

**ATTACHMENT 1**

**I. DESCRIPTION OF TRANSACTION**

This notice relates to a *pro forma* transfer of control of StarHub, Inc. (“StarHub”), a United States corporation that is dormant and that does not currently provide any telecommunications services (and that does not provide any service in the United States). StarHub is a direct, wholly owned subsidiary of StarHub Ltd, which prior to December 11, 2006 was a direct subsidiary of STT Communications Ltd (“STT Communications”). On December 11, 2006, in connection with an internal restructuring, STT Communications transferred its direct interest in StarHub Ltd to an indirect subsidiary, Asia Mobile Holdings Pte. Ltd. (“AMH”); AMH is a direct subsidiary of Asia Mobile Holding Company Pte. Ltd. (“AMHC”), which in turn is a direct subsidiary of STT Communications. This internal restructuring did not affect the ownership of STT Communications, which was and remains a direct subsidiary of Singapore Technologies Telemedia Pte Ltd (“ST Telemedia”) and an indirect subsidiary of Temasek Holdings (Private) Limited (“Temasek”). Thus, Temasek continues to have ultimate control of StarHub and its international 214 licenses (File Nos. ITC-214-20000731-00473 and ITC-214-20000731-00474). Accordingly, the transaction resulted in the *pro forma* transfer of control of StarHub from STT Communications to AMH. *See* 47 C.F.R. § 63.24(d) (“Transfers of control or assignments that do not result in a change in the actual controlling party are considered non-substantial or pro forma.”); *id.*, Note 2 (stating that a “transfer from a corporation to a wholly owned direct or indirect subsidiary thereof” and a “[c]orporate reorganization that involves no substantial change in the beneficial ownership of the corporation” are presumptively *pro forma*). Organizational charts depicting the relevant corporate structure before and after the transaction are attached.

Although the transaction was effective in December 2006, StarHub inadvertently failed to notify the Commission of this *pro forma* transfer of control within 30 days pursuant to Section 63.24(f)(2) of the Commission's rules, 47 C.F.R. § 63.24(f)(2). StarHub discovered this omission in the course of preparing a foreign carrier affiliation notice that arose from a recent, unrelated transaction involving certain of StarHub's affiliates (File No. FCN-NEW-20100203-00001). The description of StarHub's ownership in that foreign carrier affiliation notice is consistent with that set forth herein. Upon discovering that no notice of this *pro forma* transfer of control had been filed, StarHub proceeded to prepare this notification.<sup>1</sup>

## II. RESPONSES TO SPECIFIC QUESTIONS

### Answer to Question 10

Per 47 C.F.R. § 63.18(c) of the Commission's rules, correspondence concerning this *pro forma* notification should be sent to the following:

To StarHub:

Veronica Lai  
Kong Pooi Foong  
StarHub, Inc.  
67 Ubi Avenue 1  
#05-01 StarHub Green  
Singapore 408942  
(65) 6825 5000

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<sup>1</sup> STT Communications's prior direct interest in StarHub Ltd, which is the subject of the instant *pro forma* transfer of control, was originally held by another indirect subsidiary of Temasek, TechPower Communications Pte Ltd ("TechPower"). TechPower transferred that interest to STT Communications in November 2000. Despite diligent review, StarHub has been unable to confirm whether a notice concerning that *pro forma* transfer of control was filed with the Commission. Accordingly, StarHub notes the prior *pro forma* transfer of control here out of prudence.

To STT Communications and AMH:

Pek Siok Lan  
STT Communications Ltd  
Asia Mobile Holdings Pte. Ltd.  
51 Cuppage Road  
#09-01 StarHub Centre  
Singapore 229469

With a copy to:

Teresa D. Baer  
Brian W. Murray  
Latham & Watkins LLP  
555 11th Street, N.W.  
Suite 1000  
Washington, D.C. 20004  
(202) 637-2200

Per 47 C.F.R. § 63.18(d) of the Commission's rules, neither the transferor, STT Communications, nor the transferee, AMH, have previously received authority under section 214 of the Act. StarHub has global facilities-based and resale authority pursuant to File Nos. ITC-214-20000731-00473 and ITC-214-20000731-00474.

**Answer to Question 11**

The following are the names, addresses, citizenship, and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of StarHub:

**StarHub Ltd**  
Address: 67 Ubi Avenue 1, #05-01 StarHub Green, Singapore 408942  
Citizenship: Singapore  
Principal Business: Communications and media services  
Relationship: 100 percent owner of StarHub, Inc.

**Asia Mobile Holdings Pte. Ltd. (“AMH”)**

Address: 51 Cuppage Road #09-01, StarHub Centre, Singapore 229469

Citizenship: Singapore

Principal Business: Telecommunications and information technologies

Relationship: 49.04 percent owner of StarHub Ltd<sup>2</sup>

**Asia Mobile Holding Company Pte. Ltd. (“AMHC”)**

Address: 51 Cuppage Road #09-01, StarHub Centre, Singapore 229469

Citizenship: Singapore

Principal Business: Telecommunications and information technologies

Relationship: 75 percent owner of AMH

**STT Communications Ltd (“STT Communications”)**

Address: 51 Cuppage Road #09-01, StarHub Centre, Singapore 229469

Citizenship: Singapore

Principal Business: Telecommunications and information technologies

Relationship: 100 percent owner of AMHC

**Qtel Investment Holdings BSC (“QIH”)**

Address: Flat 51, Building 122, Road 1605, Block 31651, Manama, Kingdom of Bahrain

Citizenship: Bahrain

Principal Business: Investment holding company

Relationship: 25 percent (plus one share) owner of AMH (thus, 12.27 percent indirect owner of StarHub Ltd)

**Qatar Telecom Q.S.C. (“Qtel”)**

Address: Qtel Building, 100 West Bay Centre, The Corniche, P.O. Box 217, Doha, Qatar

Citizenship: Qatar

Principal Business: Telecommunications and information technologies

Relationship: 100 percent owner of QIH

**Singapore Technologies Telemedia Pte Ltd (“ST Telemedia”)**

Address: 51 Cuppage Road #09-01, StarHub Centre, Singapore 229469

Citizenship: Singapore

Principal Business: Telecommunications and information technologies

Relationship: 100 percent owner of STT Communications<sup>3</sup>

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<sup>2</sup> As reflected in the attached organizational charts, this interest was 49.32 percent immediately before and immediately after the December 11, 2006 *pro forma* transfer of control to AMH.

<sup>3</sup> Of this amount, 0.01 percent of STT Communications’ shares are held by current members of ST Telemedia’s management, all of whom are citizens of Singapore, as nominees of and in trust for ST Telemedia.

**Temasek Holdings (Private) Limited**

Address: 60B Orchard Road #06-18, The Atrium@Orchard, Singapore 238891

Citizenship: Singapore

Principal Business: Investment holding company

Relationship: 100 percent owner of ST Telemedia<sup>4</sup>**NTT Communications Corporation**

Address: 1-1-6 Uchisaiwai-cho, Chiyoda-ku, Tokyo 100-8019, Japan

Citizenship: Japan

Principal Business: Telecommunications and information technologies

Relationship: 10 percent owner of StarHub Ltd

**Nippon Telegraph and Telephone Corporation**

Address: 2-3-1 Otemachi, Chiyoda-ku, Tokyo 100-8116, Japan

Citizenship: Japan

Principal Business: Telecommunications and information technologies

Relationship: 100 percent owner of NTT Communications Corporation

**Answer to Question 12**

AMH has no interlocking directorates with StarHub, Inc. The following directors of

AMH are also directors of foreign carriers:

<b>AMH Director</b>	<b>Name of Foreign Carrier</b>	<b>Position Within Foreign Carrier</b>	<b>Country Where Foreign Carrier Is Authorized To Operate</b>
Tan Guong Ching	StarHub Ltd.	Director, Chairman	Singapore
	eircom Limited	Director	Ireland
Peter Seah Lim Huat	StarHub Ltd.	Director	Singapore
Lee Theng Kiat	StarHub Ltd.	Director	Singapore
	ST Teleport Pte Ltd.	Director	Singapore
	eircom Limited	Director	Ireland
Shk. Mohamed Suhaim Hamad A. Al-Thani	Qatar Telecom (Qtel) Q.S.C.	Vice Chairman	Qatar
	Wataniya Mobile Telecommunication Co. NMTC	Vice Chairman	Kuwait

<sup>4</sup> Temasek also holds indirect interests in StarHub Ltd through Aranda Investments Pte Ltd, Fullerton (Private) Limited, Temasek Fullerton Alpha Pte Ltd, Fullerton Fund Management Company Ltd, and subsidiaries of DBS Group Holdings Limited, which collectively are less than 10 percent.

<b>AMH Director</b>	<b>Name of Foreign Carrier</b>	<b>Position Within Foreign Carrier</b>	<b>Country Where Foreign Carrier Is Authorized To Operate</b>
	Wataniya Telecom Algerie S.P.A.	Chairman	Algeria
	Orascom Telecom Tunisie SA	QI Representative	Tunisia
	Wataniya Palestine Mobile Telecom Limited	Vice Chairman	Palestine
	AsiaCell Communications LLC	Vice Chairman	Iraq
Dr. Nasser Marafih	Qatar Telecom (Qtel) Q.S.C.	Chief Executive Officer	Qatar
	Omani Qatari Telecommunication Co NAWRAS	Director	Oman
	Wataniya Mobile Telecommunication Co. NMTC	Director	Kuwait
	Wataniya Telecom Algerie SPA (NEDJMA)	Director	Algeria
	Orascom Telecom Tunisie SA	Director	Tunisia
	Wataniya Palestine Mobile Telecom Limited	Vice Chairman	Palestine
	AsiaCell Communication LLC	Director	Iraq
	PT Indosat TBK	Commissioner	Indonesia
	StarHub Ltd.	Director	Singapore
	Liberty Broadcasting Network, Inc.	Director	Philippines

**Answer to Question 13**

See Section I above (Description of Transaction).