

**APPLICATION TO TRANSFER CONTROL OF INTERNATIONAL
SECTION 214 AUTHORIZATIONS**

ATTACHMENT 1

ANSWER TO QUESTION 13

Overview of Transaction and Parties

I. Introduction

4363205 Canada Inc. (“Holdco”) and 4363213 Canada Inc. (“Acquireco”) were created for the purpose of acquiring Telesat Canada (“Telesat”) by the Public Sector Pension Investment Board (“PSP”) and Loral Space and Communications Inc. (“Loral”). As described in more detail in the Public Interest Statement, Attachment 2, Telesat holds three U.S. earth station authorizations and has four satellites licensed by Industry Canada on the current U.S. Permitted Space Station List. Telesat also wholly owns Infosat Communications, Inc. (“Infosat”), which in turn wholly owns Infosat Able Holdings, Inc., which in turn wholly owns Able Infosat Communications Inc. (“Able Infosat”). Able Infosat holds two international Section 214 authorizations and 15 wireless radio licenses in the Industrial/Business Pool.¹

II. Description of Acquisition of Telesat by Holdco

The acquisition of Telesat and its indirect subsidiaries Infosat, Infosat Able Holdings, Inc. and Able Infosat will occur as described below. Loral and PSP have incorporated Holdco

¹ On January 19, 2007, Infosat filed an application for approval of a *pro forma* transfer of control of Able Infosat (ULS File No. 0002865620) with respect to Able Infosat’s wireless licenses, and Infosat notified the Commission of a *pro forma* assignment of its international Section 214 authorizations to Able Infosat that occurred on January 17, 2007 (IBFS File No. ITC-ASG-20070119-00031).

and Acquireco, such that Acquireco is a wholly owned subsidiary of Holdco. A third new entity, 4363230 Canada Inc. (“Interco”), is a wholly owned subsidiary of Acquireco. Each of Holdco, Acquireco, and Interco are corporations organized under the Canada Business Corporations Act. Under the terms of a Share Purchase Agreement, dated as of December 16, 2006, among Acquireco, BCE Inc. (“BCE”) and Telesat, Acquireco will purchase all of the issued and outstanding common shares of Telesat from BCE. Acquireco will then transfer the shares of Telesat to Interco, and Interco will amalgamate with Telesat Canada under Canadian law, such that upon consummation of the transaction the amalgamated entity, to be known as Telesat Canada, will be a wholly owned subsidiary of Acquireco. Infosat will remain a direct subsidiary of Telesat, and Infosat Able Holdings, Inc. and Able Infosat will remain indirect subsidiaries of Telesat. An organization chart depicting the resulting final ownership structure for Telesat is attached hereto as Attachment A.

III. Description of Direct Ownership and Control of Holdco

Loral, through its wholly owned subsidiaries Loral Holdings Corporation and Loral Space and Communications Holdings Corporation, will hold 64% of the equity of Holdco, and PSP, through its wholly owned subsidiary Red Isle Private Investments Inc., will hold 36% of the equity of Holdco. Loral will hold a 33 $\frac{1}{3}$ % voting interest for all matters, while PSP will hold a 66 $\frac{2}{3}$ % voting interest for all matters except the election of the board of directors, and a 30% voting interest for the election of the board of directors. A third party investor, John P. (Jack) Cashman (“Mr. Cashman”), a citizen of Canada and Ireland, will hold a 30% voting interest solely for the election of the board of directors of Holdco. Likewise, a second third party

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investor, Colin D. Watson (“Mr. Watson”, and together with Mr. Cashman, the “TPIs”), who is also a Canadian citizen, will hold a $6\frac{2}{3}\%$ voting interest solely for the election of the board of directors of Holdco. Each of Mr. Cashman and Mr. Watson will be independent directors of Holdco, and were selected in a manner intended to ensure their independence from each of PSP and Loral. This ownership information is summarized in the following table:

Shareholder	Participating Equity	Shares with voting rights for directors	Shares with voting rights on all other matters
PSP ²	36%	30%	$66\frac{2}{3}\%$
Loral	64%	$33\frac{1}{3}\%$	$33\frac{1}{3}\%$
TPIs (aggregate)	--	$36\frac{2}{3}\%$	--
Total shares	100%	100%	100%

The shareholders of Holdco will enter into a unanimous shareholders agreement that will effectively make Holdco a company controlled by its Board of Directors. Holdco will have a board of directors comprising 10 directors, 8 of whom must be Canadian citizens. Each of PSP and Loral will have the right to nominate three directors, and two directors will be the TPIs. The remaining two directors also will be independent of PSP and Loral and will be nominated by a committee comprising one PSP nominee, one Loral nominee and Mr. Cashman. The second third party investor, Mr. Watson, who, as noted, also will be a director, was selected by the nominating committee. The unanimous shareholders agreement will provide that the

² PSP also will hold CAD\$173.6 (US\$150) million worth of non-voting senior preferred shares in Holdco or an affiliate of Holdco.

shareholders entitled to vote for the directors will vote for the directors nominated as described above.

A. PSP

PSP is a Canadian Crown corporation, established by the Canadian Parliament pursuant to the Public Sector Pension Investment Board Act, S.C. 1999, c.34 (“PSP Act”). PSP is a pension fund manager, operating at arm’s length from the Government of Canada, with a mandate to invest funds held for the benefit of the contributors and beneficiaries of the Canadian federal Public Service, the Canadian Forces and the Royal Canadian Mounted Police pension funds. The mailing address for PSP is 1250 René Lévesque Boulevard West, Suite 2030, Montreal (Quebec), H3B 4W8.

B. Loral

Loral is a Delaware corporation with a mailing address of 600 Third Avenue, New York, NY 10016. Through its subsidiary Loral Skynet, Loral owns and operates a fleet of geosynchronous satellites used to distribute video entertainment programming, distribute broadband data, and provide access to Internet services and other value-added communications services around the globe. Together with terrestrial fiber and other resources, Loral Skynet provides services and platforms for use by television and cable networks to distribute video programming, and by communications service providers, resellers, corporate and government customers for broadband data transmission, Internet services and other value-added communications services.

C. Third Party Investors

John P. Cashman will hold a 30% voting interest solely for the election of the board of directors of Holdco. Mr. Cashman is president of Humphrey Management Limited of Toronto. In the course of a forty year career, Mr. Cashman has served as a senior executive of both Johns-Manville Corporation and R.P. Scherer Corporation. He presently serves as a non-executive director of six Canadian and United Kingdom companies. He holds dual Canadian and Irish citizenship and is resident in Canada.

Colin D. Watson will hold a 6⅔% voting interest solely for the election of the board of directors of Holdco. Mr. Watson’s business career has included service as chief executive officer of Rogers Cable Inc., Spar Aerospace Limited and Vector Aerospace Corporation. Mr. Watson presently serves as a director of six Canadian corporations. He is a citizen and resident of Canada.

IV. Description of Indirect Owners of Holdco

A complete list of the names, addresses, citizenship and principal business of the 10% or greater owners of Holdco is set forth below under the heading “ANSWER TO QUESTION 11.” Set forth below is a detailed explanation of PSP’s and Loral’s ownership of Holdco.

A. PSP.

PSP will hold its interest in Holdco through a wholly owned subsidiary, Red Isle Private Investments Inc., a corporation organized under the Canada Business Corporation Act. Set forth below is a description of PSP and its ownership and control structure.

PSP is a Canadian Crown corporation, established by the Canadian Parliament pursuant to the PSP Act. The mandate of PSP is to manage employer and employee contributions made

after April 1, 2000, to the Canadian federal Public Service, the Canadian Forces and the Royal Canadian Mounted Police pension funds (the “Funds”); annual net contributions are approximately CAD\$4 billion (US\$3.4 billion). PSP assets are invested in fixed income instruments and Canadian and foreign equity investments, real estate, infrastructure, private equity and other permissible investments.

PSP is a pension fund manager, operating at arm’s length from the Government of Canada, whose function is to invest funds held for the benefit of the contributors and beneficiaries of the Funds, none of whom has a 10% or greater beneficial interest in the Funds. Under the PSP Act, the control of PSP rests solely with PSP’s Board of Directors. The Board of Directors appoints all officers of PSP and determines the investment policy for the assets managed by PSP.³

The members of the PSP Board of Directors are effectively appointed by the federal Cabinet of the Government of Canada⁴ on the recommendation of the President of the Treasury

³ The PSP Act provides that all 10 of PSP’s shares (which, with a par value of \$10 each, constitute the total share capital of PSP) are held by a Cabinet Minister in the Government of Canada, namely the Minister who holds the position of “President of the Treasury Board” from time to time. The shares are held by the Minister as a fiduciary, and as a formal requirement of the Ministerial office of the President of the Treasury Board, and do not represent any right to a beneficial interest in, or control of, PSP by the Minister. As such, the Minister is not a 10% or greater owner of PSP, nor does he control PSP for the purpose of the Communications Act.

⁴ Technically, the appointments are made by the “Governor in Council”. According to Canadian constitutional law, this means “the Governor General of Canada acting by and with the advice and consent of the Queen's Privy Council for Canada as represented by Cabinet.” The Governor General is the Canadian representative of Queen Elizabeth II, the formal Head of State of Canada, but in this and other capacities, the Governor

Board.⁵ The PSP Board members must be selected from a list of qualified candidates proposed by an eight member nominating committee that is also established by the President of the Treasury Board pursuant to requirements of the PSP Act, which ensure that the nominating committee reflects the Funds that PSP manages. The PSP Act thus establishes PSP as a pension-fund managing agency that acts independently from the Government of Canada to manage and invest its pension fund assets in the interests of the contributors and beneficiaries of the Funds. Under the terms of the PSP Act, “[PSP] is not an agent of Her Majesty,”⁶ and “[d]irectors, officers, employees, and agents and mandataries, of [PSP] are not part of” the Canadian federal public administration. Directors of PSP cannot be Canadian federal government employees, members of the Canadian Senate, House of Commons or a provincial legislature, or persons entitled to or who have been granted a pension benefit from the Canadian federal public sector.

General acts in accordance with the advice and consent of the Cabinet of the Government of Canada.

⁵ See footnote 3 for a description of the office of the President of the Treasury Board.

⁶ Under Canadian constitutional law, the use of the term “Her Majesty” here is equivalent to a reference to the Government of Canada.

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The current members of the PSP Board of Directors and their principal businesses are listed below. All are citizens of Canada; Mr. Gage is also a citizen of the United Kingdom.

NAME	PRINCIPAL BUSINESS/OCCUPATION
Bob Baldwin	Retired Executive (Consultant)
Cheryl Barker	Retired Executive (Consultant)
Paul Cantor	Chair, Canadian Advisory Board
Tony Gage	Retired Executive (Consultant)
Jean Lefebvre	Retired Executive (Consultant)
Lynn Loewen	Vice-President, Financial Operations, Bell Canada
Keith G. Martell	Chairman of the Board, First Nations Bank of Canada
Michael Peter Mueller	Retired Executive (Consultant)
Anil K. Rastogi	Vice-President & Chief Information Officer, McCain Foods Limited
William John Saunderson	Retired Executive (Consultant)
Susan Sherk	Senior Associate, AMEC Earth & Environment Ltd.

The mailing address of the PSP Board of Directors is:

c/o Public Sector Pension Investment Board
1250 René Lévesque Boulevard West
Suite 2030
Montreal (Quebec)
H3B 4W8

B. Loral

The name, address, citizenship and principal business of the holders of 10% or greater equity or voting interests in Loral are set forth in the following table. Due to the fact that Loral will be entitled to a greater than 50% equity interest in Holdco, the FCC’s ownership rules⁷ may

⁷ Under the FCC’s ownership rules, if an ownership percentage is equal to or exceeds 50%, it is treated as if it were 100%.

be understood to provide that these entities are deemed to hold the same percentage equity interest in Holdco as they do in Loral.⁸ Please note that the percentages in the table apply the Commission’s ownership attribution requirements, which results in double-counting some interests. Specifically, seven MHR limited partnerships own Loral common stock; the two MHR limited partnerships that hold more than 10% of Loral’s common stock are shown in the table. Three MHR limited liability companies are the general partners of the MHR limited partnerships, and are attributed under the FCC’s rules with the ownership interests in Loral held by those limited partnerships, although they do not hold any interest in Loral directly. Two of those limited liability companies are attributed with a greater than 10% interest in Loral and are listed in the chart (MHR Institutional Advisors II LLC and MHR Institutional Advisors LLC). MHR Fund Management LLC (“Fund Management”) is an affiliate of, and has an investment management agreement with each of the seven MHR limited partnerships that own an interest in Loral, pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the Loral common stock, and accordingly, Fund Management is attributed under the FCC’s rules with the total amount of Loral common stock that those limited partnerships hold (in the aggregate, approximately 35.9%). Fund Management has no ownership interest in either the MHR limited partnerships or the MHR limited liability companies. Mark Rachesky is

⁸ Percentage interest calculations for Mark Rachesky and the MHR entities are based on the total number of shares of Loral common stock outstanding as disclosed on Loral’s most recent Form 10-Q for the quarterly period ended September 30, 2006. The information as to the ownership interest held by BlackRock, Inc. is based on a Schedule 13G filed with the Securities and Exchange Commission reporting that certain of BlackRock’s investment subsidiaries beneficially own in the aggregate 12.86% of Loral common stock. *See* BlackRock, Inc., SEC Schedule 13-G, Oct. 10, 2006.

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the managing member of the three MHR limited liability companies that are the general partners of the MHR limited partnerships, and is therefore also attributed under the FCC’s rules with the ownership interests that the limited partnerships hold in Loral (in the aggregate, approximately 35.9%). Mr. Rachesky is also the managing member of Fund Management.

To the extent that the multiplier would apply to their indirect voting interest in Loral, under the Commission’s rules Mark Rachesky and Fund Management each would be deemed to have approximately a 12% voting interest in Holdco (calculated by multiplying their 35.9% interest in Loral by Loral’s 33.33% voting interest in Holdco). Applying the multiplier, no other shareholder of Loral would hold a 10% or greater voting interest in Holdco.

Ten Percent or Greater Equity Owners of Loral

<u>Name:</u>	<u>Percentage Interest in Loral</u>	<u>Address:</u>	<u>Citizenship:</u>	<u>Principal Business:</u>
Mark Rachesky	35.9%	40 West 57th Street, 24th Floor New York, NY 10019	U.S.	Investor
MHR Fund Management LLC	35.9%	Same as above	U.S. (Delaware)	Investment Manager
MHR Institutional Advisors II LLC	16.9%	Same as above	U.S. (Delaware)	Investment Advisor
MHR Institutional Partners IIA LP	12.1%	Same as above	U.S. (Delaware)	Investment Fund
MHR Institutional Advisors LLC	13.1%	Same as above	U.S. (Delaware)	Investment Advisor
MHR Institutional Partners LP	10.6%	Same as above	U.S. (Delaware)	Investment Fund
BlackRock, Inc.	12.86%	40 East 52nd Street New York, NY 10022	U.S. (Delaware)	Investment Fund

ANSWER TO QUESTION 20

In accordance with Section 63.12 of the Commission’s Rules, Holdco requests streamlined treatment of this application for Commission approval to transfer control of Able Infosat’s international Section 214 authorizations from BCE to Holdco. Holdco submits that it is not affiliated with a foreign carrier in the destination market,⁹ nor is it affiliated with a dominant U.S. carrier, and, as such, is entitled to streamlined processing of this application under the Commission’s Rules.

ANSWER TO QUESTION 10

In accordance with Section 63.24(c)-(d) of the Commission’s Rules, the following information is submitted in support of this Application:

⁹ As detailed below in the “ANSWER TO QUESTION 12,” Holdco has an interlocking directorate with Rogers Communications Inc. (“Rogers”), a Canadian cable television, mobile wireless, ISP and telecommunications firm. Holdco submits that, as per Section 63.09(e) of the Commission’s Rules, the interlocking directorates created by Mr. Watson’s inclusion in the board of directors of both Holdco and Rogers does not create an affiliation between Holdco and Rogers. Nevertheless, Holdco also submits that, even if the Commission were to determine that interlocking directorates does create an affiliation, Holdco is still entitled to streamlined treatment of this Application. Specifically, Rogers qualifies for a presumption of non-dominance because it has significantly less than 50% market share in the international transport and local access markets on the foreign end of the route. Further, Rogers’ wireless service is also entitled to a presumption of non-dominance, because the Commission has determined that wireless service providers lack sufficient market power to affect competition adversely in the U.S. market. *See 1998 Biennial Regulatory Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909 (1999), ¶29.

Transferor

- (a) Name, Address, and Telephone Number of BCE is:

BCE Inc.
1000 Rue De La Gauchetiere Ouest
Montreal, Québec H3B 4Y7
Canada
(613) 785-6285

- (b) BCE is a corporation organized under the laws of Canada.

- (c) Correspondence concerning BCE should be sent to:

David Elder
Vice President Regulatory Law
BCE Inc.
1000 Rue De La Gauchetiere Ouest
Montreal, Québec H3B 4Y7
Canada
(613) 785-6285

- (d) Able Infosat Communications, Inc., an indirect subsidiary of BCE, is authorized pursuant to Section 214 of the Communications Act of 1934, as amended, to operate as a facilities-based carrier (File Numbers ITC-214-19990128-00050, ITC-214-20000113-00025).

Transferees

- (a) Name, address, and telephone number of Holdco is:

4363205 Canada Inc.
c/o McCarthy Tétrault LLP, attn. Robert Forbes
66 Wellington Street West
Toronto, Ontario M5K 1E6
Canada
(416) 362-1812

- (b) Holdco is a corporation organized under the laws of Canada.

- (c) Correspondence concerning Holdco should be sent to:

Michael G. Jones
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, D.C. 20006
(202) 303-1000

- (d) Holdco currently has no Section 214 Authorizations.

ANSWER TO QUESTION 11

The name, address, citizenship, and principal business of the direct or indirect holders of at least 10% of the equity or voting interest of Holdco are as follows (ownership percentages are stated applying the FCC’s ownership attribution rules and, where applicable, the multiplier specified in the note to Section 63.18(h) of the Commission’s Rules):

Red Isle Private Investments Inc. (“Red Isle”)

1250 René-Lévesque Boulevard West
Suite 2030
Montreal, Quebec H3B 4W8
Canada

Citizenship: Canada

FRN: 0016027096

Principal Business: Holding company for telecommunications-related investments.

Percentage: Direct 36% equity interest and 30% voting interest for directors, and 66.67% voting interest for all other matters, in Holdco.

Public Sector Pension Investment Board

1250 René-Lévesque Boulevard West
Suite 2030
Montreal, Quebec H3B 4W8
Canada

Citizenship: Canada

FRN: 0016017279

Principal Business: Pension fund management.

Percentage: 36% indirect equity interest, 30% indirect voting interest for directors, and 66.67% indirect voting interest for all other matters in Holdco, held through 100% direct equity and voting interest in Red Isle.

John P. (“Jack”) Cashman

103 Roxborough Street East
Toronto, Ontario M4W 1V9
Canada

Citizenship: Canada and Ireland
FRN: 0016027112
Principal Business: Company Director
Percentage: 30% direct voting interest for directors of Holdco.

Colin D. Watson

72 Chestnut Park Road
Toronto, Ontario M4W 1W8
Canada

Citizenship: Canada
FRN: 0016027120
Principal Business: Company Director
Percentage: 6.67% direct voting interest for directors of Holdco.

Loral Holdings Corporation

600 Third Avenue
New York, NY 10016

Citizenship: United States
FRN: 0016025090
Principal Business: Holding company for telecommunications-related investments
Percentage: Direct 64% equity interest and direct 33.33% voting interest in Holdco.

Loral Space & Communications Holdings Corporation

600 Third Avenue
New York, NY 10016

Citizenship: United States
FRN: 0016018715
Principal Business: Holding company for telecommunications-related investments
Percentage: 64% indirect equity interest and 33.33% indirect voting interest in Holdco, held through 100% direct equity and voting interest in Loral Holdings Corporation.

Loral Space & Communications Inc.

600 Third Avenue

New York, NY 10016

Citizenship: United States

FRN: 0013676879

Principal Business: Holding company for telecommunications-related investments.

Percentage: 64% indirect equity interest and 33.33% indirect voting interest in Holdco, held through 100% direct equity and voting interest in Loral Space & Communications Holdings Corporation.

Please refer to Section IV.B above for an explanation of the MHR ownership in Loral.¹⁰

MHR Institutional Advisors II LLC

40 West 57th Street, 24th Floor

New York, NY 10019

Citizenship: United States

Principal Business: Investment Advisor

Percentage: 16.9% indirect equity interest, and 5.6% indirect voting interest in Holdco, held through 16.9% indirect equity and 16.9 % indirect voting interest in Loral Space & Communications Inc.

¹⁰ Percentage interest calculations for Mark Rachesky and the MHR entities are based on the total number of shares of Loral common stock outstanding as disclosed on Loral’s most recent Form 10-Q for the quarterly period ended September 30, 2006. The information as to the ownership interest held by BlackRock, Inc. is based on a Schedule 13G filed with the Securities and Exchange Commission reporting that certain of BlackRock’s investment subsidiaries beneficially own in the aggregate 12.86% of Loral common stock. *See* BlackRock, Inc., SEC Schedule 13-G, Oct. 10, 2006.

MHR Institutional Partners IIA LP

40 West 57th Street, 24th Floor

New York, NY 10019

Citizenship: United States

Principal Business: Investment Fund

Percentage: 12.1% indirect equity interest, and 4% indirect voting interest in Holdco, held through 12.1% direct equity and 12.1% direct voting interest in Loral Space & Communications Inc.

MHR Institutional Advisors LLC

40 West 57th Street, 24th Floor

New York, NY 10019

Citizenship: United States

Principal Business: Investment Advisor

Percentage: 13.1% indirect equity interest, and 4.4% indirect voting interest in Holdco, held through 13.1% indirect equity and 13.1% indirect voting interest in Loral Space & Communications Inc.

MHR Institutional Partners LP

40 West 57th Street, 24th Floor

New York, NY 10019

Citizenship: United States

Principal Business: Investment Fund

Percentage: 10.6% indirect equity interest, and 3.5% indirect voting interest in Holdco, held through 10.6% direct equity and 10.6% direct voting interest in Loral Space & Communications Inc.

MHR Fund Management LLC

40 West 57th Street, 24th Floor

New York, NY 10019

Citizenship: United States

Principal Business: Investment Manager

Percentage: 35.9% indirect equity interest, and 12% indirect voting interest in Holdco, held through 35.9% indirect equity and 35.9% indirect voting interest in Loral Space & Communications Inc. (Interests attributed by virtue of management agreement with MHR investment funds.)

Mark Rachesky

40 West 57th Street, 24th Floor
New York, NY 10019

Citizenship: United States

Principal Business: Investor

Percentage: 35.9% indirect equity interest and 12% indirect voting interest in Holdco, held through 35.9% indirect equity and 35.9% indirect voting interest in Loral Space & Communications Inc.

BlackRock, Inc.

40 East 52nd Street
New York, NY 10022

Citizenship: United States

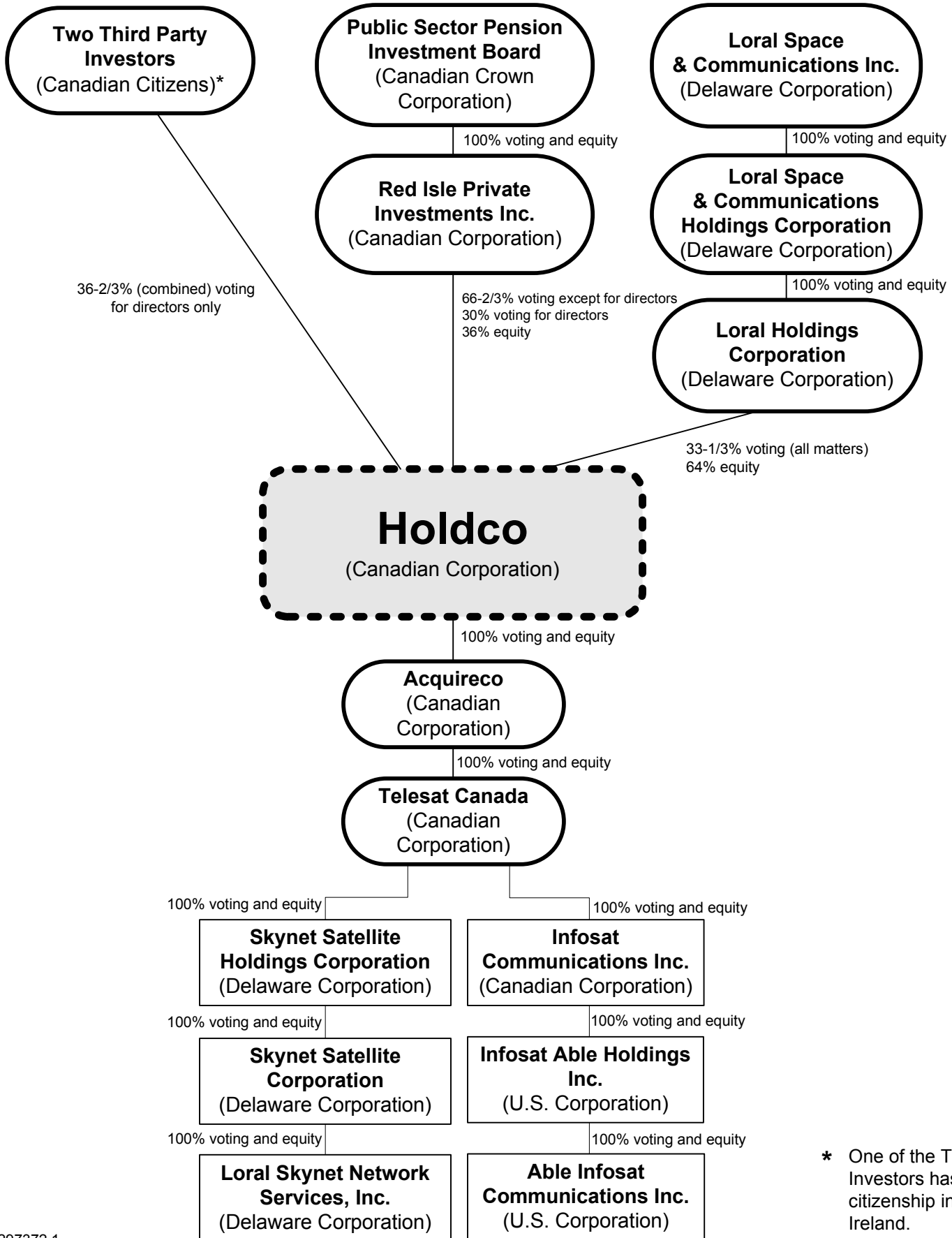
Principal Business: Investment Fund

Percentage: 12.86% indirect equity interest, and 4.3% indirect voting interest in Holdco, held through 12.86% indirect equity and 12.86% indirect voting interest in Loral Space & Communications Inc.

ANSWER TO QUESTION 12

Holdco has the following interlocking directors with Rogers Communications Inc. (“Rogers”): Mr. Colin D. Watson.

Attachment A Holdco Final Ownership Structure



* One of the Third Party Investors has dual citizenship in Canada and Ireland.

PUBLIC INTEREST STATEMENT

I. INTRODUCTION

In a series of simultaneously filed applications, a newly formed Canadian company known as 4363205 Canada Inc. (“Holdco” or “Transferee”) seeks Commission consent to two separate transactions through which Holdco will acquire indirect control of a variety of U.S. space station, earth station and wireless licenses and international Section 214 authorizations currently held by (1) Telesat Canada (“Telesat”); (2) Telesat’s indirect wholly owned subsidiary Able Infosat Communications Inc. (“Able Infosat”); (3) Loral Skynet Corporation (“Loral Skynet”); and (4) Loral Skynet Network Services, Inc. (“LSNSI”). Holdco’s owners are the Public Sector Pension Investment Board (“PSP”), which is a Canadian company, Loral Space & Communications Inc. (“Loral”) and two independent third party Canadian investors, John P. Cashman and Colin D. Watson (together, the “TPIs”).

In the first transaction, Holdco will acquire indirectly from BCE Inc. (“BCE” or “Transferor”) all of the issued and outstanding common shares of Telesat. This transaction is simply a substitution of ultimate ownership and control of the FCC licenses and assets held by Telesat and its indirect subsidiary Able Infosat with no adverse impact on competition. Approval of this first transaction serves the public interest in affording licensees unfettered access to capital.

In the second transaction, which will occur contemporaneously with or after Holdco’s acquisition of Telesat, Loral Skynet will assign certain Part 90 wireless, space station and earth station licenses and related assets to Skynet Satellite Corporation (“Skynet Satellite”), a newly

formed indirect wholly owned subsidiary of Telesat, and will transfer indirect control of LSNSI to Holdco. This second transaction will combine, under common ownership and control of Holdco, the existing Telesat and Able Infosat assets with those of Loral Skynet.

The second transaction will serve the public interest by giving the combined entity a satellite footprint that covers virtually all of the populated world. As such, end users will be able to purchase a broader range of satellite services from the combined entity than they could purchase from either Telesat or Loral Skynet today. The transaction will also lead to operational efficiencies and permit greater investment in facilities, customer services and technological innovation. There will be no adverse effect on competition in the U.S. because Loral Skynet’s satellite fleet is focused outside the U.S., and Telesat’s existing provision of space segment satellite services in the U.S. is quite limited.

II. FCC LICENSES TO BE TRANSFERRED AND ASSIGNED

The Transferee and BCE (together, the “Applicants”) are concurrently filing the following FCC applications with respect to the acquisition of Telesat and its subsidiaries:

1. Transfer of Control of Telesat’s transmit/receive earth station licenses from BCE to Holdco (FCC Form 312).
E040285
E040419
2. Transfer of Control of Telesat’s VSAT license from BCE to Holdco (FCC Form 312).
E050321

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3. Transfer of Control of Able Infosat’s international Section 214 authorizations from BCE to Holdco (FCC Form 214).¹
ITC-214-19990128-00050
ITC-214-20000113-00025

4. Transfer of Control of Able Infosat’s Part 90 wireless licenses from BCE to Holdco (FCC Form 603). In addition, the Transferee also is filing a Section 310(b)(4) petition requesting that the Commission determine that it is in the public interest for Holdco to indirectly hold and control WPDG659, a CMRS license.²

WIK991
WIL750
WIL752
WIM208
WNFU511
WNLP820
WNMK285
WPBG516
WPDG659
WPEV234
WPFA841
WPMN391
WPMN703
WPMR639
WPYR432

The following FCC applications are being filed concurrently with respect to the transfer of the Loral Skynet licenses and assets to Holdco:

¹ On January 19, 2007, Infosat Communications, Inc. (“Infosat”) and Able Infosat notified the Commission that the international 214 authorizations held by Infosat were assigned on *pro forma* bases from Infosat to Able Infosat on January 17, 2007 (IBFS File No. ITC-ASG-20070119-00031).

² On January 19, 2007, Infosat filed an application for approval of a *pro forma* change in control of Able Infosat (ULS File No. 0002865620) with respect to Able Infosat’s wireless licenses.

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1. Assignment of Loral Skynet’s space station licenses to Skynet Satellite, an indirect, wholly owned subsidiary of Holdco (FCC Form 312).

S2670 Telstar 11
S2357 Telstar 11N
S2462 Telstar 12

2. Assignment of Loral Skynet’s transmit/receive earth stations to Skynet Satellite, an indirect, wholly owned subsidiary of Holdco (FCC Form 312).

E000706
E000707
E010128
E030040
E861065
E910218
E940375
E940376
E950053
E950054
E950055
E950056
E980154
E980195
E980196
E990125
E990165
E990194
E990216
WB30

3. Transfer of Control of LSNSI’s transmit/receive earth station licenses from Loral to Holdco (FCC Form 312).

KA355
E990541
E990292
E990278
E990277
E950407
E990183
E060085
E990082

E000321
E990081
E000189
E000128
E000127
E980250
E980208
E980207
KA399
E980206
KA360
E980205
KA359
E980176
KA358
E980175
E980156
E980149
E980450
KA357
KA356

4. Transfer of Control of LSNSI’s VSAT licenses from Loral to Holdco (FCC Form 312).

E020101
E030029

5. Assignment of Loral Skynet’s Part 90 wireless license to Skynet Satellite, an indirect, wholly owned subsidiary of Holdco (FCC Form 603).

WPRF209

The notifications of the proposed change of ultimate ownership and control of the satellites on the Permitted Space Station List operated by Telesat and Loral Skynet do Brasil Ltda. will be filed on a post-consummation basis, in accordance with FCC policy.³

³ See *Amendment of the Commission’s Space Station Licensing Rules and Policies*, First Report and Order, 18 FCC Rcd 10760, ¶¶ 326-327 (2003). Likewise, notification of the

III. REQUEST FOR APPROVAL OF ADDITIONAL AUTHORIZATIONS

The licensees involved in the proposed transactions have on file additional applications with respect to the assets involved in the proposed transactions. Current pending requests include two applications with respect to the Telstar 11N satellite.⁴ Accordingly, the Applicants request that the Commission, in acting upon the above-referenced applications, include authority:

(1) for assignment to Skynet Satellite of any authorization issued to Loral Skynet during the period prior to grant of the instant applications or during the period required for consummation following approval; (2) to transfer control of Telesat, Able Infosat and LSNSI to Holdco with respect to any license or authorization issued to those licensees during the period prior to grant of the instant applications or during the period required for consummation following approval; and (3) for assignment to Skynet Satellite or transfer of control to Holdco with respect to any applications or other filings that have been filed by Loral Skynet, Telesat, Able Infosat or LSNSI and are pending at the time of consummation of the proposed assignments and transfers.

IV. THE APPLICANTS

A. The Transferee – Holdco

The Transferee, Holdco, is a Canadian holding company established to acquire control of the various licenses, authorizations and assets of Telesat, its indirect subsidiary Able Infosat,

assignment of the receive-only earth station operated by Loral Skynet (call sign E990540) also will be filed post consummation.

⁴ Loral Skynet Corporation Request for Waiver of License Condition, SAT-MOD-20060306-00024 (filed Mar. 6, 2006); Loral Skynet Corporation Request for Waiver of License Condition, SAT-MOD-20060821-00091 (requesting a modification of the satellite design) (filed Aug. 21, 2006).

Loral Skynet and its indirect subsidiary LSNSI. Holdco is owned by PSP, the TPIs and Loral, each of which is described more fully below.

1. Public Sector Pension Investment Board

PSP is a Canadian Crown corporation, established by the Canadian Parliament via the Public Sector Pension Investment Board Act (“PSP Act”).⁵ The mandate of PSP is to manage employer and employee contributions made after April 1, 2000, to the Canadian federal Public Service, the Canadian Forces and the Royal Canadian Mounted Police pension funds. Annual net contributions to the funds are approximately CAD\$4 billion (US\$3.4 billion). PSP assets are invested in fixed income instruments and Canadian and foreign equity, real estate, infrastructure, private equity and other permissible investments.

2. Third Party Investors

The TPIs are two Canadian investors, John P. Cashman and Colin D. Watson. Mr. Cashman will hold approximately a 30% voting interest solely for the election of directors of Holdco. He is president of Humphrey Management Limited of Toronto. In the course of a forty year career, Mr. Cashman has served as a senior executive of both Johns-Manville Corporation and R.P. Scherer Corporation. He presently serves as a non-executive director of six Canadian and United Kingdom companies. He holds dual Canadian and Irish citizenship and is resident in Canada.

⁵ PSP is not a representative of the Canadian Government, and thus these applications are consistent with Section 310(a) of the Communications Act, 47 U.S.C. §310(a). *See* PSP Act, Section 3(2) (“The Board is not an agent of Her Majesty”). Under Canadian constitutional law, the use of the term “Her Majesty” in this context is equivalent to a reference to the Government of Canada.

Mr. Watson will hold approximately a 6 $\frac{2}{3}$ % voting interest solely for the election of directors of Holdco. His business career has included service as chief executive officer of Rogers Cable Inc., Spar Aerospace Limited and Vector Aerospace Corporation. Mr. Watson presently serves as a director of six Canadian corporations. He is a citizen and resident of Canada.

3. Loral Space & Communications Inc.

Loral, a Delaware corporation, is a publicly traded company on NASDAQ with a market capitalization of more than US\$900 million. Through its subsidiary Loral Skynet, Loral owns and operates a fleet of geosynchronous satellites. Loral’s subsidiary, Space Systems/Loral, Inc. (“SS/L”), is a world leader in the design and manufacture of commercial satellites and satellite systems. SS/L will remain a subsidiary of Loral and is not involved in these transactions.

B. The Transferors/Assignors – BCE and Loral

The transferor of the Telesat and Able Infosat licenses and authorizations is BCE. BCE, one of Canada’s principal telecommunications companies, is incorporated under the laws of Canada. BCE is publicly traded in Canada, the United States and Europe. BCE is the parent of Bell Canada, founded in 1880. Today, BCE provides a comprehensive suite of communications services to residential and business customers in Canada including local, long distance and wireless phone services, high-speed and wireless Internet access, IP-broadband services, information and communications technology services and direct-to-home satellite and VDSL television services.

The assignor of Loral Skynet’s licenses is Loral Skynet, described below in Section IV.C.3. Loral, described above in Section IV.A.3, is the transferor of LSNSI and its licenses.

C. Existing and Proposed U.S. Licensees

1. Telesat Canada

Telesat is a Canadian company authorized by Industry Canada to operate a fleet of fixed satellite service (“FSS”) and direct broadcast service (“DBS”) satellites.⁶ Four of Telesat’s satellites, Anik F1, Anik F1-R, Anik F2 and Anik F3 are on the current U.S. Permitted Space Station List.⁷ The FCC also has approved use of Anik F2’s Ka-band payload in the U.S.⁸ In addition, Telesat holds three U.S. earth station authorizations. Telesat’s satellite operations are located primarily within Canada, although it does provide service between North and South America and within South America, and its combined satellite footprint covers most of the populated landmass of the Americas. Telesat’s commercial space segment satellite services within the U.S. or between the U.S. and foreign points are limited.

⁶ Telesat currently has seven satellites in orbit: three FSS satellites known as Anik F2 at 111.1° W.L., Anik F1 at 107.3° W.L. and Anik F1R at 107.3° W.L.; and four DBS satellites known as Nimiq 1 at 91° W.L., Nimiq 2 at 82° W.L., Nimiq 3 at 82° W.L. and Nimiq 4i at 91° W.L. A fourth FSS satellite, Anik F3, is scheduled for launch in the second quarter of 2007 and will be placed at the 118.7° W.L. position.

⁷ The FCC call sign for Anik F1 is ANIK F1, for Anik F1-R is S2674 and for Anik F2 is S2646. Telesat Canada’s petition for declaratory ruling to add Anik F3, call sign S2703, to the U.S. Permitted Space Station List was granted on January 19, 2007. *See Telesat Canada Petition for Declaratory Ruling to Add the C- and Ku-band Payloads of Anik F3 to the Permitted List*, Order, File No. SAT-PPL-20060516-00061, DA 07-118 (Jan. 19, 2007). Two other satellites now de-orbited, Anik E1 with FCC call sign S2597 and E2 with FCC call sign S2473, were previously on the U.S. Permitted List.

⁸ *Telesat Canada, Petition for Declaratory Ruling to Serve the U.S. Market Using Ka-band Capacity on Anik F2*, Order, 17 FCC Rcd 25287 (2002). The FCC call sign for the Ka-band payload of Anik F2 is S2472.

2. Able Infosat

Able Infosat, a corporation organized in the U.S., is indirectly owned by Telesat Canada and holds two international Section 214 authorizations, fourteen wireless radio licenses in the Industrial/Business Pool Conventional (IG) for internal communications purposes and one CMRS license in the Industrial/Business Pool Commercial, Conventional (IK).

3. Loral Skynet

Loral Skynet owns and operates a fleet of geosynchronous satellites used to distribute video entertainment programming, distribute broadband data and provide access to Internet services and other value-added communications services around the globe. Together with terrestrial fiber and other resources, Loral Skynet provides services and platforms for use by television and cable networks to distribute video programming and by communications service providers, resellers, corporate and government customers for broadband data transmission, Internet services and other value-added communications services.

Loral Skynet’s customers lease transponder capacity for distribution of video and data for television programming, direct-to-home (“DTH”) services, business communications, Internet connectivity and telephony. Increasingly, satellites are being used for communications over Internet Protocol (“IP”)-based technologies, commonly for enterprise-level high-speed data services using very small aperture terminal (“VSAT”) networks, and for distance learning and educational television. Loral Skynet’s satellite network provides reliable, high-bandwidth services around the globe, serving as a backbone network for many of the aforementioned communications services.

Loral Skynet’s fleet currently consists of five geosynchronous telecommunications satellites: Telstar 10 at 76.5° E.L., Telstar 11 at 37.55° W.L., Telstar 12 at 15° W.L., Telstar 14 at 63° W.L. (a/k/a Estrela do Sul 1) and Telstar 18 at 138° E.L.⁹ Together with its hybrid VSAT/fiber network infrastructure, Loral Skynet’s satellite operations cover much of the land mass of Europe, Africa, Asia and Australia and portions of North and South America. As noted, Loral Skynet’s services are integrated with a fiber network that interconnects with customer networks with points of presence located in San Jose, California; Ashburn, Virginia; New York, New York; and London, England. Loral also interconnects satellite and VSAT services via teleports in Mount Jackson, Virginia; Aflenz, Austria; Hong Kong; and Hawaii.

D. THE PROPOSED TRANSACTIONS

In the first transaction, Holdco will acquire indirect control of Telesat and Able Infosat. To effect this transaction, Loral and PSP have incorporated three new corporations organized under the laws of Canada: (1) Holdco, (2) 4363213 Canada Inc. (“Acquireco”), which is a wholly owned direct subsidiary of Holdco and (3) 4363230 Canada Inc. (“Interco”), which is a wholly owned direct subsidiary of Acquireco. Under the terms of a Share Purchase Agreement, dated as of December 16, 2006, among Acquireco, BCE and Telesat, Acquireco will purchase all of the issued and outstanding common shares of Telesat from BCE. Acquireco will then transfer the shares of Telesat to Interco, and Interco will amalgamate with Telesat under Canadian law,

⁹ Telstar 11 is currently operating in inclined orbit and has no revenue generating traffic. The construction of Telstar 11N, the replacement for Telstar 11, has been approved and is underway. *Grant of Application for Modification*, Public Notice, SAT-MOD-20011130-00118 (with attached conditions) (granted Sept. 28, 2004).

such that upon consummation of the transaction the amalgamated entity, to be known as Telesat Canada, will be a direct wholly owned subsidiary of Acquireco and an indirect wholly owned subsidiary of Holdco. Able Infosat will remain an indirect subsidiary of the new Telesat.

In the second transaction, which will occur contemporaneously with or after the consummation of Holdco’s acquisition of indirect control of Telesat and Able Infosat, Holdco will acquire indirect control of certain U.S. licenses and assets of Loral Skynet. To effect this second transaction, Loral Skynet has created two new subsidiaries organized under Delaware law: (1) Skynet Satellite Holdings Corporation (“Skynet Holdings”) and (2) Skynet Satellite. At the closing, Loral Skynet will transfer the shares of Skynet Holdings, Skynet Satellite and LSNSI to Holdco. Holdco will transfer the shares of Skynet Holdings, Skynet Satellite and LSNSI to Acquireco, which will in turn transfer the shares of those three entities to the new Telesat. Telesat will transfer the shares of Skynet Satellite and LSNSI to Skynet Holdings, and Skynet Holdings will transfer the shares of LSNSI to Skynet Satellite. Following these share transfers, LSNSI will be a wholly owned subsidiary of Skynet Satellite; Skynet Satellite will be a wholly owned subsidiary of Skynet Holdings; Skynet Holdings will be a wholly owned subsidiary of Telesat; Telesat will be a wholly owned subsidiary of Acquireco; and Acquireco will be a wholly owned subsidiary of Holdco. In addition to this share transfer transaction, Loral Skynet will assign its FCC licenses to Skynet Satellite.

Attachment A to Exhibit E is a chart depicting Holdco’s proposed corporate structure, including indirect control of companies holding U.S. licenses and authorizations, following consummation of the two proposed transactions described above.

V. THE TRANSFEREE IS QUALIFIED TO ACQUIRE TELESAT CANADA AND THE ASSETS AND SUBSIDIARIES OF LORAL SKYNET.

The Transferee, including for purposes of this Section V its owners PSP and Loral, is legally, financially and technically qualified to operate earth and space stations and to provide satellite services in the United States. Indeed, the Commission has considered and approved both Loral’s¹⁰ and Telesat’s qualifications in prior decisions.¹¹ The Transferee’s financial qualifications are impressive; Loral is a publicly traded company on NASDAQ with a market capitalization of more than US\$900 million, and annual net contributions to PSP are approximately CAD\$4 billion (US\$3.4 billion). Both Loral and Telesat are pioneers in the satellite industry with industry-leading reputations, and both have extensive experience in the management and operation of satellites and satellite systems. Finally, the home market of

¹⁰ In connection with the emergence of Loral Space & Communications Ltd. (“Old Loral”) and its debtor subsidiaries from bankruptcy, the International Bureau granted Old Loral authority to transfer control of certain of its subsidiaries, along with the space and earth station licenses held by such entities, from Old Loral to Loral Space & Communications Inc. *Applications of Loral Space & Communications Ltd. (DIP) for the Transfer of Control of Licenses and Authorizations Held by Loral Orion, Inc. (DIP), Loral SpaceCom Corporation (DIP) and Loral Skynet Network Services, Inc. (DIP) to Loral Space & Communications Inc.*, Public Notice, 20 FCC Rcd 15691 (2005).

¹¹ The FCC has granted Telesat Canada authority to operate three earth stations. SES-LIC-20040625-00887, *Satellite Communications Service Information Actions Taken*, Public Notice, Report No. SES-00643 (2004); SES-LIC-20041027-01601, *Satellite Communications Service Information Actions Taken*, Public Notice, Report No. SES-00677 (2005); SES-LIC-20051102-01508, *Satellite Communications Service Information Actions Taken*, Public Notice, Report No. SES-00782 (2006). The FCC also has granted requests that Telesat satellites be added to the U.S. permitted space station list. *See e.g., Telesat Canada Petition for Declaratory Ruling For Inclusion of ANIK F1 on the Permitted Space Station List*, Order, 15 FCC Rcd 24828 (2000); *Telesat Canada Petition for Declaratory Ruling to Add the C- and Ku-band Payloads of ANIK F3 to the Permitted List*, Order, File No. SAT-PPL-20060516-00061, DA 07-118 (Jan. 19, 2007).

Acquireco and Holdco is Canada, a member of the WTO. Thus, although the Transferee is required to obtain a finding under Section 310(b)(4) that Canadian ownership above 25% is in the public interest due to the fact that Able Infosat holds a CMRS radio license, the Transferee is entitled to a presumption in favor of such a finding, which the Commission should issue as requested in the Petition for Declaratory Ruling under Section 310(b)(4) filed with respect to the transfer of control of Able Infosat’s wireless licenses. The foreign ownership of Holdco is described in Exhibit E.

VI. THE COMBINATION OF TELESAT AND LORAL SKYNET BY HOLDCO WILL SERVE THE PUBLIC INTEREST.

The proposed transactions will promote competition in the provision of satellite services. First, combining the geographically complementary satellite assets of Loral Skynet and Telesat will provide consumers access to a new global satellite service provider. As a result of the sale of its North American fleet to Intelsat in 2004, Loral Skynet relinquished its presence in the U.S. satellite services business. At present, both Loral Skynet and Telesat provide limited satellite space segment services within the U.S. or to/from the U.S. and foreign points. The Loral Skynet combined satellite footprint covers much of the land mass of Europe, Africa, Asia and Australia and portions of North and South America, while Telesat’s combined satellite footprint virtually blankets North and South America. However, although Telesat’s satellites have a footprint covering North America, Telesat has concentrated on Canada. Thus, at present, neither Telesat nor Loral Skynet presently provides significant space segment satellite services in the U.S.¹²

¹² Indeed, Loral’s satellite fleet provides an array of video and data services primarily outside of North America and complements Telesat’s North American fleet, which hosts

Following completion of the transaction, U.S. satellite capacity consumers will be able to purchase a broader range of satellite services from the combined entity than they could purchase from either Telesat or Loral Skynet individually today. Currently, neither Telesat nor Loral Skynet are significant providers of space segment satellite service in the U.S. As a result, these transactions will expand competition in the provision of U.S. satellite services to the benefit of U.S. consumers of such services. The increase in potential U.S. space segment capacity available to the combined entity that results from the consummation of the transactions actually will promote competition by enhancing the reliability, redundancy and spectrum efficiency of such services.

Second, the new Telesat also will be able to supply expanded satellite and terrestrial coverage, enhanced back-up advantages and an unparalleled level of customer service. The combined satellite footprint of the new Telesat will cover virtually all of the world’s populated land mass, and will comprise the world’s fourth largest satellite fleet and the third largest fleet with a global satellite footprint.¹³ As a result, U.S. consumers of satellite services will have access to a more complete package of satellite services from a single provider, enhancing competition by providing consumers with a third satellite services provider with truly global

strong video and data distribution services focused on Canada, as well as Canada’s two premier DTH video services.

¹³ Peter B. de Selding, *The List, Top Fixed Satellite Service Operators*, Space News (Jun. 26, 2006) (providing data from Dec. 31, 2005 including the number of satellites that top operators have in orbit. Based on this data, the new Telesat (Telesat plus Loral) would be fourth with 10 satellites behind Eutelsat with 22 satellites, SES (including New Skies) with 35 satellites, and Intelsat (including PanAmSat) with 52 satellites.).

reach. The FCC has acknowledged that transactions that “better [position the combined company] to compete in the global satellite services market” serve the public interest.¹⁴

Third, the post-consummation Telesat will have much greater scale than either Loral or Telesat presently enjoys, which will provide numerous benefits to the combined company and consumers of satellite services. First, the increased scale will allow the new Telesat to grow its fleet and thus increase redundancy and improve reliability by providing the combined company more options in the event service restoration becomes necessary than either company would have independently. This flexibility will redound to the benefit of consumers of satellite services, as their needs will be met more quickly and efficiently.¹⁵

While the overlap in satellite footprint for Loral Skynet and Telesat is not extensive, the increase in global capacity available to the combined company will improve the efficiency of spectrum utilization by enabling the combined company to rationalize its orbital slot resources. Finally, greater scale will enhance the efficiency of both Telesat’s and Loral Skynet’s operations. After the acquisition, Telesat and Loral Skynet will be able to leverage each entity’s respective strengths in sales, operations and management support, and the combination of Loral Skynet and

¹⁴ *Application for Consent to Transfer of Space Station Licenses of Columbia Communications Corporation*, Order and Authorization, 15 FCC Rcd 11590, ¶ 11 (2000); *see also Application of General Electric Capital Corporation and SES Global, S.A.*, Order and Authorization, 16 FCC Rcd 17575, ¶ 52 (2001) (“The combination may also provide the merged entity with resources to better compete with other operators that can offer services throughout the world, and thus, strengthen competition in the satellite telecommunications services industry.”).

¹⁵ The FCC has recognized that reducing the time required to meet customers’ needs serves the public interest. *See e.g., Amendment of the Commission’s Space Station Licensing Rules and Policies*, Second Report and Order, 18 FCC Rcd 12507, ¶ 7 (2003).

Telesat will permit reductions in expenses. Increased scale and reduced costs will make the combined company a more vital competitor, to the benefit of consumers of satellite services and therefore the public interest.¹⁶

VII. CONCLUSION

For the foregoing reasons, the Applicants hereby request that the Commission grant the applications and related filings described herein expeditiously.

¹⁶ See *Constellation, LLC, Carlyle PanAmSat I, LLC, Carlyle PanAmSat II, LLC, PEP PAS, LLC, and PEOP PAS, LLC, Transferors and Intelsat Holdings, Ltd., Transferee; Consolidated Application for Authority to Transfer Control of PanAmSat Licensee Corp. and PanAmSat H-2 Licensee Corp.*, Memorandum Opinion & Order, 21 FCC Rcd 7368, ¶¶ 45, 74 (2006); see generally *Application of New Skies Satellites Holdings Ltd., Transferor, and SES GLOBAL S.A., Transferee, to Transfer Control of Authorizations Held by New Skies Networks, Inc., and Notification of Change to Permitted Space Station List; International Authorizations Granted*; Public Notice, 21 FCC Rcd 3194 (2006).