

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

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| _____ |) | |
| In the Matter of the Application of |) | |
| |) | |
| Dr. Devadatt Mishal |) | |
| Transferor |) | |
| |) | |
| |) | |
| Airtel USA, Inc. |) | |
| Licensee |) | |
| |) | |
| and |) | File No. _____ |
| |) | |
| Mr. Rashid Khan, Mr. Abdul F. Sheikh and |) | |
| Mr. Mahfuzur Rahman |) | |
| Transferees |) | |
| |) | |
| For Authority Pursuant to Section |) | |
| 214 of the Communications Act of 1934, |) | |
| as Amended, for the Transfer of Control of |) | |
| An Authorized U.S. International |) | |
| Communications Common Carrier |) | |
| _____ |) | |

Note: The following is also to serve as supplementary information for Question 9 of Application, which requires a Summary of the nature of Application.

APPLICATION

Dr. Devadatt Mishal (sole shareholder of Airtel USA Inc., an FCC 214 carrier) wishes to transfer 85% ownership of Airtel USA Inc. to Mr. Rashid Khan, Mr. Abdul F. Sheikh and Mr. Mahfuzur Rahman. All four listed individuals are hereafter collectively referred to as Applicants. Pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C.A. § 214, and Sections 63.24(e) of the Commission’s Rules, 47 C.F.R. § 63.24(e), the Applicants hereby respectfully request Commission approval for the transfer of control. The means by which transfer will take place is a March 29, 2012 agreement between Transferor and Transferee, which will execute the transfer upon FCC approval. Airtel USA Inc. is a California based non-dominant carrier authorized by the Commission to provide international telecommunications services. Consummation of the transaction proposed herein will serve the public interest.

In support of the Application, Applicants state as follows:

I. REQUEST FOR STREAMLINED PROCESSING

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) applies. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules. All of the Applicants are individuals that reside in the US and most of the applicants are US Citizens. The one individual that is not a US Citizen is already known to the Commission, from whom he received a Section 214 approval on June 1, 2011 for ATN Telecom Inc. (ITC-214-20100713-00278), where he is the sole shareholder.

II. DESCRIPTION OF APPLICANTS

A. Existing Sole Shareholder of Licensee

Dr. Devadatt Mishal is the President and sole shareholder of Airtel USA, Inc. ("Airtel USA"), a California corporation whose corporate office is located at 3728 East Woodbine Road, Orange, CA 92867-2112. Airtel USA provides US to International calling services to consumers in the United States. Upon receiving Commission approval for this application, Dr. Mishal will reduce his ownership of Airtel USA from 100% to 15% and step down as President of Airtel USA but continue to be a member of the Board of Directors of Airtel USA.

B. Future Additional Shareholders upon FCC Approval

Upon receiving FCC approval for this application, Mr. Rashid Khan, Mr. Abdul F. Sheikh and Mr. Mahfuzur Rahman will together receive 85% ownership of Airtel USA Inc. as listed below on page 3 and 4 under section titled **V. INFORMATION REQUIRED BY SECTION 63.24(e)**. Additional information on each of those new owners can be found in that section below.

III. DESCRIPTION OF THE TRANSACTION

Applicants have entered into an Agreement dated March 29, 2012, pursuant to which the existing shareholder Dr. Devadatt Mishal will transfer 85% ownership of Airtel USA Inc to the new proposed shareholders listed above. As a result, immediately following the consummation of the proposed transaction, Dr. Mishal will no longer be the largest shareholder of Airtel USA with ultimate control of Airtel USA Inc. Applicants therefore request authority for the transfer of control of Airtel USA Inc. per the applicable rules and the guidance provided by the FCC International Bureau.

IV. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the transaction described herein will serve the public interest. The transfer of control of Airtel USA to the transferees will provide Airtel USA with access to the financial and operational support of the proposed additional new shareholders. Such support will allow Airtel USA to strengthen its ability to compete. Also, the transaction will not have any adverse impact on competition. No existing or potential competitors will be eliminated as a result of the proposed transaction. Instead, Airtel USA will continue to provide service to its customers, furthering the Commission's policies favoring competition and diversity of services. Furthermore, the transaction will be conducted in a manner that will be virtually transparent to customers of Airtel USA. The transaction will not result in a change of carrier for any customer or any assignment of existing Commission authorizations since Airtel USA is a provider for international calls and it does not operate as a provider of home phone service. Following consummation, Airtel USA will continue to provide high-quality services to customers without interruption.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e) of the Commission's Rules, Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Note: The applicant does not have any interlocking directorates with a foreign carrier and it is a small non-dominant carrier.

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|---------------------|---|
| Transferors: | <u>Current Sole Shareholder of Airtel USA Inc.</u> |
| Name: | Dr. Devadatt Mishal |
| Address: | 3728 E Woodbine Road |
| City: | Orange |
| State: | CA |
| Country: | USA |
| Zip Code: | 92867-2112 |
| Citizenship: | USA |
| Principal Business: | Telecommunications |
| Current Ownership: | 100% and currently serving as President |

Transferee:

Name: Dr. Devadatt Mishal
 Address: 3728 E Woodbine Road
 City: Orange
 State: CA
 Country: USA
 Zip Code: 92867-2112
 Citizenship: USA
 Principal Business: Telecommunications
 Ownership Up On FCC Approval: 15% and Director upon FCC approval

Shareholders of Airtel USA Inc. upon FCC Approval

Name: Mr. Rashid Khan
 Address: 222 Woodfield Road
 City: West Hempstead
 State: NY
 Country: USA
 Zip Code: 11552
 Citizenship: USA
 Principal Business: Telecommunications
 Ownership Up On FCC Approval: 15% and CEO/President upon FCC approval

Name: Mr. Abdul F. Sheikh
 Address: 36-05 29th street, Apartment# E1
 City: Long Island City
 State: NY
 Country: USA
 Zip Code: 11106
 Citizenship: USA
 Principal Business: Telecommunications
 Ownership Up On FCC Approval: 10% of Airtel USA Inc

Name: Mr. Mahfuzur Rahman
 Address: 5123 Queens Blvd., Apt# 5B
 City: Woodside
 State: NY
 Country: USA
 Zip Code: 11377
 Citizenship: Bangladesh
 Principal Business: TV Broadcasting
 Ownership Up On FCC Approval: 60% of Airtel USA Inc. and Chairman upon FCC approval

(b) Jurisdiction of Applicants:

Applicants will continue to operate Airtel USA, Inc. out of its home state of California where it has its corporate office.

(c) Correspondence concerning this Application should be sent to:

Name: Alonzo Beyene of Industry Assurance Consulting, Inc. (IAC Advice)
Title: Consultant to transferor and transferees regarding this Application
Address: 6303 Blue Lagoon Drive, Suite 400, Miami, FL 33126
Tel#: (215) 432-7341
Email: alonzo@iacadvice.com

Name: Dr. Devadatt Mishal
Title: Transferor as Current President and Sole Shareholder of Airtel USA Inc.
Address: 3728 E Woodbine Road, Orange, CA 92867-2112
Tel: (714) 409-0420
Email: devmishal@yahoo.com

Name: Mr. Rashid Khan
Title: Signer As Future President and Representative for Transferees
Address: 222 Woodfield Road, West Hempstead, NY 11552
Tel: (516) 485-5688
Email: r.khan@att.net

(d) Section 214 Authorizations Held

Transferor: Dr. Devadatt Mishal is 100% owner of Airtel USA Inc., which received an FCC 214 (ITC-214-2009022200099) from the Commission on March 13, 2009. Neither Dr. Mishal nor Airtel USA Inc. have other Section 214 authorizations asides from the Section 214 authority listed above.

Transferee: Asides from the Section 214 held by a company (ATN Telecom Inc.) wholly owned by Mr. Mr. Mahfuzur Rahman, none of the Transferees/new shareholders upon FCC approval, hold any domestic or international Section 214 authority.

Note: In regards to 63.18 items (e), (f) and (g), not applicable. Applicants are not looking to change the Section 214 license currently held by Airtel USA Inc.

(h) Post-Transaction Ownership of Airtel USA Inc.:

As of the date of the closing of the proposed transaction, the owners of Airtel USA Inc. will be as listed page 4 of this application.

(i) Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

(j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

(i) an Applicant is a foreign carrier in that country;

(ii) an Applicant controls a foreign carrier in that country;

(iii) any entity that owns more than 25% of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or

(iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25% of an Applicant and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

(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 they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). -In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's rules, 47 C.F.R. §62.12(c), applies.

V. Conclusion

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application.

Respectfully submitted,

/s/ Dr. Devadatt Mishal

Dr. Devadatt Mishal

Transferor as President and Sole Shareholder of Airtel USA Inc.

3728 E Woodbine Road

Orange, CA 92867-2112

Tel: (714) 409-0420

Email devmishal@yahoo.com

And

/s/ Mr. Rashid Khan

Signer as Transferee and Representative for Other Transferees

222 Woodfield Road

West Hempstead, NY 11552

Tel: (516) 485-5688

Email: r.khan@att.net

Date: June 05, 2012
