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Explanation of Responses: (1) Reflects director fees paid in restricted shares which vest on March 1, 2002.

(2) Based on interests held in a PanAmSat Stock Fund of the PanAmSat Corporation Retirement Savings Plan 401(k).

(3) These options become exercisable as to 100,000 shares on each of August 20, 2002, August 20, 2003, August 20, 2004 and August 20, 2005.

/s/ James W. Cuminale, Attorney-in-Fact

February 8, 2002

Joseph R. Wright, Jr.

Date

By: James W. Cuminale, Attorney-in-Fact

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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