

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of the Transfer of Control of

Keywest Communications (USA) Inc.
from Key West Global Telecommunications Berhad, Transferor
to
Sifa Technology Limited (SIFA), Transferee

Application Pursuant to Section 214 of the
Communications Act of 1934 and
Section 63.24 of the Commission's Rules for
Consent to the Transfer of Control of
Keywest Communications (USA) Inc.
from

File No. ITC/T/C-2012

Key West Global Telecommunications Berhad, Transferor
To Sifa Technology Limited, Transferee

and

Application Pursuant to Section 214 of the
Communications Act of 1934 and
Section 63.04 of the Commission's Rules for
Consent to the Transfer of Control
of

WC Docket No. 12-_____

Keywest Communications (USA) Inc.
from
Key West Global Telecommunications Berhad, Transferor
to
Sifa Technology Limited, Transferee

Attention: International Bureau and Wireline Competition Bureau

**COMBINED/JOINT INTERNATIONAL AND DOMESTIC
APPLICATION FOR
TRANSFER OF CONTROL**

Pursuant to section 214 of the Communications Act of 1934, as amended (the "Act"), and sections 63.04 and 63.24 of the Commission's rules, this Application seeks Commission approval to transfer control of Keywest Communications (USA) Inc. ("KCUSA") from Key West Global Telecommunications Berhad ("Keywest") to Sifa Technology Limited ("SIFA")

(the "Acquisition"). On May 26, 2011, Keywest and its Stockholders entered into a Sale and Purchase Agreement with SIFA. Keywest is a public limited company incorporated in Malaysia, and its shares are listed on the ACE Market of Bursa Malaysia Securities Berhad. Keywest is the 100% holding company of Keywest Communications Inc. ("KCI"), Voicestar Communications Sdn Bhd ("VCSB") and KeyWest Networks (Canada) Inc. ("KNI"). KCI is the 100% holding company of Keywest Communications (USA) Inc. ("KCUSA") and KeyWest Data Network Inc., ("KDNI") and the 99% holding company of Keywest Communications (HK) Limited ("KCHK"). KCUSA holds authority to provide domestic and international telecommunications services pursuant to section 214 of the Act.¹ The Agreement provides that SIFA will purchase all of the issued and outstanding Sale Shares² of Keywest from the Shareholders (the "Acquisition") resulting in SIFA owning certain subsidiaries of Keywest as detailed in the pre and post transaction organizational charts attached as Exhibit A³, in addition to undertaking a repayment of the intercompany loans from Keywest to both KNI and KCI. The Acquisition will therefore result in the change of ownership of KCUSA from Keywest to SIFA including control of KCUSA's section 214 authorities.

KCUSA is a provider of interstate, international and intrastate interexchange telecommunications services. The customers of KCUSA will benefit from the resources and assets of SIFA, which will help ensure continuity of service and enhance the ability of KCUSA to offer a broader range of innovative products and services to customers. The Acquisition will therefore serve to enhance the overall capacity of KCUSA to compete in the marketplace and to provide telecommunications services for a greater number of consumers at competitive rates.

¹ KCUSA holds domestic and international authority pursuant to section 214 of the Act. Authority was granted in File No. ITC-214-20010420-00249 on May 4, 2001.

² Sale Shares means collectively the KCI Shares and the KNI Shares to be purchased by the Purchaser under the Sale and Purchase Agreement.

³ Pre and Post transaction organizational charts are attached as Exhibit A.

Grant of this Application clearly will promote competition in the interstate and international long distance telecommunications markets and will serve the public interest.

I. INFORMATION REQUIRED BY SECTION 63.24

This Application seeks authority to transfer the control of the Sale Shares of KCUSA, which holds authority pursuant to section 214 of the Act to provide domestic interstate and international telecommunications service, from Keywest to SIFA. Section 63.24(e)(2) of the Commission's rules requires that an application for a substantial transfer of control of a carrier holding international section 214 authority include the following information, as described in section 63.18:

- (a) The name, address and contact number of the transferor is:

Key West Global Telecommunications Berhad ("Keywest")
Address: B-03-11, Gateway Corporate Suites, Gateway Kiaramas, No. 1
Jalan Desa Kiara, Mont Kiara, 50480
Kuala Lumpur, Malaysia
Telephone: 603 6201 2313
Fax: 603 6201 2315

The name, address and contact number of the transferee is:

Sifa Technology Limited
Address: 31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay, Hong Kong SAR
Telephone: (778) 785-1987

The name, address and contact number of the holder of section 214 authorities is:

Keywest Communications (USA) Inc. ("KCUSA")
Address: 5811 Cooney Road, Suite N400, Richmond BC V6X 3MI Canada
Telephone: (604) 278 2778
Fax: (604) 278 2793

- (b) KCUSA is a Nevada corporation.
Keywest is Malaysia corporation
SIFA is British Virgin Islands corporation.

- (c) Correspondence concerning this Application should be addressed to:

Leon Nowalsky, Esq.
Nowalsky, Bronston & Gothard
1420 Veterans Blvd.
Metairie, LA 70005
Phone: (504) 832-1984
Fax: (504) 831-0892
Email: lnowalsky@nbglaw.com

- (d) KCUSA was granted authority in File No. ITC-214-20010420-00249 on May 4, 2001.
Responses (e) through (g) are not applicable to this Application.
- (h) The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly own at least ten percent of the equity of the applicants. There will be no interlocking directorates with any foreign carrier.

Sifa Technology Limited (“SIFA”)

Xiao Ping Yang, an individual, 100% owner (“Yang”)

Address: 1603-1600M Beach Avenue, Vancouver, B.C. V6G 1Y7,
Canada

Citizenship: Canada

Principal Business: Shareholder

Percent Ownership: Yang owns 100% of the shares of KCUSA following the Acquisition

Yang does not own a 10% or greater ownership or equity interest in any other telecommunications companies.

Keywest Global Telecommunications Berhad (“Keywest”)

Address: B-03-11, Gateway Corporate Suites, Gateway Kiaramas, No. 1

Jalan Desa Kiara, Mont Kiara, 50480

Kuala Lumpur, Malaysia

Citizenship: Malaysia

Principal Business: Holding Company

Percent Ownership: Keywest owns 100% of the shares of KCUSA prior to the Acquisition

Keywest is the 100% holding company of Keywest Communications Inc. (“KCI”) (Citizenship: British Virgin Islands), Voicestar Communications Sdn Bhd (“VCSB”) (Citizenship: Malaysia) and KeyWest Networks (Canada) Inc. (“KNI”) (Citizenship: Canada). KCI is the 100% holding

company of Keywest Communications (USA) Inc. ("KCUSA") (Citizenship: Nevada, USA) and KeyWest Data Network, Inc. ("KDNI") (Citizenship: Philippines) and the 99% holding company of Keywest Communications (HK) Limited ("KCHK") (Citizenship: Hong Kong, China)

Principal Business: Holding Company

- (i) Applicants certify that they are not, and following the proposed transaction will not be, affiliated with any foreign carrier within the meaning of section 63.09(d) and (e).
- (j) The Applicants certify that they do not seek authority to provide service to any country described in paragraphs (1) through (4) of section 63.18(j).
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that no party to the Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) This international section 214 Application qualifies for streamlined processing pursuant to section 63.12 because the applicants are not affiliated with any foreign carriers; are not affiliated with any dominant U.S. carriers whose international switched or private line services the applicant seeks authority to resell; and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. This Application therefore should be granted, pursuant to section 63.12(a), fourteen days after the date of public notice listing this Application as accepted for filing.

II. ADDITIONAL INFORMATION REQUIRED BY SECTION 63.04

This Application seeks Commission consent to transfer control of KCUSA, which holds authority to provide domestic and international telecommunications services pursuant to section 214 of the Act. Pursuant to section 63.04(b) of the Commission's rules, the parties submit the following information in support of this Application in response to items 6 through 12 of section 63.04(a):

- 6) As set forth above, this Application seeks Commission consent to transfer control of KCSUA from Keywest and its Shareholders to SIFA. As a result of the

transfer, KCUSA will continue to operate and provide service pursuant to its current authority.

7) [intentionally omitted]

8) This Application qualifies for streamlined processing under section 63.03(b)(2)(I) because the transferee will have a market share in the interstate interexchange market of less than 10 percent, the transferee will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction, and no party to this Application is dominant with respect to any service.

(9) The parties will file a slamming certification letter with the Commission, if necessary.

(10) Only standard streamlined processing of this domestic section 214 transfer of control application is sought pursuant to Section 63.03.

(11) No waiver requests are being filed in conjunction with the transaction.

(12) As discussed above, grant of this Application will strengthen KCUSA as the post-transaction company will become a stronger competitor in the marketplace for interstate and international telecommunications services. The customers of KCUSA will benefit from SIFA's resources and assets, which will help ensure continuity of service and enhance the ability of KCUSA to offer a broader range of innovative products and services to customers. Grant of this Application will promote competition in the domestic interexchange and international telecommunications markets and will serve the public interest.

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III. CONCLUSION

For the foregoing reasons, this Application respectfully requests that the Commission consent to the transfer of control of KCUSA from Keywest and its Shareholders to SIFA

Respectfully submitted,

Leon Nowalsky

Leon Nowalsky, Esq. *LN*

Nowalsky, Bronston & Gothard

A Professional Limited Liability Company

1420 Veterans Blvd.

Metairie, LA 70005

Telephone: (504) 832-1984


Counsel for Key West Global
Telecommunications Berhad ("Keywest), its
subsidiaries and Sifa Technology Limited

State of Federal Territory of Kuala Lumpur
County of Malaysia

AFFIDAVIT


The applicant below certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

By:



Ng Min Lin (MALAYSIA NRIC 790112-07-3365)
Key West Global
Telecommunications Berhad

Sworn to and subscribed before me
this 22 day of December, 2011



Notary Public

My Commission expires 8-3-2012



State of Florida
County of Sarasota

AFFIDAVIT

The applicant below certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

By:

Xiao Ping Yang
Xiao Ping Yang, Owner
Sifa Technology Limited

Sworn to and subscribed before me
this 29th day of December 2011

Megan Cleary
Notary Public

My Commission expires

4/9/12

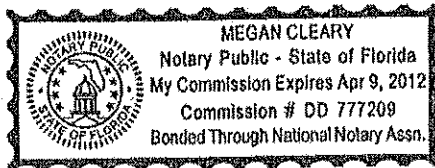
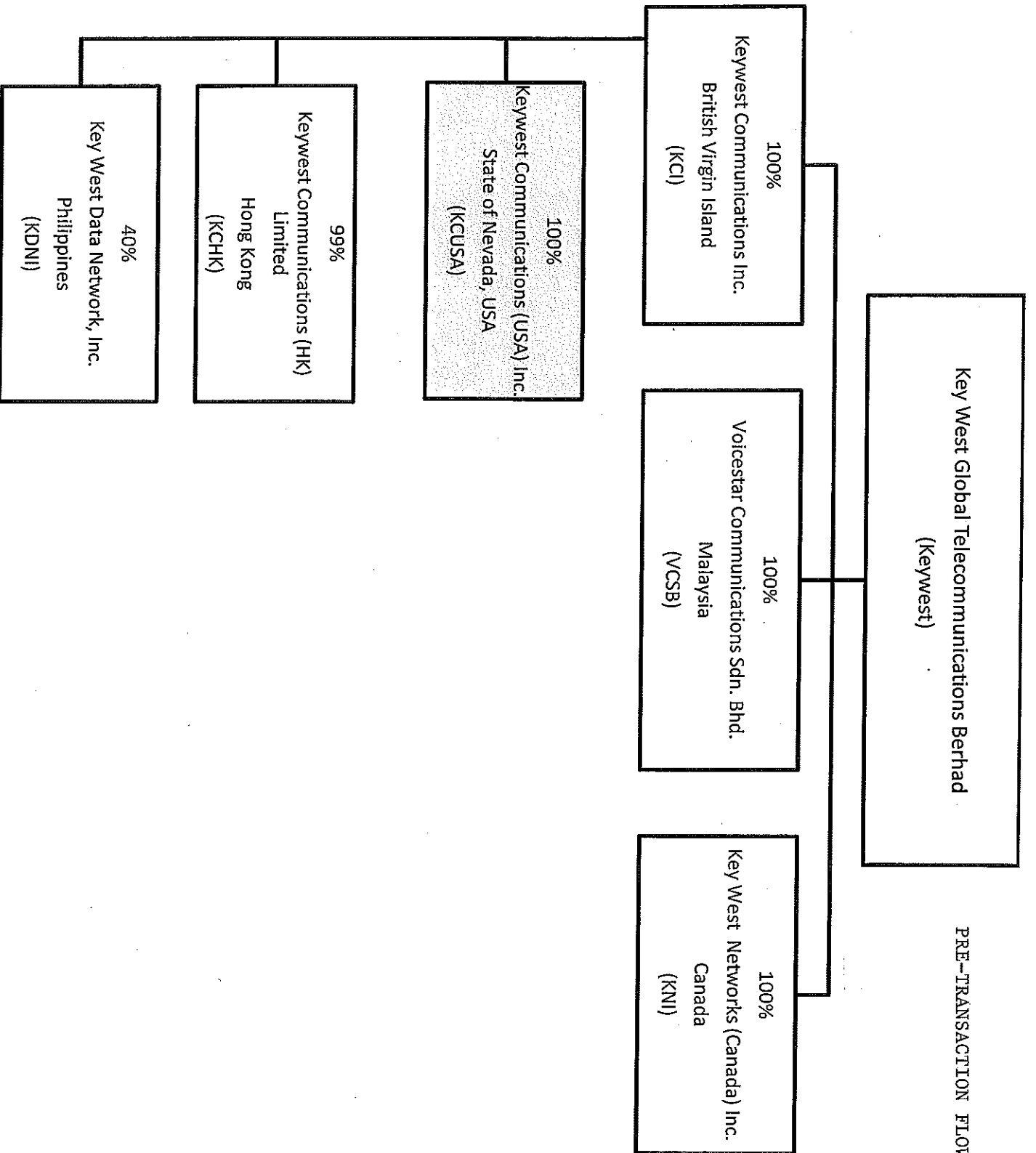


EXHIBIT A

PRE-TRANSACTION FLOW CHART



POST-TRANSACTION FLOW CHART

