

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
GigSky, Inc.,) File No. _____
)
Petition for Declaratory Ruling Under Section)
310(b)(4) of the Communications Act, as Amended.)

**PETITION FOR DECLARATORY RULING
UNDER SECTION 310(B)(4) OF THE
COMMUNICATIONS ACT OF 1934, AS AMENDED**

GigSky, Inc. (“GigSky”), pursuant to and for the specific purpose of Section 310(b)(4) of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 310(b)(4), hereby petitions the Federal Communications Commission (“FCC,” or the “Commission”) to issue a declaratory ruling that it is in the public interest to permit a greater than 25% indirect foreign ownership interest in GigSky Mobile, LLC (“GigSky Mobile” or “Licensee”), holder of two FCC wireless licenses, WQJZ324 and WQJZ325 (the “Wireless Licenses”), as described below.

GigSky also requests that, consistent with Commission precedent, the Commission permit (1) the specific foreign investors described herein to increase their ownership interests up to a non-controlling 49.99% and (2) additional foreign ownership beyond the interests held by the foreign persons and entities identified herein up to 100%.

I. Background

Concurrently herewith, the Petitioners will file an application for the transfer of control of the Wireless Licenses held by Licensee. Licensee is owned by WorldCall, Inc. (“WorldCall” or

“Transferor”) and GigSky, which hold an 80% and 20% ownership interest,¹ respectively. Pursuant to a Unit Purchase Agreement, dated February 19, 2015, by and among WorldCall, GigSky Mobile, and GigSky (the “Agreement”), and Notice of Option Exercise (“Option”) by GigSky dated September 18, 2015, GigSky would purchase all of WorldCall’s ownership interests in the Licensee. Specifically, GigSky would purchase one-half of WorldCall’s interest (40% ownership interest) for cash (“Cash Option”) and one-half (40% ownership interest) in exchange for a convertible promissory note (“Promissory Note Option”). The promissory note was later converted to stock of GigSky in accordance with its terms such that WorldCall holds a small (less than 1%) ownership interest in GigSky.

On or about September 18, 2015, GigSky tendered cash and a convertible promissory note to WorldCall to acquire WorldCall’s ownership interest in the Licensee. It is GigSky’s understanding that WorldCall reduced its ownership of the Licensee to 40% on its books and records as a result of the Cash Option; however, WorldCall has placed the GigSky stock in trust and not recognized it on its books pending receipt of regulatory approvals. Upon completion of these transactions, GigSky will become sole owner of the Licensee, and by extension the Wireless Licenses. Diagrams depicting the pre- and post-transaction ownership of the Licenses are provided in Exhibit A and Exhibit B, respectively.

II. Description of Ownership

A. WorldCall, Inc.

WorldCall is a Delaware corporation with its principal place of business located at 1250 S. Capital of Texas Highway, Building 2, Suite 235, Austin, Texas 78746. The current

¹ As discussed in more detail below, it is GigSky’s understanding that WorldCall reduced its ownership percentage on its books to 40%.

ownership structure of WorldCall can be found in its most recent ownership disclosure filing with the FCC, dated January 1, 2009.²

B. GigSky Mobile, LLC

GigSky Mobile is a Delaware limited liability company with its principal place of business at 2390 El Camino Real, Suite 250, Palo Alto, California 94306. GigSky Mobile is currently jointly owned by WorldCall (80%) and GigSky (20%).

C. GigSky, Inc.

GigSky is a Delaware corporation with its principal place of business in 2390 El Camino Real, Suite 250, Palo Alto, California 94306. GigSky is principally owned by Ravi Rishy-Maharaj, a citizen of Canada, who holds a 32.785% ownership interest.³ The remaining 67.215% in ownership interests are held by individuals and entities each holding less than a 10% ownership interest.

III. Change in Indirect Foreign Ownership

As a result of the Agreement, and after completion of the transfer, the Wireless Licenses will be subject to an indirect foreign ownership interest greater than 25% as Mr. Rishy-Maharaj's indirect interest in the Wireless Licenses will increase from 6.557% before the transaction, to 32.785% following the consummation of the Agreement. Accordingly, the total indirect foreign ownership in the Wireless Licenses following the completion of the transfer of control will be 55.89%. Please see **Exhibit C** attached hereto for a detailed comparison of the ownership of the Wireless Licenses before and after the transaction.

² See WorldCall, Inc., *FCC Ownership Disclosure Information for the Wireless Telecommunications Services (FCC Form 602)*, File Number 0003694429 (filed Jan. 1, 2009).

³ Mr. Ravi Rishy-Maharaj also owns an indirect ownership interest in GigSky through his controlling interest in Kinaare Networks Corporation, a Nevada corporation. Kinaare Networks Corporation owns a 4.475% ownership interest in GigSky.

IV. Grant of this Petition is in the Public Interest

In its implementation of Section 310(b) of the Act, the Commission established a presumption that that foreign ownership or control of greater than 25 percent of a U.S. carrier is in the public interest where the entity or entities holding that interest are from World Trade Organization (“WTO”) member countries.⁴ This presumption is supported by the commitments that the United States made in the context of the WTO Basic Telecom Agreement, increased competition in the market, and the Commission’s improved means of regulation.⁵ This approach benefits U.S. consumers by encouraging additional competition in the U.S. market, allowing the Commission to prevent anticompetitive conduct in the provision of international services and facilities more effectively, and promoting further opening to U.S. carriers in foreign markets.⁶

Additionally, under the open entry standard there is a strong presumption that indirect foreign ownership by entities whose home markets are in countries that are WTO members serves the public interest.⁷ In the *Foreign Participation Order*, the Commission determined that the public interest would be served by permitting such foreign ownership, in part, because:

[R]emoving barriers to entry and focusing on competitive safeguards will promote effective competition in the U.S. telecommunications services market by removing unnecessary regulation and barriers to entry that can stifle competition and deprive U.S. consumers of the benefits of lower prices, improved service quality, and service innovations.⁸

⁴ *In re Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, 12 FCC Rcd. 23891, 23896-98, 23913 (1997) (“*Foreign Participation Order*”).

⁵ *Id.* at 23896.

⁶ *Id.* at 23896-97.

⁷ *Id.* at 23913 (“We therefore adopt, as a factor in our public interest analysis, a rebuttable presumption that . . . competitive concerns are not raised by . . . indirect ownership of entities from WTO members of common carrier and aeronautical radio licenses under Section 310(b)(4) of the Act.”).

⁸ *Id.* at 23897.

Since the adoption of the *Foreign Participation Order* in 1997, the Commission has repeatedly permitted WTO foreign interests in FCC wireless license holders pursuant to these grounds.⁹

As described above (and in Exhibit C) Petitioners have determined that all of the foreign owners are attributed to WTO-Member countries. Given the WTO status of all foreign investors, the indirect foreign ownership of the Wireless Licenses should not raise any competitive concerns with the Commission. Accordingly, approval to permit GigSky to acquire sole ownership of Wireless Licenses – through its wholly owned subsidiary, GigSky Mobile – from WorldCall is warranted for the same reasons applicable to the Commissions’ previous grants of authority for FCC wireless license holders.

⁹ See, e.g., *In re Docomo Pacific, Inc. (ISP-PDR-20140903-0010) Petition for Declaratory Ruling, Grant of Authority*, 30 FCC Rcd. 7403, 7404 (2015); *In re U.S. Telepacific Corp. (ISP-PDR-20110106-00001) Petition for Declaratory Ruling, Grant of Authority*, 26 FCC Rcd. 4073, 4074 (2011).

V. **Conclusion**

Petitioners respectfully request that a Declaratory Ruling be issued that is in the public interest for licensee, GigSky Mobile, LLC, to have indirect foreign ownership as specified herein in excess of the 25% benchmark under Section 310(b)(4) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b)(4).

Respectfully submitted,



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Counsel for Petitioners

Dated: February 5, 2016

Exhibit A

Pre-Transaction Ownership Structure

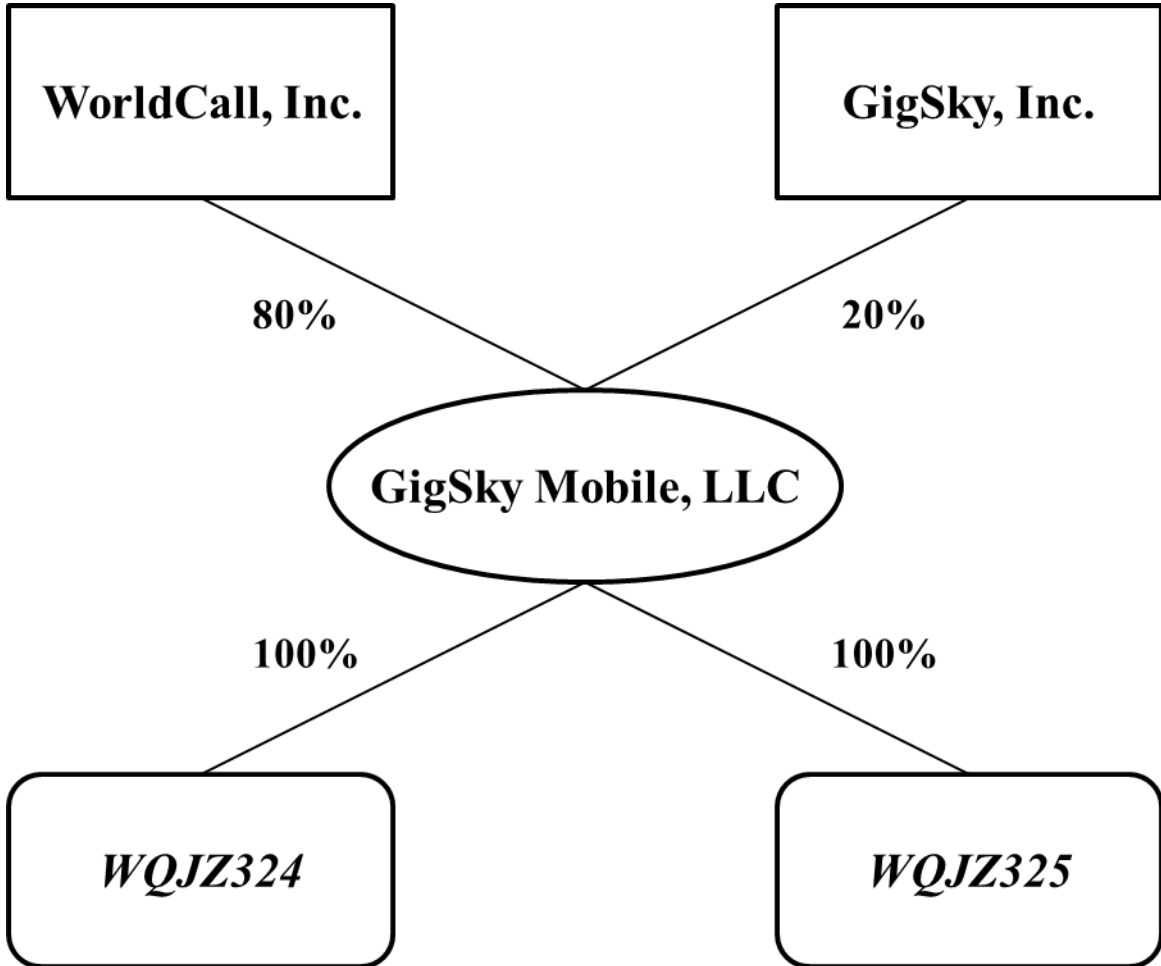


Exhibit B

Post-Transaction Ownership Structure

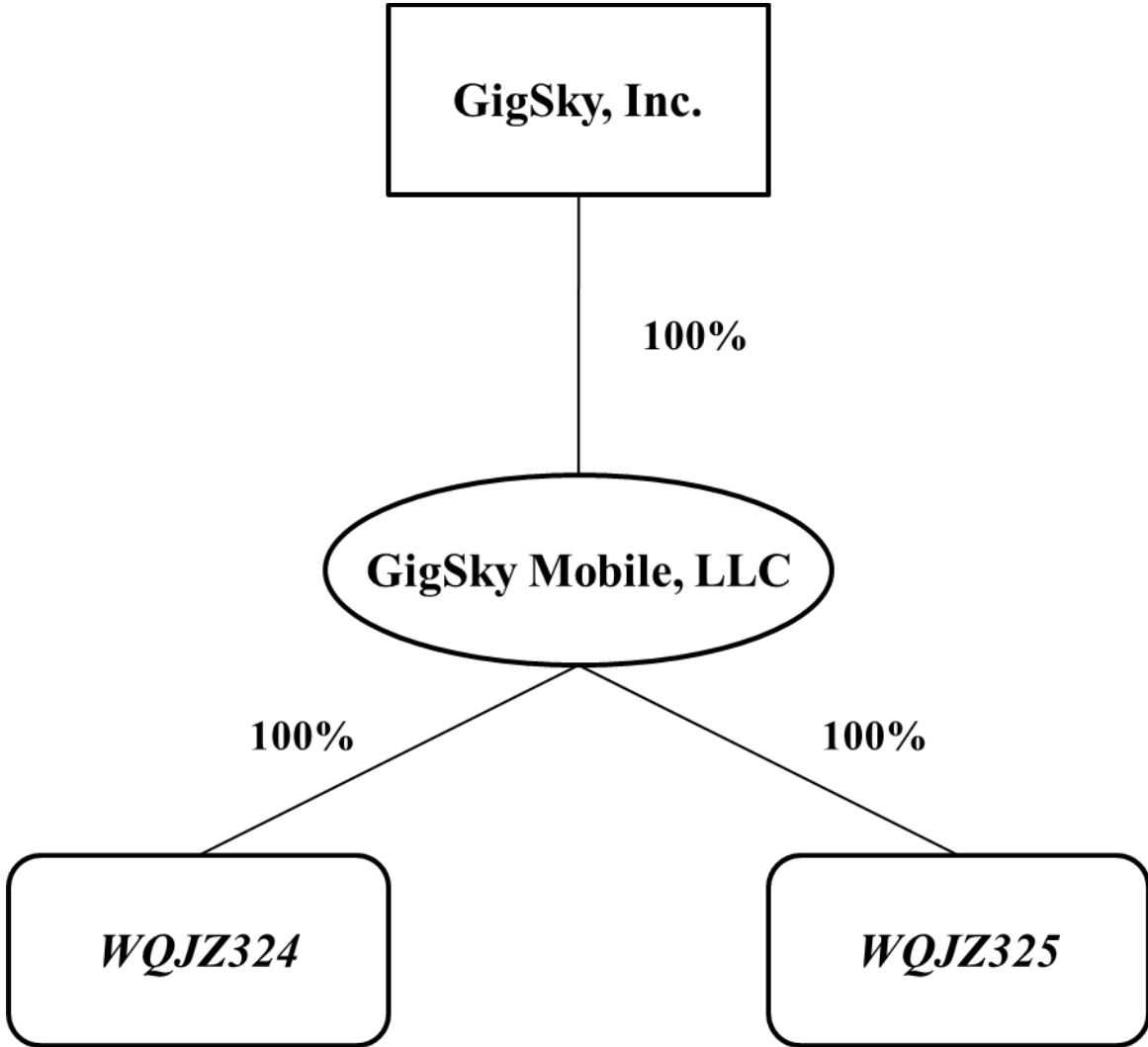


Exhibit C

Indirect Foreign Ownership of FCC Wireless Licenses Pre-/Post-Transaction

The following chart summarizes the indirect foreign ownership interests in FCC wireless licenses, WQJZ324 and WQJZ325, before and after the transfer of control of licensee, GigSky Mobile, LLC from WorldCall, Inc. to GigSky, Inc.

Individual/ Entity	Citizenship	Pre-Transaction Ownership Interest	Post-Transaction Ownership Interest
Ravi Rishy-Maharaj	Canada	6.557%	32.785%
Takekazu Kishimoto	Japan	1.455%	7.276%
KISCO LTD	Japan	1.182%	5.908%
Kinaare Networks Corporation	Canada/ U.S.	0.895%	4.475%
Minority Shareholders	Various	1.088%	5.441%
Total Indirect Foreign Ownership Interest:		11.177%	55.89%

CERTIFICATION

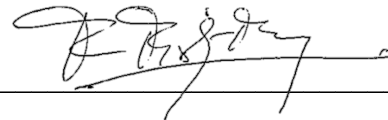
I, Ravi Rishy-Maharaj, am CEO of GigSky, Inc. ("GigSky"), petitioner seeking a declaratory ruling under Sections 1.990 to 1.994 of the FCC's rules, 47 C.F.R. §§ 1.990 – 1.994.

I declare under penalty of perjury under the laws of the United States of America that with respect to GigSky, the foregoing Petition is true and correct to the best of my knowledge and belief. GigSky has calculated the ownership interests disclosed in the Petition based upon its review of the Commission's rules and certifies that the interests disclosed satisfy each of the pertinent standards and criteria set forth in the rules.

Executed this 4th day of February 2016.

GIGSKY, INC.

By: _____

A handwritten signature in black ink, appearing to read "Ravi Rishy-Maharaj", is written over a horizontal line. The signature is stylized and cursive.