coordination and recording process of the International Telecommunication Union. In order to protect satellite networks from harmful radio frequency interference from other satellite networks, the International Telecommunication Union maintains a Master International Frequency Register of radio frequency assignments and their associated orbital locations. Each International Telecommunication Union notifying administration is required by treaty to give notice of, coordinate and record its proposed use of radio frequency assignments and associated orbital locations with the International Telecommunication Union s Radiocommunication Bureau.

When a frequency assignment is recorded in the Master International Frequency Register, the International Telecommunication Union publishes this information so that all potential users of frequencies and orbital locations are aware of the need to protect the recorded assignments associated with a given orbital location from subsequent or nonconforming interfering uses by Member States of the International Telecommunication Union. The International Telecommunication Union s Radio Regulations do not contain mandatory dispute resolution or enforcement mechanisms. The Radio Regulations arbitration procedure is voluntary and neither the International Telecommunication Union specifically, nor international law generally, provides clear remedies if this voluntary process fails. Only nations have full standing as International Telecommunication Union members. Therefore, we must rely on governments to represent our interests before the International Telecommunication Union, including obtaining new rights to use orbital locations and resolving disputes relating to the International Telecommunication Union s regulations.

Employees

As of December 31, 2011, we had 1,110 full-time regular employees. These employees consisted of:

- 532 employees in engineering, operations and related information systems;
- 267 employees in finance, legal, corporate information systems and other administrative functions;
- 206 employees in sales, marketing and strategy; and
- 105 employees in support of government sales and marketing.

We believe that our relations with our employees are good. None of our employees is represented by a union or covered by a collective bargaining agreement.

Table of Contents

Properties

As of September 30, 2012, we owned the two facilities in which most of our operations and employees are located in Washington, D.C. and Ellenwood, Georgia. As of September 30, 2012, we owned the U.S. Administrative Headquarters Property, the Washington, D.C. building where our administrative headquarters and primary satellite operations center are located. The land that underlies this building was leased from the U.S. government pursuant to a lease that was to expire in 2081. The building has approximately 917,000 gross square feet, of which approximately 546,500 rentable square feet is used for office space and satellite operations facilities. See Our Network Network Operations and Current Ground Facilities for descriptions of these facilities. The building also houses the majority of our sales and marketing support staff and other administrative personnel. On October 5, 2012, Intelsat Global Service LLC, our indirect subsidiary, completed the sale of our U.S. Administrative Headquarters Property, and assigned our Amended and Restated Lease Agreement with the U.S. Government relating to the U.S. Administrative Headquarters Property, to the purchaser for a purchase price of $85.0 million in cash. Upon the closing of the sale, we entered into an agreement under which we are temporarily leasing from the purchaser a portion of the U.S. Administrative Headquarters Property. On December 3, 2012, we entered into an agreement to lease approximately 188,000 square feet of space in McLean, Virginia for our new permanent U.S. administrative headquarters and primary satellite operations center in a building to be constructed. The lease is for a term of 15 years, beginning in mid-2014.

We own the facility in Ellenwood, Georgia in which our primary customer service center is located, together with our Atlanta Teleport. The facility has approximately 129,000 square feet of office space and operations facilities, which are based in two buildings and multiple antenna shelters and 65 antennas on the property. See Our Network Network Operations and Current Ground Facilities for a description of this facility.

We also lease approximately 30,000 square feet in Bethesda, Maryland where the employees of our Intelsat General subsidiary are located. The lease expires on January 31, 2017.

Our backup satellite operations center is located at a facility that we own in Long Beach, California, which includes approximately 68,875 square feet for administrative and operational facilities. We have entered into a lease agreement for 9,520 square feet with a third party tenant. Our current plan is to lease the remaining portion of this facility to third parties.

We use a worldwide ground network to operate our satellite fleet and to manage the communications services that we provide to our customers. This network is comprised of 51 owned and leased earth station and teleport facilities around the world, including 21 earth stations that perform TT&C services.

The seven TT&C earth stations in our ground network that we own are located in Hagerstown, Maryland, Ellenwood, Georgia, Fillmore, Napa and Riverside, California, Paumalu, Hawaii and Fuchsstadt, Germany. There are also two U.S. leased arrangements in Clarksburg, Maryland and Castle Rock, Colorado. The Clarksburg facility is migrating its function into Mountainside Teleport and will be closed by September 2013. We maintain assets at both facilities including all antennas, communications equipment, and some infrastructure equipment. We lease facilities at 43 other locations for satellite and commercial operations worldwide. We also contract with the owners of some of these facilities for the provision of additional services. The locations of other earth stations in our ground network include Argentina, Australia, Bahrain, Canada, Hong Kong, India, Israel, Italy, Kazakhstan, Kenya, Mongolia, the Netherlands, New Zealand, Nigeria, South Korea, South Africa, French Polynesia, Taiwan, Uruguay and the United Arab Emirates. Our network also consists of the leased communications links that connect the earth stations to our satellite operations center located at our Washington, D.C. location and to our back-up operations facility.

We have established points of presence connected by leased fiber at key traffic exchange points around the world, including Atlanta, Los Angeles, New York, McLean, Virginia, Hong Kong, and London. We lease our facilities at these traffic exchange points. We have also established video points of presence connected by leased

Table of Contents

fiber at key video exchange points around the world, including Los Angeles, Denver, New York, Washington, D.C. and London. We lease our facilities at these video exchange points. We use our teleports and points of presence in combination with our satellite network to provide our customers with managed data and video services.

We lease office space in Luxembourg and London, England. Our Luxembourg office serves as the headquarters for us and our Luxembourg entities. Our London office houses the employees of Intelsat Global Sales & Marketing Ltd. (Intelsat Global Sales), our sales and marketing subsidiary, and administrative support and functions as our global sales headquarters.

We also lease office space in New York, Florida, Delaware, Australia, Brazil, China, Hong Kong, France, Germany, India, Japan, Mexico, Singapore, South Africa and the United Arab Emirates for our local sales and marketing and administrative support offices.

The leases relating to our TT&C earth stations, teleports, points of presence and office space expire at various times. We do not believe that any such properties are individually material to our business or operations, and we expect that we could find suitable properties to replace such locations if the leases were not renewed at the end of their respective terms.

Environmental Matters

Our operations are subject to various laws and regulations relating to the protection of the environment, including those governing the management, storage and disposal of hazardous materials and the cleanup of contamination. As an owner or operator of property and in connection with current and historical operations at some of our sites, we could incur significant costs, including cleanup costs, fines, sanctions and third-party claims, as a result of violations of or liabilities under environmental laws and regulations. For instance, some of our operations require continuous power supply, and, as a result, current and past operations at our teleport and other technical facilities include fuel storage and batteries for back-up power generators. We believe, however, that our operations are in substantial compliance with environmental laws and regulations.

Our History

Intelsat, Ltd. was the successor entity to the International Telecommunications Satellite Organization (the IGO). The IGO was a public intergovernmental organization created on an interim basis by its initial member states in 1964 and formally established in February 1973 upon entry into force of an intergovernmental agreement. The member states that were party to the treaty governing the IGO designated certain entities, known as the Signatories, to market and use the IGO s communications system within their territories and to hold investment share in the IGO. Signatories were either private telecommunications entities or governmental agencies of the applicable party s country or territory. Some Signatories authorized certain other entities located within their territories that used the IGO s satellite system, known as the Investing Entities, to invest in the IGO as well. Both Signatories and Investing Entities made capital contributions to the IGO and received capital repayments from the IGO in proportion to their investment share in the IGO. Signatories and Investing Entities were also the IGO s principal customers. Each Signatory s and Investing Entity s investment share in the IGO was based on its level of use of the IGO s satellite system as compared to the use by other Signatories and Investing Entities.

As a public intergovernmental organization, the IGO was exempt from various taxes and enjoyed privileges, exemptions and immunities in many of its member states. However, due to its status as an intergovernmental organization, the IGO s business was subject to certain operating restrictions. For example, the IGO could not own or operate its own earth stations or provide retail services directly to end users in certain countries. It also could not set market-based pricing for its services or engage in business relationships with non-Signatories without first obtaining Signatory approval.

Table of Contents

Intelsat s heritage as the first international satellite carrier includes many technical innovations and unmatched experience in the design and operations of communications satellites. Our skill and acumen support our ongoing focus on technical and commercial innovation.

The Privatization

Our management began contemplating privatization in the mid-1990s in order to be able to operate our business free of the restrictions described above and to better position us to be responsive to a number of commercial, competitive and regulatory forces. In November 2000, the IGO s Assembly of Parties unanimously approved our management s specific plan for our privatization and set the date of privatization for July 18, 2001. On July 18, 2001, substantially all of the assets and liabilities of the IGO were transferred to us.

The privatization required the amendment of the two formal agreements establishing the IGO. These two agreements were the Agreement Relating to the International Telecommunications Satellite Organization INTELSAT, known as the INTELSAT Agreement, and the Operating Agreement Relating to the International Telecommunications Satellite Organization INTELSAT, known as the Operating Agreement, which both entered into force in February 1973. Because the process to formally ratify the amendments to the INTELSAT Agreement was expected to be lengthy, the IGO s Assembly of Parties decided to provisionally apply, or rapidly implement, the amendments on a consensus basis with effect from July 18, 2001, pending their formal ratification. Formal entry into force of the amendments to the INTELSAT Agreement occurred on November 30, 2004.

Upon our privatization, each Signatory and Investing Entity that executed and delivered the required privatization agreements, including a shareholders agreement, received shares in Intelsat, Ltd. in proportion to its investment share in the IGO.

The IGO, referred to post-privatization as the International Telecommunications Satellite Organization (ITSO), continues to exist as an intergovernmental organization and will continue to exist as such for a period of at least 12 years after July 18, 2001, and then may be terminated by a decision of a governing body of ITSO called the Assembly of Parties. Pursuant to a Public Services Agreement among ITSO and Intelsat, Ltd. and certain of our subsidiaries, we have an obligation to provide our services in a manner consistent with the core principles of global coverage and connectivity, lifeline connectivity and non-discriminatory access, and ITSO monitors our implementation of this obligation. These core principles are described below under Certain Customer Service Agreements Novation Agreements and Certain Customer Service Agreements Lifeline Connectivity Obligation Contracts.

The 2005 Acquisition Transactions

On January 28, 2005, Intelsat, Ltd. was acquired by Intelsat Holdings for total cash consideration of approximately $3.2 billion, with pre-acquisition debt of approximately $1.9 billion remaining outstanding. Intelsat Holdings was initially formed as a Bermuda company at the direction of funds advised by or associated with Apax Partners Worldwide LLP and Apax Partners, L.P., Apollo Management V, L.P., MDP Global Investors Limited, and Permira Advisers LLC.

The PanAmSat Acquisition Transactions

On August 28, 2005, Intelsat Bermuda, PanAmSat and Proton Acquisition Corporation, a wholly-owned subsidiary of Intelsat Bermuda, signed a definitive merger agreement pursuant to which Intelsat Bermuda acquired all of the outstanding equity interests in PanAmSat for $25.00 per common share in cash, or approximately $3.2 billion in the aggregate (plus approximately $0.00927 per share as the *pro rata* share of undeclared regular quarterly dividends). Upon completion of the acquisition on July 3, 2006, PanAmSat and Intelsat Sub Holdco became separate direct or indirect wholly-owned subsidiaries of Intelsat Bermuda. As part of

Table of Contents

this transaction, approximately $3.2 billion in existing debt of PanAmSat and its subsidiaries was either refinanced or remained outstanding. The acquisition and the related transactions are referred to collectively as the PanAmSat Acquisition Transactions. Concurrently with the PanAmSat Acquisition Transactions, Intelsat General, the entity that primarily operates our government services business, purchased the government services business of PanAmSat.

The Sponsors Acquisition Transactions

On February 4, 2008, Serafina Acquisition Limited (Serafina) completed the acquisition of 100% of the equity ownership of Intelsat Holdings (the Sponsors Acquisition) for total cash consideration of approximately $5.0 billion, pursuant to a share purchase agreement among Serafina, Intelsat Holdings, certain shareholders of Intelsat Holdings and Serafina Holdings (which refers to Intelsat Global) (the BC Share Purchase Agreement). Serafina Holdings is an entity formed by funds controlled by BC Partners Holdings Limited (the BCEC Funds) and certain other investors. Subsequent to the execution of the BC Share Purchase Agreement, investment funds advised by Silver Lake (the Silver Lake Funds) and other equity investors joined the BCEC Funds as the equity sponsors of Serafina Holdings. As a result of completion of the Sponsors Acquisition and related financing transactions, we and our subsidiaries assumed aggregate net incremental debt of approximately $3.7 billion.

The Luxembourg Migration

On December 15, 2009, Intelsat, Ltd. and certain of its parent holding companies and subsidiaries migrated their jurisdiction of organization from Bermuda to Luxembourg (the Migration). As a result of the Migration, our headquarters are located in Luxembourg. Each company that migrated has continued its corporate and legal personality in Luxembourg. Subsequent to the Migration, Intelsat Global, Ltd. became known as Intelsat Global S.A., Intelsat Global Subsidiary, Ltd. became known as Intelsat Global Subsidiary S.A., Intelsat Holdings, Ltd. became known as Intelsat Holdings S.A., Intelsat, Ltd. became known as Intelsat S.A. (and will be renamed Intelsat Investments S.A. prior to the pricing of this offering), Intelsat (Bermuda), Ltd. became known as Intelsat (Luxembourg) S.A. and Intelsat Jackson Holdings, Ltd. became known as Intelsat Jackson Holdings S.A.

Certain Customer Service Agreements

Our Intelsat Global Sales subsidiary is the contracting party for certain of our customer service agreements. For regulatory reasons, some of our Brazilian customers contract with our Brazilian subsidiaries. Our U.S., Canadian and Caribbean customers enter into agreements with certain of our U.S. subsidiaries. References to our, we and us below in our discussion of our service agreements are to the Intelsat entities that are the actual contracting parties to the service agreements.

Our customers generally obtain satellite capacity from us by placing an order pursuant to one of several master service agreements. Our customer contracts offer four different service types: transponder services, managed services, channel services, mobile satellite services and other. For a description of these service types and a breakdown of our revenue by service type, see Management s Discussion and Analysis of Financial Condition and Results of Operations Revenue and Management s Discussion and Analysis of Financial Condition and Results of Operations Results of Operations.

Most customer service commitments entered into prior to our privatization were transferred to us from the IGO pursuant to novation agreements. Since the privatization, our customers generally order services pursuant to master service agreements. The novation agreements and the master service agreements that Intelsat entered into in connection with the privatization contain provisions that restrict certain aspects of our business. These provisions are described below. Following the privatization, we have entered into master service agreements that do not contain these types of restrictions.

Table of Contents

Novation Agreements

Each Intelsat novation agreement sets forth the terms and conditions upon which the service commitments entered into prior to the privatization are provided, and the same terms and conditions generally apply to all customer service commitments transferred by the IGO pursuant to a novation agreement. Certain outstanding customer commitments represented in our December 31, 2011 contracted backlog are covered by novation agreements.

Lifeline Connectivity Obligation Contracts

In connection with the privatization, customers that novated service commitments and that met specified eligibility criteria had the option of entering into LCO contracts. An LCO contract provides price and capacity protection for a covered service commitment until the earlier of July 18, 2013 or the expiration of the commitment, which may be renewed as many times as required up to July 18, 2013 at a price no higher than the price charged for that service on the privatization date. Our customers cannot elect to receive LCO protection on contracts effective after the privatization date, except in limited circumstances. As of December 31, 2011, less than 1% of the outstanding customer commitments in our contracted backlog were LCO-protected. The LCO contracts obligate us, in some circumstances, to reduce the prices we charge for covered service commitments, based on the cumulative price increases and decreases of our non-LCO protected service commitments against a specified pricing index calculated annually on July 18. Because the cumulative decrease in pricing to non-LCO customers through July 18, 2012 has been less than 15%, we have not as of yet been required to reduce prices for our LCO-protected service commitments.

Pursuant to a Public Services Agreement that we entered into with ITSO in connection with the privatization, ITSO monitors our implementation of the LCO protections. Under the Public Services Agreement, we are obligated to provide our services in a manner consistent with the core principles of global coverage and connectivity, lifeline connectivity and non-discriminatory access. Global coverage and connectivity refers to the principle that our satellite system should provide the maximum coverage of the earth available from satellites in geostationary orbit and that it should have sufficient interconnection capabilities to make communication possible within and between Africa, Asia, Europe, North America and South America. Lifeline connectivity refers to the principle that we should make our satellite system available at protected price levels to users in low income countries, countries with low teledensity and other countries that are dependent on our system for access to international telecommunications services. Non-discriminatory access refers to the principle that all entities should have a fair and equal opportunity to access our satellite system.

Legal Proceedings

We are subject to litigation in the ordinary course of business, but management does not believe that the resolution of any pending proceedings would have a material adverse effect on our financial position or results of operations.

Table of Contents

MANAGEMENT

Executive Officers and Directors

Intelsat S.A. s and its subsidiaries current executive officers and directors are as follows:

Name	Age	Position
David McGlade	51	Director, Deputy Chairman and Chief Executive Officer, Intelsat S.A.
Raymond Svider	50	Chairman and Director, Intelsat S.A.
Michael McDonnell	48	Executive Vice President and Chief Financial Officer, Intelsat S.A.
Phillip Spector	62	Executive Vice President, General Counsel and Assistant Secretary, Intelsat S.A.
Stephen Spengler	53	Executive Vice President Sales, Marketing and Strategy, Intelsat Corporation
Thierry Guillemin	53	Senior Vice President and Chief Technical Officer, Intelsat Corporation
Linda Bartlett	54	Senior Vice President and Controller, Intelsat Corporation
Justin Bateman	38	Director, Intelsat S.A.
Egon Durban	39	Director, Intelsat S.A.
Edward A. Kangas	68	Director, Intelsat S.A.
Simon Patterson	40	Director, Intelsat S.A.
Denis Villafranca	40	Director, Intelsat S.A.

The following is a brief biography of each of Intelsat S.A. s and its subsidiaries executive officers and directors:

Mr. McGlade has been the Chief Executive Officer of Intelsat S.A. since April 2005 and became Deputy Chairman of the board of directors in August 2008. Prior to that, Mr. McGlade was the Chief Executive Officer of O2 UK, the largest subsidiary of O2 plc and a leading U.K. cellular telephone company, a position he took in October 2000. He was also an Executive Director of O2 plc. During his tenure at O2 UK and O2, Mr. McGlade was a director of the GSM Association, a trade association for GSM mobile operators, and served as Chairman of its Finance Committee from February 2004 to February 2005. He was also a director of Tesco Mobile from September 2003 to March 2005 and a director of The Link, a distributor of mobile phones and other high technology consumer merchandise, from December 2000 to May 2004. Mr. McGlade is currently a director of Skyworks Solutions, Inc. Mr. McGlade holds a Bachelor of Arts degree from Rutgers University. We believe Mr. McGlade s extensive telecommunications industry experience is of benefit to our board. Mr. McGlade s business address is 4, rue Albert Borschette, L-1246 Luxembourg.

Mr. Svider became a director of Intelsat S.A. in February 2008 and became the Chairman of the board of directors of Intelsat S.A. in May 2008. Mr. Svider has been Co-Chairman of BC Partners since December 2008 and has been a Managing Partner of BC Partners, since 2003. He joined BC Partners in 1992 in Paris before moving to London in 2000 to lead its investments in the technology and telecommunications industries. Over the years, Mr. Svider has participated in or led a variety of investments including Tubesca, Nutreco, UTL, Neopost, Polyconcept, Neuf Telecom, Unity Media/Tele Columbus, Office Depot Inc., ATI Enterprises, MultiPlan, Inc., Suddenlink Communications and Hamilton Sundstrand Industrials. He is currently on the board of Office Depot Inc., Suddenlink Communications and MultiPlan, Inc. Prior to joining BC Partners, Mr. Svider worked in investment banking at Wasserstein Perella in New York and Paris, and at the Boston Consulting Group in Chicago. Mr. Svider holds a Master of Business Administration from the University of Chicago and a Master of Science in Engineering from both École Polytechnique and École Nationale Superieure des Telecommunications in France. We believe Mr. Svider s experience overseeing other BC Partners portfolio companies is of benefit to our board. Mr. Svider s business address is 4, rue Albert Borschette, L-1246 Luxembourg.

Mr. McDonnell became the Executive Vice President and Chief Financial Officer of Intelsat S.A. in November 2008. He was previously Executive Vice President, Chief Financial Officer and Treasurer of MCG Capital Corporation, a publicly-held commercial finance company, from September 2004 and its Chief Operating

Table of Contents

Officer from August 2006 through October 2008. From August 2000 to August 2004, Mr. McDonnell was employed by direct-to-home satellite television operator, EchoStar Communications Corporation (f/k/a DISH Network Corporation), where he served as Executive Vice President and Chief Financial Officer from July 2004 to August 2004 and as Senior Vice President and Chief Financial Officer from August 2000 to July 2004. Prior to joining EchoStar, from 1986 to 2000 Mr. McDonnell was employed by PricewaterhouseCoopers LLP, where he was a partner from 1996. He also currently serves on the board of directors of Catalyst Health Solutions, Inc., a pharmacy benefit management company. Mr. McDonnell has a Bachelor of Science degree in accounting from Georgetown University. Mr. McDonnell s business address is 4, rue Albert Borschette, L-1246 Luxembourg.

Mr. Spector became the Executive Vice President and General Counsel of Intelsat S.A. in February 2005 and the Head of Business Development in April 2007. He was previously the managing partner of the Washington, D.C. office of the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP, and chair of the firm s Communications & Technology Group. He is the former Chairman of the American Bar Association s International Communications Committee, and served in the U.S. government as Associate Assistant to the President and as a law clerk to a Supreme Court justice. Mr. Spector is a magna cum laude graduate of the Harvard Law School and holds a Master in Public Policy degree from Harvard s Kennedy School of Government. Mr. Spector s business address is 4, rue Albert Borschette, L-1246 Luxembourg.

Mr. Spengler became the Executive Vice President Sales, Marketing and Strategy of Intelsat Corporation in February 2008. From July 2006 to February 2008, he served as Intelsat Corporation s Senior Vice President, Europe, Middle East, Africa & Asia Pacific Sales. From February 2006 to July 2006, Mr. Spengler served as Acting Senior Vice President Sales & Marketing of Intelsat Global Service Corporation, leading Intelsat S.A. s global marketing and sales organizations immediately prior to the acquisition of PanAmSat. From July 2003 to February 2006, he served as Vice President, Sales, Network Services & Telecom of Intelsat Global Service Corporation. Before joining Intelsat, Mr. Spengler held various positions in the telecommunications industry, including Senior Vice President of Global Sales, Broadband Access Networks, at Cirronet, Inc., Vice President for Sales and Marketing at ViaSat Satellite Networks, Regional Sales Director for Satellite Networks in Europe, Middle East and Africa for Scientific-Atlanta Europe based in London, and sales and marketing positions at GTE Spacenet and GTE Corporation. Mr. Spengler received his Bachelor of Arts degree from Dickinson College in Carlisle, Pennsylvania, and his Master s in Business Administration from Boston University in Massachusetts. Mr. Spengler s business address is 3400 International Drive, N.W., Washington, D.C. 20008, United States.

Mr. Guillemin became the Senior Vice President and Chief Technical Officer of Intelsat Corporation in February 2008, with responsibility for customer operations, space systems management and planning, and satellite operations. From July 2006 to February 2008, he served as Intelsat Corporation s Vice President of Satellite Operations & Engineering, in which role he was responsible for the service availability of Intelsat s entire in-orbit fleet of satellites (combined with PanAmSat s). From July 2005 to July 2006, Mr. Guillemin served as Vice President of Satellite Engineering & Program Management of Intelsat Global Service Corporation, and from January 2003 to July 2005, he served as Senior Director of Satellite Operations. He has over 25 years experience in the satellite industry, in disciplines including spacecraft development, launch and operations. Mr. Guillemin earned a Master s Degree in Space Engineering from the Ecole Nationale Superieure de l Aeronautique et de l Espace in Toulouse, France. Mr. Guillemin s business address is 3400 International Drive, N.W., Washington, D.C. 20008, United States.

Ms. Bartlett became the Senior Vice President and Controller of Intelsat Corporation on January 3, 2011. Prior to joining Intelsat, Ms. Bartlett served as Executive Vice President, Global Finance/Chief Financial Officer of the International Lodging Division of Marriott International, Inc. from 2004. She was employed by Marriott in various finance, accounting and business development roles from 1989 to 1993 and 1994 to 2010, and was first appointed as Executive Vice President in 2002. Ms. Bartlett holds a Bachelor s degree in Accounting and a Master s degree in Finance from Loyola University Maryland. Ms. Bartlett s business address is 3400 International Drive N.W., Washington, D.C. 20008, United States.

Table of Contents

Mr. Bateman became a director of Intelsat S.A. in August 2008. Mr. Bateman is a Senior Partner of BC Partners based in its New York office, the investment arm of which he co-established in early 2008. He initially joined BC Partners London office in 2000 from PricewaterhouseCoopers, where he spent three years in Transaction Services working on due diligence projects for both financial investors and corporate clients. In 2002/2003 he left BC Partners to complete his MBA at INSEAD before rejoining its London office. Mr. Bateman serves on the board of Office Depot Inc. and MultiPlan, Inc. He has a degree in economics from the University of Cambridge in the UK. We believe Mr. Bateman s accounting and financial education and experience are of benefit to our board. Mr. Bateman s business address is 4, rue Albert Borschette, L-1246 Luxembourg.

Mr. Durban became a director of Intelsat S.A. in February 2008. Mr. Durban is a Managing Partner and Managing Director of Silver Lake. Mr. Durban joined Silver Lake in 1999 as a founding principal and has worked in the firm s Menlo Park and New York offices and set-up and oversaw the firm s London office from 2005 to 2010. Mr. Durban serves on the board of directors of NXP Semiconductors N.V., MultiPlan, Inc. and on the Executive Committee of William Morris Endeavor Entertainment, LLC. Mr. Durban also oversees the firm s investments in Groupon and Zynga and oversaw investments in Unity Media, Tandberg and Intelsat debt. Previously, he served on the board of Skype Global S.à r.l. and was the Chairman of its Operating Committee. Earlier, Mr. Durban worked in Morgan Stanley s Corporate Finance Technology and Equity Capital Markets Group. Mr. Durban graduated from Georgetown University with a B.S. in Finance. We believe Mr. Durban s experience overseeing Silver Lake portfolio companies is of benefit to our board. Mr. Durban s business address is 4, rue Albert Borschette, L-1246 Luxembourg.

Mr. Kangas became a director of Intelsat S.A. in July 2012. Mr. Kangas has served as Non-Executive Chairman of Tenet Healthcare Corporation since 2003. Mr. Kangas also serves on the board of directors of Hovnanian Enterprises, Inc., Intuit Inc. and United Technologies Corporation, and he formerly served as a director of Allscripts Healthcare Solutions, Inc., Eclipsys Corp. and Electronic Data Systems Corp. Mr. Kangas previously served as Chairman and Chief Executive Officer of Deloitte, Touche, Tohmatsu from 1989 to 2000. He also served as the managing partner of Deloitte & Touche (USA) from 1989 to 1994. Mr. Kangas holds a bachelor s degree in business and an MBA from the University of Kansas and is a Certified Public Accountant. We believe Mr. Kangas qualifications for serving on our board of directors include his experience serving on public company boards and his extensive financial and accounting expertise. Mr. Kangas also qualifies as an audit committee financial expert. Mr. Kangas business address is 4, rue Albert Borschette, L-1246 Luxembourg.

Mr. Patterson became a director of Intelsat S.A. in January 2012. Mr. Patterson is a Managing Director of Silver Lake having joined in 2005. Mr. Patterson previously worked at G-FX, the Financial Times Group and McKinsey & Company. Mr. Patterson also serves on the board of directors of Gerson Lehrman Group, Inc. and MultiPlan, Inc. Previously, he served on the board of Skype Global S.à r.l. Mr. Patterson holds an M.A. from King s College, Cambridge University and an M.B.A. from the Stanford University Graduate School of Business. We believe Mr. Patterson s experience overseeing Silver Lake portfolio companies is of benefit to our board. Mr. Patterson s business address is 4, rue Albert Borschette, L-1246 Luxembourg.

Mr. Villafranca became a director of Intelsat S.A. in August 2010. Mr. Villafranca joined BC Partners in 1999, where he is a Senior Partner. He previously worked for Bain & Company in Paris as a management consultant specializing in M&A advisory, corporate strategy and operational improvements. Mr. Villafranca is a graduate in business administration from the École des Hautes Études Commerciales (HEC) in Paris. He also holds an MBA from Harvard Business School. We believe Mr. Villafranca s experience overseeing other BC Partners portfolio companies is of benefit to our board. Mr. Villafranca s business address is 4, rue Albert Borschette, L-1246 Luxembourg.

Board Leadership Structure

Intelsat S.A. s board of directors is led by a Chairman who is a Managing Partner of a private equity firm that is affiliated with entities that own or control more than 70% of the outstanding equity of Intelsat Global

Table of Contents

Holdings. Our Chief Executive Officer is also the Deputy Chairman of our board and has an employment agreement pursuant to which he reports to the board of directors. The separation of the Chairman and Chief Executive Officer positions is appropriate for a privately-held company such as ours.

Audit Committee

Intelsat S.A. has an audit committee consisting of Messrs. Svider, Bateman, Patterson and Kangas. One of the members, Mr. Kangas, satisfies the independence requirements of Rule 10A-3 of the Exchange Act and the independence requirements of the NYSE rules. The other members are not independent since they are associated with the New Sponsors. Pursuant to its charter and the authority delegated to it by the board of directors, the audit committee has sole authority for the engagement, compensation and oversight of our independent registered public accounting firm. In addition, the audit committee reviews the results and scope of the audit and other services provided by our independent registered public accounting firm and also reviews our accounting and control procedures and policies. The audit committee also is a primary monitor of risks impacting the Company, and performs the primary risk oversight role of the board of directors. The audit committee meets as often as it determines necessary but not less frequently than once every fiscal quarter. Our board of directors has determined that each member of the audit committee is an audit committee financial expert.

Compensation Committee

Intelsat S.A. has a compensation committee consisting of Messrs. Svider, Durban and Kangas. Mr. Kangas is independent, and the members are not independent since they are associated with the New Sponsors. Pursuant to its charter and the authority delegated to it by the board of directors, the compensation committee has responsibility for the approval and evaluation of all of our compensation plans, policies and programs as they affect Intelsat S.A. s chief executive officer and its other executive officers. The compensation committee meets as often as it determines necessary.

Compensation Committee Interlocks and Insider Participation

Intelsat S.A. s compensation committee is currently comprised of Messrs. Svider, Durban and Kangas. None of these individuals has been at any time an officer or employee of Intelsat S.A., other than Mr. Svider who serves as our Chairman. During 2011, Intelsat S.A. had no compensation committee interlocks meaning that it was not the case that an executive officer of ours served as a director or member of the compensation committee of another entity and an executive officer of the other entity served as a director or member of our compensation committee.

Code of Ethics

We have adopted a Code of Ethics for Senior Financial Officers, including our chief executive officer, chief financial officer, principal accounting officer, controller and any other person performing similar functions. The Code of Ethics is posted on our website at www.intelsat.com. We intend to disclose on our website any amendments to or waivers of this Code of Ethics

Executive Compensation

Compensation Discussion and Analysis

Introduction

The Company s Named Executive Officers (the NEOs) for 2011 are:

David McGlade, Deputy Chairman and Chief Executive Officer;

Michael McDonnell, Executive Vice President and Chief Financial Officer;

Table of Contents

Phillip Spector, Executive Vice President, General Counsel and Assistant Secretary;

Stephen Spengler, Executive Vice President, Sales, Marketing and Strategy, Intelsat Corporation; and

Thierry Guillemin, Senior Vice President and Chief Technical Officer, Intelsat Corporation.

The Company s compensation objectives and policies, together with specific information on the compensation for each NEO, are described herein.

Compensation Objectives

Our executive compensation programs are designed to encourage our executives to think and act like owners of the Company. We want our executive officers to focus on generating returns for our shareholders, but at the same time to share the downside risk if their decisions cause poor performance. Through our performance management and rewards programs, and their link to our corporate strategy scorecard, we endeavor to create an environment that fosters and rewards increasing enterprise value.

The Company has developed a set of strategic corporate objectives designed to support long term growth in its enterprise value. The strategic corporate objectives are set in four areas: financial, customer, internal processes and productivity, and talent management and culture. Through this process, the Company achieves a balanced focus on corporate performance without overemphasizing one area over others. Additionally, the Company sets specific metrics and initiatives designed to measure performance against the strategic goals. To promote a performance-based culture, a significant portion of our executives compensation is linked to performance against these objectives. Our Compensation Committee reviews the compensation policies covering our NEOs and approves all compensation for the NEOs with employment agreements, as described below.

Compensation Policy

We believe that in order to achieve our objectives, our executive compensation programs must be competitive, properly reward results and provide incentives for both short and long term performance to sustain and enhance long-term shareholder value. Our overall executive compensation philosophy is one based upon alignment with our shareholders and business strategy. Through a mixture of fixed and performance-dependent income and long and short term incentives, we strive for a balance of risk and reward. Incentives must be within the Company s budgetary parameters and provide excellent value, ensuring a strong return on the Company s incentive compensation investment. The level of total compensation varies based upon the returns ultimately achieved by our shareholders. The amount of variable compensation also increases with the level of the executive officer, with differentiation based on individual performance and contributions to value creation.

We target our base compensation levels to reflect market median (50^{th} percentile) of our market data for comparable executive positions, with the opportunity to reach the 75^{th} percentile of the market through performance-based variable pay.

Our performance-driven compensation consists of the following three components:

base salary;

short-term incentive awards (in the form of annual cash bonuses); and

long-term incentive awards (in the form of restricted shares and options).

We use short-term compensation (base salaries and annual cash bonuses) to provide competitive levels of cash compensation for our executives and to focus them on our annual goals and objectives. We use long-term compensation (restricted shares and options) to achieve our goal of driving long-term growth in share value. This long-term compensation element is designed to emphasize the performance measures our executives need to achieve in order to deliver shareholder value. Our NEOs hold a mixture of previously granted restricted shares

128

Table of Contents

and options, and newly granted restricted shares and options awarded in connection with the Sponsors Acquisition Transactions. These newly granted equity incentive awards are subject to a variety of time and performance vesting requirements, all closely linked to the long-term growth in the value of the Company. While certain previously granted long-term incentive awards are now vested in full, the value to the NEO remains linked to the growth in the value of the Company.

We carefully determine the percentage mix of compensation components we think is appropriate for each of our NEOs. This is not a mechanical process and we use our judgment and experience to determine the appropriate mix of compensation for each individual. We also look at market data for comparable executive positions. The number of restricted shares and options each NEO received was based on the expectations we have for the individual and, over time, on such officer s performance against those expectations.

Base salary may constitute a minority portion of the total compensation of our NEOs. We set salary to provide adequate cash compensation to be competitive in the market for executive talent, but we focus on total compensation, including short-term and long-term compensation, so that our NEOs are prepared to have at risk a significant portion of their total compensation. Our at-risk philosophy is reinforced by the modifications made in 2012 to our executive short-term incentive plan. For 2012, we raised our funding trigger to 100% target performance from our prior threshold level, which resulted in a bonus payout upon reaching less than full target performance. As a result, the Company will have to meet its financial goals at 100% of target achievement or higher for bonus payouts to NEOs to occur.

The level and terms of compensation for Messrs. McGlade, McDonnell and Spector are set forth in the terms of employment agreements between Intelsat Management LLC, a direct subsidiary of Intelsat S.A. (Intelsat Management), and the executive. The terms of compensation for Messrs. Spengler and Guillemin are governed by the general policies and plans of the Company and are not set forth in employment agreements, with the exception of letters regarding arrangements for severance under certain conditions.

Elements of Compensation

Base Salary. Base salary is used to recognize the experience, skills, knowledge and responsibilities required of the executive officers in their roles. When establishing the 2011 base salaries of the NEOs, the Compensation Committee and management considered a number of factors, including the functional role of the position, the individual s performance, the level of the individual s responsibility, the individual s prior experience in similar positions, competitive market data, the ability to replace the individual, the base salary of the individual at his or her prior employment or prior position within the Company and the number of well-qualified candidates available. The salaries of the NEOs are reviewed on an annual basis, as well as at the time of promotion or other changes in responsibilities.

Annual Cash Bonuses. We maintain a corporate bonus plan, which was adopted by the board of directors in March 2006 (the Bonus Plan). The Bonus Plan provides that certain of our and our subsidiaries employees, including the NEOs, may be awarded cash bonuses based on the attainment of specific performance goals and business criteria established by our board of directors for participants in the Bonus Plan. The goals and criteria for the 2011 fiscal year included certain revenue, backlog, and adjusted EBITDA targets, all as defined by the Compensation Committee.

Annual cash bonuses are short-term incentive awards intended to reward individual performance for the prior fiscal year and will, therefore, vary from year to year. Our Compensation Committee, in consultation with management, establishes performance targets which determine bonus eligibility for our executives. Bonus targets are determined based upon the executive s level in the Company as well as by a total cash compensation market comparison. Awards for the subject year are determined based upon completion of the audited consolidated financial statements for that year.

Table of Contents

The employment agreements for Messrs. McGlade, McDonnell and Spector specify that their annual target bonus percentages are 100%, 65% and 65%, respectively, of the executive s annual base salary. These bonus amounts are paid in the event of the Company s achievement of pre-established metrics at the target level. In the event of significant outperformance of target objective criteria, the executive may also receive additional bonuses. For 2011, the Compensation Committee established two additional levels of performance, tied to objective criteria at two tiers above the target levels, at which Messrs. McGlade, McDonnell and Spector could achieve additional bonuses. At the first tier of stretch performance, Messrs. McGlade, McDonnell and Spector could each receive an additional bonus of up to 50% of such executive s annual base salary. At the second tier of stretch performance, Mr. McGlade could achieve an additional bonus of up to another 50% of his annual base salary and Messrs. McDonnell and Spector could each achieve an additional bonus of up to another 15% of such executive s annual base salary. For 2012, the Compensation Committee has established only one additional level of performance tied to objective criteria. The change in the bonus structure for 2012 was designed to simplify the incentive structure and to incentivize stronger over-performance by increasing the reward for hitting a higher target. If the 2012 performance stretch criteria are met, Messrs. McGlade, McDonnell and Spector may receive an additional 100%, 65% and 65%, respectively, of the executive s annual base salary. In the case of Messrs. Spengler and Guillemin, their target bonus percentages have been established pursuant to the terms of the Bonus Plan at 60% and 45% respectively, of the executive s annual base salary. For 2011, in the event that the corporate performance achieved the first tier of stretch performance and based upon each executive s individual performance, Messrs. Spengler and Guillemin each had the ability to obtain a maximum additional bonus in the amounts of 40.8% and 30.6%, respectively, of annual base salary. For 2012, in the event of achievement of stretch criteria, Messrs. Spengler and Guillemin each may receive an additional 60% and 45%, respectively, of annual base salary.

Each of the target goals and criteria for bonuses referred to above is based on thorough discussion between the Compensation Committee and management as to budgets and projections for the relevant year. Great care is taken to ensure that the targets are difficult to achieve but achievable, thereby ensuring that the NEOs and other management are appropriately incentivized to perform at the highest levels. The Bonus Plan is a discretionary plan and the Compensation Committee retains the right to award compensation absent the attainment of performance criteria. In 2011, the Company exceeded target performance on adjusted EBITDA and backlog metrics, and achieved above threshold performance on the revenue metric. In determining the amount of the incentive awards for the NEOs for 2011, the Compensation Committee funded bonus awards to reflect company financial performance, and, with respect to the awards for Messrs. Spengler and Guillemin, exercised some discretion in differentiating the amount of individual NEO awards based on individual performance.

Long-Term Incentive Awards

Shares and Options. At the NEO level, we have sought to weight our compensation programs to ownership of common shares. We believe that share ownership by our executives enhances our ability to deliver superior shareholder returns because it aligns the interests of our employees and our shareholders. The equity awards granted to our executives are governed by the terms of the Intelsat Global, Ltd. 2008 Share Incentive Plan (the 2008 Share Plan). The goal of the 2008 Share Plan is to engage our NEOs and other key employees as partners in the Company s success and help the Company realize the maximum return from its strategy. We do not have a formal requirement for share ownership by any group of employees. The 2008 Share Plan provides for the granting of incentive share options, nonqualified share options, restricted shares, restricted share units, share appreciation rights, phantom shares and performance awards to our and our subsidiaries and specified affiliates employees, officers and directors, including the NEOs.

The Compensation Committee has exclusive authority to select the executives to receive awards and the amount and the type of equity awards under the 2008 Share Plan. At the time of each award, the Compensation Committee determines the terms of the award, including the performance period (or periods) and the performance objectives relating to the award. The Company s policy has been to grant equity awards that align with the ownership objectives of our principal shareholders. Because the Company is privately held, the grant is

typically a one-time grant at the outset of the shareholder investment, with vesting and other performance criteria aligned with the growth expected and the length of investment expected by the shareholders. For example, Messrs. McGlade, Spector, Spengler, and Guillemin each received a grant of shares in connection with the investment of prior sponsors in January of 2005. Upon the disposition of the prior sponsor shares, these executives received compensation commensurate with the return on investment received by the prior sponsors. As described more fully below in the equity award agreements narrative, each of the NEOs received new equity grants in connection with the investment of the New Sponsors, with terms and conditions aligned with the New Sponsors investment horizon. Additional grants may also occur upon the promotion or hire of a new executive.

Based upon the rights of the executive and the Company under the terms of their award agreements, some option grants are considered to be a share-based compensation arrangement (an SCA) for accounting purposes rather than an option; however, from a compensation policy perspective, the award is intended to operate like an option. For purposes of this Compensation Discussion and Analysis section and the tables included in this Executive Compensation item, any reference to an option includes SCAs. For further explanation of the accounting treatment of options and SCAs, see Note 4 to our audited consolidated financial statements included elsewhere in this prospectus.

In addition to grants made under the 2008 Share Plan, Messrs. McGlade and Spector each purchased for cash certain unrestricted shares of Intelsat Global pursuant to subscription agreements entered into in May 2009.

Restricted Shares. Each of the NEOs holds restricted shares that are subject to transfer, vesting and other restrictions as set forth in their applicable award agreements. A portion of these restricted shares vests each month with full vesting being achieved over a period of five years, subject to the executive s continued employment. Certain of the shares awarded are also subject to the meeting of performance criteria based on annual performance targets and cumulative total return earned by certain principal shareholders of Intelsat Global on their investment. These annual performance goals relate to certain revenue and adjusted EBITDA targets which were set by the Compensation Committee at the grant date based on the Company s five year business plan. At the time the targets were set, the Compensation Committee believed these goals were challenging, but achievable. The cumulative return goals were established by the principal shareholders at the grant date and are intended to incentivize the executive to operate the Company in a manner designed to meet the total return goals of the principal shareholders of Intelsat Global. Upon termination of employment, Intelsat Global retains the unilateral right to repurchase vested shares at a value as defined in the 2008 Share Plan. See the discussion of individual agreements with the NEOs following the Summary Compensation Table for further details regarding these restricted shares and the cumulative return goals.

Options. Each of the NEOs holds options that are subject to transfer, vesting and other restrictions as set forth in their applicable award agreements. A portion of these options vests upon the meeting of annual performance targets and a portion vests upon the determination of the cumulative total return earned by certain principal shareholders of Intelsat Global on their investment. The annual performance goals relate to certain revenue and adjusted EBITDA targets which were set by the Compensation Committee at the grant date based on the Company s five year business plan. At the time the targets were set, the Compensation Committee believed these goals were challenging, but achievable. The cumulative return goals were established by the principal shareholders at the grant date and are intended to incentivize the executive to operate the Company in a manner designed to meet the total return goals of the principal shareholders of Intelsat Global. These options are also subject to forfeiture and other restrictions as set forth in the executives respective award agreements. Upon termination of employment, the Company retains the right to cancel vested options or to repurchase shares acquired upon exercise of the options in exchange for an amount set forth in the 2008 Share Plan. See the discussion of individual agreements with the NEOs following the Summary Compensation Table for further details regarding these options and the cumulative return goals.

Other Elements. Other elements of our executive compensation program include certain severance arrangements and perquisites, all of which are more fully described in those parts of this Management which follow this Compensation Discussion and Analysis . Our philosophy with respect to these items is to

Table of Contents

maintain competitive overall compensation programs. The NEOs also participate in our other benefit plans on the same terms as other employees. These plans include a 401(k) plan, medical, vision, dental, disability and life insurance. In 2011, we increased our company-paid life insurance benefit to one times salary for all employees. In connection with this change, we imputed income for our NEOs and all employees above the $50,000 benefit level. Under the terms of their employment agreements, Messrs. McGlade and Spector are provided with certain retiree medical benefits that are not otherwise provided to participants under the terms of the medical plan. Additionally, for employees hired prior to July 19, 2001, the Company maintains a defined benefit pension plan. Of the NEOs, only Mr. Guillemin is eligible to participate in this plan.

Competitive Market Review

During 2011, the Company conducted a review of our executive short-term compensation program. The objective of the review was to determine relative market competitiveness of our compensation to enable the Company to attract and retain key executive talent.

In setting compensation we target the median compensation range for base salary, with the opportunity to reach the 75th percentile for total cash compensation (base salary and target bonus) based on performance. Using market survey data we compared our executive officers total direct compensation levels to a peer group of companies and other general survey data. The peer group consists of similarly situated companies in various industries which represent a competitive market for executive talent, business and capital. Peer group companies and survey data were selected based on industry, size determined by reviewing both revenue levels and enterprise value and other factors such as market capitalization. Based on this review, it was determined that the short term elements of our executive compensation program were reasonably competitive with market rates for comparable executives.

Role of Executive Officers in Setting Executive Compensation

The Compensation Committee approves the final determination of compensation for Messrs. Spector and McDonnell, acting on recommendation of our Chief Executive Officer, David McGlade, and in consultation with the head of our human resources department. The Compensation Committee determines the compensation of Mr. McGlade acting with advice from the head of our human resources department. Mr. McGlade plays no role in determining his own compensation. The compensation for Messrs. Spengler and Guillemin is set by Mr. McGlade, in consultation with the head of our human resources department.

Conclusion

Our compensation policies are designed to recruit, retain and motivate our senior executive officers, to align their interests with those of our shareholders, and ultimately to reward them for outstanding performance as measured by their contributions to value creation.

Table of Contents

Summary Compensation Table

The following summarizes the compensation earned during the years ended December 31, 2009, December 31, 2010, and December 31, 2011 by our NEOs, who are our Chief Executive Officer, Chief Financial Officer, and our three other most highly compensated executive officers who were serving as executive officers on December 31, 2011.

Name and Principal Position	Year	Salary ($)(1)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Non-Qualified Deferred Compensation ($)	All Other Compensation ($)	Total ($)
David McGlade	2011	$ 1,066,810	$	$	$	$ 1,160,127(2)	$	$ 60,261(4)	$ 2,287,198
Deputy Chairman and Chief	2010	$ 1,037,262	$ 648,516	$	$	$ 346,800	$	$ 47,840	$ 2,080,418
Executive Officer	2009	$ 1,016,923	$	$ 3,427,935	$	$ 2,040,000	$	$ 1,931,407	$ 8,416,265
Michael McDonnell	2011	$ 556,657	$			$ 432,283(2)		$ 53,235(5)	$ 1,042,175
Executive Vice President and Chief Financial Officer	2010	$ 536,809	$ 218,155						