

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, DC 20007

(202) 342-8400

FACSIMILE

(202) 342-8451

www.kelleydrye.com

DIRECT LINE: (202) 342-8612

EMAIL: saugustino@kelleydrye.com

NEW YORK, NY
LOS ANGELES, CA
CHICAGO, IL
STAMFORD, CT
PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICE
MUMBAI, INDIA

January 29, 2013

Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Re: Notification, pursuant to Section 63.24(f) of the Commission's Rules, of a December 31, 2012 pro forma transfer of control of BTS Group, Inc., which holds blanket domestic Section 214 authority and international Section 214 authority (File No. ITC-214-20010921-00482)

Dear Ms. Dortch:

BTS Group, Inc. ("BTS Group") (FRN: 0016096513), by its attorneys, hereby notifies the Commission of a pro forma transaction pursuant to Section 63.24(f) of the Commission's Rules. This transaction closed on December 31, 2012, and notice regarding it has not been provided previously to the Commission.

Ownership of BTS Group Prior to the Transaction

At the end of 2012, BTS Group, a Delaware corporation, was owned in equal fifty (50) percent shares by Rafael Olloqui and Ricardo Olloqui, both citizens of Spain.

The December 31, 2012 Transaction

Effective December 31, 2012, the ownership interest in BTS Group held by Rafael Olloqui was transferred to a new intermediary entity, Rafael Olloqui Family, LLC ("RAOFL"), a Delaware limited liability company controlled by Rafael Olloqui and owned ninety-nine (99) percent by the Rafael Olloqui Dominguez Family Irrevocable Trust (Northern Trust Company of Delaware, Trustee) and one (1) percent by Rafael Olloqui individually. The ownership interest in BTS Group held by Ricardo Olloqui was transferred to a new intermediary entity, Ricardo Olloqui Family, LLC ("RIOFL"), a Delaware limited liability company controlled by Ricardo Olloqui and owned ninety-nine (99) percent by the Ricardo Olloqui Dominguez Family

Irrevocable Trust (Northern Trust Company of Delaware, Trustee) and one (1) percent by Ricardo Olloqui individually. The transaction was consummated for estate-planning purposes.

Both Rafael Olloqui and Ricardo Olloqui continue to hold their respective ultimate fifty (50) percent interests in BTS Group, albeit now primarily through intermediary family trusts which they control. Consequently, this transaction effectuated only a pro forma change to the ownership of BTS Group.

Diagrams of the ownership structure of BTS Group prior to and following consummation of the transaction are provided in **Exhibit A**.

In accordance with Section 63.24(f)(2) of the Commission's Rules, BTS Group provides the information requested in paragraphs (a) through (d) and (h) of Section 63.18 of the Commission's Rules.

(a) Name, address and telephone number of the parties:

BTS Group, Inc.
2620 SW 27th Avenue
Miami, Florida 33133
Tel: (305) 358-5850

Rafael Olloqui
2620 SW 27th Avenue
Miami, Florida 33133
Tel: (305) 358-5850

Rafael Olloqui Family, LLC
2620 SW 27th Avenue
Miami, Florida 33133
Tel: (305) 358-5850

Rafael Olloqui Dominguez Family Irrevocable Trust
(Northern Trust Company of Delaware, Trustee)
2620 SW 27th Avenue
Miami, Florida 33133
Tel: (305) 358-5850

Ricardo Olloqui
2620 SW 27th Avenue
Miami, Florida 33133
Tel: (305) 358-5850

Ricardo Olloqui Family, LLC
2620 SW 27th Avenue
Miami, Florida 33133
Tel: (305) 358-5850

Ricardo Olloqui Dominguez Family Irrevocable Trust
(Northern Trust Company of Delaware, Trustee)
2620 SW 27th Avenue
Miami, Florida 33133
Tel: (305) 358-5850

- (b) BTS Group is a Delaware corporation. RAOFL and RIOFL are Delaware limited liability companies. The Rafael Olloqui Dominguez Family Irrevocable Trust and the Ricardo Olloqui Dominguez Family Irrevocable Trust are formed under the laws of the United States. Rafael Olloqui and Ricardo Olloqui are citizens of Spain.
- (c) Correspondence concerning this filing should be sent to:

Steven A. Augustino
Winafred Brantl
Jameson J. Dempsey
Kelley Drye & Warren LLP
3050 K Street, N.W.
Suite 400
Washington, D.C. 20007
Tel: (202) 342-8400
saugustino@kelleydrye.com
wbrantl@kelleydrye.com
jdempsey@kelleydrye.com

- (d) BTS Group holds an international Section 214 license to provide global or limited global facilities-based international telecommunications services, granted in File No. ITC-214-20010921-00482 on October 19, 2001.¹

¹ BTS Group has previously notified the Commission that, pursuant to Rule 63.21(h), it is operating through three wholly-owned subsidiaries: (1) ADMA Telecom, Inc., a Florida corporation; (2) Business Telecom Services, Inc. ("BTS Inc."), a Florida corporation; and (3) BTS Global, LLC, a Florida limited liability company.

(h) Post-close, the following entities or individuals hold 10% or greater direct or indirect interest in BTS Group.

(1) Fifty (50) percent direct interest in BTS Group is held by:

Rafael Olloqui Family, LLC (“RAOFL”)
2620 SW 27th Avenue
Miami, Florida 33133
Citizenship: Delaware
Principal Business: Telecommunications
Percentage Direct Interest in Licensee: 50%

Ninety-nine (99) percent interest in RAOFL is held by:

Rafael Olloqui Dominguez Family Irrevocable Trust
(Northern Trust Company of Delaware, Trustee)
2620 SW 27th Avenue
Miami, Florida 33133
Citizenship: United States
Principal Business: Trust
Percentage Interest in RAOFL: 99%
Percentage Indirect Interest in Licensee: 49.5%

Through control of the Rafael Olloqui Dominguez Family Irrevocable Trust and ownership of the remaining 1% interest in RAOFL, ultimate 50% indirect interest in the licensee is held by:

Rafael Olloqui
2620 SW 27th Avenue
Miami, Florida 33133
Citizenship: Spain
Principal Business: Telecommunications

(2) The remaining fifty (50) percent direct interest in BTS Group is held by:

Ricardo Olloqui Family, LLC (“RIOFL”)
2620 SW 27th Avenue
Miami, Florida 33133
Citizenship: Delaware
Principal Business: Telecommunications
Percentage Direct Interest in Licensee: 50%

Ninety-nine (99) percent interest in RIOFL is held by:

Ricardo Olloqui Dominguez Family Irrevocable Trust
(Northern Trust Company of Delaware, Trustee)
2620 SW 27th Avenue
Miami, Florida 33133
Citizenship: United States
Principal Business: Trust
Percentage Interest in RIOFL: 99%
Percentage Indirect Interest in Licensee: 49.5%

Through control of the Ricardo Olloqui Dominguez Family Irrevocable Trust and ownership of the remaining 1% interest in RIOFL, ultimate 50% indirect interest in the licensee is held by:

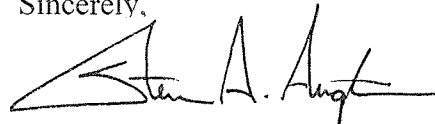
Ricardo Olloqui
2620 SW 27th Avenue
Miami, Florida 33133
Citizenship: Spain
Principal Business: Telecommunications

BTS Group has no interlocking directorates with any foreign carrier.

Finally, pursuant to Section 63.24(f)(ii) of the Commission's Rules, BTS Group provides as **Exhibit B** a certification that the transfer of control was pro forma and that, together with all previous pro forma transactions, it did not result in a change in the actual controlling party.

Please contact the undersigned counsel if you have any questions regarding this matter.

Sincerely,



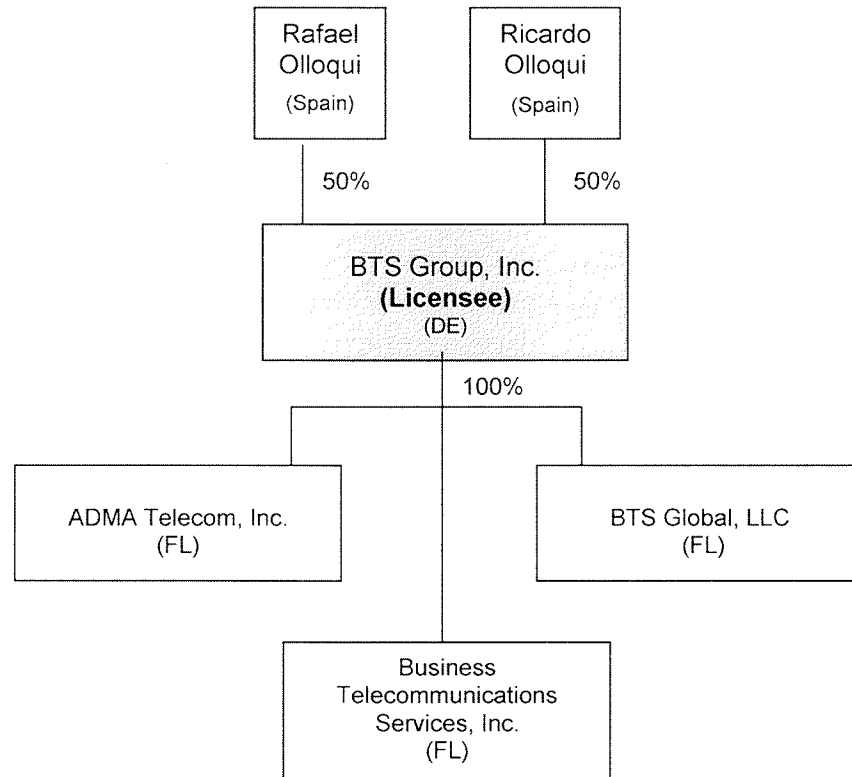
Steven A. Augustino
Winafred Brantl
Jameson J. Dempsey
Kelley Drye & Warren LLP
3050 K Street, NW
Suite 400
Washington, D.C. 20007-5108

Counsel for BTS Group, Inc.

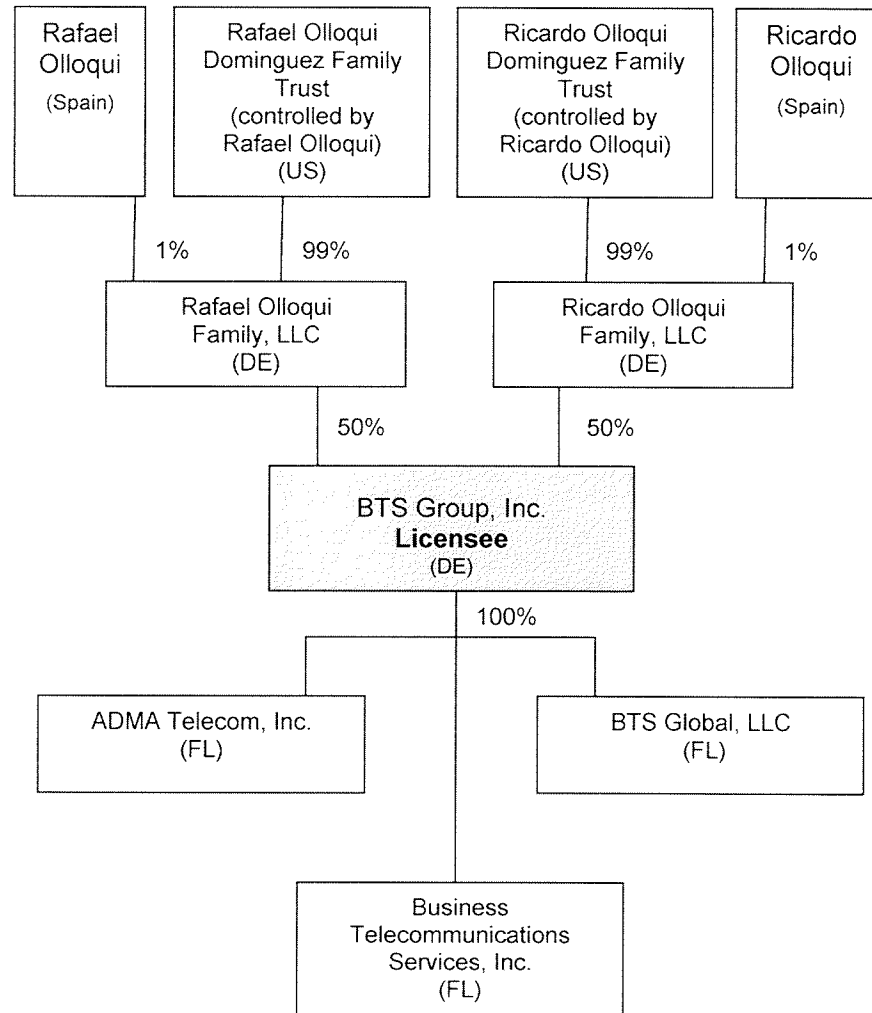
EXHIBITS

Exhibit A	Pre- and Post-Close Diagrams of the Ownership Structure of BTS Group, Inc.
Exhibit B	Certification

**Section 214 Licensee Ownership
Prior to Pro Forma Changes
(BTSG)**



**Section 214 Licensee Ownership
Following Pro Forma Changes
(BTSG)**



Certification

The undersigned hereby certifies, on behalf of BTS Group, Inc. and with respect to the foregoing notification of *pro forma* transaction, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the transaction was *pro forma* as described in Section 63.24(d) of the Commission's Rules; and that this transaction, together with all previous *pro forma* transactions, does not result in a change in ultimate control.

By: 

Andres Proano
BTS Group, Inc.
2620 SW 27th Avenue
Miami, Florida 33133

Date: January 21, 2013