

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

In the Matter of)
)
GigSky, Inc.,) ISP-PDR-2016 _____
)
Petition for Declaratory Ruling Under Section)
310(b)(4) of the Communications Act, as)
Amended.)

To: Chief, International Bureau

PETITION FOR DECLARATORY RULING

GigSky, Inc. (“GigSky”), pursuant to Rule 1.990(a)(1), 47 C.F.R. § 1.990(a)(1), 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.¹

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%.

¹ GigSky previously filed a Petition for Declaratory Ruling under Section 310(b)(4) of the Act on February 2, 2016 (*See* File No. ISP-PDR-20160205-00001). At the request of Commission staff, GigSky withdrew the petition on April 6, 2016, and submitted the instant Petition in its place.

I. Background

On February 5, 2016, Petitioner filed an application for the transfer of control of the Wireless Licenses held by Licensee (*See* File No. 0007099093). Licensee is jointly-owned by WorldCall, Inc. (“WorldCall,” or “Transferor”) and GigSky, which hold an 80% and 20% ownership interest,² 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 Wireless Licenses are provided in **Exhibit A** and **Exhibit B**, respectively.

² As discussed in more detail below, it is GigSky’s understanding that WorldCall reduced its ownership percentage on its books to 40%.

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 ownership structure of WorldCall can be found in its most recent ownership disclosure filing with the FCC, dated January 1, 2009.³

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.⁴ As Petitioner's Chief Executive Officer and Chairman, Mr. Rishy-Maharaj's control of the company is solely based on his percentage of ownership shares.⁵ The remaining 67.215% in ownership interests are held by individuals and entities each holding less than a 10% ownership interest.

³ See WorldCall, Inc., *FCC Ownership Disclosure Information for the Wireless Telecommunications Services (FCC Form 602)*, File No. 0003694429 (filed Jan. 1, 2009).

⁴ Mr. 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.

⁵ Mr. Rishy-Maharaj's positions as GigSky's Chief Executive Officer and Chairman do not accord him expanded powers beyond the normal duties of such positions. Any action by the company's Board of Directors requires a majority vote, and there are no special provisions in GigSky's bylaws enabling Mr. Rishy-Maharaj to act without Board approval. Consequently, Mr. Rishy-Maharaj's degree of control of GigSky is based solely on his ownership interest in the company, and is unaffected by his positions with the company.

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.

IV. Information Required by 47 C.F.R. § 1.991 et seq.

Pursuant to Section 1.991 *et seq.* of the Commission's Rules, GigSky provides the following information in support of the instant Petition:

A. Contact Information, FRN, Place of Organization, and Type of Business (47 C.F.R. § 1.991(a)):

Petitioner:	GigSky, Inc.
FRN:	0020885133
Address:	2390 El Camino Real, Suite 250 Palo Alto, CA 94306
Telephone:	(650) 353-3323
Fax:	(650) 353-3323
Email:	elo@gigsky.com
Place of Organization:	U.S. (Delaware)
Type of Business:	Corporation
Licensee:	GigSky Mobile, LLC
FRN:	0024285579
Address:	2390 El Camino Real, Suite 250 Palo Alto, CA 94306
Telephone:	(650) 353-3323
Fax:	(650) 353-3323
Email:	elo@gigsky.com
Place of Organization:	U.S. (Delaware)
Type of Business:	Limited Liability Company

B. Legal Counsel Contact Information (47 C.F.R. § 1.991(b)):

Michael P. Donahue
Keenan P. Adamchak
Marashlian & Donahue, PLLC
1420 Spring Hill Road, Suite 401
McLean, VA 22102
Telephone: (703) 714-1319
Fax: (703) 563-6222
Email: mpd@commlawgroup.com
kpa@commlawgroup.com

C. Licensees Covered by Declaratory Ruling (47 C.F.R. § 1.991(c)(1)):

GigSky Mobile is the licensee of the above-referenced Wireless Licenses, which are both in the 700 MHz Lower Band (Blocks A, B, E) radio service.

D. Associated Applications (47 C.F.R. § 1.991(c)(2)):

This instant Petition is associated with the Transfer of Control application (FCC Form 603) jointly filed by GigSky and WorldCall (*See* File No. 0007099093) concerning the above-referenced Wireless Licenses, which are both in the 700 MHz Lower Band (Blocks A, B, E) radio service.

E. Type of Declaratory Ruling (47 C.F.R. § 1.991(d)):

GigSky seeks authority pursuant to Section 1.990(a)(1) of the Commission's rules to exceed the 25% indirect foreign ownership benchmark established by Section 310(b)(4) of the Act.

F. Direct Ownership (47 C.F.R. § 1.991(e)):

Following the Proposed Transaction, GigSky Mobile, a U.S. entity, will retain a 100% ownership interest in the Wireless Licenses. GigSky Mobile, in turn, will be a wholly-owned subsidiary of GigSky. Please see **Exhibits A** and **B** for diagrams depicting the pre- and post-transaction ownership interests of the Wireless Licenses. Following completion of the Proposed Transaction, Mr. Rishy-Maharaj will hold a direct 32.785% ownership interest in GigSky, Inc. and

an indirect 4.475% ownership in GigSky, Inc, through his ownership of Kinaare Networks Corporation.

As a result, Mr. Rishy-Maharaj will hold an indirect 37.26% ownership interest in GigSky Mobile.

G. Ownership Information (47 C.F.R. § 1.991(g)):

As a result of the Proposed Transaction, the following entities and individuals will hold a ten percent or more ownership interest in the GigSky Mobile:

Name:	GigSky, Inc.
Address:	2390 El Camino Real, Suite 250 Palo Alto, CA 94306
Principal Business:	Telecommunications
Citizenship:	United States
Ownership Interest:	100%

As a result of the Proposed Transaction, the following entities and individuals will hold a ten percent or more ownership interest in the GigSky, Inc.:

Name:	Ravi Rishy-Maharaj
Principal Business:	Individual
Citizenship:	Canada
Ownership Percentage:	37.26% ⁶

H. Estimate of Aggregate Foreign Ownership (47 C.F.R. § 1.991(h)(1)):

Please see Exhibit C attached hereto for a complete description of the estimated aggregate foreign ownership as a result of the Proposed Transaction.

I. Ownership Chart (47 C.F.R. § 1.991(h)(2)):

Charts depicting the pre- and post-transaction ownership of the Wireless Licenses are provided in Exhibits A and B attached hereto, respectively.

⁶ As noted above, Mr. Rishy-Maharaj holds a 32.785% ownership interest in GigSky, Inc. and an indirect 4.475% ownership in GigSky, Inc, through his ownership of Kinaare Networks Corporation.

J. Requests for Specific Approval (47 C.F.R. §§ 1.991(i), and (j)):

Petitioner requests specific approval of the increase in the foreign indirect ownership interests of Mr. Rishy-Maharaj in the Wireless Licenses from 6.557% prior to the transaction, to 37.26% following the transaction.

K. Requests for Advance Approval (47 C.F.R. § 1.991(k)):

Petitioner requests advance approval for Mr. Ravi Rishy-Maharaj to increase his indirect ownership interests in the Wireless Licenses up to a non-controlling 49.99%.

V. Grant of this Petition is in the Public Interest

The public interest will be served by the Commission issuing a declaratory ruling approving Mr. Rishy-Maharaj's increased indirect foreign ownership of the Wireless Licenses as a result of the Proposed Transaction. The Commission has recognized that foreign investment has been and will continue to be an important source of financing for U.S. telecommunications companies – fostering technical innovation, economic growth, and job creation.⁷ The Commission has consistently permitted non-U.S. individuals and entities to hold up to 100 percent of the equity and voting interests in FCC authorization holders pursuant to Section 310(b)(4) of the Act.⁸ Accordingly, approval to permit a greater than 25% indirect foreign ownership in the Wireless Licenses as a result of GigSky's acquisition of sole ownership of GigSky Mobile is in the public interest for the same reasons applicable to the Commission's previous grants of authority for FCC wireless authorization holders.

⁷ See *In re Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Second Report and Order, 28 FCC Rcd. 5741, 5744 (2013).

⁸ 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).

VI. 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,



Michael P. Donahue
Keenan P. Adamchak

Marashlian & Donahue, PLLC
The *Commlaw* Group
1420 Spring Hill Road, Suite 401
McLean, VA 22102
Tel: (703) 714-1319
Fax: (703) 563-6222
Email: mpd@commlawgroup.com
kpa@commlawgroup.com

Counsel for Petitioner

Dated: April 15, 2016

Exhibit A

Pre-Transaction Ownership Structure

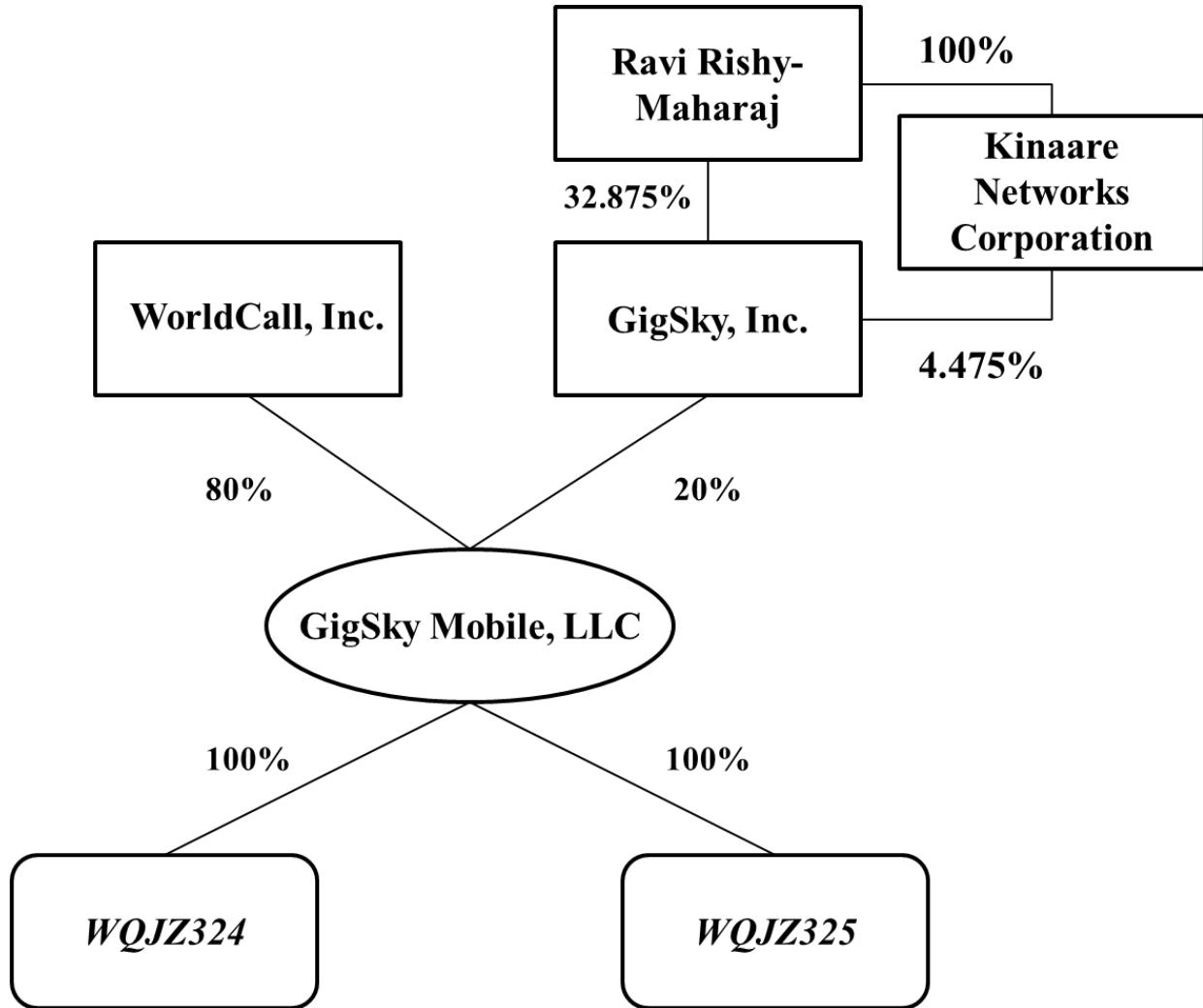


Exhibit B

Post-Transaction Ownership Structure

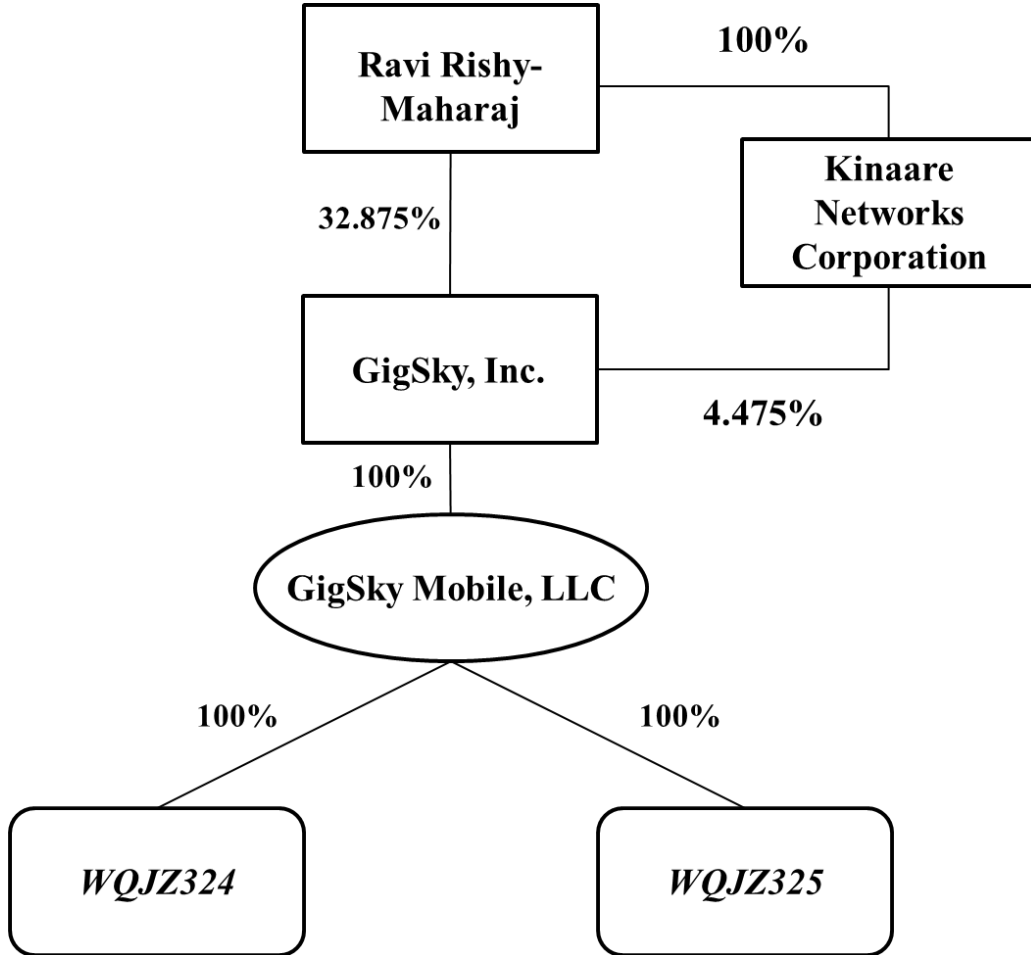


Exhibit C

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%
Minority Shareholders	Various	1.088%	5.441%
Total Indirect Foreign Ownership Interest:		10.282%	51.415%

CERTIFICATION

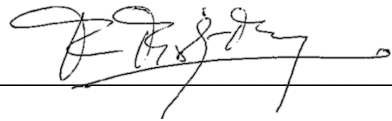
I, Ravi Rishy-Maharaj, am Chief Executive Officer and Chairman of GigSky, Inc. (“GigSky”), petitioner seeking a declaratory ruling under Sections 1.990 to 1.994 of the FCC’s rules, 47 C.F.R. §§ 1.990 – 1.994.

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 7th day of April 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 cursive and includes a long horizontal stroke at the end.