



# PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION  
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WASHINGTON D.C. 20554

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DA No. 16-1318

Report No. TEL-01824

Friday November 25, 2016

## International Authorizations Granted

### Section 214 Applications (47 C.F.R. § 63.18); Section 310(b) Requests

The following applications have been granted pursuant to the Commission's streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12, other provisions of the Commission's rules, or procedures set forth in an earlier public notice listing applications accepted for filing.

Unless otherwise noted, these grants authorize the applicants (1) to become a facilities-based international common carrier subject to 47 C.F.R. § 63.22; and/or (2) to become a resale-based international common carrier subject to 47 C.F.R. § 63.23; or (3) to exceed the foreign ownership benchmark applicable to common carrier radio licensees under 47 U.S.C. § 310(b).

THIS PUBLIC NOTICE SERVES AS EACH NEWLY AUTHORIZED CARRIER'S SECTION 214 CERTIFICATE. It contains general and specific conditions, which are set forth below. Newly authorized carriers should carefully review the terms and conditions of their authorizations. Failure to comply with general or specific conditions of an authorization, or with other relevant Commission rules and policies, could result in fines and forfeitures.

Petitions for reconsideration under Section 1.106 or applications for review under Section 1.115 of the Commission's rules in regard to the grant of any of these applications may be filed within thirty days of this public notice (see 47 CFR § 1.4(b)(2)).

For additional information, please contact the FCC Reference and Information Center, Room CY-A257, 445 12th Street SW, Washington, D.C. 20554, (202) 418-0270.

## Petition for Declaratory Ruling

Grant of Authority

Date of Action: 10/27/2016

2014 AWS Spectrum Bidco Corporation (Bidco or Petitioner) has filed a petition for declaratory ruling (Petition) pursuant to section 310(b)(4) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b)(4), and section 1.990(a)(1) of the Commission's rules, 47 CFR § 1.990(a)(1), that it would not serve the public interest to prohibit foreign ownership of Bidco's controlling U.S. parent, 2014 AWS Spectrum Partnership, LP (Spectrum Partnership), in excess of the 25 percent foreign ownership benchmark in section 310(b)(4). Bidco filed its petition to qualify to bid on Advanced Wireless Services (AWS-3) licenses in Auction 97. See ULS File No. 0006670619. On April 29, 2015, Bidco was announced as the winning bidder for a number of licenses in Auction No. 97 (Public Notice, DA 15-503, 30 FCC Rcd 3795 (WTB 2015)), and its Petition was placed on public notice as accepted for filing (Report No. TEL-01731 NS (IB 2015)).

Bidco is a Delaware corporation that is wholly owned by Spectrum Partnership, a Delaware limited partnership. The general partner of Spectrum Partnership is Jarvinian AWS3 LLC (Jarvinian), a Delaware limited liability company. The sole member of Jarvinian is John A. Dooley, a U.S. citizen. Jarvinian directly holds 100 percent of the voting interests and a 1 percent equity interest in Spectrum Partnership.

The limited partner of Spectrum Partnership is TerreStar Corporation (TerreStar). TerreStar is organized in Delaware and directly holds 99 percent of the equity but no voting interests in Spectrum Partnership. According to the Petition, TerreStar's limited partnership interest in Bidco is insulated within the meaning of section 1.993(a) of the rules. The Petition states that no shareholder or group of shareholders holds a de facto controlling interest in TerreStar. Approximately 71.53 percent of TerreStar's equity and voting interests are held directly by three entities: (1) Highland Crusader Offshore Partners, L.P., a Bermuda limited partnership (17.34% equity and voting interest) (HCOP); (2) Highland Global Allocation Fund, a U.S. trust (10.53% equity and voting interest) (Highland Global); and (3) Sola Ltd, a Cayman Islands exempted company (43.66% equity and voting interest) (Sola Ltd). The remaining 28.47 percent of TerreStar is owned by diverse U.S. (14.22%) and foreign (14.25%) shareholders, each of which holds less than 10 percent of TerreStar's equity and voting interests. According to the Petition, no such foreign shareholder holds, or would be deemed to hold, a greater-than-5 percent equity or voting interest in Spectrum Partnership (Bidco's controlling U.S. parent) that requires specific approval under section 1.991(i) of the rules, 47 CFR § 1.991(i). Foreign ownership interests held indirectly in Spectrum Partnership by and through TerreStar's three principal shareholders, HCOP, Highland Global, and Sola Ltd are discussed below.

HCOP: According to the Petition, three limited partners together hold 100 percent of the equity in HCOP: Highland Crusader Fund, L.P., a Delaware limited partnership (18.54%); Highland Crusader Fund II, Ltd., a Bermuda corporation (77.57%); and Highland Crusader Fund, Ltd., a Bermuda corporation, (3.89%) (collectively, the HCOP Funds). Petitioner states that these interests are uninsulated and, therefore, each HCOP Fund is deemed to hold the same voting interest in TerreStar as HCOP holds (17.34%). HCOP is ultimately controlled by Mr. Mark DiSalvo, a U.S. citizen, through his 100 percent ownership of Sema4, Inc., a U.S. corporation, which is, in turn, the sole member of House Hanover, LLC. House Hanover, LLC, which is organized in Delaware, is the general partner of or holds 100 percent voting interest (but no equity interest) in HCOP and the HCOP Funds. According to the Petition, no foreign shareholder of Highland Crusader Fund II, Ltd. or Highland Crusader Fund, Ltd., and no foreign limited partner of Highland Crusader Fund, L.P. holds, or would be deemed to hold, a greater-than-5 percent equity or voting interest in Spectrum Partnership that requires specific approval under section 1.991(i) of the rules.

Highland Global: The Petition states that there are no foreign individuals or entities holding interests in Highland Global that constitute a greater-than 5 percent indirect equity or voting interest in Spectrum Partnership that requires specific approval under section 1.991(i) of the rules.

Sola Ltd: As noted above, Sola Ltd is a Cayman Islands exempted company that holds directly 43.66 percent of TerreStar's equity and voting interests. According to the Petition, 100 percent of the voting interests in Sola Ltd are held by Sola Limited, Charitable Trust (the Sola Ltd Trust), a trust organized in the Cayman Islands. The trustee of the Sola Ltd Trust is Intertrust Fund Services (Cayman) Limited, a trustee organized in the Cayman Islands (Intertrust Fund Services). Intertrust Fund Services has delegated the management of Sola Ltd to the Board of Directors, which is made up of Christopher Pucillo, a U.S. citizen, Ruby Cato, a U.S. citizen, and Antonius Eltink, a citizen of the Netherlands. The Board has delegated control over investment decisions and day-to-day operations of Sola Ltd and its constituent funds (Sola I and SMS Ltd, described below) to Solus Alternative Asset Management LP (Solus), a Delaware limited partnership that is ultimately controlled by Mr. Pucillo. The Petitioner requests specific approval under section 1.991(i) for the equity and voting interests held, or deemed held, indirectly in Spectrum Partnership, through TerreStar, by Sola Ltd (43.22% equity and 43.22% voting interest); and by each of the Sola Ltd Trust, the Sola Ltd Trustee, and Mr. Eltink (0% equity interest and 43.22% voting interest).

According to the Petition, three entities hold nearly all of the equity but no voting interests in Sola Ltd: Sola Intermediate Fund Ltd, a Cayman Islands exempted company (59.22%) (Sola Intermediate Fund); Solus Core Opportunities, LP, a U.S. limited partnership (10.00%) (Solus Core); and Solus LLC, a U.S. limited liability company (23.30%) (collectively, the Sola Funds). For purposes of our foreign ownership review, and based on the record in this proceeding, we find that Sola Ltd is organized in the same manner as, and is analogous to, a limited partnership. We also find that the commitments made by Bidco to the U.S. Department of Justice (USDOJ) in Bidco's October 25, 2016 Letter of Assurance (October 25, 2016 LOA) satisfy the concerns underlying the insulation criteria for limited partners in section 1.993 of the Commission's rules, 47 CFR § 1.993. Specifically, in the October 25, 2016 LOA, Bidco agrees to and states that it will comply with certain commitments, including that TerreStar, Sola Ltd, Sola Intermediate Fund, and certain entities holding direct or indirect interests in Sola Intermediate Fund will never participate in the management of Bidco or Bidco's spectrum holdings. As stated below, we condition grant of Bidco's Petition on its continued compliance with the October 25, 2016 LOA.

Based on Bidco's commitments in the October 25, 2016 LOA, we find that Sola Intermediate Fund holds, or is deemed to hold, an indirect 25.60 percent equity and voting interest in Spectrum Partnership through TerreStar. Sola I and SMS Ltd, both of which are organized as Cayman Islands exempted companies, hold 79.77 percent and 20.23 percent of Sola Intermediate Fund's equity and voting interests, respectively. We find that these interests also are properly treated as insulated based on Bidco's commitments in the October 25, 2016 LOA. We therefore calculate for purposes of our foreign ownership review that Sola I holds, or is deemed to hold, an indirect 20.42 percent equity and voting interest in Spectrum Partnership through TerreStar.

Stanfield Charitable Trust (Stanfield), a trust organized in the Cayman Islands, holds 100 percent of the voting interests (but no equity interests) in Sola I. The trustee of Stanfield is Intertrust Fund Services, the same Cayman Islands entity that serves as a trustee with respect to Sola Ltd. As is the case with Sola Ltd, Intertrust Fund Services has delegated the management of Sola I to a board of directors consisting of Christopher Pucillo

the case with Sola Ltd, Intertrust Fund Services has delegated the management of Sola I to a board of directors consisting of Christopher Fazio, Ruby Cato, and Antonius Eltink (a citizen of the Netherlands). The Board has delegated control over investment decisions and day-to-day operations of Sola I to Solus, which, as discussed above, is ultimately controlled by Mr. Pucillo. We therefore calculate that each of Stanfield, Intertrust Fund Services, and Mr. Eltink holds, or is deemed to hold a 20.42 percent voting interest in Spectrum Partnership through TerreStar as a result of their respective 100 percent voting interests in Sola I.

We calculate SMS Ltd's equity and voting interest in Spectrum Partnership as 5.18 percent, which we find qualifies as exempt from the general 5 percent specific approval rule in section 1.991(i) for passive interests of 10 percent or less (see section 1.991(i)(3)).

The Petition states that no other foreign individual or entity, including investors in Solus Core and Solus LLC, holds, or would be deemed to hold, a greater-than-5 percent indirect equity or voting interest in Spectrum Partnership that requires specific approval under section 1.991(i) of the rules.

Bidco asserts that the requested declaratory ruling is fully consistent with the standard set forth in section 310(b)(4) of the Act, the Commission's foreign ownership rules for common carrier licensees and prior Commission precedent. Accordingly, it states, the public interest would be served by granting the Petition.

Pursuant to the rules and policies established by the Commission's 2013 Foreign Ownership Second Report and Order, IB Docket No. 11-133, 28 FCC Rcd 5741 (2013), we find that the public interest would not be served by prohibiting foreign ownership of Spectrum Partnership, as the controlling U.S. parent of Bidco, in excess of the 25 percent benchmark in section 310(b)(4) of the Act. Specifically, this ruling permits aggregate foreign ownership of Bidco's controlling U.S. parent, Spectrum Partnership, to exceed, directly and/or indirectly, 25 percent of its equity and/or voting interests, subject to the terms and conditions set forth in section 1.994 of the Commission's rules, 47 CFR § 1.994, including the requirement to obtain Commission approval before foreign ownership of Spectrum Partnership exceeds the terms and conditions of this ruling.

In addition, pursuant to section 1.991(i) of the rules, this ruling specifically approves direct or indirect foreign equity and/or voting interests in Spectrum Partnership, through TerreStar, as follows:

Highland Crusader Offshore Partners, L.P. (17.17% equity and voting interest);  
Highland Crusader Fund, Ltd. (0.67% equity interest and 17.17% voting interest);  
Highland Crusader Fund II, Ltd. (13.32% equity interest and 17.17% voting interest);  
Sola Ltd (43.22% equity and voting interest);  
Sola Ltd, Charitable Trust (0% equity interest and 43.22% voting interest);  
Intertrust Fund Services (Cayman Limited) (0% equity interest and 43.22% voting interest);  
Antonius Eltink (0% equity and 43.22% voting interest);  
Sola Intermediate Fund Ltd (25.60% equity and voting interest);  
Sola I (20.42% equity and voting interest); and  
Stanfield Charitable Trust (0% equity and 20.42 percent voting interest).

The Petitioner has an affirmative duty to monitor its foreign equity and voting interests, calculate these interests consistent with the standards and criteria set forth in sections 1.992 through 1.993 of the Commission's rules, 47 CFR §§ 1.992-1.993, and otherwise ensure continuing compliance with this ruling and the provisions of section 310(b) of the Act.

We grant the Petition to Adopt Conditions to Authorizations and Licenses (Petition to Adopt Conditions) filed in this proceeding on October 27, 2016, by the U.S. Department of Justice (USDOJ), to include its components, the National Security Division and the Federal Bureau of Investigation. Accordingly, we condition grant of the petition for declaratory ruling on Bidco abiding by its commitments and undertakings set forth in the October 25, 2016 letter from John A. Dooley, Director, 2014 AWS Spectrum Bidco Corporation, to the Assistant Attorney General for National Security, USDOJ (October 25, 2016 Letter). Any failure to comply and/or remain in compliance with any of these commitments and undertakings shall constitute a failure to meet a condition of this ruling and the underlying licenses and thus grounds for declaring them terminated without any further action on the part of the Commission. Failure to meet a condition of this ruling may also result in monetary sanctions or other enforcement action by the Commission. The Petition to Adopt Conditions and the October 25, 2016 Letter are publicly available in the record of this proceeding and may be viewed on the FCC's website through the International Bureau Filing System (IBFS) by searching for ISP-PDR-20140912-00011 and accessing "Other filings related to this application" from the Document Viewing Area.

Grant of this declaratory ruling is without prejudice to the Commission's action on any other related pending application(s).

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Petition for Declaratory Ruling

Grant of Authority

Date of Action: 11/08/2016

Affiniti Holdings, Inc. (AHI or Petitioner) has filed a petition for declaratory ruling (Petition) pursuant to section 310(b)(4) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b)(4), and section 1.990(a)(1) of the Commission's rules, 47 CFR § 1.990(a)(1), that it would not serve the public interest to prohibit more than 25 percent foreign ownership of AHI as the controlling U.S. parent of Affiniti PA, LLC (Affiniti PA) and Affiniti LLC. Affiniti PA is the holder of a Nationwide 3.65 MHz Broadband license which is authorized for use on a common carrier basis as well as 83 microwave licenses, of which 16 are classified as common carrier point-to-point licenses. Affiniti LLC also holds common carrier fixed point-to-point microwave licenses.

AHI filed the Petition on behalf of Affiniti PA and Affiniti LLC in connection with an application to transfer control of Affiniti PA from Global Leveraged Capital, Inc. to AHI, which wholly owns Affiniti LLC. See ULS File No. 0007194175. Pursuant to the proposed transaction, Affiniti PA would become a direct and indirect wholly-owned subsidiary of Affiniti LLC and AHI, respectively. Each of Affiniti PA, Affiniti LLC and AHI is organized in Delaware. Currently, AHI is majority-owned and controlled (63.81%) by Global Leveraged Capital Credit Opportunity Fund I (GLC COF I), a Cayman Islands entity. AHI notes that the Commission has previously granted a similar declaratory ruling request filed on behalf of Affiniti LLC (f/k/a TX Communications LLC) under a slightly different ownership structure than that for which approval is sought here. See File No. ISP-PDR-20121121-00008, DA 13-1250, 28 FCC Rcd 8006 (IB 2013).

Post-closing, more than 99% of AHI's equity and voting interests will be held directly by GLC COF I (72.48%), Global Leveraged Capital Primary Credit Fund (17.12%) (Delaware) (GLC PCF), and Tatonka Capital Corporation (10%) (Colorado). GLC COF I is an investment fund with the majority of its revenues derived from investments in U.S. companies. The day-to-day management, operational and investment decisions for the fund are made by Global Leveraged Capital, LLC (GLC), a Delaware entity that is ultimately majority-owned and controlled by three U.S. citizens: Thomas M. Benninger, Lee S. Buckner and Jeffrey J. Youle. According to the Petition, JH Capital Partners II, LP (JHCP) (Delaware) would hold approximately 12 percent of the equity interests in AHI indirectly through a 16.54 percent equity interest in GLC COF I and an additional 4 percent equity interest in AHI indirectly through a 23.33 percent equity interest in GLC PCF. JHCP is a private investment fund that is ultimately controlled by Mr. John Hansen, a U.S. citizen. Petitioner states that all of the investment shares in JHCP are held by U.S. citizens or entities in which all investors are U.S. citizens. The remaining equity interests in GLC COF I are held by numerous investors. Petitioner states that an aggregate 37.89 percent of the investment equity in GLC COF I is ultimately held by foreign citizens, foreign-organized entities, or investors who are assumed to be foreign because their citizenship cannot be determined. Petitioner also states, however, that all of GLC COF I's equity investors are fully insulated pursuant to section 1.993 of the rules, 47 CFR § 1.993. On this basis, Petitioner calculates that total foreign equity investment in AHI through GLC COF I is 27.46 percent (72.48% x 37.89%). For purposes of our foreign ownership review, and pursuant to section 1.992 of the rules, 47 CFR § 1.992, we treat these foreign insulated investors as also holding a voting interest in AHI that is equal to their respective equity interests in AHI (representing an aggregate 27.46% foreign voting interest in AHI).

GLC PCF is also an investment fund with the majority of its revenues derived from investments in U.S. companies. GLC PCF is managed by an affiliate of GLC, Global Leveraged Capital Advisors, LLC. A non-controlling 66.67 percent of the equity investment in GLC PCF is held by Farallon Capital Partners LP (FCP), a U.S.-organized private investment fund. According to the Petition, foreign investment constitutes less than one percent (0.8%) of FCP's limited partnership interests and, in turn, less than one percent of GLC PCF's equity interests (0.54%). FCP is controlled by its sole general partner, Farallon Partners, LLC (Delaware), which is, in turn, controlled by twelve managing members. Two of the managing members are foreign citizens: Senior Managing Member Andrew J.M. Spokes (U.K.) and Managing Member Gregory S. Swart (New Zealand). For purposes of our foreign ownership review, and pursuant to section 1.992 of the rules, we treat Mr. Spokes and Mr. Swart as holding the same voting interest in AHI as is held by GLC PCF (17.12%). Petitioner calculates that total foreign equity investment in AHI through GLC PCF is 0.09% (17.12% x 0.54%), which we also deem to constitute an aggregate 0.09% foreign voting interest in AHI.

Tatonka is a privately held public sector financial services company which, according to the Petition, is wholly owned and controlled by U.S. citizens.

Petitioner calculates that, upon closing of the proposed transaction, total foreign equity investment in AHI through GLC COF I and GLC PCF would be 27.55% (27.46% + 0.09%). For purposes of our foreign ownership review, and pursuant to section 1.992 of the rules, we also calculate an aggregate, indirect foreign voting interest in AHI through GLC COF I and GLC PCF that is equal to their combined foreign equity investment (representing an aggregate, indirect 27.55% foreign voting interest in AHI).

Pursuant to the rules and policies established by the Commission's 2013 Foreign Ownership Second Report and Order, IB Docket No. 11-133, 28 FCC Rcd 5741 (2013), we find that the public interest would not be served by prohibiting foreign ownership of AHI, as the controlling U.S. parent of Affiniti LLC and Affiniti PA, in excess of the 25 percent benchmark in section 310(b)(4) of the Act. Specifically, this ruling authorizes foreign ownership of AHI by GLC COF I (up to and including a controlling 72.48 percent equity and voting interest), and by Andrew J.M. Spokes and Gregory S. Swart (up to and including a 17.12 percent voting interest). This ruling is subject to the terms and conditions set forth in section 1.994 of the Commission's rules, 47 CFR § 1.994, including the requirement to obtain Commission approval before AHI's foreign equity and voting interests exceed the terms and conditions of this ruling.

Affiniti LLC and Affiniti PA have an affirmative duty to monitor their foreign equity and voting interests, calculate these interests consistent with the standards and criteria set forth in sections 1.992 through 1.993 of the Commission's rules, 47 CFR §§ 1.992-1.993, and otherwise ensure continuing compliance with this ruling and the provisions of section 310(b) of the Act.

Grant of this declaratory ruling is without prejudice to the Commission's action on any other related pending application(s).

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**ITC-214-20131017-00275** E Telecom Services Network LLC  
International Telecommunications Certificate  
**Service(s):** Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service  
Grant of Authority Date of Action: 11/16/2016

Application for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(1), (2).

We grant the Petition to Adopt Conditions to Authorizations and Licenses (Petition) filed in this proceeding on October 28, 2016, by the U.S. Department of Justice (DOJ). Accordingly, we condition grant of this international section 214 application on compliance by Telecom Services Network LLC with the commitments and undertakings set forth in the October 26, 2016 letter of agreement (LOA) from Syam Sankar, Vice President, Telecom Services Network LLC, to the Assistant Attorney General, National Security Division, DOJ, and the Unit Chief, Science and Technology Policy and Law Unit, Federal Bureau of Investigation. A failure to comply and/or remain in compliance with any of these commitments and undertakings shall constitute a failure to meet a condition of the authorization and thus grounds for declaring the authorization terminated without further action on the part of the Commission. Failure to meet a condition of the authorization may also result in monetary sanctions or other enforcement action by the Commission. The Petition and the LOA may be viewed on the FCC's website through the International Bureau Filing System (IBFS) by searching for ITC-214-20131017-00275 and accessing the "Other Filings related to this application" from the Document Viewing Area.

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**ITC-214-20160923-00276** E iXPrimus Telecommunications Inc  
International Telecommunications Certificate  
**Service(s):** Global or Limited Global Resale Service  
Grant of Authority Date of Action: 11/18/2016

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

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**ITC-214-20160929-00278** E Independence Telecommunications Utility  
International Telecommunications Certificate  
**Service(s):** Global or Limited Global Resale Service  
Grant of Authority Date of Action: 11/15/2016

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

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**ITC-214-20161012-00285** E Amigo Mobile, LLC  
International Telecommunications Certificate  
**Service(s):** Global or Limited Global Resale Service  
Grant of Authority Date of Action: 11/18/2016

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

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**ITC-214-20161026-00289** E Lightspeed Telecom LLC  
International Telecommunications Certificate  
**Service(s):** Global or Limited Global Resale Service  
Grant of Authority Date of Action: 11/18/2016

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

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**ITC-214-20161027-00290** E SURATEL, INC.  
International Telecommunications Certificate  
**Service(s):** Global or Limited Global Resale Service  
Grant of Authority Date of Action: 11/18/2016

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

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**ITC-T/C-20160811-00245**      E                      Virgin Mobile USA, L.P.

Transfer of Control

Grant of Authority

Date of Action:    11/23/2016

**Current Licensee:**      Virgin Mobile USA, L.P.

**FROM:** SoftBank Group Corp.

**TO:**      SoftBank Group Corp.

Notification filed August 11, 2016, of the pro forma transfer of control of international section 214 authorizations, ITC-214-20020422-00194, ITC-MOD-20151207-00294, held by Virgin Mobile USA, L.P. (Virgin Mobile). In a corporate reorganization that occurred on July 12, 2016, Softbank Group Corp (Softbank), which holds a 83.4% indirect and controlling interest in Sprint LP, inserted a wholly-owned subsidiary, Softbank Group International GK, into the vertical ownership chain between it and Starburst I, Inc. (Starburst) and Galaxy Investment Holdings, Inc. (Galaxy), the holding companies through which Softbank owns and controls Virgin Mobile. Softbank and Softbank International GK are Japanese companies, and Starburst, Galaxy and Virgin Mobile are U.S. corporations. Softbank was and remains the ultimate parent of Virgin Mobile.

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**ITC-T/C-20160901-00257**      E                      RCN Telecom Services (Lehigh) LLC

Transfer of Control

Grant of Authority

Date of Action:    11/23/2016

**Current Licensee:**      RCN Telecom Services (Lehigh) LLC

**FROM:** Yankee Cable Partners, LLC

**TO:**      Radiate Holdings, L.P.

Application filed for consent to the transfer of control of international section 214 authorizations, ITC-214-19961004-00490, ITC-214-19970717-00411, ITC-214-19970723-00430, ITC-214-19981002-00679, held by RCN Telecom Services (Lehigh) LLC (RCN Lehigh), from its indirect parent, Yankee Cable Partners LLC (Yankee Partners), to Radiate Holdings, L.P. (Radiate Holdings). On August 12, 2016, Radiate Holdco, LLC (Holdco), a Delaware limited liability company and an indirect subsidiary of Radiate Holdings, entered into a Membership Interest Purchase Agreement with Yankee Partners and its wholly owned subsidiary, Yankee Cable Parent, LLC (Yankee Parent), pursuant to which Holdco will acquire from Yankee Partners all of the outstanding membership interests of Yankee Parent. As a result, Yankee Parent will become a wholly owned, direct subsidiary of Holdco and all of Yankee Parent's existing subsidiaries that hold Commission licenses or authorizations, including RCN Lehigh, will become indirect subsidiaries of Holdco.

Radiate Holdings, a Delaware limited partnership, is a holding company that will be majority owned and controlled by certain investment funds ultimately controlled by the principals of TPG Capital, L.P. (TGP Capital). The following U.S. citizens are the principals of TGP Capital: David Bonderman and James G. Coulter. Applicants state that Radiate Holdings will be managed by a Delaware limited liability company, Radiate Holdings GP, LLC (Radiate GP), formed for the purpose of serving as the general partner of Radiate Holdings. Radiate GP will have responsibility for the management, operation, and control of Radiate Holdings. Applicants state that the Board of Directors of Radiate GP will initially consist of not less than seven members and will be controlled by TGP Capital and its affiliates. The direct limited partners in Radiate Holdings will be TPG VII Radiate Holdings I, L.P., a Delaware limited partnership in which David Bonderman and James G. Coulter have indirect 100 percent control; Google Capital, which consists of a series of Delaware limited partnerships ultimately owned by Alphabet Inc.; Rio FD Holdings, LLC, an affiliate of Dragoneer Investment Group, LLC, a Delaware limited liability company; and certain members of the management team from Patriot Media Consulting, LLC (Patriot Media). Patriot Media, a New Jersey limited liability company that currently manages the business of RCN-TS and Grande Networks and their respective subsidiaries on behalf of Yankee Parent and Grande Parent LLC, respectively, will, post-transaction, continue to manage both RCN-TS and Grande Networks on behalf of Radiate Holdings. This authorization is without prejudice to the Commission's action in any other related pending proceedings.

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Transfer of Control  
Grant of Authority

Date of Action: 11/23/2016

**Current Licensee:** Grande Communications Networks, LLC

**FROM:** Grande Investment L.P.

**TO:** Radiate Holdings, L.P.

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-20001108-00651, held by Grande Communications Networks, LLC (Grande Networks), from its indirect parent, Grande Investment, L.P. (Grande Investment), to Radiate Holdings, L.P. (Radiate Holdings). On August 12, 2016, Radiate Holdco, LLC (Holdco), a Delaware limited liability company and an indirect subsidiary of Radiate Holdings, entered into a Membership Interest Purchase Agreement with Grande Investment and its wholly owned subsidiary Grande Parent LLC (Grande Parent), pursuant to which Holdco will acquire from Grande Investment all of the outstanding membership interests of Grande Parent. As a result, Grande Parent will become a wholly owned, direct subsidiary of Holdco. Grande Networks, the wholly owned subsidiary of Grande Parent will become an indirect, wholly owned subsidiary of Radiate Holdings.

Radiate Holdings, a Delaware limited partnership, is a holding company that will be majority owned and controlled by certain investment funds ultimately controlled by the principals of TPG Capital, L.P. (TGP Capital). The following U.S. citizens are the principals of TGP Capital: David Bonderman and James G. Coulter. Applicants state that Radiate Holdings will be managed by a Delaware limited liability company, Radiate Holdings GP, LLC (Radiate GP), formed for the purpose of serving as the general partner of Radiate Holdings. Radiate GP will have responsibility for the management, operation, and control of Radiate Holdings. Applicants state that the Board of Directors of Radiate GP will initially consist of not less than seven members and will be controlled by TGP Capital and its affiliates. The direct limited partners in Radiate Holdings will be TPG VII Radiate Holdings I, L.P., a Delaware limited partnership in which David Bonderman and James G. Coulter have indirect 100 percent control; Google Capital, which consists of a series of Delaware limited partnerships ultimately owned by Alphabet Inc.; Rio FD Holdings, LLC, an affiliate of Dragoneer Investment Group, LLC, a Delaware limited liability company; and certain members of the management team from Patriot Media Consulting, LLC (Patriot Media). Patriot Media, a New Jersey limited liability company that currently manages the business of RCN-TS and Grande Networks and their respective subsidiaries on behalf of Yankee Parent and Grande Parent LLC, respectively, will, post-transaction, continue to manage both RCN-TS and Grande Networks on behalf of Radiate Holdings. This authorization is without prejudice to the Commission's action in any other related pending proceedings.

Transfer of Control  
Grant of Authority

Date of Action: 11/23/2016

**Current Licensee:** RCN TELECOM SERVICES OF MASSACHUSETTS, INC.

**FROM:** Yankee Cable Partners, LLC

**TO:** Radiate Holdings, L.P.

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-19971027-00661, held by RCN Telecom services of Massachusetts, LLC (RCN Massachusetts), from its indirect parent, Yankee Cable Partners, LLC, to Radiate Holdings, L.P. (Radiate Holdings). On August 12, 2016, Radiate Holdco, LLC (Holdco), a Delaware limited liability company and an indirect subsidiary of Radiate Holdings, entered into a Membership Interest Purchase Agreement with Yankee Partners and its wholly owned subsidiary, Yankee Cable Parent, LLC (Yankee Parent), pursuant to which Holdco will acquire from Yankee Partners all of the outstanding membership interests of Yankee Parent. As a result, Yankee Parent will become a wholly owned, direct subsidiary of Holdco and all of Yankee Parent's existing subsidiaries that hold Commission licenses or authorizations, including RCN Massachusetts, will become indirect subsidiaries of Holdco.

Radiate Holdings, a Delaware limited partnership, is a holding company that will be majority owned and controlled by certain investment funds ultimately controlled by the principals of TPG Capital, L.P. (TGP Capital). The following U.S. citizens are the principals of TGP Capital: David Bonderman and James G. Coulter. Applicants state that Radiate Holdings will be managed by a Delaware limited liability company, Radiate Holdings GP, LLC (Radiate GP), formed for the purpose of serving as the general partner of Radiate Holdings. Radiate GP will have responsibility for the management, operation, and control of Radiate Holdings. Applicants state that the Board of Directors of Radiate GP will initially consist of not less than seven members and will be controlled by TGP Capital and its affiliates. The direct limited partners in Radiate Holdings will be TPG VII Radiate Holdings I, L.P., a Delaware limited partnership in which David Bonderman and James G. Coulter have indirect 100 percent control; Google Capital, which consists of a series of Delaware limited partnerships ultimately owned by Alphabet Inc.; Rio FD Holdings, LLC, an affiliate of Dragoneer Investment Group, LLC, a Delaware limited liability company; and certain members of the management team from Patriot Media Consulting, LLC (Patriot Media). Patriot Media, a New Jersey limited liability company that currently manages the business of RCN-TS and Grande Networks and their respective subsidiaries on behalf of Yankee Parent and Grande Parent LLC, respectively, will, post-transaction, continue to manage both RCN-TS and Grande Networks on behalf of Radiate Holdings. This authorization is without prejudice to the Commission's action in any other related pending proceedings.

Transfer of Control

Grant of Authority

Date of Action: 11/23/2016

**Current Licensee:** RCN TELECOM SERVICES OF NEW YORK, LP**FROM:** Yankee Cable Partners, LLC**TO:** Radiate Holdings, L.P.

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-19970707-00384, held by RCN Telecom services of New York, LP (RCN New York), from its indirect parent, Yankee Cable Partners, LLC, to Radiate Holdings, L.P. (Radiate Holdings). On August 12, 2016, Radiate Holdco, LLC (Holdco), a Delaware limited liability company and an indirect subsidiary of Radiate Holdings, entered into a Membership Interest Purchase Agreement with Yankee Partners and its wholly owned subsidiary, Yankee Cable Parent, LLC (Yankee Parent), pursuant to which Holdco will acquire from Yankee Partners all of the outstanding membership interests of Yankee Parent. As a result, Yankee Parent will become a wholly owned, direct subsidiary of Holdco and all of Yankee Parent's existing subsidiaries that hold Commission licenses or authorizations, including RCN New York, will become indirect subsidiaries of Holdco.

Radiate Holdings, a Delaware limited partnership, is a holding company that will be majority owned and controlled by certain investment funds ultimately controlled by the principals of TPG Capital, L.P. (TGP Capital). The following U.S. citizens are the principals of TGP Capital: David Bonderman and James G. Coulter. Applicants state that Radiate Holdings will be managed by a Delaware limited liability company, Radiate Holdings GP, LLC (Radiate GP), formed for the purpose of serving as the general partner of Radiate Holdings. Radiate GP will have responsibility for the management, operation, and control of Radiate Holdings. Applicants state that the Board of Directors of Radiate GP will initially consist of not less than seven members and will be controlled by TGP Capital and its affiliates. The direct limited partners in Radiate Holdings will be TPG VII Radiate Holdings I, L.P., a Delaware limited partnership in which David Bonderman and James G. Coulter have indirect 100 percent control; Google Capital, which consists of a series of Delaware limited partnerships ultimately owned by Alphabet Inc.; Rio FD Holdings, LLC, an affiliate of Dragoneer Investment Group, LLC, a Delaware limited liability company; and certain members of the management team from Patriot Media Consulting, LLC (Patriot Media). Patriot Media, a New Jersey limited liability company that currently manages the business of RCN-TS and Grande Networks and their respective subsidiaries on behalf of Yankee Parent and Grande Parent LLC, respectively, will, post-transaction, continue to manage both RCN-TS and Grande Networks on behalf of Radiate Holdings. This authorization is without prejudice to the Commission's action in any other related pending proceedings.

Transfer of Control

Grant of Authority

Date of Action: 11/23/2016

**Current Licensee:** RCN Telecom Services of Philadelphia LLC**FROM:** Yankee Cable Partners, LLC**TO:** Radiate Holdings, L.P.

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-19970707-00379, held by RCN Telecom services of Philadelphia, LLC (RCN Philadelphia), from its indirect parent, Yankee Cable Partners, LLC, to Radiate Holdings, L.P. (Radiate Holdings). On August 12, 2016, Radiate Holdco, LLC (Holdco), a Delaware limited liability company and an indirect subsidiary of Radiate Holdings, entered into a Membership Interest Purchase Agreement with Yankee Partners and its wholly owned subsidiary, Yankee Cable Parent, LLC (Yankee Parent), pursuant to which Holdco will acquire from Yankee Partners all of the outstanding membership interests of Yankee Parent. As a result, Yankee Parent will become a wholly owned, direct subsidiary of Holdco and all of Yankee Parent's existing subsidiaries that hold Commission licenses or authorizations, including RCN Philadelphia, will become indirect subsidiaries of Holdco.

Radiate Holdings, a Delaware limited partnership, is a holding company that will be majority owned and controlled by certain investment funds ultimately controlled by the principals of TPG Capital, L.P. (TGP Capital). The following U.S. citizens are the principals of TGP Capital: David Bonderman and James G. Coulter. Applicants state that Radiate Holdings will be managed by a Delaware limited liability company, Radiate Holdings GP, LLC (Radiate GP), formed for the purpose of serving as the general partner of Radiate Holdings. Radiate GP will have responsibility for the management, operation, and control of Radiate Holdings. Applicants state that the Board of Directors of Radiate GP will initially consist of not less than seven members and will be controlled by TGP Capital and its affiliates. The direct limited partners in Radiate Holdings will be TPG VII Radiate Holdings I, L.P., a Delaware limited partnership in which David Bonderman and James G. Coulter have indirect 100 percent control; Google Capital, which consists of a series of Delaware limited partnerships ultimately owned by Alphabet Inc.; Rio FD Holdings, LLC, an affiliate of Dragoneer Investment Group, LLC, a Delaware limited liability company; and certain members of the management team from Patriot Media Consulting, LLC (Patriot Media). Patriot Media, a New Jersey limited liability company that currently manages the business of RCN-TS and Grande Networks and their respective subsidiaries on behalf of Yankee Parent and Grande Parent LLC, respectively, will, post-transaction, continue to manage both RCN-TS and Grande Networks on behalf of Radiate Holdings. This authorization is without prejudice to the Commission's action in any other related pending proceedings.

Transfer of Control

Grant of Authority

Date of Action: 11/23/2016

**Current Licensee:** RCN TELECOM SERVICES OF ILLINOIS, LLC**FROM:** Yankee Cable Partners, LLC**TO:** Radiate Holdings, L.P.

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-19980731-00532, held by RCN Telecom Services of Illinois, LLC (RCN Illinois), from its indirect parent, Yankee Cable Partners, LLC, to Radiate Holdings, L.P. (Radiate Holdings). On August 12, 2016, Radiate Holdco, LLC (Holdco), a Delaware limited liability company and an indirect subsidiary of Radiate Holdings, entered into a Membership Interest Purchase Agreement with Yankee Partners and its wholly owned subsidiary, Yankee Cable Parent, LLC (Yankee Parent), pursuant to which Holdco will acquire from Yankee Partners all of the outstanding membership interests of Yankee Parent. As a result, Yankee Parent will become a wholly owned, direct subsidiary of Holdco and all of Yankee Parent's existing subsidiaries that hold Commission licenses or authorizations, including RCN Illinois, will become indirect subsidiaries of Holdco.

Radiate Holdings, a Delaware limited partnership, is a holding company that will be majority owned and controlled by certain investment funds ultimately controlled by the principals of TPG Capital, L.P. (TGP Capital). The following U.S. citizens are the principals of TGP Capital: David Bonderman and James G. Coulter. Applicants state that Radiate Holdings will be managed by a Delaware limited liability company, Radiate Holdings GP, LLC (Radiate GP), formed for the purpose of serving as the general partner of Radiate Holdings. Radiate GP will have responsibility for the management, operation, and control of Radiate Holdings. Applicants state that the Board of Directors of Radiate GP will initially consist of not less than seven members and will be controlled by TGP Capital and its affiliates. The direct limited partners in Radiate Holdings will be TPG VII Radiate Holdings I, L.P., a Delaware limited partnership in which David Bonderman and James G. Coulter have indirect 100 percent control; Google Capital, which consists of a series of Delaware limited partnerships ultimately owned by Alphabet Inc.; Rio FD Holdings, LLC, an affiliate of Dragoneer Investment Group, LLC, a Delaware limited liability company; and certain members of the management team from Patriot Media Consulting, LLC (Patriot Media). Patriot Media, a New Jersey limited liability company that currently manages the business of RCN-TS and Grande Networks and their respective subsidiaries on behalf of Yankee Parent and Grande Parent LLC, respectively, will, post-transaction, continue to manage both RCN-TS and Grande Networks on behalf of Radiate Holdings. This authorization is without prejudice to the Commission's action in any other related pending proceedings.

Transfer of Control

Grant of Authority

Date of Action: 11/23/2016

**Current Licensee:** STARPOWER COMMUNICATIONS LLC**FROM:** Yankee Cable Partners, LLC**TO:** Radiate Holdings, L.P.

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-19980116-00224, held by StarPower Communications, LLC (StarPower), from its indirect parent, Yankee Cable Partners, LLC, to Radiate Holdings, L.P. (Radiate Holdings). On August 12, 2016, Radiate Holdco, LLC (Holdco), a Delaware limited liability company and an indirect subsidiary of Radiate Holdings, entered into a Membership Interest Purchase Agreement with Yankee Partners and its wholly owned subsidiary, Yankee Cable Parent, LLC (Yankee Parent), pursuant to which Holdco will acquire from Yankee Partners all of the outstanding membership interests of Yankee Parent. As a result, Yankee Parent will become a wholly owned, direct subsidiary of Holdco and all of Yankee Parent's existing subsidiaries that hold Commission licenses or authorizations, including Starpower, will become indirect subsidiaries of Holdco.

Radiate Holdings, a Delaware limited partnership, is a holding company that will be majority owned and controlled by certain investment funds ultimately controlled by the principals of TPG Capital, L.P. (TGP Capital). The following U.S. citizens are the principals of TGP Capital: David Bonderman and James G. Coulter. Applicants state that Radiate Holdings will be managed by a Delaware limited liability company, Radiate Holdings GP, LLC (Radiate GP), formed for the purpose of serving as the general partner of Radiate Holdings. Radiate GP will have responsibility for the management, operation, and control of Radiate Holdings. Applicants state that the Board of Directors of Radiate GP will initially consist of not less than seven members and will be controlled by TGP Capital and its affiliates. The direct limited partners in Radiate Holdings will be TPG VII Radiate Holdings I, L.P., a Delaware limited partnership in which David Bonderman and James G. Coulter have indirect 100 percent control; Google Capital, which consists of a series of Delaware limited partnerships ultimately owned by Alphabet Inc.; Rio FD Holdings, LLC, an affiliate of Dragoneer Investment Group, LLC, a Delaware limited liability company; and certain members of the management team from Patriot Media Consulting, LLC (Patriot Media). Patriot Media, a New Jersey limited liability company that currently manages the business of RCN-TS and Grande Networks and their respective subsidiaries on behalf of Yankee Parent and Grande Parent LLC, respectively, will, post-transaction, continue to manage both RCN-TS and Grande Networks on behalf of Radiate Holdings. This authorization is without prejudice to the Commission's action in any other related pending proceedings.



## CONDITIONS APPLICABLE TO INTERNATIONAL SECTION 214 AUTHORIZATIONS

(1) These authorizations are subject to the Exclusion List for International Section 214 Authorizations, which identifies restrictions on providing service to particular countries or using particular facilities. The most recent Exclusion List is at the end of this Public Notice. The list applies to all U.S. international carriers, including those that have previously received global or limited global Section 214 authority, whether by Public Notice or specific written order. Carriers are advised that the attached Exclusion List is subject to amendment at any time pursuant to the procedures set forth in Streamlining the International Section 214 Authorization Process and Tariff Requirements, IB Docket No. 95-118, 11 FCC Rcd 12884 (1996), para. 18. A copy of the current Exclusion List will be maintained in the FCC Reference and Information Center and will be available at <http://transition.fcc.gov/ib/pd/pf/exclusionlist.html>. It also will be attached to each Public Notice that grants international Section 214 authority.

(2) The export of telecommunications services and related payments to countries that are subject to economic sanctions may be restricted. For information concerning current restrictions, call the Office of Foreign Assets Control, U.S. Department of the Treasury, (202) 622-2520.

(3) Carriers shall comply with the requirements of Section 63.11 of the Commission's rules, which requires notification by, and in certain circumstances prior notification by, U.S. carriers acquiring an affiliation with foreign carriers. A carrier that acquires an affiliation with a foreign carrier will be subject to possible reclassification as a dominant carrier on an affiliated route pursuant to the provisions of Section 63.10 of the rules.

(4) A carrier may provide switched services over its authorized resold private lines in the circumstances specified in Section 63.23(d) of the rules, 47 C.F.R. § 63.23(d).

(5) Carriers shall comply with the "No Special Concessions" rule, Section 63.14, 47 C.F.R. § 63.14.

(6) Carriers regulated as dominant for the provision of a particular communications service on a particular route for any reason other than a foreign carrier affiliation under Section 63.10 of the rules shall file tariffs pursuant to Section 203 of the Communications Act, as amended, 47 U.S.C. § 203, and Part 61 of the Commission's Rules, 47 C.F.R. Part 61. Carriers shall not otherwise file tariffs except as permitted by Section 61.19 of the rules, 47 C.F.R. § 61.19. Except as specified in Section 20.15 with respect to commercial mobile radio service providers, carriers regulated as non-dominant, as defined in Section 61.3, and providing detariffed international services pursuant to Section 61.19, must comply with all applicable public disclosure and maintenance of information requirements in Sections 42.10 and 42.11.

(7) Carriers shall file the annual traffic and revenue reports required by Section 43.62(b). See <http://www.fcc.gov/encyclopedia/international-traffic-and-revenue-report>.

(8) Carriers shall file annual circuit capacity reports required by Section 43.62(a). See <http://www.fcc.gov/encyclopedia/circuit-capacity-report>.

(9) Carriers should consult Section 63.19 of the rules when contemplating a discontinuance, reduction or impairment of service.

(10) If any carrier is reselling service obtained pursuant to a contract with another carrier, the services obtained by contract shall be made generally available by the underlying carrier to similarly situated customers at the same terms, conditions and rates. 47 U.S.C. § 203.

(11) To the extent the applicant is, or is affiliated with, an incumbent independent local exchange carrier, as those terms are defined in Section 64.1902 of the rules, it shall provide the authorized services in compliance with the requirements of Section 64.1903.

(12) Except as otherwise ordered by the Commission, a carrier authorized here to provide facilities-based service that (i) is classified as dominant under Section 63.10 of the rules for the provision of such service on a particular route and (ii) is affiliated with a carrier that collects settlement payments for terminating U.S. international switched traffic at the foreign end of that route may not provide facilities-based switched service on that route unless the current rates the affiliate charges U.S. international carriers to terminate traffic are at or below the Commission's relevant benchmark adopted in International Settlement Rates, IB Docket No. 96-261, Report and Order, 12 FCC Rcd 19806 (1997). See also Report and Order on Reconsideration and Order Lifting Stay in IB Docket No. 96-261, FCC 99-124 (rel. June 11, 1999). For the purposes of this rule, "affiliated" and "foreign carrier" are defined in Section 63.09.

(13) Carriers shall comply with the Communications Assistance for Law Enforcement Act (CALEA), see 47 C.F.R. §§ 1.20000 et seq.

(14) Every carrier must designate an agent for service in the District of Columbia. See 47 U.S.C. § 413, 47 C.F.R. §§ 1.47(h), 64.1195.

#### Exclusion List for International Section 214 Authorizations

The following is a list of countries and facilities not covered by grant of global Section 214 authority under Section 63.18(e)(1) of the Commission's Rules, 47 C.F.R. § 63.18(e)(1). Carriers desiring to serve countries or use facilities listed as excluded hereon shall file a separate Section 214 application pursuant to Section 63.18(e)(3) of the Commission's Rules. See 47 C.F.R. § 63.22(c).

Countries:

None.

Facilities:

Any non-U.S.-licensed space station that has not received Commission approval to operate in the U.S. market pursuant to the procedures adopted in the Commission's DISCO II Order, IB Docket No. 96-111, Report and Order, FCC 97-399, 12 FCC Rcd 24094, 24107-72 paragraphs 30-182 (1997) (DISCO II Order). Information regarding non-U.S.-licensed space stations approved to operate in the U.S. market pursuant to the Commission's DISCO II procedures is maintained at [http://transition.fcc.gov/bureaus/ib/sd/se/market\\_access.html](http://transition.fcc.gov/bureaus/ib/sd/se/market_access.html).

This list is subject to change by the Commission when the public interest requires. The most current version of the list is maintained at <http://transition.fcc.gov/ib/pd/pf/exclusionlist.html>.

For additional information, contact the International Bureau's Telecommunications and Analysis Division, (202) 418-1480.