



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
445 12th STREET S.W.
WASHINGTON D.C. 20554

News media information 202-418-0500
Internet: <http://www.fcc.gov> (or <ftp.fcc.gov>)
TTY (202) 418-2555

Report No. TEL-02077NS

Friday February 26, 2021

Non Streamlined International Applications/Petitions Accepted For Filing

Section 214 Applications (47 C.F.R. §§ 63.18, 63.24); Section 310(b) Petitions (47 C.F.R. § 1.5000)

Unless otherwise specified, the following procedures apply to the applications listed below:

The applications listed below have been found, upon initial review, to be acceptable for filing. These applications are not subject to the streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. These applications shall not be deemed granted until the Commission affirmatively acts upon the application, either by public notice or by written order. Operation for which authorization is sought may not commence except in accordance with any terms or conditions imposed by the Commission. Pursuant to Section 1.1910(b)(2) of the rules, action will be withheld on any application by any entity found to be delinquent in its debts to the Commission. Applicants should check the Red Light Display System's website at www.fcc.gov/redlight to determine if they are delinquent in a debt to the Commission and for information on how to pay the debt.

Unless otherwise specified, interested parties may file comments with respect to these applications within 28 days of the date of this public notice. We request that such comments refer to the application file number shown below. No application listed below shall be granted by the Commission earlier than the day after the date specified in this public notice for the filing of comments.

Unless otherwise specified, ex parte communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 C.F.R. § 1.1206.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

ITC-214-20210122-00009 E 24 Karats Incorporated

International Telecommunications Certificate

Service(s): Global or Limited Global Resale Service

Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 CFR § 63.18(e)(2).

24 Karats Incorporated is 100% owned by Melvin Cooper, a U.S. citizen.

Transfer of Control

Current Licensee: Infosat Able Holdings, Inc.

FROM: Telesat Canada

TO: TELESAT CORPORATION

Application filed for consent to transfer control of Infosat Able Holdings, Inc. (Infosat), which holds international section 214 authorizations ITC-214-19990128-00050 and ITC-214-20000113-00025, from Telesat Canada to Telesat Corporation. Infosat is wholly owned by Telesat Canada, both Canadian companies. Following the transfer of control, Telesat Canada will become an indirect subsidiary of Telesat Corporation, a newly formed Canadian corporation that will be publicly traded on the Nasdaq.

Currently, the 10% or greater equity owners of Telesat Canada are: (i) Red Isle Private Investments Inc. (Red Isle) (36%), and (ii) Loral Space & Communications Inc. (Loral) (63%). Funds managed by MHR Fund Management LLC (MHR Funds) own approximately 58% of the outstanding equity of Loral, and Loral stockholders not affiliated with the MHR Funds (Public Stockholders) own approximately 42% of the outstanding equity of Loral. Red Isle is a wholly owned subsidiary of the Public Sector Pension Investment Board (PSP), a Canadian crown corporation established to invest for the pension plans of the Public Service, the Canadian Forces and the Royal Canadian Mounted Police, and the Reserve Force Pension Plan.

Post consummation, Infosat will continue to be wholly owned by Telesat Canada. Telesat Canada will become an indirect subsidiary of Telesat Corporation, and Telesat Canada's direct owners will be Loral (63%) and Telesat Holdco (37%), both of which will be wholly owned subsidiaries of a new limited partnership (Telesat Partnership).

The 10% or greater owners of Telesat Corporation will be (i) PSP, through Red Isle, approximately 36.7% and (ii) the MHR Funds, approximately 36.6%. The remaining ownership interests in Telesat Corporation will be held by (i) the Public Stockholders, none of whom will have a 10 percent or greater interest and (ii) Telesat's management, which collectively will have a 0.7% interest.

Eight MHR limited partnerships and one MHR limited liability company (collectively, Direct MHR Holders) own equity interests in Telesat Corporation directly, with only one holding a 10 percent or greater interest: MHR Institutional Partners III LP, holding a 15.4% direct interest. MHR Institutional Advisors II LLC (Institutional Advisors II) (10.7%), MHR Institutional Advisors III LLC (Institutional Advisors III) (15.4%) and MHR Fund Management LLC (Fund Management) (36.6%) each hold indirect interests in Telesat Corporation through the Direct MHR Holders. MHRC II LLC (MHRC II) is the managing member of Institutional Advisors II. MHR Holdings LLC (MHR Holdings) is the managing member of Fund Management. Dr. Mark Rachesky, a U.S. citizen, is the managing member of five MHR limited liability companies, including Institutional Advisors III, MHRC II and MHR Holdings, and thus holds a 36.6% indirect interest in Telesat Corporation. All of the MHR entities are organized in Delaware.

In some cases, in lieu of holding equity directly in Telesat Corporation, shareholders will hold their equity in a Telesat Partnership. Telesat Corporation will be the controlling general partner of Telesat Partnership. The limited partnership units of Telesat Partnership, which will be exchangeable for equity in Telesat Corporation, will otherwise have substantially identical economic and voting rights as the shares of Telesat Corporation. Units in Telesat Partnership, however, will be subject to substantial limitations on transfer and will not be publicly traded, such that it is expected that units in the Telesat Partnership will generally be exchanged for shares in Telesat Corporation prior to transfer.

The Telesat Corporation board will be comprised of 10 directors. Three directors will be nominated by PSP. Three directors will be nominated by MHR. Three directors will be independent directors nominated by a nominating committee consisting of one PSP nominee, one MHR nominee, and three independent directors. The tenth director will be Telesat Corporation's CEO, who will be selected by the other directors.

A "golden share" will ensure Telesat Corporation is Canadian controlled. The golden share will be held by TSX Trust Company (TSX), a trust to be organized under the laws of Canada and managed by a Canadian trustee. No economic rights in Telesat Corporation will be associated with the golden share. TSX will vote a sufficient number of shares of Telesat Corporation to ensure that more than 50% of the votes are cast by Canadian interests. Since at closing PSP, which is Canadian, will have an approximately 36.7% voting interest through Red Isle for shareholder matters and a voting interest of approximately 30% for selection of directors, the maximum possible golden share vote at closing would be approximately 13.3% plus one share on shareholder matters and approximately 20% plus one share on selection of directors.

Pursuant to Commission practice, this application and the associated space station and earth station applications, SAT-T/C-20201215-00145, SES-T/C-20201215-01389, SES-T/C-20201215-01390, SES-T/C-20201215-01391, SES-T/C-20201216-01411, SES-T/C-20201216-01412, and SES-T/C-20201216-01413, have been referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy or trade policy concerns related to the proposed foreign ownership of Telesat Corporation. See Satellite Policy Branch Information; Space Station Applications Accepted for Filing, SAT-T/C-20201215-00145, Public Notice, Report No. SAT-01519 (IB Rel. Jan. 8, 2021). On January 15, 2021, the Chair of the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector (Committee) requested that the Commission defer action on the applications while the Committee reviews the application for any national security and law enforcement concerns that may be raised by foreign participation in the United States telecommunications services sector. Pursuant to Executive Order 13913 (85 Fed Reg 19643 (April 8, 2020)), the Chair will notify the Commission when the Chair has determined that the 120-day initial review period has begun.

INFORMATIVE

ITC-T/C-20200710-00115

AppSmart TGN Inc. f/k/a Telegration, Inc.

On February 22, 2021, the Chair of Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector (Committee) notified the Commission that the Committee is conducting an initial review to assess whether grant of granting the domestic and international applications (see Domestic Section 214 Application Filed For The Transfer Of Control Of Appsmart TGN, Inc. (F/K/A Telegration, Inc.) To AppDirect, Inc. WC Docket No. 20-229, Public Notice, DA 20-1470 (WCB rel. Dec. 9, 2020)) will pose a risk to the national security or law enforcement interests of the United States, pursuant to Executive Order 13913 (85 Fed Reg 19643 (April 8, 2020)). The Committee shall complete its initial review of the Petition before the end of the 120-day initial review period unless the Committee notifies the Commission of an extension of the 120-day initial review period or the need arises to conduct a 90-day secondary assessment.

REMINDER:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 C.F.R. §§ 1.2001–.2003.