

# SWIDLER BERLIN LLP

Ulises R. Pin  
Phone 202.424.7864  
Fax 202.295.8478  
[urpin@swidlaw.com](mailto:urpin@swidlaw.com)

The Washington Harbour  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007-5116  
Phone 202.424.7500  
Fax 202.424.7647  
[www.swidlaw.com](http://www.swidlaw.com)

February 2, 2005

## VIA ELECTRONIC MAIL

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
c/o Vistronix, Inc.  
236 Massachusetts Avenue, N.E., Suite 110  
Washington, DC 20002

Re: File No. ITC-T/C-INTR2005-00197: In the Matter of the Application for the Transfer of Control of AmericaSky Corporation

Dear Ms. Dortch:

On behalf of AmericaSky Corporation (“AmericaSky” or “Applicant”), this letter responds to FCC staff inquiries regarding the referenced transfer of control application (“Application”). Applicant hereby supplements the record and informs the Commission of its intermediate parent companies’ “principal place of business” in accordance with the *Foreign Participation Order*<sup>1</sup>. As demonstrated below, all of AmericaSky’s intermediate parent companies have their “principal place of business” in a WTO member country. Applicant further notes that the entities listed below are currently AmericaSky’s intermediate parent companies and that following consummation of the proposed transaction, Applicant foresees no material changes to these entities.

### **A. Empresa Nacional de Telecomunicaciones, S.A. (“ENTEL-Chile”)**

1. Place of incorporation: ENTEL-Chile is incorporated under the laws of Chile.
2. Nationality of investment principals, officers and directors: Upon acquisition of ENTEL-Chile by Almendral, S.A. (“Almendral”), all of ENTEL-Chile’s principal investors, executive officers and directors will be Chilean. ENTEL-Chile will be directly and indirectly owned and controlled by Almendral.

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<sup>1</sup> *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891 (1997) (“*Foreign Participation Order*”).

3. Country in which its world headquarters is located: ENTEL-Chile's headquarters is located in Chile.
4. Country in which the majority of its tangible property is located: The majority of ENTEL-Chile's tangible property is located in Chile.
5. Country from which it derives the greatest sales and revenues from its operations: ENTEL-Chile derives its greatest sales and revenues from its operations in Chile.

Based on the foregoing, ENTEL-Chile's principal place of business on balance should be considered Chile, which is a member of the WTO.

**B. ENTEL International B.V.I. Corporation ("ENTEL-BVI")**

1. Place of incorporation: ENTEL-BVI is incorporated under the laws of the British Virgin Islands.
2. Nationality of investment principals, officers and directors: All of ENTEL-BVI's principal investors, executive officers and directors are Chilean. ENTEL-BVI is directly owned and controlled by ENTEL-Chile and upon consummation of the proposed transaction will be indirectly owned and controlled by Almendral.
3. Country in which its world headquarters is located: ENTEL-BVI's headquarters is located in Chile.
4. Country in which the majority of its tangible property is located: The majority of ENTEL-BVI's tangible property is located in the Chile and the United States.
5. Country from which it derives the greatest sales and revenues from its operations: ENTEL-BVI derives its greatest sales and revenues from its operations and holdings in the United States.

Based on the foregoing, ENTEL-BVI's principal place of business on balance should be considered Chile or the United States, both of which are members of the WTO.

**C. ENTEL USA Holdings, Inc. ("ENTEL-USA")**

1. Place of incorporation: ENTEL-USA is incorporated under the laws of the State of Florida, United States of America.
2. Nationality of investment principals, officers and directors: All of ENTEL-USA's principal investors, executive officers and directors are Chilean. ENTEL-USA is

Marlene Dortch, Secretary

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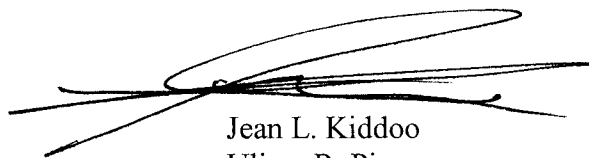
directly owned and controlled by ENTEL-BVI and upon consummation of the proposed transaction will be indirectly owned and controlled by Almendral.

3. Country in which its world headquarters is located: ENTEL-USA's headquarters is located in Miami, Florida.
4. Country in which the majority of its tangible property is located: The majority of ENTEL-USA's tangible property is located in the United States.
5. Country from which it derives the greatest sales and revenues from its operations: ENTEL-USA derives its greatest sales and revenues from its operations and holdings in the United States.

Based on the foregoing, ENTEL-USA's principal place of business on balance should be considered the United States.

Please contact us should you have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read "Jean L. Kiddoo", with a horizontal line drawn through it.

Jean L. Kiddoo  
Ulises R. Pin

Counsel to  
AmericaSky Corporation

cc: Francis Gutierrez (via email)  
Susan O'Connell (via email)