

Morgan, Lewis & Bockius LLP
2020 K Street, NW
Washington, District of Columbia 20006-1806
Tel. 202.373.6000
Fax: 202.373.6001
www.morganlewis.com

Morgan Lewis
C O U N S E L O R S A T L A W

Ulises R. Pin
Partner
+1.202.373.6664
u.pin@morganlewis.com

February 6, 2015

VIA IBFS

Marlene H. Dortch, Secretary
Federal Communications Commission
Room TW-B204
445 12th Street, SW
Washington, DC 20554

Attention: International Bureau, Policy Division

Re: Iusatel USA, Inc., Notification of Pro Forma Transfer

Dear Secretary Dortch:

Iusatel USA Inc. ("Iusatel USA"), by its undersigned counsel submits this Notification of Pro Forma Transfer, pursuant to Section 63.24(d) of the Commission's Rules, 47 C.F.R. § 63.24(d).

Iusatel USA holds global, facilities-based and resold international Section 214 authority, File No. ITC-214-19960923-00459. Iusatel USA solely provides cross-border services to U.S. carriers at several locations along the U.S.-Mexico border, including international voice and data services.

By this pro forma transfer filing, Iusatel USA is providing the Commission notice of a transaction (the "Transaction") whereby, Iusatel USA's ultimate shareholders Grupo Televisa S.A.B. ("Grupo Televisa") and Grupo Salinas Telecom, S.A. de C.V. ("Grupo Salinas Telecom"), agreed that Grupo Televisa will transfer to Grupo Salinas Telecom its 50% equity interest in Iusatel USA and other Mexican operating subsidiaries of Grupo Iusacell, S.A. de C.V. ("Grupo Iusacell").¹ As a result of the Transaction, Grupo Salinas Telecom indirectly holds

¹ Prior to the Transaction, each of Grupo Televisa and Grupo Salinas Telecom, held an indirect 50% equity and voting interest in Iusatel USA.

Marlene H. Dortch, Secretary
February 6, 2015
Page 2

100% of the equity and voting interests in Iusatel USA. Pre and post Transaction charts are attached hereto as Exhibit A.

The Transaction was governed by Mexican law and was consummated on January 6, 2015.²

For the following reasons, the Transaction does not constitute a change of control of Iusatel USA under Section 63.24 of the Commission's Rules, 47 C.F.R. § 63.24:

- The Transaction does not result in a *de jure* or *de facto* change of control in Iusatel USA. Iusatel USA will continue to be controlled by Grupo Salinas Telecom one of the shareholders that currently control the company. The Commission has previously considered other transactions in which two shareholders each has a 50% equity interest in a licensee (*i.e.*, each shareholder has negative control) and then one shareholder assumes a positive control interest in the licensee, as *pro forma* transfers. In particular, the Commission has repeatedly considered that no additional approval is necessary when a party that has negative control assumes positive control of the licensee and that controlling party was previously vetted by the Commission in prior applications.³
- The Transaction does not involve an assignment of any license or a change in the day-to-day operations of Iusatel USA.
- There will be no change in the services offered to customers or the rates of Iusatel USA's services, and the Transaction is completely transparent to Iusatel USA's customers.

² Subsequent to the Transaction, Grupo Salinas Telecom agreed to sell 100% of Grupo Iusacell, including all of its Mexican wireless operating subsidiaries to AT&T Inc. ("AT&T"). However, Iusatel USA is not part of the Mexican wireless companies sold to AT&T and remains wholly-owned and controlled by Grupo Salinas Telecom.

³ See, e.g. *In re Request of McCaw Cellular Communications, Inc.*, 4 FCC Rcd 3784, 3791, n. 9 (1989). The test for "substantiality" has been, (a) whether 50% or more of the stock is being transferred. ... and (b) whether as a result of the transaction, 50% or more of the outstanding stock will be held by a person or persons whose qualifications have not been approved or "passed upon" in a "long form application" ... for the particular station involved. *In the Matter of Grace Missionary Baptist Church*, 80 FCC 2d 330 (1980) (citing *In the Matter of Barnes Enterprises, Inc.*, 55 FCC 2d 721 (1975)). In *Barnes*, the Commission found that where 90% of the stock remained in the hands of individuals whose qualifications have been passed upon, did not amount to a substantial change of control requiring a long-form application. Similarly, in *Gaffney Broadcasting*, the Commission ruled that a short form application for transfer of control was properly used where a husband and wife held 50% of the licensee's stock and acquired the remaining 50% from other stockholders. *In the Matter of Gaffney Broadcasting*, 35 RR 2d 1607 (1976).

Marlene H. Dortch, Secretary
February 6, 2015
Page 4

Please contact the undersigned at (202) 373-6664, if you have any questions or comments regarding this filing.

Respectfully submitted,



Ulises R. Pin

Counsel for Iusatel USA, Inc.

Attachments

cc: Norma Urzua, Esq.
Eduardo Ruiz, Esq.

CERTIFICATION

On behalf of Iusatel USA, I hereby certify that the foregoing Pro Forma Transfer Notification was prepared under my direction and control. I further certify that all statements therein are true, complete, and correct to the best of my knowledge and are made in good faith and that the Transaction described therein was *pro forma* under the Commission's Rules. I certify under penalty of perjury that the foregoing is true.

IUSATEL USA, INC.

By: 

Name: Francisco Xavier Borrego Hinojosa Linage

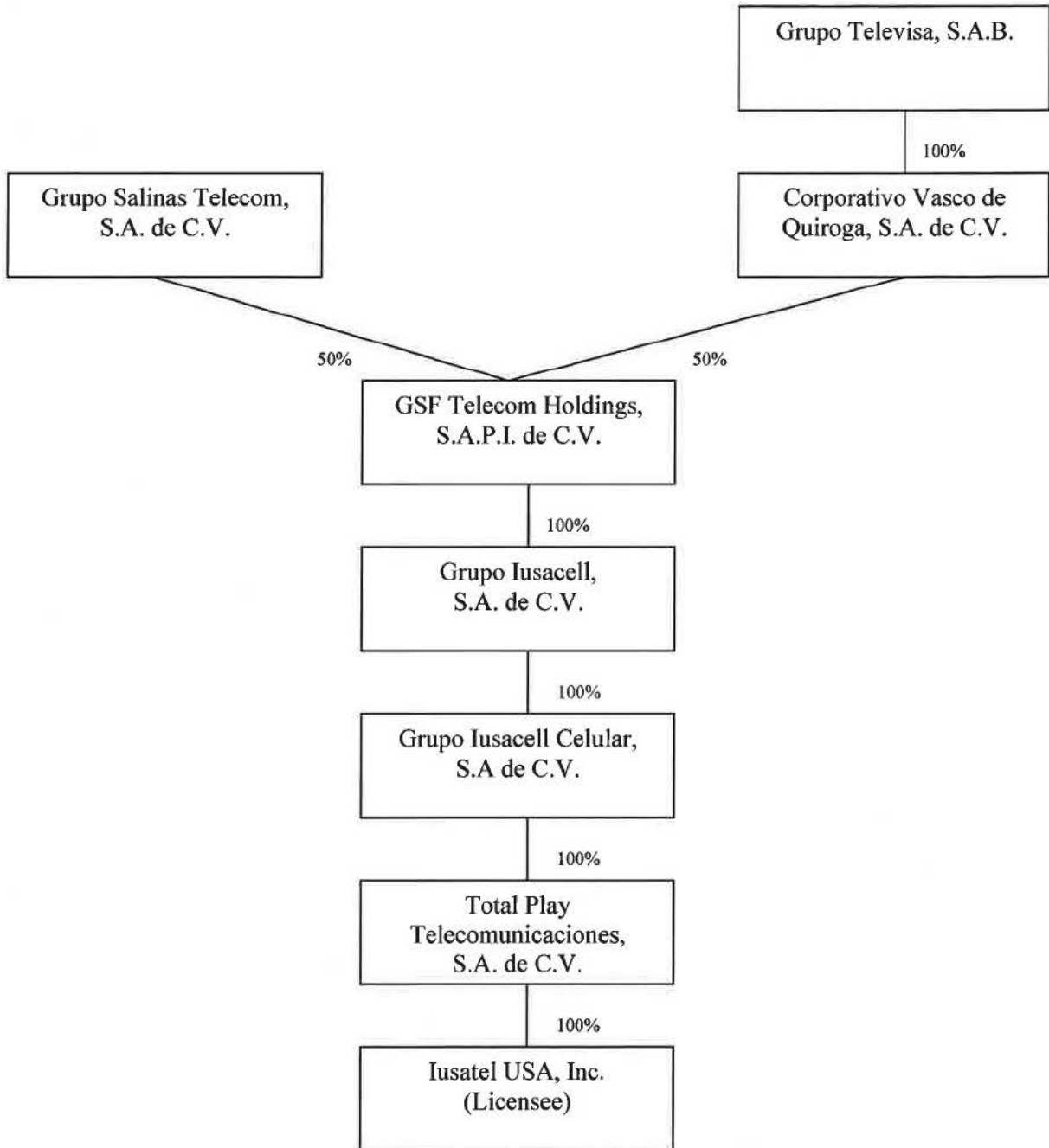
Title: General Counsel

Date: February 5, 2015

Exhibit A

OWNERSHIP CHARTS

Pre-Transaction Ownership Structure



Post-Transaction Ownership Structure



Exhibit B

OWNERSHIP INFORMATION

As of the date of the closing of the Transaction, the 10% or greater direct shareholders of Iusatel USA, Inc. will be:

Name: Total Play Telecomunicaciones, S.A. de C.V. ("Total Play")
Address: Montes Urales No. 450
Quinto Piso
Colonia Lomas de Chapultepec
Mexico City, 11000
Mexico
Ownership: 100%
Citizenship: Mexico
Principal Business: Telecommunications

The following entity will hold an indirect ten percent (10%) or greater equity or controlling interest in Licensee through its ownership in Total Play:

Name: Grupo Salinas Telecom, S.A. de C.V.
Address: Montes Urales No. 450
Quinto Piso
Colonia Lomas de Chapultepec
Mexico City, 11000
Mexico
Ownership: 99.8%
Citizenship: Mexico
Principal Business: Holding Company

The following person will hold an indirect ten percent (10%) or greater equity or controlling interest in Licensee through its ownership of Grupo Salinas Telecom:

Name: Ricardo Benjamín Salinas Pliego
Address: Periférico Sur 4119
Colonia Fuentes del Pedregal
Mexico City, 14141
Mexico
Ownership: 73.75%
Citizenship: Mexico
Principal Business: Retailing, Telecommunications and Media

No other person or entity will hold a 10% or greater indirect interest in Iusatel USA through an ownership interest in Grupo Salinas Telecom.