

Execution Copy

Amended and Restated Strategic Cooperation Agreement

This Amended and Restated Strategic Cooperation Agreement (the "**Agreement**") is made and entered into as of October 27, 2016 (the "**Effective Date**") by and among [REDACTED]sat Corporation, a Delaware corporation having its principal place of business at 7900 Tysons One Place, McLean, Virginia 22102 ("**Intelsat**"), [REDACTED]IVu [REDACTED]ment [REDACTED]C, [REDACTED]da [REDACTED]ed liability [REDACTED]any [REDACTED]ing [REDACTED]pal [REDACTED]ce [REDACTED]f [REDACTED]ess at 1400 Key Blvd., Arlington, Virginia 22209 ("**OneWeb**") and [REDACTED]ank Group Corp., a Japanese corporation having its principal place of business at 1-9-1, Higashi-shimbashi, Minato-ku, Tokyo 105-7303, Japan ("**SoftBank**"). Intelsat, OneWeb and SoftBank are referred to herein individually as a "**Party**" and collectively as the "**Parties**."

WHEREAS, Intelsat operates a fleet of satellites (the "**Intelsat Fleet**") in geostationary orbit ("**GEO**"), and provides satellite and terrestrial communications capacity, managed network and other support services employing the Intelsat Fleet and other terrestrial facilities;

WHEREAS, OneWeb plans to build, deploy and operate a constellation of up to 1,000 small satellites (the "**OneWeb System**") operating in low earth orbit ("**LEO**") to provide global broadband and other satellite capacity services (the "**OneWeb Services**"), starting with an initial constellation of 648 small satellites ("**OneWeb Generation One System**");

WHEREAS, prior to the commercial launch of the OneWeb Services within a particular region using the OneWeb Generation One System, OneWeb may desire to procure Ku-band satellite capacity and managed network services from Intelsat for resale by or on behalf of OneWeb to its customers;

WHEREAS, following the commercial launch of the OneWeb Services using the OneWeb Generation One System, Intelsat desires to procure OneWeb Services for resale to its customers as part of a seamless, hybrid GEO/LEO service using capacity on both the Intelsat Fleet and the OneWeb System and/or as stand-alone OneWeb Services only;

WHEREAS, the Parties previously entered into a Memorandum of Agreement dated June 19, 2015 and the original Strategic Cooperation Agreement, dated December 14, 2015 (the "**Original Agreement**"), regarding the provision of these services;

WHEREAS, pursuant to separate agreements, SoftBank is investing in and entering into a commercial relationship with OneWeb, pursuant to which, among other things, SoftBank will become the exclusive global distributor of the OneWeb Services;

WHEREAS, as partial consideration for SoftBank's making such investment and entering into such commercial relationship, Intelsat and OneWeb have agreed to amend and restate the Original Agreement such that Intelsat will procure OneWeb services from SoftBank, rather than directly from OneWeb and as otherwise set forth in this Agreement; and

Intelsat, OneWeb and SoftBank Proprietary and Confidential