

October 16, 2020

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Consolidated Application for Consent to Transfer Control of Domestic and International 214 Authority Holder from Denis V. Raue to AppDirect, Inc., IBFS File No. ITC-T/C-20200710-00115, WCB Docket No. 20-229.

Dear Ms. Dortch:

Through their counsel, Applicant AppDirect, Inc. (“AppDirect”) supplement the above-referenced application (“Application”) to transfer control of AppSmart TGN, Inc. (f/k/a Telegation, Inc.) (“Telegation”) from Denis V. Raue to AppDirect. This supplement provides additional information on the direct and indirect owners of 10% or greater of the ownership interest in Telegation for Paul Desmarais Jr., and for PEG Digital Growth Fund II (“PEG”) and Mithril Capital Management (“Mithril”), all of which are minority investors in the transferee, AppDirect.

Paul Desmarais Jr.

As an update to the information provided in the supplemental filing submitted on August 13, 2020,¹ Paul Desmarais Jr. holds an indirect ownership interest (17% by equity and 6% by vote) in AppDirect through three intermediate entities: Belvoir Investments Corporation (9%), a Canadian federal corporation; Desfam Holdings Inc., a Canadian federal corporation (5%); and Belvoir Canada Inc., a Canadian federal corporation (3%). Mr. Desmarais is the majority shareholder of each of these three entities.

¹ See Letter from Stephanie Weiner to Marlene H. Dortch, Secretary, FCC, IBFS File No. ITC-T/C-20200710-00115, WC Docket No. 20-229 (filed Aug. 13, 2020).

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PEG / Mithril

Other than with respect to the direct ownership interests of PEG, Mithril LP, and Mithril II LP in AppDirect, the ownership information provided below is based solely on publicly available information for PEG and Mithril. AppDirect has made written requests for indirect ownership information from its minority shareholders, and will supplement with any additional responsive information it receives.

In addition, based on review of securities filings of a sample of large publicly traded domestic telecommunications providers,² we did not find that any of the persons below own 10% or more of such domestic telecommunications providers.

10% or Greater Direct and Indirect Owners of AppDirect

PEG Digital Growth Fund II L.P.³

Address: JP Morgan Asset Management, Private Equity Group, 320 Park Avenue, 15th Floor, NY1-U016, New York, NY 10022

Place of Organization: Delaware

Principal Business: Investment company

Ownership Interest: 13 percent economic (equity) interest and 5 percent voting interest in AppDirect.

Digital Growth II GP LLC³

Address: JP Morgan Asset Management, Private Equity Group, 320 Park Avenue, 15th Floor, NY1-U016, New York, NY 10022

Place of Organization: Delaware

Principal Business: General partner of PEG Digital Growth Fund II L.P.

Ownership Interest: Control of PEG Digital Growth Fund II L.P. as its General Partner, Manager, Trustee, or Director

JPMorgan Investment Management Inc.³

² The publicly traded companies reviewed are: AT&T, Verizon, CenturyLink, Frontier Communications, Comcast, Charter Communications, and Windstream.

³ Information based on SEC Form ADV filed by JPMorgan Investment Management Inc. dated June 23, 2020, *available at* <https://reports.adviserinfo.sec.gov/reports/ADV/107038/PDF/107038.pdf>; and SEC Form 10-K for 2019 filed by JPMorgan Chase & Co. dated February 25, 2020, *available at* <https://jpmorganchaseco.gcs-web.com/node/315401/html>

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Address: JP Morgan Asset Management, Private Equity Group, 320 Park Avenue, 15th Floor, NY1-U016, New York, NY 10022
Place of Organization: Delaware
Principal Business: Investment management
Ownership Interest: Investment advisor to PEG Digital Growth Fund II L.P.

JPMorgan Asset Management Holdings Inc.³
Address: JP Morgan Asset Management, Private Equity Group, 320 Park Avenue, 15th Floor, NY1-U016, New York, NY 10022
Place of Organization: Delaware
Principal Business: Holding company
Ownership Interest: 75% or greater ownership interest in JPMorgan Investment Management Inc.

JPMorgan Chase Holdings, LLC³
Address: 277 Park Avenue, New York, NY 10172
Place of Organization: Delaware
Principal Business: Holding company
Ownership Interest: 100% ownership interest in JPMorgan Asset Management Holdings Inc.

JPMorgan Chase & Co.³
Address: 383 Madison Avenue, New York, NY 10179
Place of Organization: Delaware
Principal Business: Holding company
Ownership Interest: 100% ownership interest in JPMorgan Chase Holdings, LLC

Mithril LP⁴
Address: 600 Congress Avenue, Suite 3100, Austin, TX 78701
Place of Organization: Delaware
Principal Business: Investment company
Ownership Interest: 11.5% economic (equity) interest and 4 percent voting interest in AppDirect.

Mithril II LP⁴
Address: 600 Congress Avenue, Suite 3100, Austin, TX 78701
Place of Organization: Delaware

⁴ Information based on SEC Form ADV filed by Mithril Capital Management LLC dated March 25, 2020, available at <https://reports.adviserinfo.sec.gov/reports/ADV/164135/PDF/164135.pdf>.

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Principal Business: Investment company
Ownership Interest: 5.1% economic (equity) interest and 2 percent voting interest in AppDirect.

Mithril GP LLC⁴

Address: 600 Congress Avenue, Suite 3100, Austin, TX 78701
Place of Organization: Delaware
Principal Business: General partner of Mithril LP
Ownership Interest: Control of Mithril LP as its general partner

Mithril II GP LP⁴

Address: 600 Congress Avenue, Suite 3100, Austin, TX 78701
Place of Organization: Delaware
Principal Business: General partner of Mithril II LP
Ownership Interest: Control of Mithril II LP as its general partner

Mithril II UGP LLC⁴

Address: 600 Congress Avenue, Suite 3100, Austin, TX 78701
Place of Organization: Delaware
Principal Business: General partner of Mithril II GP LP
Ownership Interest: Control of Mithril II GP LP as its general partner

Talleus Ltd.⁴

Address: No publicly available information identified
Place of Organization: No publicly available information identified
Principal Business: Member of Mithril GP LLC
Ownership Interest: No publicly available information identified

Talleus II Ltd.⁴

Address: No publicly available information identified
Place of Organization: No publicly available information identified
Principal Business: Limited partner of Mithril II GP LP
Ownership Interest: No publicly available information identified

Ajay Gopal Royan⁴

Address: 600 Congress Avenue, Suite 3100, Austin, TX 78701
Citizenship: No publicly available information identified
Principal Business: Manager of Mithril Capital Management LLC;
Ownership Interest: Control of Mithril LP as managing member of Mithril GP LLC, and control of Mithril II LP as manager of Mithril II GP LP

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Should you have any questions regarding the information provided above, please contact Stephanie Weiner by telephone at 202-730-1344 or by email at sweiner@hwglaw.com; or Henry Shi by telephone at 202-730-1348 or by e-mail at hshi@hwglaw.com.

Yours sincerely,

/s/ Henry Shi
Stephanie Weiner
Henry Shi
Counsel for AppDirect, Inc.

Attachment

cc: Denise Coca
David Krech
Sumita Mukhoty
Jodie May
Dennis Johnson
Gregory Kwan