

SOUTHERN SATELLITE CORP

Form S-4

December 19, 2012

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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  
(State or other jurisdiction of)

4899  
(Primary Standard Industrial

N/A  
(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)

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**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  (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.

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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.

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<b>Name</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification Number</b>
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.

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**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 <sup>1</sup>/<sub>4</sub> % Senior Notes due 2020**

This is an offer to exchange any of Intelsat Jackson Holdings S.A.'s 7 <sup>1</sup>/<sub>4</sub> % Senior Notes due 2020 that you now hold for newly issued 7 <sup>1</sup>/<sub>4</sub> % 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.

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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.**

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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.

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Intelsat Jackson Holdings S.A.'s 7<sup>1</sup>/<sub>4</sub>% 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<sup>1</sup>/<sub>4</sub>% 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.



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**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*, 10<sup>th</sup> Edition, dated April 2011, by *NSR*; *Mobile Satellite Services*, 8<sup>th</sup> Edition, dated May 2012, by *NSR*; *Global Assessment of Satellite Demand*, 9<sup>th</sup> Edition, dated September 2012, by *NSR*; *Global Military Satellite Communications*, dated September 2012, 9<sup>th</sup> 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.

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**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 Intelsat One managed services, including



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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**

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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.

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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.



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*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.



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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

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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<sup>NG</sup> 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<sup>5</sup>/<sub>8</sub>% 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 1<sup>1</sup>/<sub>4</sub>% 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.

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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.

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**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 $\frac{1}{2}$ % 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 $\frac{5}{8}$ % Senior Notes due 2022.

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**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.

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**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 <sup>1</sup>/<sub>4</sub>% Senior Notes due 2020 in exchange for an equal aggregate principal amount of our original 7 <sup>1</sup>/<sub>4</sub>% 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.**

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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

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(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 <sup>1</sup>/<sub>4</sub> % 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.



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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

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

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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.

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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

*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 Regular Mail or Overnight Courier:*

WELLS FARGO BANK, N.A.

Corporate Trust Operations

MAC N9303-121

Sixth & Marquette Avenue

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.

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**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 <sup>1</sup> / <sub>4</sub> % 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 <sup>1</sup> / <sub>4</sub> % 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



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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.

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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



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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.

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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	
	2009	2010	2011	2011	2012
	(\$ in thousands)				
<b>Consolidated Statement of Operations Data:</b>					
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)
<b>Consolidated Cash Flow Data:</b>					
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
<b>Other Data:</b>					
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

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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

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	2009	As of December 31, 2010	2011	As of September 30, 2011	2012
	(\$ in thousands)				
<b>Consolidated Balance Sheet Data (at period end):</b>					
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.

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**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;





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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.

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***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.

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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



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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.

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*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



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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.



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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

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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.

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### **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.

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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

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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

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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

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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.



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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.

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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 166° 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.

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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.

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### **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

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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.

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**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, 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;

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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.

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**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.



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**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.

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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)	
<b>Long-term debt:</b>		
<i>Intelsat S.A.</i>		
6 1/2% Senior Notes due November 2013	\$ 353,550	\$ 353,550
Unamortized discount on 6 1/2% Senior Notes	(32,257)	(32,257)
<b>Total Intelsat S.A. obligations</b>	<b>321,293</b>	<b>321,293</b>
<i>Intelsat Luxembourg</i>		
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
<b>Total Intelsat Luxembourg obligations</b>	<b>5,307,986</b>	<b>5,307,986</b>
<i>Intelsat Jackson</i>		
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
<b>Total Intelsat Jackson obligations</b>	<b>10,324,843</b>	<b>10,359,491</b>
<i>New Dawn</i>		
Senior Secured Credit Facility due 2017	14,070	
Mezzanine Secured Debt Facility due 2019	68,508	
<b>Total New Dawn obligations</b>	<b>82,578</b>	
<i>Horizons Holdings</i>		
Loan Payable to JSAT	48,836	48,836
<b>Total Horizons Holdings obligations</b>	<b>48,836</b>	<b>48,836</b>

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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.

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- (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.

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**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.

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	Predecessor Entity			Successor Entity			Nine Months Ended	
	Year Ended December 31, 2007	January 1 to January 31, 2008	February 1 to December 31, 2008	2009  (in thousands)	Year Ended December 31, 2010	2011	2011	2012
<b>Consolidated Statement of Operations Data:</b>								
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)
<b>Consolidated Cash Flow Data:</b>								
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
<b>Other Data</b>								
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

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	Predecessor Entity			Successor Entity			
	As of			As of December 31,		As of September 30,	
	December 31,			2010	2011	2011	2012
	2007	2008	2009				
<b>Consolidated Balance Sheet Data:</b>							
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.

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

	Predecessor Entity			Successor Entity			Nine Months Ended	
	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	September 30, 2011	September 30, 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
<b>EBITDA</b>	<b>\$ 1,599,938</b>	<b>\$ (177,905)</b>	<b>\$ 1,094,585</b>	<b>\$ 1,391,501</b>	<b>\$ 1,720,538</b>	<b>\$ 1,915,720</b>	<b>\$ 1,420,182</b>	<b>\$ 1,420,626</b>

- (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.



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**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.

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**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:

<b>Service Type</b>	<b>Description</b>
<b>On-Network Revenues:</b>	
Transponder Services	<p>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:</p> <p style="margin-left: 40px;">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.</p> <p style="margin-left: 40px;">Media: broadcasters (for distribution of programming and full time contribution, or gathering, of content), programmers and DTH operators.</p> <p style="margin-left: 40px;">Government: civilian and defense organizations, for use in implementing private networks, or for the provision of capacity or capabilities through hosted payloads.</p>
Managed Services	<p>Hybrid services based upon IntelsatOne<sup>SM</sup>, 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:</p> <p style="margin-left: 40px;">Network Services: ISPs and value-added service providers who develop service offerings based upon our integrated broadband platforms.</p> <p style="margin-left: 40px;">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</p>

locations.

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

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<b>Service Type</b>	<b>Description</b>
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.

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### *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.

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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):

<b>Period</b>	
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
<b>Total</b>	<b>\$ 10,742.2</b>

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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
<b>Total</b>	<b>\$ 10,742.2</b>	<b>100%</b>

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		Nine Months Ended September 30, 2011 Compared to Nine Months Ended September 30, 2012	
	Ended September 30, 2011	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
<b>Total operating expenses</b>	<b>1,081,624</b>	<b>1,063,647</b>	<b>(17,977)</b>	<b>(2)</b>
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)

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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
<b>On-Network Revenues</b>				
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)
<b>Total on-network revenues</b>	<b>1,714,972</b>	<b>1,720,750</b>	<b>5,778</b>	<b>0</b>
<b>Off-Network and Other Revenues</b>				
Transponder, MSS and other off-network services	178,942	180,665	1,723	1
Satellite-related services	41,601	36,368	(5,233)	(13)
<b>Total off-network and other revenues</b>	<b>220,543</b>	<b>217,033</b>	<b>(3,510)</b>	<b>(2)</b>
<b>Total</b>	<b>\$ 1,935,515</b>	<b>\$ 1,937,783</b>	<b>\$ 2,268</b>	<b>0%</b>

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.

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### ***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

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

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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 *reals* 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

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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)				