

## **ATTACHMENT 1**

### **Vanco US, LLC Notification of a *Pro Forma* Transfer of Control July 21, 2010**

In accordance with Section 63.24(f) of the Commission's Rules, 47 C.F.R. § 63.24(f), Vanco US, LLC ("Vanco US") hereby notifies the Commission of a *pro forma* transfer of control arising from the following two transactions that took place on June 22, 2010: (i) Reliance Globalcom B.V. ("RGBV"), a subsidiary of Reliance Communications Limited ("RCOM"), issued 1,750 new ordinary shares of its stock to Reliance Communications Infrastructure Limited ("RCIL"), a separate wholly-owned subsidiary of RCOM, and (ii) RCOM converted 339,562 redeemable preferred shares of RGBV stock into 3,396 ordinary shares of RGBV stock, thereby increasing RCOM's holding of RGBV ordinary shares to 14,516 shares. This change in ownership interests at the intermediate level above RGBV does not change the ultimate ownership or control of the international 214 authorization held by Vanco US. Vanco US therefore submits this notification of a *pro forma* transfer of control.

#### **Response to Question 10 – Contact and Other Information re Transferor and Transferee**

##### Contact Information for Transferor

Reliance Globalcom B.V. ("RGBV")  
Amsteldijk 166  
Amsterdam 1079 LH  
Netherlands  
Tel: +91 233 038 6113

RGBV is incorporated in The Netherlands.

RGBV has not previously received International Section 214 authority and is not requesting such authority here.

##### Contact Information for Transferee

Reliance Communications Infrastructure Limited ("RCIL")  
H Block, 1<sup>st</sup> Floor  
Dhirubhai Ambani Knowledge City  
Navi Mumbai – 400 710  
Maharashtra, India

RCIL is incorporated in India.

RCIL has not previously received International Section 214 authority and is not requesting such authority here.

Legal Counsel for Transferor/Transferee

Christopher C. Tai  
Steptoe & Johnson LLP  
1330 Connecticut Avenue NW  
Washington, DC 20036  
Telephone: (202) 429-3000

**Response to Question 11 – 10% or Greater Owners of Equity of Transferees**

The name, address, citizenship, principal business, and ownership percentage of each person or entity that directly or indirectly owns at least 10 percent of the equity of the transferee RCIL<sup>1</sup> are:

***Name:***            **Reliance Communications Limited (“RCOM”)**

*Address:*        H Block, 1<sup>st</sup> Floor  
Dhirubhai Ambani Knowledge City  
Navi Mumbai – 400 710  
Maharashtra, India

*Citizenship:*    Incorporated in India

*Principal  
Business:*        Telecommunications

*% Ownership  
of RCIL:*         100% direct

***Name:***            **AAA Communications Private Limited**

*Address:*        3rd Floor, Reliance Energy Centre  
Santa Cruz (East)  
Mumbai – 400 055  
Maharashtra, India

*Citizenship:*    Incorporated in India

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<sup>1</sup> See Exhibit 2 appended hereto for a diagram depicting the ownership structure above the transferee.

*Principal Business:* Holding Strategic Investments

*% Ownership of RCIL:* 39.15% indirect (through RCOM)<sup>2</sup>

***Name:* AAA Industries Private Limited**

*Address:* 3rd Floor, Reliance Energy Centre  
Santa Cruz (East)  
Mumbai – 400 055  
Maharashtra, India

*Citizenship:* Incorporated in India

*Principal Business:* Holding Strategic Investments

*% Ownership of RCIL:* 12.11% indirect (through RCOM)<sup>3</sup>

***Name:* ADA Enterprises and Ventures Private Limited**

*Address:* 3rd Floor, Reliance Energy Centre  
Santa Cruz (East)  
Mumbai – 400 055  
Maharashtra, India

*Citizenship:* Incorporated in India

*Principal Business:* Holding Strategic Investments

*% Ownership of RCIL:* 12.11% indirect (through RCOM)<sup>4</sup>

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<sup>2</sup> Percentage ownership reflected is that calculated using the FCC’s attribution rule in the Note to Commission Rule 63.18 (47 C.F.R. § 63.18 (h)).

<sup>3</sup> Percentage ownership reflected is that calculated using the FCC’s attribution rule in the Note to Commission Rule 63.18 (47 C.F.R. § 63.18 (h)).

<sup>4</sup> Percentage ownership reflected is that calculated using the FCC’s attribution rule in the Note to Commission Rule 63.18 (47 C.F.R. § 63.18 (h)).

**Name:** AAA Business Machines Private Limited

**Address:** 3rd Floor, Reliance Energy Centre  
Santa Cruz (East)  
Mumbai – 400 055  
Maharashtra, India

**Citizenship:** Incorporated in India

**Principal Business:** Holding Strategic Investments

**% Ownership of RCIL:** 24.22% indirect (through AAA Industries Private Limited, ADA Enterprises and Ventures Private Limited, and RCOM)<sup>5</sup>

**Name:** Reliance Innoventures Private Limited

**Address:** 3rd Floor, Reliance Energy Centre  
Santa Cruz (East)  
Mumbai – 400 055  
Maharashtra, India

**Citizenship:** Incorporated in India

**Principal Business:** Holding Strategic Investments

**% Ownership of RCIL:** 100% indirect (through AAA Communications Private Limited, AAA Business Machines Private Limited, AAA Industries Private Limited, ADA Enterprises and Ventures Private Limited, and RCOM)<sup>6</sup>

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<sup>5</sup> Percentage ownership reflected is that calculated using the FCC’s attribution rule in the Note to Commission Rule 63.18 (47 C.F.R. § 63.18 (h)).

<sup>6</sup> Percentage ownership reflected is that calculated using the FCC’s attribution rule in the Note to Commission Rule 63.18 (47 C.F.R. § 63.18 (h)).

**Name:** Mr. Anil Ambani

**Address:** Reliance Center  
19, Walchand Hirachand Marg,  
Mumbai, India 400038

**Citizenship:** India

**Principal  
Business:** Industrialist

**% Ownership  
of RCIL:** 67% indirect (through Reliance Innoventures Private Limited, AAA  
Communications Private Limited, AAA Business Machines Private Limited,  
AAA Industries Private Limited, ADA Enterprises and Ventures Private Limited,  
and RCOM)<sup>7</sup>

**Name:** Mrs. Kokilaben Ambani

**Address:** Reliance Center  
19, Walchand Hirachand Marg,  
Ballard Estate  
Mumbai, India 400038

**Citizenship:** India

**Principal  
Business:** Investor

**% Ownership  
of RCIL:** 21.14% indirect (through Reliance Innoventures Private Limited, AAA  
Communications Private Limited, AAA Business Machines Private Limited,  
AAA Industries Private Limited, ADA Enterprises and Ventures Private Limited,  
and RCOM)<sup>8</sup>

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<sup>7</sup> Percentage ownership reflected is that calculated using the FCC's attribution rule in the Note to Commission Rule 63.18 (47 C.F.R. § 63.18 (h)).

<sup>8</sup> Percentage ownership reflected is that calculated using the FCC's attribution rule in the Note to Commission Rule 63.18 (47 C.F.R. § 63.18 (h)).

## **Response to Question 12 – Interlocking Directorates with Foreign Carriers**

After the *pro forma* transfer of control, there will be interlocking directorates between the transferee and two foreign carriers. Specifically, RCIL directors Prof. J.Ramachandran and Mr. Satya Pal Talwar are also directors of RCOM, an Indian telecommunications provider, and RCIL director Mr. Gautam Doshi is also a director of Reliance Telecom Limited, an Indian telecommunications provider.

## **Response to Question 13 – Narrative Description of Pro Forma Transfer of Control Transactions**

In accordance with Section 63.24(f) of the Commission’s Rules, 47 C.F.R. § 63.24(f), Vanco US, LLC (“Vanco US”) hereby notifies the Commission of a *pro forma* transfer of control arising from the following two transactions that took place on June 22, 2010: (i) Reliance Globalcom B.V. (“RGBV”), a subsidiary of Reliance Communications Limited (“RCOM”), issued 1,750 new ordinary shares of its stock to Reliance Communications Infrastructure Limited (“RCIL”), a separate wholly-owned subsidiary of RCOM, and (ii) RCOM converted 339,562 redeemable preferred shares of RGBV stock into 3,396 ordinary shares of RGBV stock, thereby increasing RCOM’s holding of RGBV ordinary shares to 14,516 shares.

Prior to the June 22, 2010 transactions, RCOM held 11,120 ordinary shares of RGBV stock, representing 100% of RGBV’s then-issued and outstanding ordinary shares. RGBV, in turn, owned 100% of Vanco US in accordance with the Commission’s attribution rules.<sup>9</sup> See Exhibit 1 hereto.

On June 22, 2010, RGBV issued 1,750 ordinary shares of its stock to RCIL, a separate wholly-owned subsidiary of RCOM, thereby inserting RCIL into the ownership chain below RCOM and above RGBV and Vanco US. Also on June 22, 2010, RCOM converted 339,562 redeemable preferred shares of RGBV stock into 3,396 ordinary shares of RGBV stock, bringing RCOM’s total holding of RGBV ordinary shares to 14,516 shares. After the June 22, 2010, transactions, RCOM directly owns 89.24% of RGBV ordinary shares and RCIL directly owns the remaining 10.76%.<sup>10</sup> In contrast, the ownership structure between RGBV and Vanco US remains unchanged. RCOM therefore continues to own, through indirect means and via the Commission’s attribution rules,<sup>11</sup> 100% of Vanco US. See Exhibit 2 hereto.

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<sup>9</sup> Percentage ownership reflected is that calculated using the FCC’s attribution rule in the Note to Commission Rule 63.18 (47 C.F.R. § 63.18 (h)).

<sup>10</sup> See Exhibit 1 for a diagram depicting the corporate structure prior to the *pro forma* transactions. See Exhibit 2 for a diagram depicting the corporate structure after the *pro forma* transactions.

<sup>11</sup> See 47 C.F.R. § 63.18 Note to Paragraph (h).

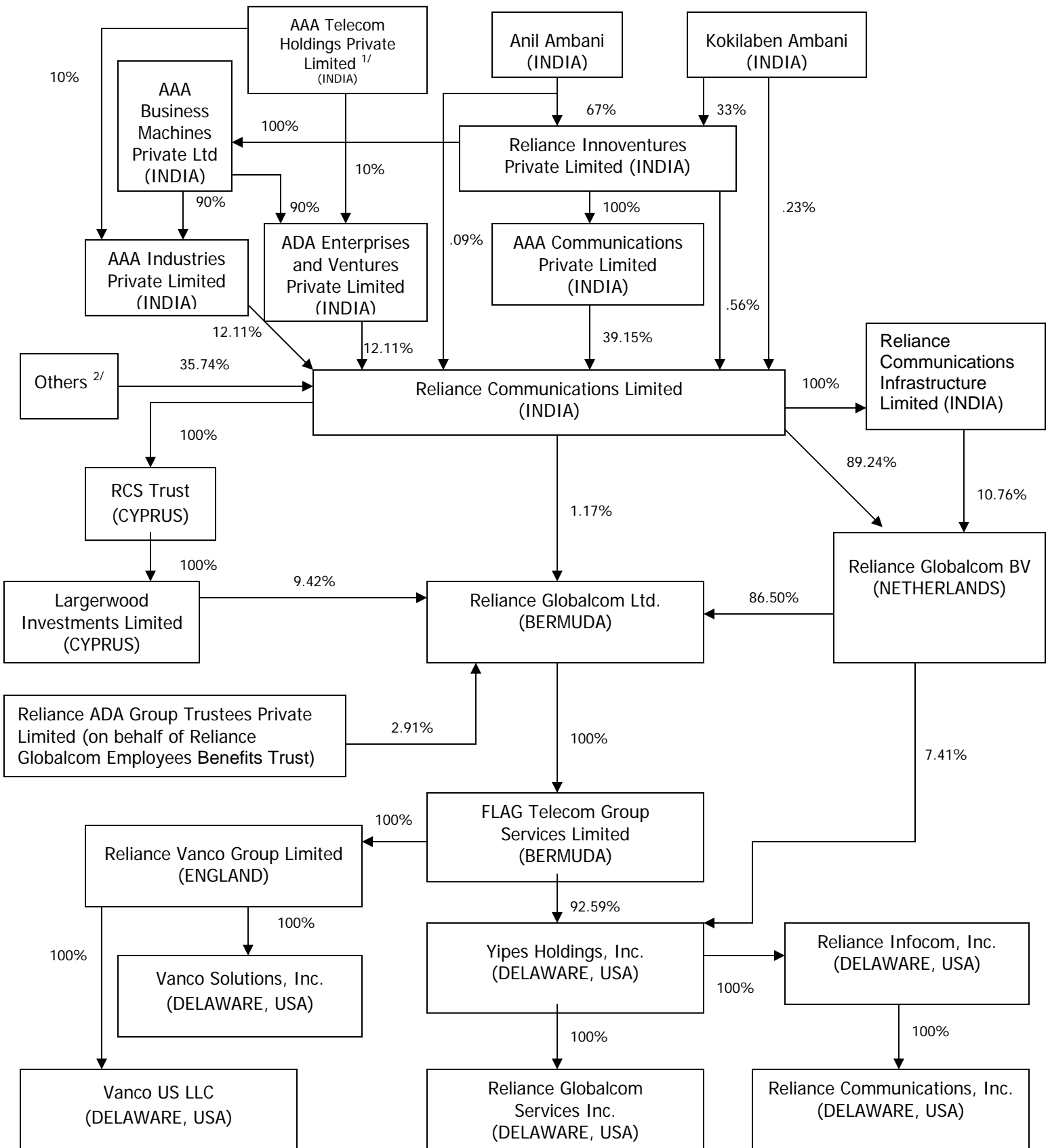
This change in ownership interests at the intermediate level above RGBV does not change the ultimate ownership or control of the international 214 authorization held by Vanco US. RCOM continues to be the ultimate corporate parent of Vanco US, and RCOM, in turn, continues to be majority-owned and controlled by Mr. Anil Ambani.

As the foregoing transactions (1) resulted in no actual change in control over Vanco US; (2) merely inserted a separate wholly owned subsidiary of RCOM into the ownership chain as an intermediate minority shareholder in RGBV, the indirect and intermediary parent of Vanco US; and (3) allows RCOM to retain, indirectly and via the Commission's attribution rules, 100% ownership over Vanco US, they were *pro forma* as defined in Section 63.24 of the Commission's Rules. 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*."); *see also id.*, Note 2 to Paragraph (d) (stating that "[a]ssignment or transfer from a corporation to a wholly owned direct or indirect subsidiary thereof, or vice versa" and "[c]orporate reorganization that involves no substantial change in the beneficial ownership of the corporation" are presumptively *pro forma*). Vanco US further certifies, as required by Rule 63.24(f), that this *pro forma* transaction, taken together with all previous *pro forma* transactions, does not result in a change in the licensee's ultimate control. *See* 47 C.F.R. § 63.24(f).





**Exhibit 2**  
**Reliance Corporate Structure After June 22, 2010**



<sup>1/</sup> Previously known as Ruthill Holdings Limited.

<sup>2/</sup> Consists of millions of shareholders, the vast majority of which individually holds a less than 1% interest in RCOM.